



**September 7, 2020**

To,  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
BandraKurla Complex,  
Bandra (E), Mumbai- 400051.

**Symbol: MHHL**

**Sub: Notice of Annual General Meeting and Book Closure.**

**Respected Sir/Madam,**

Pursuant to provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of Companies (Management and Administration) Rules, 2014 and Regulation 34 and 42 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that:

- a) 11<sup>th</sup> Annual General Meeting of the members of the Company will be held on Tuesday, September 29, 2020 at 3.00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
- b) Register of members and share transfer books of the Company will remain closed from Tuesday September 22, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting.

You are requested to kindly take the above information on record.

Yours faithfully,

**For MOHINI HEALTH & HYGIENE LIMITED**

**Arnika Jain**

**Company Secretary & Compliance Officer**

**Encl:- As above**

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**CIN NO. L17300MP2009PLC022058**

**Manufacturing Unit & Registered Office: Plot No. 109, Sector 3, Industrial Area, Pithampur, Dist – 454774 (M.P.) INDIA  
+91-7292-426665, 7292-426666, Email: [customercare@mohinihealthandhygiene.com](mailto:customercare@mohinihealthandhygiene.com), [www.mohinihealthandhygiene.com](http://www.mohinihealthandhygiene.com)**

*Extending Per Capita Smiles*

ANNUAL REPORT 2019-20





# Influencing growth over smiles in best possible time

Built over the firm partnership over decades, Mohini has an active presence in the arena of pharmaceutical field. We offer pharmaceutical solutions that meet the needs of our customers and make quality healthcare more inclusive and affordable.

As we foray into new areas of pharmaceutical products, we expertise in accelerating growth with a strong foundation and by enabling impeccable execution with our experienced team of professionals. We are committed to building a promising future for all by spreading smiles and growth over years.





# VISION FINDS DIRECTION AND 'PURE CURE' FINDS DEFINITION

## MISSION

We endeavor to adhere to the stringent quality policy and deliver the best by adopting the most sophisticated production techniques to fulfil the need of every customer.

## VISION

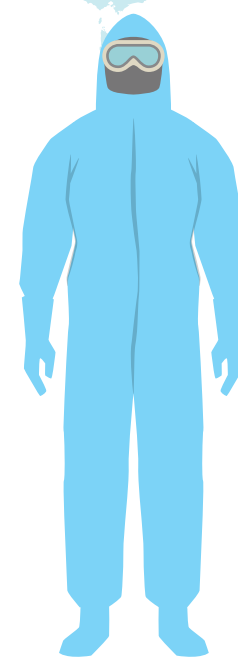
We cherish a vision to establish our brand that is well recognized in the global market and is known for innovation, uncompromising quality and customer centric products and services.

## GOAL

Achieving complex and difficult goals requires focus, long-term diligence and effort. Our goal is to innovate, evolve, enhance quality and 'the customer experience with each step we take.



- OUR RANGE OF PRODUCTS -
- PERSONAL CARE • MEDICAL DRESSING • WOUND CARE
  - MEDICAL DISPOSABLE • HOUSEHOLD PRODUCTS



# CORPORATE INFORMATION

## Board of Directors

Mr. Avnish Bansal	Managing Director
Mr. Sarvapriya Bansal	Executive Director
Mrs. Parul Bansal	Non- Executive Director
Mr. Ramesh Chandra Jain	Non- Executive Independent Director
Mr. Mukesh Vyas	Non- Executive Independent Director
Mr. Siddharth Jain	Non- Executive Independent Director
Mrs. Kiran Patidar	Non- Executive Independent Director

## Company Secretary

Mrs. Arnika Jain

## Chief Financial Officer

Mrs. Mukta Agrawal

## Banker

**ICICI Bank Ltd**  
Malav Parisar, A B Road,  
Indore (MP)

**Yes Bank Ltd**  
9/1/1, M G Road, Indore (MP)

## Auditors

**M/s Nishi Agrawal & Co.**  
Chartered Accountants  
Narsingh Ward, Near Ramdev Mandir  
Harda (M. P.) 461331

## Registered Office

Plot No. 109,  
Sector 3 Industrial Area,  
Pithampur, Dhar (M.P.) 454774

## Registrar & Share Transfer Agents

Link Intime India Pvt Ltd  
C-101, 1st Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai 400083  
Maharashtra, India

# STORY CHARACTERS INDEX

## REPORTS

• Notice .....	1
• Board's Report .....	22

## ANNEXURES

• I Form No. AOC-1 .....	29
• II Extract of Annual Return (Form No. MGT-9) .....	30
• III Report on CSR Activities/Initiatives .....	38
• IV Secretarial Audit Report .....	40
• V Conservation of Energy, Technology Absorption & Foreign Exchange Earning & Outgo .....	44
• VI Remuneration of Directors & Employees .....	46
• VII Management Discussion & Analysis Report .....	48

## FINANCIAL STATEMENTS

• Standalone Financial Statements .....	54
• Consolidated Financial Statements .....	80

# NOTICE OF THE ANNUAL GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013)

Notice is hereby given that the Eleventh Annual General Meeting (AGM) of Mohini Health & Hygiene Limited will be held on Tuesday, the September 29, 2020 at 3.00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sarvapriya Bansal (DIN:02540139), who retires by rotation and being eligible, offers himself for re-appointment as a Executive Director.

**SPECIAL BUSINESS**

**3. REVISION IN REMUNERATION OF MR. AVNISH SARVAPRIYA BANSAL, MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 197 & 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013

and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ('Applicable Laws'), applicable clauses of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Avnish Sarvapriya Bansal, Managing Director of the Company, with effect from April 1, 2020 for the remaining period of his present term of appointment including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Avnish Sarvapriya Bansal within and in accordance with the Applicable Laws and agreed to between the Board of Directors and as may be acceptable to Mr. Avnish Sarvapriya Bansal:

- 1. Salary (including Bonus):** Mr. Avnish Sarvapriya Bansal shall be entitled to a basic salary of Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum.
- 2. Perquisites:** Over and above the salary, Mr. Avnish Sarvapriya Bansal shall be provided with following perquisites:
  - (a) Reimbursement of leave travel expenses for self, subject to ceiling of one month's basic salary per annum;
  - (b) Reimbursement of medical expenses for self and family;



- (c) Personal health and accident insurance for self and family;
- (d) Fees of club(s) subject to a maximum of two clubs including admission / life membership fee;
- (e) Facility of Car for business purpose; and
- (f) Reimbursement of driver's salary for provision of above use of car.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, Mr. Avnish Sarvapriya Bansal shall be entitled to receive salary up to the limit as approved by the members herein above, as minimum remuneration;

**RESOLVED FURTHER THAT** the Board and / or Company Secretary of the Company, jointly or severally, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard."

**4. REVISION IN REMUNERATION OF MR. SARVAPRIYA NIRMALESH BANSAL, EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197 & 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ('Applicable Laws'), applicable clauses of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Sarvapriya Nirmalesh Bansal, Executive Director of the Company, with effect from April 1, 2020 for the remaining period of his present term of appointment including the remuneration to be paid to him in the event of loss or inadequacy of

profits in any financial year during the aforesaid period and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Sarvapriya Nirmalesh Bansal within and in accordance with the Applicable Laws and agreed to between the Board of Directors and as may be acceptable to Mr. Sarvapriya Nirmalesh Bansal:

- 1. Salary (including Bonus):** Mr. Sarvapriya Nirmalesh Bansal shall be entitled to a basic salary of Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum.
- 2. Perquisites:** Over and above the salary, Mr. Sarvapriya Nirmalesh Bansal shall be provided with following perquisites:
  - (a) Reimbursement of leave travel expenses for self, subject to ceiling of one month's basic salary per annum;
  - (b) Reimbursement of medical expenses for self and family;
  - (c) Personal health and accident insurance for self and family;
  - (d) Fees of club(s) subject to a maximum of two clubs including admission / life membership fee;
  - (e) Facility of Car for business purpose; and
  - (f) Reimbursement of driver's salary for provision of above use of car.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, Mr. Sarvapriya Nirmalesh Bansal shall be entitled to receive salary upto the limit as approved by the members herein above, as minimum remuneration;

**RESOLVED FURTHER THAT** the Board and / or Company Secretary of the Company, jointly or severally, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard."

**5. TO INCREASE THE LIMIT FOR THE MORTGAGE/CHARGE ON THE ASSETS OF THE COMPANY**

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier resolution passed at the Extra-ordinary General Meeting of the Company held on November 24, 2017 authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1) (a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or reenactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores) at any point of time;

**RESOLVED FURTHER THAT** the Board and / or Company Secretary of the Company, jointly or severally, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard."

**6. TO INCREASE THE BORROWING LIMITS OF THE COMPANY**

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company through Extra-ordinary General Meeting held on October 27, 2017 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any point of time exceed a sum of Rs. 200,00,00,000/- (Rupees Two Hundred Crores only);

**RESOLVED FURTHER THAT** the Board and / or Company Secretary of the Company, jointly or severally, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard."

**7. TO INCREASE THE LIMITS FOR MAKING INVESTMENTS, EXTENDING LOANS, GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS OR BODIES CORPORATE**

To consider and if thought fit, pass with or without modification(s), the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with loan to any person or body corporate; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, from time to time, in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or body corporates along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100,00,00,000/- (Rupees Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board and / or Company Secretary of the Company, jointly or severally, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard.”

**8. APPROVAL AND ADOPTION OF MOHINI EMPLOYEE STOCK PURCHASE SCHEME - 2020**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and relevant provisions of circular No. CIR/ CFD/ POLICY CELL/ 2/ 2015 dated June 16, 2015 or such other circular as may be issued by the Securities and Exchange Board of India ('SEBI') in this regard (collectively referred to as 'SEBI SBEB Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable laws (collectively referred to as 'Applicable Laws') the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded for adoption and implementation of 'Mohini Employees Stock

Purchase Scheme - 2020' (hereinafter referred to as 'MHHL ESPS 2020' or 'the Scheme'), to grant, offer, issue and allot, from time to time, in one or more tranches, equity shares of the Company not exceeding 18,23,590 equity shares of the Company ('Equity Shares' or 'Shares') in aggregate, to or for the benefit of the employees as mentioned in the explanatory statement ('Eligible Employee'), on such terms and conditions as may be determined by the Board in accordance with the provisions of MHHL ESPS 2020 as summarized in the explanatory statement annexed hereto and in due compliance with the SEBI SBEB Regulations and other applicable laws, rules and regulations;

**RESOLVED FURTHER THAT** in case of any change in capital structure including bonus issue, stock split or rights issue, the ceiling as aforesaid shall be deemed to be increased / decreased, to facilitate making a fair and reasonable adjustment to the Share entitlements of participants under MHHL ESPS 2020, without affecting any rights or obligations of the Eligible Employee;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the MHHL ESPS 2020 as per the terms approved in this resolution and to modify, change, vary, alter, amend, suspend, withdraw, terminate or revise MHHL ESPS 2020, subject to compliance of Applicable Laws and to do all such acts, deeds, matters and things from time to time, as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension, withdrawal, termination or revision of MHHL ESPS 2020 and do all other things incidental to and ancillary thereof;

**RESOLVED FURTHER THAT** the Board and / or Company Secretary of the Company, jointly or severally, be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of MHHL ESPS 2020 and also to make applications to the appropriate authorities for obtaining their requisite approvals, to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and do all such acts as may be incidental or ancillary thereto.”

**9. IMPLEMENTATION OF MOHINI EMPLOYEE STOCK PURCHASE SCHEME - 2020 THROUGH TRUST ROUTE**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI SBEB Regulations') and other Applicable Laws (including any statutory modification or re-enactment thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to implement 'Mohini Employee Stock Purchase Scheme 2020, through Mohini Employee Welfare Trust ('Trust') as may be constituted for this purpose in accordance with SEBI SBEB Regulations;



**RESOLVED FURTHER THAT** the Board and / or Company Secretary of the Company, jointly or severally, be and is hereby authorised to do all such acts, deeds, matters and things and to execute such document(s) as it may, in its absolute discretion deem to be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard or with regard to setting up of Trust and requisite compliances thereto without being required to secure any further consent or approval of the members of the Company."

#### 10. AUTHORIZATION TO THE TRUST FOR SECONDARY ACQUISITION

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI SBEB Regulations') and other applicable laws, if any (including any statutory modification or re-enactment thereof for the time being in force) (collectively referred to as 'Applicable Laws'), consent of the members of the Company be and is hereby accorded for secondary acquisition including acquiring, purchasing, holding and dealing in Equity Shares of the Company by Trust as may be constituted for this purpose, in one or more tranches, at such price, on such terms and conditions as may be determined from time to time by the Board in accordance with the provisions of MHHL ESPS 2020, upto 2% of the paid-up equity capital of the Company in one financial year as at the end of the financial year immediately preceding such financial year in which acquisition is made (or such other limit as may be allowed in SEBI SBEB Regulations), for the purpose of implementation of 'Mohini Employee Stock Purchase Scheme - 2020', subject to the overall limits on secondary acquisition specified in the SEBI SBEB Regulations;

**RESOLVED FURTHER THAT** the Trust is permitted to accept Equity Shares by way of gift from any person for the purpose of utilising such Equity Shares for the purpose of MHHL ESPS 2020;

**RESOLVED FURTHER THAT** above limits on the secondary acquisition of Equity Shares of the Company by the Trust shall, as provided in the SEBI SBEB Regulations, automatically include within their ambit the expanded capital of the Company where such expansion has taken place on account of change in capital structure of the Company including bonus issue, stock split or rights issue;

**RESOLVED FURTHER THAT** any of the Directors and / or Company Secretary of the Company, jointly or severally, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard."

#### 11. APPROVAL FOR PROVISION OF MONEY BY THE COMPANY TO THE TRUST

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI SBEB Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force and any other applicable laws (collectively referred to as 'Applicable Laws') and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and

sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the interest free provision of money, not exceeding 5% of the aggregate of the paid up share capital and free reserves of the Company, from time to time, to the Trust, in one or more tranches, for acquisition of Equity Shares of the Company, for implementation of MHHL ESPS - 2020 of the Company, subject to overall limits as permitted under Applicable Laws;

**DATE: AUGUST 24, 2020**  
**PLACE: PITHAMPUR (M.P.)**

#### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 3 to 10 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on August 24, 2020 considered that the special businesses under Item No. 3 to 11 being considered unavoidable, be transacted at the 11th AGM of the Company. The venue of the Meeting will be deemed to be the Registered Office of the Company.
2. In view of the continuing restrictions on the movement of people at several places in the country due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and other

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) and / or Company Secretary of the Company, jointly or severally, be and is hereby authorised to do all such acts, deeds, matters and things and to execute such document(s) as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard."

**By Order of the Board of Directors**  
**MOHINI HEALTH & HYGIENE LIMITED**

**Sd/-**  
**Arnika Jain**  
**Company Secretary & Compliance Officer**  
**ACS 38265**

applicable circulars issued by the MCA & Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars and other applicable laws, the 11th AGM of the Company shall be conducted through VC/ OAVM. The National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 7.

3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [cs@mohinihealthandhygiene.com](mailto:cs@mohinihealthandhygiene.com)

5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2020 to Tuesday, September 29, 2020 (both days inclusive).

## 6. ELECTRONIC DISPATCH OF ANNUAL REPORT

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

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [cs@mohinihealthandhygiene.com](mailto:cs@mohinihealthandhygiene.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [cs@mohinihealthandhygiene.com](mailto:cs@mohinihealthandhygiene.com).

The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.mohinihealthandhygiene.com](http://www.mohinihealthandhygiene.com), on the website of National Stock Exchange and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 7. PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials.

The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.

Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to [cs@mohinihealthandhygiene.com](mailto:cs@mohinihealthandhygiene.com).

Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

## 8. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATION WITH RESPECT TO ANNUAL REPORT:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, Demat Account number / folio

number, mobile number along with their queries to [cs@mohinihealthandhygiene.com](mailto:cs@mohinihealthandhygiene.com) latest by 5 p.m. on Tuesday 22nd September, 2020. Questions / queries received by the Company till this time shall only be considered and responded during the AGM.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

## 9. PROCEDURE FOR REMOTE E-VOTING:

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 22, 2020, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Friday, September 25, 2020 and will end at 5.00 p.m. on Monday, September 28, 2020. In addition, the facility for voting through electronic voting system shall also be made

available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

The details of the process and manner for remote e-voting are explained herein below:

**Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>**

**How to Log-in to NSDL e-voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password 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.)

- Your User ID details are given below :

Manner of holding shares	Your User ID is:
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*****.
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*****.
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 101456 then your User ID is 101456001***

- e) Your password details are given below:

i. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

ii. 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.

iii. How to retrieve your ‘initial password’?

- 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’.

- If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

f) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

i. 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.

ii. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

iii. 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.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

h) Now,you will have to click on “Login” button.

i) After you click on the “Login” button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically on NSDL e-voting system.The instructions for members for voting electronically are as follows:-**

**How to cast your vote electronically on NSDL e-Voting system?**

a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

c) Select “EVEN” of company for which you wish to cast your vote.

d) Now you are ready for e-Voting as the Voting page opens.

e) 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.

f) Upon confirmation, the message “Vote cast successfully” will be displayed.

g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

- a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**GENERAL INFORMATION**

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.

The voting rights shall be as per the number of equity shares held by the Member(s) as on Tuesday, September 22, 2020, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

The Company has appointed Ms. Neelam Binjwa, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter

The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at www.mohinihealthandhygiene.com.

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

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



# PROFILE OF DIRECTORS

As required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, schedule V of the Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, details of the Directors seeking re-appointment or whose remuneration is proposed to be revised at the 11th Annual General Meeting are given below:

The details of remuneration are provided in the respective resolutions and in the Explanatory Statement.

Particulars	Mr. Avnish Sarvapriya Bansal	Mr. Sarvapriya Nirmalesh Bansal
Age	35 years	63 years
Brief Resume	Mr. Avnish Bansal is graduated as Bachelor of Commerce from South Gujarat University, Surat. He did his Masters in business Administration specializing in Finance from Edinburgh Business School, United Kingdom.	Mr. Sarva Priya Bansal has experience of 38 years in cotton industry. He graduated as Bachelor of Commerce from Patna University in the year 1977, after which he joined the family business of pipe distribution in Patna.
Date of first appointment on the Board	June 24, 2009	June 24, 2009
Directorship held in other companies (excluding foreign companies & section 8 companies)	<ul style="list-style-type: none"><li>• Shikhar Infrsolution (India) Private Limited</li><li>• Vedant Kotton Private Limited</li><li>• Mohini Hygiene Care Products Private Limited</li></ul>	<ul style="list-style-type: none"><li>• Shikhar Infrsolution (India) Private Limited</li><li>• Vedant Kotton Private Limited</li></ul>
Membership/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL
Inter-se Relationship between Directors	Mr. Avnish Bansal is son of Mr. Sarvapriya Bansal	Mr. Sarvapriya Bansal is father of Avnish Bansal
No. of Shares held in the Company as on June 30, 2020	1,02,17,736	11,12,500

# ANNEXURE TO THE NOTICE

## EXPLANTORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3 & 4:

Mr. Avnish Sarvapriya Bansal, Managing Director and Mr. Sarvapriya Nirmalesh Bansal, Executive Director of the Company have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore, the Board is of the view that the existing salary payable to Mr. Sarvapriya Bansal & Mr. Avnish Bansal may not be sufficient enough to compensate for the efforts provided by them towards the growth of the Company. Therefore, the approval of the members of the Company is sought to revise the salary payable to Mr. Avinsh Sarvapriya Bansal and Mr. Sarvapriya Nirmalesh Bansal as provided in the resolution no. 3 & 4 with effect from April 1, 2020.

## STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

### I. General Information

1. Nature of Industry  
The Company is engaged into business of healthcare and hygiene products.
2. Date or expected date of commencement of commercial production  
The Company carries on health and hygiene business since its incorporation.
3. Financial performance based on given indicators:

(Rs. in Lakhs except EPS)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2019-20	2018-19	2019-20	2018-19
Profit (Loss) after Tax	631.43	766.69	652.82	732.27
Net Worth (including balance in Profit & Loss Account)	7,233.19	6,621.41	7216.20	6582.66
Earnings Per Share	3.46	4.20	3.58	4.02
Turnover	12,779.34	12,676.34	12,967.76	14,735.65

4. Foreign investments or collaboration, if any  
The Company has neither any foreign investment nor any foreign collaboration.

As on June 30, 2020, Foreign Portfolio Investors hold 3,39,000 equity shares and Non - Resident Indians hold 30,000 equity shares constituting 1.86% and 0.16% of the total paid- up share capital of the Company respectively.

II. Information about the Appointee

1. Background Details:

The background details and profile of Mr. Avinsh Sarvapriya Bansal and Mr. Sarvapriya Nirmalesh Bansal are stated in "PROFILE OF DIRECTORS" to this Notice.

2. Past Remuneration:

The remuneration paid to Executive Director and Managing Director for last two financial years are as follows:

Particulars	Remuneration paid for 2018-19	Remuneration paid for 2019-20
Mr. Avnish Sarvapriya Bansal	Rs. 24,00,000/-	Rs. 24,00,000/-
Mr. Sarvapriya Nirmalesh Bansal	Rs. 24,00,000/-	Rs. 24,00,000/-

3. Recognition or awards:

- Mr Avnish Sarvapriya Bansal, Managing Director of the Company has been awarded with Council of State Industrial Development & Investment Corporations of India (COSIDICI) National Award for Outstanding Entrepreneur, 2016.

4. Job Profile and suitability:

- Mr. Avnish Sarvapriya Bansal, Managing Director of the Company, is highly experienced and looks after the complete business operations of the Company viz. Production, Purchase, Sales, Information technology, Public relations, etc.
- Mr. Sarvapriya Nirmalesh Bansal, Executive Director of the Company, plays a vital role in the management of the Company and takes all the crucial decisions related to business. He is engaged in the research task exploring new opportunities for the Company.

5. Remuneration Proposed:

Details of remuneration proposed for approval of the members at this 11th Annual General Meeting of the Company are as provided in the respective resolutions.

- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid to the Managing Director and Executive Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to them as Managing Director / Executive Director, as stated above, and their respective shareholding held, directly or indirectly, in the Company and the relationship as father and son of Mr. Sarvapriya Nirmalesh Bansal and Mr. Avnish Sarvapriya Bansal, the Directors do not have any pecuniary relationship, directly or indirectly, with the Company and its managerial personnel.

III. Other information:

- Reason for inadequate profits

Since the Company is currently in the growing stage; the revenues and net profit of the Company are lower as compared to other Companies engaged in similar business. Moreover, the proposed remuneration is not falling within the specified limit of Section 197 of the Companies Act, 2013. However, the same is in the line with the industrial standards for managerial personnel falling under the same cadre.

- Steps taken or proposed to be taken for improvement

The global and domestic demand for various health care products has increased at a huge pace during COVID-19. Accordingly, the Company has expanded into manufacturing of several PPE products in the light of immense global demand for the same. The Company has expanded its manufacturing capabilities to include:.

- N95 Mask;
- 3 Ply Mask;
- Isolation and Surgical Gowns;
- PPE Kits – Coverall, Isolation Boots, Face Shield.

Further to strengthen the products being offered by the Company, following products have being added to its distribution range:

- Hand Sanitiser
- Nitrile Examination Gloves

Demand for our existing product range is strong and the Company has a steady order book and the future outlook is favorable which will add to top line and bottom line of the Company.

- Expected increase in productivity and profits in measurable terms

With the momentum in the ongoing financial year, the Company is expecting to grow its top-line and bottom-line at 20% year-on-year through strategic joint ventures, process flow optimization and cost optimization measures implemented across the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives, except Mr. Sarvapriya Bansal, Mr. Avnish Bansal and Mrs. Parul Bansal, are in any way, concerned or interested in the resolutions set out under Item No. 3 & 4 of the notice.

The Board recommends the special resolutions proposed at Item No. 3 & 4 of this notice for approval of members of the Company.

Item No. 5

The Members of the Company at their Extra-Ordinary General Meeting held on November 24, 2017 had passed a resolution authorizing the Board of Directors of the Company to sell, lease, create charge, hypothecations and mortgage on moveable or immoveable properties monies from time to time up to Rs. 1,00,00,00,000/-.

The Company is expediting its plan to scale up its capacity and coverage and hence it is considered necessary to increase the limits for

creating pledge, hypothecation or charge on moveable or immoveable properties from Rs. 100,00,00,000/- to Rs. 2,00,00,00,000/-.

None of the Directors / Key Managerial Personnel of the Company or their relative are in any way, concerned or interested in the resolution set out under Item No. 5 of the notice.

The Board recommends the special resolution proposed at Item No. 5 of this notice for approval of members of the Company.

Item No. 6

The Members of the Company at their Extra-Ordinary General Meeting held on October 27, 2017 had passed a resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, upto Rs. 1,00,00,00,000/-.

The Company is expediting its plan to scale up its capacity and coverage and hence it is considered necessary to increase the limits for borrowing of funds from Rs. 100,00,00,000/- to Rs. 2,00,00,00,000/-.

None of the Directors / Key Managerial Personnel of the Company or their relative are in any way, concerned or interested in the resolution set out under Item No. 6 of the notice.

The Board recommends the special resolution proposed at Item No. 6 of this notice for approval of members of the Company.

Item No. 7

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company propose to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made thereunder, the Company needs to obtain prior approval of members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee



or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

None of the Directors / Key Managerial Personnel of the Company or their relative are in any way, concerned or interested in the resolution set out under Item No. 7 of the notice.

The Board recommends the special resolution proposed at Item No. 7 of this notice for approval of members of the Company.

Item No. 8 to 10

Mohini Health & Hygiene Limited is engaged in manufacturing and export of absorbent cotton, medical consumable products and cotton waste recycling. The Company’s manufacturing facility is well equipped with required facilities including machinery, Effluent Treatment Plant, boiler and handling equipments to facilitate smooth manufacturing process. The Company operates both in domestic and international markets.

The Company is contemplating to design long term incentive plan in order to reward, attract, motivate and retain employees of the Company,

for their high level of individual performance and for their efforts to improve the financial performance of the Company. Employee incentive plan such as Employee Stock Purchase Scheme in the hands of the employees has long been recognised as an effective instrument to align the interests of the employees with that of the Company and its Shareholders, providing an opportunity to the employees to share in the growth of the Company and to create wealth in the hands of the employees. The Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the 'Compensation Committee' under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations) or their delegated authority) has proposed MHHL ESPS - 2020. As members are aware, employee stock purchase schemes are considered as an effective tool to attract and retain the best talent and also serves to attract, incentivise and motivate professionals and reward exceptional performers.

The salient features of MHHL ESPS 2020 are set out below as per SEBI Circular:

a. Brief description of the Scheme:	The Company has proposed to introduce MHHL ESPS 2020 to attract and retain talented and key Eligible Employees. This Scheme will also offer to the Eligible Employees an opportunity to participate in the share capital of the Company and create sense of ownership and participation amongst the employees and will ensure achievement of organizational performance goals along with creation of value for the shareholders.
b. The total number of Equity Shares to be granted:	The maximum number of Equity Shares to be offered to the Eligible Employees shall be 18,23,590 (constituting 10% of the paid-up share capital of the Company) Equity Shares. This ceiling would be adjusted for any change in capital structure including bonus issue, stock split or right issues.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:	<p>Following class of employees entitled to participate in the scheme:</p> <p>a. a permanent employee of the Company working in India or outside India;</p> <p>b. a director of the Company, whether whole-time director or not but excluding an Independent Director;</p> <p>c. an employee as defined in clause (a) or (b) above of subsidiary Company(ies), whether in India or outside India and/or holding Company(ies) (now or hereinafter existing) of the Company (now or hereinafter existing);</p> <p>subject to fulfilment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the Board. Following persons shall not be eligible to participate in the Scheme:</p> <p>a. an employee who is a promoter or belongs to the promoter group;</p> <p>b. a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.</p>								
d. Vesting and period of vesting:	<p>Vesting period shall be determined by Board as and when grant takes place. Vesting of Shares would be subject to continued employment with the Company and certain performance parameters.</p> <p>Vesting period shall not be less than 1 (One) year but not more than 5 (Five) years.</p> <p>The Vesting Period for the Shares shall, unless specifically approved by the Compensation Committee, be as follows:</p> <table><tr><th>Period of Continued Service from date of Grant of Shares</th><th>Percentage of Shares granted under this Scheme</th></tr><tr><td>End of 24 months</td><td>30%</td></tr><tr><td>End of 36 months</td><td>30%</td></tr><tr><td>End of 48 months</td><td>40%</td></tr></table>	Period of Continued Service from date of Grant of Shares	Percentage of Shares granted under this Scheme	End of 24 months	30%	End of 36 months	30%	End of 48 months	40%
Period of Continued Service from date of Grant of Shares	Percentage of Shares granted under this Scheme								
End of 24 months	30%								
End of 36 months	30%								
End of 48 months	40%								
e. Maximum period (subject to Regulation 18(1) and 24(1) of the SEBI SBEB Regulations) within which the Options/ SARs / Benefit shall be vested	Not Applicable								
f. Exercise price:	Exercise Price would be the price payable by the employee for acquiring Shares from the Trust in pursuance of this Scheme, which shall be at a discount of 20% over volume-weighted average market price of the Company for the quarter immediately preceding the quarter in which the Shares of the Company are exercised by the Eligible Employee. If Shares of the Company are quoted on multiple stock exchanges, the stock exchange where maximum volume of trading in the Shares of the Company are recorded during such previous quarter would be considered.								

g. Exercise period and process of exercise:	Exercise Period is the period, beginning from next date after the expiry of Vesting Period till such day as may be specified in the Offer Letter issued by the Board. The process of exercise would, inter-alia, include receipt of application and exercise price and transfer of Shares pursuant to the Scheme.
h. The appraisal process for determining the eligibility of employees for the Scheme:	The appraisal process for determining the eligibility of the employees will be decided by the Board. The employees would be offered Shares under the Scheme based on parameters such as period of service, present and potential contribution, risk of losing the employee to competition and such other parameters as may be decided by the Board.
i. Maximum number of Equity Shares to be issued per employee and in aggregate:	The Board shall determine the number of Equity Shares to be offered to an employee, within the maximum limits as prescribed in SEBI SBEB Regulations.
j. Maximum quantum of benefits to be provided per employee under Scheme:	Upon Exercise of Shares, benefits underlying the Shares offered to an employee would be equal to difference between the exercise price and the market price of the Shares on the date of exercise. The employee would not be entitled to any loan facility for the acquisition of Shares under the Scheme.
k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:	The Scheme will be implemented through Trust, under the supervision and guidance of the Board in accordance with the provisions of the SEBI SBEB Regulations. The Board may delegate either in part or in full any aspects of the administration of MHHL ESPS 2020 to the Trust. All questions of interpretation of the Scheme shall be determined by the Board and such determination shall be final and binding upon all employees/ or persons having an interest in the Scheme.
l. Whether Scheme involves new issue of Equity Shares by the Company or secondary acquisition by the trust or both:	The Scheme envisages primary issuance by the Company or secondary acquisition by the Trust in accordance with the SEBI SBEB Regulations.
m. The amount of loan to be provided for implementation of Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:	The Company will make an interest free provision of money to the Trust for implementation of the Scheme. Tenure, utilization, repayment terms and other terms and conditions shall be decided by the Board from time to time.

n. Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of Scheme:	Trust can make acquisition of Equity Shares from the secondary market up to a maximum of 2% of paid-up equity share capital in a financial year for the purpose of implementation of the Scheme, subject to the overall limits specified in the SEBI SBEB Regulations.
o. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:	The Company shall conform to the accounting policies specified in Regulation 15 of SEBI SBEB Regulations.
p. The method which the Company shall use to value its Equity Shares:	Not Applicable
q. Statement in relation to expensing of share based employee benefits:	In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the Company shall also be disclosed in the Directors' Report. The Company will comply with the above requirements, if applicable.

Regulation 6(1) of SEBI SBEB Regulations requires that Scheme shall be approved by the members of the Company by passing a special resolution. Accordingly, the special resolution set out at Item No. 8 of this notice is proposed for approval by members.

As per the SEBI SBEB Regulations, approval of member(s) by way of a separate special resolution is also required to be obtained by the Company, if the Scheme is to be implemented through Trust. The SEBI SBEB Regulations provide that if a Scheme involves secondary acquisition or gift or both, it is mandatory for the Company to implement such a scheme through a Trust, subject to compliance with the conditions stated in the SEBI SBEB Regulations. Equity Shares for the purpose of the Scheme may be allotted by way of primary issuance by the Company and/or acquired by way of secondary acquisition by the Trust and/or by way of a gift to Trust.

The special resolutions set out at Item Nos. 9 and 10

propose to authorize the Board of Directors of the Company, including Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the 'Compensation Committee' under SEBI SBEB Regulations, to implement the Scheme through the Trust and to authorize the Trust to acquire Equity Shares of the Company from the secondary market in future, if required.

The Shares granted under the Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The Scheme conforms to the SEBI SBEB Regulations.

Draft scheme of the MHHL ESPS 2020 is available for inspection at the Registered Office of the Company at Plot No 109, Sector 3, Industrial Area, Pithampur, Dhar, Madhya Pradesh - 454774 during office hours (11.00 a.m. to 1.00 p.m.) on all working days until the date of the Annual General Meeting i.e. September 29, 2020.

None of the Directors / Key Managerial Personnel of the Company or their relative are in any way, concerned or interested in the resolutions set out under Item No. 8 to 10 of the notice, except to the extent of the Equity Shares that may be offered to them under the Scheme.

The Board recommends special resolution proposed at Item No. 8 to 10 of this notice for approval of the members of the Company.

Item No. 11

The Trust would require financial assistance for primary issuance by Company or for secondary acquisition of Shares of the Company in order to

implement MHHL ESPS 2020.

In this regard, the Company proposes to make an interest free provision of money, not exceeding 5% of the aggregate of the paid up share capital and free reserves of the Company, from time to time, in one or more tranches, to the Trust for implementation of MHHL ESPS 2020, in accordance with applicable laws. As and when the funds are received upon exercise by the employees, the Trust shall repay the said financial assistance/provision of money to the Company or acquire shares through primary issuance by the Company or secondary acquisition of the Shares in accordance with the Scheme.

Disclosure as required under Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014:

a. The class of employees for whose benefit the Scheme is being implemented and money is being provided:	Following class of employees entitled to participate in the scheme: a. a permanent employee of the Company working in India or outside India; b. a director of the Company, whether whole-time director or not but excluding an Independent Director; c. an employee as defined in clause (a) or (b) above of subsidiary Company(ies), whether in India or outside India and/or holding Company(ies) (now or hereinafter existing) of the Company (now or hereinafter existing); subject to fulfilment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the Board. Following persons shall not be eligible to participate in the Scheme: a. an employee who is a promoter or belongs to the promoter group; b. a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.
b. The particulars of the trustee in whose favour such Shares are to be registered:	It is contemplated that one or more of the designated Trustees shall acquire and hold the Shares in due compliance of the relevant provisions of SEBI SBEB Regulations and other applicable provisions. The Trustees shall transfer the Shares in favour of the employees on exercise of the Shares after realisation of exercise price and withholding of applicable income tax.
c. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel:	The Company may set-up irrevocable Trust for the implementation of the MHHL ESPS 2020 in the nature of employee welfare trust in the name 'Mohini Employee Welfare Trust' or such other name and at such place as may be decided by the Board. The trustee(s) of the Trust would be appointed by the Board duly authorised by the shareholders thereof and in compliance with the applicable provisions of the Act and the SEBI SBEB Regulations.

	Particulars of the Trustees are given below:	
	Name, Occupation and Nationality	Address
	Mr. Viral Patel Service Indian	10, Adarsh Society, Athwalines, Surat, Gujarat – 395001
	Mr. Shivesh Kumar Sinha Service Indian	407, Block E, Silver Springs Phase – I, Indore, Madhya Pradesh – 452001
	None of the above Trustees and their respective relatives are related to Promoters, Directors or Key Managerial Personnel of the Company.	
d. Any interest of the Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof:	Promoters are not eligible under MHHL ESPS 2020, hence not interested. However, Directors and Key Managerial Personnel may be deemed to be interested to the extent of Shares granted to them under the MHHL ESPS 2020 in accordance with the SEBI SBEB Regulations.	
e. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:	Upon Exercise of Shares, benefits underlying the Shares offered to an employee would be equal to difference between the exercise price and the market price of the Shares on the date of exercise. The employee would not be entitled to any loan facility for the acquisition of Shares.	
f. The details about who would exercise and how the voting rights in respect of the Shares to be purchased under the Scheme would be exercised:	Till date, the Equity Shares are not transferred to the employees under MHHL ESPS 2020, the trustees shall not vote in respect of Equity Shares held in the Trust as per SEBI SBEB Regulations. The voting rights can be exercised by an employee only when the Equity Shares are transferred to them after due process as per MHHL ESPS 2020 and SEBI SBEB Regulations.	

In term of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the act and rules made thereunder, consent of the Shareholders is being sought by way of a Special Resolution for provision of money to the Trust for acquisition of Equity Shares of the Company for implementation of the MHHL ESPS 2020.

None of the Directors / Key Managerial Personnel of the Company or their relative are in any way, concerned or interested in the resolutions set out under Item No. 11 of the notice, except to the extent of the Equity Shares that may be offered to them under the Scheme.

The Board recommends special resolution proposed at Item No. 11 of this notice for approval of the members of the Company.

By Order of the Board of Directors  
MOHINI HEALTH & HYGIENE LIMITED  
Sd/-  
Arnika Jain  
Company Secretary & Compliance Officer  
ACS 38265

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)



# STORY PLOT

## BOARDS' REPORT

To  
The Members,

Your Directors are pleased to present the 11<sup>th</sup> Annual Report on the business and operations of the Company together with the Company's audited financial statements and the auditors' report thereon for the financial year ended March 31, 2020. The financial highlights for the year are given below:

### 1. FINANCIAL RESULTS

The financial performance, prospects, financial summary or highlights are as follows: (Rs. In Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	Year Ended 31 <sup>st</sup> March, 2020	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2020	Year Ended 31 <sup>st</sup> March, 2019
Revenue from operation & other income	13,400.05	12,732.05	13,588.80	14,791.58
Expenses (including depreciation & amortization expenses)	12,629.99	11,700.56	12,816.47	13,792.73
Profit before exceptional & extraordinary items and tax	770.06	1,031.49	772.33	998.85
Profit/(Loss) before tax	770.06	1,031.49	772.33	998.85
Tax Expenses: Current Tax	128.54	212.35	128.89	212.35
• Current Tax	(9.53)	52.46	(29.01)	54.23
• Deferred Tax	19.63	-	19.63	-
• Tax Related to Previous Year				
Profit(Loss) from the period from continuing Operations	631.43	766.69	652.82	732.27
Profit / (Loss) for the Period	631.43	766.69	652.82	732.27

During the year under review, there has been an increase of 5.25% in the revenue of the Company (increased to Rs.13,400.05 Lakhs from Rs. 12,732.05 Lakhs in the previous year). The overall expense of the Company have also surged by 7.94% (increased from 11,700.56 Lakhs to 12,629.99Lakhs). Profit after taxes have decreased as against last year's earnings due to increase in expenses.

### 2. State of Company's affairs & future outlook:

Our Company is engaged in manufacturing and export of absorbent cotton, medical consumable products and cotton waste recycling. Our manufacturing facility is well equipped with required facilities including machinery like effluent treatment plant, in-house

testing laboratory, weight scale and forklift. During the year under review, the Company forays into manufacturing of Anti-Virus Kit containing protective goggle, isolation gown, shoe covers, face shield, gloves, face mask and adult diapers to cover full body and to help the country fight against this pandemic and restrict the damage from the deadly virus.

### 3. Change in nature of business, if any

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

### 4. Changes in Share Capital

There was no change in the Share Capital of the Company during the year.

At present, the Company has only one class of shares- Equity shares of Rs. 10/- each. The paid up share capital of the Company is Rs. 18,23,59,000/- divided into 1,82,35,900 equity shares of Rs. 10/- each.

### 5. Amounts transferred to reserves

During the year under review, MAT Credit Entitlement of Rs. -19,63,907 has been transferred to the General Reserves.

### 6. Dividend

The Company intends to invest in future opportunities and therefore, your Directors did not recommend any dividend for the year under review.

### 7. Material Changes between the end of financial year and the date of the Board report

The Company has incorporated a new Subsidiary Company i.e. Mohini Hygiene Care Products Private Limited on June 15, 2020 and holds 51% investment in the Mohini Hygiene Care Products Private Limited amounting to Rs. 5,10,000 other than this; There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the company to which the financial statement relate and the date of the report.

### 8. Transfer of unclaimed dividend to investor education and protection fund

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as no dividend was declared and paid last year

### 9. Subsidiary Company

A statement containing the salient features of the financial statements of subsidiary / associates / joint venture companies, as per Section 129(3)

of the Companies Act, 2013, in Form AOC-1 is annexed as 'Annexure I'.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, [www.mohinihealthandhygiene.com](http://www.mohinihealthandhygiene.com). Further, as per fourth proviso of the said section, audited annual accounts of its Subsidiary Company have also been placed on the website of the Company. Shareholders interested in obtaining a physical copy of the audited annual accounts of the Subsidiary Companies may write to the Company Secretary requesting for the same.

### 10.Extract of the annual return in form MGT-9

The extract of Annual Return required under Sections 92(3) & 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is annexed here with as 'Annexure II' and has been uploaded on the Company's website. The web-link for the same is [https://www.mohinihealthandhygiene.com/annual\\_reports.php](https://www.mohinihealthandhygiene.com/annual_reports.php)

### 11.Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The notice of Board Meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Pithampur. The Agenda for the Board Meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the year under review, the Board of Directors met 6 (Six) times on May 3, 2019, June 1, 2019, August 30, 2019, November 11, 2019, December 18, 2019 and March 20, 2020. The provisions of Companies Act, 2013, Secretarial Standard 1 and the Listing Regulations were adhered to while considering the time gap between two meetings.

12. Audit Committee

The Audit Committee comprises of Mr. Ramesh Chandra Jain as Chairman and Mr. Mukesh Vyas, Mr. Sarvapriya Bansal and Mr. Siddharth Jain as members. Mr. Siddharth Jain was appointed as member of the Audit Committee with effect from May 18, 2020. During the year under review, the Committee met 5 (Five) times.

The terms of reference of the Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and the Rules made thereunder.

13. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of Mr. Ramesh Chandra Jain as Chairman and Mr. Mukesh Vyas and Mrs. Parul Agarwal as members. During the year under review, the Committee met 1 (One) time. The terms of reference of the Committee are in accordance with the provisions of Section 178 of the Companies Act, 2013 and Rules made thereunder.

14. Policy on Directors' Appointment and Remuneration and Other Details

In compliance with the requirements of Section 178 (3) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, 2015, the Company has laid down a Nomination and Remuneration Policy which has been uploaded on the Company's website. The web-link as required under the Companies Act, 2013 is as under: <https://mohinihealthandhygiene.com/policies.php>

The salient features of the NRC Policy are as under:

1. Setting out the objectives of the Policy
2. Definitions for the purposes of the Policy
3. Policy for appointment and removal of Director, KMP and Senior Management

4. Policy relating to the Remuneration for the Managerial Personnel, KMP, Senior Management Personnel & other employees
5. Remuneration to Non-Executive / Independent Director

15. Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of Mrs. Parul Agarwal as Chairperson and Mr. Avnish Bansal and Mr. Sarvapriya Bansal as members. During the year under review, the Committee met 3 (Three) times.

The terms of reference of the Committee are in accordance with the provisions of Section 178 of the Companies Act, 2013 and Rules made there under.

16. Corporate Social Responsibility (CSR)

16.1 Corporate Social Responsibility (CSR) Committee

The Corporate Social Relationship Committee consist of Mr. Sarvapriya Bansal as Chairman and Mr. Avnish Bansal and Mr. Mukesh Vyas as members. During the year under review, the Committee met 1 (One) time.

The terms of reference of the Committee are in accordance with the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder

16.2 Details of Policy developed and implemented by the Company on its Corporate Social Responsibility initiatives

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy to provide benefit to the weaker section of the Society. The report on CSR activities carried out during the financial year ended 31st March, 2020 in the form as prescribed under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as 'Annexure III'

17. Directors Responsibility Statement

In terms of provisions of Section 134 (5) of the Companies Act, 2013, the Board of Directors hereby confirm that:-

I. In the preparation of the Annual Accounts for the financial year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;

II. The Directors have selected such accounting policies as listed in financial statements 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 the affairs of the Company at the end of the financial year as on March 31, 2020 and of the profit of the Company for that period;

III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

IV. The Directors have prepared the Annual Accounts on a going-concern basis;

V. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

VI. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. Declaration of Independence

Mr. Mukesh Vyas, Mr. Siddharth Jain, Mr. Ramesh Chandra Jain and Mrs. Kiran Patidar are Independent Directors of the Company. The Company has received declarations/ confirmations from all the Independent Directors of the Company as required under Section 149(7) of the Companies Act, 2013, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

19. Auditors

19.1 Statutory Auditor

M/s. Nishi Agrawal & Co., Chartered Accountants was appointed as Statutory Auditor of the Company at the Annual General Meeting held on September 30, 2019, for the term of five consecutive years.

The report given by the Auditor on the financial statements of the Company is part of this report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditor in their report. During the year under review, the Auditor had not reported any matter under Section 143 (12) of the Companies Act, 2013

19.2 Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board in its meeting held on August 30, 2019 has appointed Ms. Neelam Binjwa, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2019-20.

The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith marked as 'Annexure IV' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

19.3 Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, the Board in its meeting held on August 30, 2019 has reappointed Mr. Pramod Mehta, Chartered Accountant as an Internal Auditor of the Company to conduct Internal Audit of records and documents of the Company for the financial year 2019-20.

20. Loans, guarantees or investments

The Company has made an investment of Rs. 5,10,000 to incorporate a new Subsidiary Company i.e. Mohini Hygiene Care Products Private Limited on June 15, 2020 and holds 51% investment in the Mohini Hygiene Care Products Private Limited.



21.Related Party Transactions

Related party transactions that were entered into during the financial year were on arm’s length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company.

There are no material related party transactions which are not in ordinary course of business or which are not on arm’s length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

The Board has approved a policy for related party transactions which has been uploaded on the Company’s website. The web-link as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as u n d e r : <https://mohinihealthandhygiene.com/policies.php>

Suitable disclosures as required under AS-18 have been made in the Note No 26 of the financial statements.

22.Employee Stock Purchase Scheme

The Company has recommended Mohini Employee Stock Purchase Scheme 2020 which is proposed to be implemented through the Employees ‘Welfare Trust, in line with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. Necessary resolutions for approval of the members are being placed at the ensuing Annual General Meeting.

23.Conservation of energy, technology absorption, foreign exchange earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read

with Rule 8 of Companies (Accounts) Rules, 2014, is annexed herewith as 'Annexure V'.

24.Risk management policy of the Company

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

25.Formal Annual Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committees.

26.Board of Directors and Key Managerial Personnel

During the year, Mr. Gajendra Singh Narang, resigned and ceased to be an Independent Director of your Company w.e.f. August 30, 2019. The Board placed on record its sincere appreciation for the services rendered by him during his tenure as an Independent Director of the Company.

Mr. Siddharth Jain, Mrs. Kiran Patidar and Mr. Mukesh Vyas were appointed as Additional Directors on the Board of the Company at its meeting held on August 30, 2019. Later, their appointment as Independent Directors was regularized at the 10th Annual General Meeting of the Company.

The Board of Directors comprises of seven directors . Details of Board of Directors and Key Managerial Personnel (KMP) of the Company is as follows:

Name	Designation
Mr. Sarvapriya Bansal	Executive Director
Mr. Avnish Sarvapriya Bansal	Managing Director
Mrs. Parul Agarwal	Non-Executive Non-Independent Director
Mr. Ramesh Chandra Jain	Non-Executive Independent Director
Mr. Siddharth Jain	Non-Executive Independent Director
Mrs. Kiran Patidar	Non-Executive Independent Director
Mr. Mukesh Vyas	Non-Executive Independent Director
Mrs. Mukta Agrawal	Chief Financial Officer
Mrs. Arnika Jain	Company Secretary

In accordance with Articles of Association of the Company and the Companies Act, 2013, one-third of the total Directors, other than Independent Directors of the Company, retire by rotation at every Annual General Meeting and accordingly, Mr. Sarvapriya Bansal (DIN:02540139) Executive Director shall retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. The Directors have recommended appointment of Mr. Sarvapriya Bansal.

27.Internal Financial Control

Your Company has well defined and adequate internal controls and procedures, commensurate with its size and nature of its operations. The Company’s internal control procedures which includes internal financial controls; ensure effective compliance with various policies, practices and statutes keeping in view the organization’s pace of growth and increasing complexity of operations. The internal auditors’ team carries out extensive audits throughout the year and submits its reports to the Audit Committee of the Board of Directors.

28.Disclosure on establishment of a Vigil Mechanism

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism or Whistle Blower Policy for directors, employees and other stakeholders to report genuine concerns has been established. The same is uploaded on the website of the Company and

the web-link is <https://mohinihealthandhygiene.com/policies.php>

29.Particulars of employees and related disclosures

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Disclosures pertaining to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as ‘Annexure VI’ of this Report.

30.Corporate Governance

The equity shares of the Company are listed on Emerge Platform of National Stock Exchange of India Limited (NSE).As per Regulation 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Para C of Schedule V relating to Corporate Governance Report, shall not apply to Companies listed on SME Exchange. Hence, report on Corporate Governance does not form part of this Annual Report.

31.Management Discussion and Analysis Report

The Report on Management Discussion and Analysis for the Financial Year ended March 31, 2020 is annexed as ‘Annexure VII’ to this Report.

32.Listing of Securities

The equity shares of the Company are listed on Emerge Platform of NSE with security symbol ‘MHHL’. The Company has paid the annual listing fees to NSE and annual custody fees to NSDL and CDSL.

33.Other statutory disclosures and information

33.1.There have been no material changes/commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date on report;

33.2.During the year under review,the Company has not accepted the deposit from the public under section 73 to 76 of the Companies Act, 2013 and the rules made there under;

33.3.During the year, there is no fraud which has been reported to the Audit Committee / Board.

33.4.Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, business responsibility report is not applicable to your Company for the financial year ending March 31, 2020.

33.5.The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;

33.6.No fraud has been reported by the Auditors to the Audit Committee or the Board;

33.7.No significant or material orders were passed by the Regulators or courts or tribunals which impact the going concern status and Company’s operations in future;

33.8.There have been no instances of any revision in the Board Report or the financial statement, hence disclosure under Section 131(1) of the Companies Act, 2013 is not required;

33.9.The Company has not paid any commission to any of its Directors and hence, provision of disclosure of commission paid to any Director as mentioned in Section 197(14) of the Companies Act, 2013 is not applicable; and

33.10.The Company has not issued (a) any shares with differential voting rights (b) Sweat Equity shares (c) shares under any Employee stock option scheme, hence no disclosures are required to be made as per the Companies (Share Capital and Debentures) Rules, 2014;

33.11.The Central Government has not prescribed the maintenance of cost records by the Company under Section 148(1) of the Companies Act, 2013 for any of its products; and

33.12.The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment.

**34.Acknowledgment**

The Directors thank all the shareholders, customers, dealers, suppliers, bankers, financial institutions and all other business associates for their continued support to the Company and the confidence reposed in its Management. The Directors also thank the Government authorities for their understanding and co-operation. The Directors wish to record their sincere appreciation of the significant contribution made by the employees of the Company at all levels to its profitable and successful operations.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
MOHINI HEALTH & HYGIENE LIMITED

SD/-  
MR. SARVAPRIYA BANSAL  
EXECUTIVE DIRECTOR  
DIN: 02540139

SD/-  
MR. AVNISH BANSAL  
MANAGING DIRECTOR  
DIN: 02666814

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)

ANNEXURE I  
FORM NO. AOC.1

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries (All amounts are in Rs.)

Sr. No.	Name of the subsidiary	Vedant Kotton Private Limited	Mohini Hygiene Care Products Private Limited
1.	The date since when subsidiary was acquired	15.11.2017	15.06.2020
2.	Reporting period	March 31, 2020	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.
4.	Share capital	Rs. 1,00,000/-	Rs. 10,00,000.00/-
5.	Reserves and surplus	Rs. (594,514/-)	N.A.
6.	Total Assets	Rs. 27,298,229/-	N.A.
7.	Total Liabilities	Rs. 27,298,229/-	N.A.
8.	Investments	-	N.A.
9.	Turnover	Rs. 18,874,700/-	N.A.
10.	Profit/Loss before taxation	Rs. 226,912/-	N.A.
11.	Provision for taxation	Rs. 35,398/-	N.A.
12.	Profit/Loss after taxation	Rs. 1,819,389 /-	N.A.
13.	Proposed Dividend	-	N.A.
14.	Extent of shareholding (in percentage)	97%	51%

Notes: 1. Names of subsidiaries which are yet to commence operations: **Mohini Hygiene Care Products Private Limited**

2. Names of subsidiaries which have been liquidated or sold during the year: NIL

Part "B": Associates and Joint Ventures: Not Applicable

FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
MOHINI HEALTH & HYGIENE LTD.

SD/-  
MR. SARVAPRIYA BANSAL  
EXECUTIVE DIRECTOR  
DIN: 02540139

SD/-  
MR. AVNISH SARVAPRIYA BANSAL  
MANAGING DIRECTOR  
DIN: 02666814

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)

SD/-  
ARNIKA JAIN  
COMPANY SECRETARY

SD/-  
MUKTA AGRAWAL  
CFO

ANNEXURE-II  
FORM NO. MGT-9  
EXTRACT OF  
ANNUAL RETURN

As on the Financial Year ended on 31st March, 2020

“[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]”

I. REGISTRATION AND OTHER DETAILS:

CIN	L17300MP2009PLC022058
Registration Date	June 24, 2009
Name of the Company	MOHINI HEALTH & HYGIENE LIMITED
Category / Sub-Category of the Company	Limited by Shares/Public Company/Non-Govt. Company
Address of the registered office & Contact Details	Plot No 109, Sector 3 Industrial Area, Pithampur Dhar (M.P.)- 454774
Whether listed Company (Yes/No)	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	<b>Link Intime India Pvt Ltd.</b> Registrar & Share Transfer Agent (SEBI REG. No. INR000004058) CIN NO - U67190MH1999PTC118368 C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai Mumbai City MH 400083 Tel.: 022 - 49186000, Fax: 022 - 4918 6060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:"

Sr. No.	Name and Description of main Products / Services	NIC Code of the Product / Service*	% to total turnover of the Company**
1	Surgical Bleached Absorbent Cotton, Cotton Balls, Zig Zag Cotton, Cotton Ear Buds, Gamjee Rolls	24236	93.37%
2	Ginning, Cleaning and Bailing of Bleached Cotton	01405	6.63%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	Corporate Identification Number (CIN)	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	<b>VEDANT KOTTON PRIVATE LIMITED</b> Appartment No. 1402 on Fourteenth Floor of Block Cressida II at Apollo DB City, Nipaniya Indore Indore MP 452010 IN	U18101MP2012PTC029493	Subsidiary	97%	2(87)(ii)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

a) Category-wise Shareholding:

Category of Share holder	No. of Shares held at the beginning of the year (As on 31st March, 2019)				No. of Shares held at the end of the year (As on 31st March, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
(1) INDIAN									
a) Individual/ HUF	11282523	0	11282523	61.87%	11360236	0	11360236	62.30%	0.43 %
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks/ FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub Total A(1)</b>	<b>11282523</b>	<b>0</b>	<b>11282523</b>	<b>61.87%</b>	<b>11360236</b>	<b>0</b>	<b>11360236</b>	<b>62.30%</b>	<b>0.43 %</b>
(2) FOREIGN									
a) NRI-individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub Total A(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	<b>11282523</b>	<b>0</b>	<b>11282523</b>	<b>61.87%</b>	<b>11360236</b>	<b>0</b>	<b>11360236</b>	<b>62.30%</b>	<b>0.43 %</b>
<b>B. PUBLIC</b>									
(1) INSTITUTIONS									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	339000	0	339000	1.85%	339000	0	339000	1.85%	0.00%
Foreign Portfolio Investor	339000	0	339000	1.85%	339000	0	339000	1.85%	0.00%
<b>Sub-total (B)(1)</b>	<b>339000</b>	<b>0</b>	<b>339000</b>	<b>1.85%</b>	<b>339000</b>	<b>0</b>	<b>339000</b>	<b>1.85%</b>	<b>0.00%</b>
(2) NON INSTITUTIONS									
a) Bodies Corp.									
i) Indian	372021	0	372021	2.04 %	443516	0	443516	2.43 %	0.39 %
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1163579	0	1163579	6.38 %	1104084	0	1104084	6.05 %	-0.33 %
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4104080	0	4104080	22.51 %	4107000	0	4107000	22.52 %	0.02 %
c) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
d) Any Other (specify)	974697	-	974697	5.34 %	882064	-	882064	4.84 %	-0.51 %
i) Non Resident Individuals	39000	0	39000	0.21%	30000	0	30000	0.16%	-0.05 %
ii) HUF	537000		537000	2.9%	672000		672000	3.7%	0.74 %
iii) Clearing Members	218697		218697	1.20 %	64		64	0.00 %	-1.20 %
iv) Trusts	180000	0	180000	0.99 %	180000	0	180000	0.99 %	0.00 %
<b>Sub Total B(2)</b>	<b>6614377</b>	<b>0</b>	<b>6614377</b>	<b>36.27 %</b>	<b>6536664</b>	<b>0</b>	<b>6536664</b>	<b>35.85 %</b>	<b>-0.43 %</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>6953377</b>	<b>0</b>	<b>6953377</b>	<b>38.12%</b>	<b>6875664</b>	<b>0</b>	<b>6875664</b>	<b>37.70%</b>	<b>-0.43%</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>GRAND TOTAL (A + B +C)</b>	<b>18235900</b>	<b>0</b>	<b>18235900</b>	<b>100 %</b>	<b>18235900</b>	<b>0</b>	<b>18235900</b>	<b>100 %</b>	<b>0.00 %</b>

b) Shareholding of Promoters:							
Sr.	Name of the Shareholder	Shareholding at the beginning of the year (As at 31st March, 2019)		Shareholding at the end of the year (As at 31st March, 2020)			% Change
		No of Shares No of	% of total shares fo the Company	% of Shares pledged/ encumbered to total shares (of individual promoter	No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares (of individual promoter)
1.	Mr. Avnish Bansal	10142736	55.62%	0.00%	10217736	56.03%	0.00%
2.	Mr. Sarvapriya Bansal	1112500	6.10 %	0.00 %	1112500	0.00 %	0.00%
3.	Mr. Namita Bansal	27287	0.15 %	0.00 %	30000	0.00 %	0.00%
Total		11282523	61.87 %	0.00%	62.30 %	0.00%	0.00%
							0.43 %

c) Change in Promoter’s Shareholding:							
	Name of the Shareholder	Shareholding at the beginning of the year (As at 31st March, 2019)		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year (As at 31st March, 2020)
		No.of shares the Company	% of total shares of Company				No. of Shares % of total shares of the Company
1.	Mr. Avnish Bansal	110142736	55.62 %				10142736 55.62 %
				05 Apr 2019	54000	Transfer	10196736 55.9157
				12 Jul 2019	20986	Transfer	10217722 56.0308
				19 Jul 2019	14	Transfer	10217736 56.0309
2.	Mr. Sarvapriya Bansal	1112500	6.10 %				1112500 6.10 %
3.	Mr. Namita Bansal	27287	0.15%				27287 0.15 %
				05 Apr 2019	2713	Transfer	30000 0.16 %

d) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):							
	Name of the Shareholder	Shareholding at the beginning of the year (As at 31st March, 2019)		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year (As at 31st March, 2020)
		No.of shares the Company	% of total shares of Company				No. of Shares % of total shares of the Company
1	Mr. Mukul Mahavir Prasad Agrawal	1419000	7.7814				1419000 7.7814
	AT THE END OF THE YEAR						1419000 7.7814
2	Akshyesh Arya	445736	2.4443				445736 2.4443
				09 Aug 2019	12000	Transfer	457736 2.5101
				16 Aug 2019	18000	Transfer	475736 2.6088
				23 Aug 2019	21000	Transfer	496736 2.7239
				30 Aug 2019	6000	Transfer	502736 2.7568
	AT THE END OF THE YEAR						502736 2.7568
3	Hypnos Fund Ltd.	213000	1.1680				213000 1.1680
	AT THE END OF THE YEAR						213000 1.1680

4	Manish Agarwal	90000	0.4935				90000	0.4935
				10 Jan 2020	3000	Transfer	93000	0.5100
				17 Jan 2020	15000	Transfer	108000	0.5922
				24 Jan 2020	15000	Transfer	123000	0.6745
				31 Jan 2020	6000	Transfer	129000	0.7074
				14 Feb 2020	6000	Transfer	135000	0.7403
				21 Feb 2020	39000	Transfer	174000	0.9542
				06 Mar 2020	18000	Transfer	192000	1.0529
				13 Mar 2020	9000	Transfer	201000	1.1022
	AT THE END OF THE YEAR						201000	1.1022
5	Pantomath Stock Brokers Private Limited At The End of The Year	129000	0.7074				129000	0.7074
				05 Apr 2019	72000	Transfer	201000	1.1022
				12 Apr 2019	6000	Transfer	207000	1.1351
				19 Apr 2019	3000	Transfer	210000	1.1516
				26 Apr 2019	3000	Transfer	213000	1.1680
				03 May 2019	6000	Transfer	219000	1.2009
				17 May 2019	3000	Transfer	222000	1.2174
				24 May 2019	3000	Transfer	225000	1.2338
				14 Jun 2019	3000	Transfer	228000	1.2503
				21 Jun 2019	(3000)	Transfer	225000	1.2338
				29 Jun 2019	6000	Transfer	231000	1.2667
				26 Jul 2019	3000	Transfer	234000	1.2832
				02 Aug 2019	3000	Transfer	237000	1.2996
				09 Aug 2019	(3000)	Transfer	234000	1.2832
				16 Aug 2019	(6000)	Transfer	228000	1.2503
				23 Aug 2019	(3000)	Transfer	225000	1.2338
				30 Aug 2019	(3000)	Transfer	222000	1.2174
				20 Sep 2019	12000	Transfer	234000	1.2832
				27 Sep 2019	(3000)	Transfer	231000	1.2667
				30 Sep 2019	12000	Transfer	243000	1.3325
				11 Oct 2019	(3000)	Transfer	240000	1.3161
				25 Oct 2019	3000	Transfer	243000	1.3325
				01 Nov 2019	(3000)	Transfer	240000	1.3161
				08 Nov 2019	(3000)	Transfer	237000	1.2996
				15 Nov 2019	(6000)	Transfer	231000	1.2667
				27 Dec 2019	(6000)	Transfer	225000	1.2338
				17 Jan 2020	(9000)	Transfer	216000	1.1845
				24 Jan 2020	(9000)	Transfer	207000	1.1351
				07 Feb 2020	3000	Transfer	210000	1.1516
				14 Feb 2020	(3000)	Transfer	207000	1.1351
				28 Feb 2020	3000	Transfer	210000	1.1516
				06 Mar 2020	3000	Transfer	213000	1.1680
				13 Mar 2020	(3000)	Transfer	210000	1.1516
				20 Mar 2020	(3000)	Transfer	207000	1.1351
				27 Mar 2020	(9000)	Transfer	198000	1.0858
	AT THE END OF THE YEAR						198000	1.0858



6	Ananthara Makrishna P .	186000	1.0200				186000	1.0200
	<b>AT THE END OF THE YEAR</b>						<b>186000</b>	<b>1.0200</b>
7.	Pantomath Sabrimala Aif Pantomath Sabrimala Sme Growth Fund Series I	180000	0.9871				180000	0.9871
	<b>AT THE END OF THE YEAR</b>						<b>180000</b>	<b>0.9871</b>
8	P F Dadabhoy	132000	0.7238				132000	0.7238
	<b>AT THE END OF THE YEAR</b>						<b>132000</b>	<b>0.7238</b>
9	Rajkumar Ramgarhia Huf	6000	0.0329				6000	0.0329
				12 Apr 2019	(3000)	Transfer	3000	0.0165
				02 Aug 2019	3000	Transfer	6000	0.0329
				16 Aug 2019	1736	Transfer	7736	0.0424
				23 Aug 2019	10264	Transfer	18000	0.0987
				30 Aug 2019	18000	Transfer	36000	0.1974
				06 Sep 2019	3000	Transfer	39000	0.2139
				13 Sep 2019	9000	Transfer	48000	0.2632
				20 Sep 2019	12000	Transfer	60000	0.3290
				27 Sep 2019	6000	Transfer	66000	0.3619
				30 Sep 2019	3000	Transfer	69000	0.3784
				04 Oct 2019	3000	Transfer	72000	0.3948
				11 Oct 2019	12000	Transfer	84000	0.4606
				18 Oct 2019	12000	Transfer	96000	0.5264
				25 Oct 2019	12000	Transfer	108000	0.5922
				08 Nov 2019	3000	Transfer	111000	0.6087
				15 Nov 2019	3000	Transfer	114000	0.6251
	<b>AT THE END OF THE YEAR</b>						<b>114000</b>	<b>0.6251</b>
10.	Manish Kumar Jindal	99000	0.5429				99000	0.5429
				29 Jun 2019	3000	Transfer	102000	0.5593
				23 Aug 2019	3000	Transfer	105000	0.5758
	<b>AT THE END OF THE YEAR</b>						<b>105000</b>	<b>0.5758</b>
11	India Max Investment Fund Limited	99000	0.5429				99000	0.5429
	<b>AT THE END OF THE YEAR</b>						<b>99000</b>	<b>0.5429</b>
12	Kanakray Hiralal Thaker	99016	0.5430				99016	0.5430
				05 Apr 2019	4	Transfer	99020	0.5430
				9 Apr 2019	2980	Transfer	102000	0.5593
				14 Feb 2020	(93000)	Transfer	9000	0.0494
				21 Feb 2020	(9000)	Transfer	0	0.0000
	<b>AT THE END OF THE YEAR</b>						<b>0</b>	<b>0.0000</b>

(e) Shareholding of Directors and Key Managerial Personnel:							
Name of the Shareholder	Shareholding at the beginning of the year (As at 31st March, 2019)		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year (As at 31st March, 2020)	
	No.of shares the Company	% of total shares of Company				No. of Shares	% of total shares of the
1. Mr. Avnish Bansal	10142736	55.61%				10142736	55.62 %
			05 Apr 2019	54000	Transfer	10196736	55.9157
			12 Jul 2019	20986	Transfer	10217722	56.0308
			19 Jul 2019	14	Transfer	10217736	56.0309
2. Mr. Sarvapriya Bansal	1112500	6.10%				1112500	6.10 %

(V) INDEBTEDNESS:				
Indebtedness of the Company including interest outstanding / accrued but not due for payment (in Rs.):				
Particulars	Secured Loans Excluding	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial Year (As at 31st March, 2019)</b>				
i) Principal Amount	49,03,97,308.00	2,02,38,975.00	-	51,06,36,283.00
ii) Interest Due but not paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
<b>Total ( i + ii + iii)</b>	<b>49,03,97,308.00</b>	<b>2,02,38,975.00</b>	<b>-</b>	<b>51,06,36,283.00</b>
<b>Change in indebtedness during the Financial Year</b>				
i) Addition	54,00,000.00	18,70,886.00		72,70,886.00
ii) Reduction	8,25,92,378.00	1,35,41,567.00		9,61,33,945.00
Net Change	-7,71,92,378.00	-1,16,70,681.00		-8,88,63,059.00
<b>Indebtedness at the end of the Financial Year (As at 31st March, 2020)</b>				
i) Principal Amount	41,32,04,930.00	85,68,294.00		42,17,73,224.00
ii) Interest Due but not paid	-	-		-
iii) Interest Accrued but not due	-	-		-
<b>Total (i + ii + iii)</b>	<b>41,32,04,930.00</b>	<b>85,68,294.00</b>		<b>42,17,73,224.00</b>



"VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (in Rs.):

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

"Sr. No,	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Avnish Bansal (MD)	Mr. Sarvapriya Bansal (ED)	
1.	Gross salary			
	"(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961"	Rs. 2,400,000/-	Rs. 2,400,000/-	Rs. 4,800,000/-
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	-
	"(c) Profits in lieu of salary under Section 17(3) Income- Tax Act, 1961"	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>Rs.2,400,000/-</b>	<b>Rs.2,400,000/-</b>	<b>Rs.4,800,000/-</b>
	Ceiling as per the Act	Total Managerial remuneration is within the limit of 10% of the net profit of theCompany as per Section 197 and 198 & Schedule V of the Companies Act, 2013.		

B. Remuneration to other Directors:

"Sr. No.	Particulars of Remuneration	Name of Directors					"Total
		Mr. Ramesh Chandra Jain	Mr. Gajendra Singh Narang	Mr. Mukesh Vyas	Mr. Siddharth Ashok Kumar Jain	Mr. Kiran Pati-dar	
1.	Independent Directors						
	Fee for attending Board committee meetings	27000	5000	10000	5000	5000	
	Commission						
	Others, please specify						
	<b>Total (1)</b>	<b>27000</b>	<b>5000</b>	<b>10000</b>	<b>5000</b>	<b>5000</b>	<b>52000</b>
2.	Other Non-Executive Directors	Mrs. Parul Bansal					
	Fee for attending Board committee meetings 30000						
	Commission						
	Others, please specify						
	<b>Total (2)</b>	<b>30000</b>					<b>30000</b>
	<b>Total (B)=(1+2)</b>						<b>82000</b>
Total Managerial Remuneration							
Overall Ceiling as per the Act 1% of the profit calculated as per section 98 of the companies Act, 2013							

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (in Rs.) :

"Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income- tax Act, 1961	-	280800/-	540,000/-	8,20,800.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>280,800/-</b>	<b>540,000/-</b>	<b>8,20,800.00</b>

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
MOHINI HEALTH & HYGIENE LTD.

SD/-  
MR. SARVAPRIYA BANSAL  
EXECUTIVE DIRECTOR  
DIN: 02540139

SD/-  
MR. AVNISH SARVAPRIYA BANSAL  
MANAGING DIRECTOR  
DIN: 02666814

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)

# ANNEXURE – III

## REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

### 1. Brief outline of the Company’s CSR policy, including overview of the projects or programmes undertaken:

The Corporate Social Responsibility Policy (‘Policy’) of the Company is in line with the provisions of Section 135 of the Companies Act 2013 (‘Act’) read with Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (‘Rules’). The Policy lays down the guiding principles that shall be applicable to the CSR projects/programme/activities of the Company. The Policy is primarily aimed at supporting the Company’s consistent efforts to promote education, vocation skills development and health care activities. The Board of Directors have approved the Policy, on recommendations of the CSR Committee.

#### Policy Objectives:

The objective of the CSR Policy is to lay down guiding principles in undertaking various programs and projects by or on behalf of the Company relating to Corporate Social Responsibility within the meaning of Section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the Rules framed thereunder.

CSR Policy of the Company, as approved by the Board of Directors, is available on the Company’s website at <http://www.mohinihealthandhygiene.com/>

### 2. Composition of the CSR Committee:

Name of the Member(s)	Nature of Directorship
Mr. Sarvapriya Bansal	Executive Director
Mr. Avnish Sarvapriya Bansal	Managing Director
Mr. Mukesh Vyas	Independent Director
Mr. Gajendra Singh Narang	Independent Director (Ceased w.e.f. August 30, 2019)

### 3. Details of CSR spends:

**Average Net Profit of the Company for last 3 financial years** **Rs. 8,39,52,195/-**

**Prescribed CSR expenditure (2% of amount)** **Rs. 16,79,044/-**

#### Details of CSR activities/projects undertaken during the year:

a) Total amount to be spent for financial year 2019-20	Rs. 16,79,044/-
b) Total amount spent for financial year 2019-20	Rs. 16,91,108/-
c) Amount un-spent for financial year 2019-20	Nil

d) Manner in which the amount spent during financial year 2019-20 is as detailed below:

Sr. No.	CSR project/ activity identified	Sector in Which the Project is covered	Projects/ Programs covered	Amount outlay (budget)	Amount spent on the projects or programs 1) Direct expenditure 2)Overheads	Cumulative spend up to the reporting period (Amount in Rs.)	Amount spent: Direct/ through implementing agency*
1.	Promoting Self Employment & Health Awareness Amongst the group of People in rural area	Promoting Self Employment & Health Awareness	Madhya Pradesh	Not specifically provided	Direct expenditure on projects	2,87,500.00	Direct
2.	Promoting Social Business projects amongst the group of people in the rural area	Promoting Livelihood Enhancement	Madhya Pradesh		Direct expenditure on projects	5,32,608.00	Direct
3.	Promoting educational and social training to the tribal children	Promoting Education Including Special Education	Madhya Pradesh		Direct expenditure on projects	8,71,000.00	Direct
		<b>Total</b>				<b>16,91,108.00</b>	

### 4. Justification for unspent money out of 2% of the average net profit of the last 3 Financial Years-

- NA

### 5. CSR Committee Responsibility Statement-

‘The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.’

FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
MOHINI HEALTH & HYGIENE LTD.

SD/-  
**MR. SARVAPRIYA BANSAL**  
EXECUTIVE DIRECTOR  
DIN: 02540139

SD/-  
**MR. AVNISH SARVAPRIYA BANSAL**  
MANAGING DIRECTOR  
DIN: 02666814

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)

# ANNEXURE – IV FORM NO. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

To,  
The Members,  
**MOHINI HEALTH & HYGIENE LIMITED**  
CIN- L17300MP2009PLC022058  
Plot No 109, Sector 3 Industrial Area,  
Pithampur Dhar MP 454774 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MOHINI HEALTH & HYGIENE LIMITED** (hereinafter called 'the company'). The 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.

Company's Board of Directors is responsible for the matters of Compliances of the various provisions of the Companies Act, 2013 and other applicable laws. Our responsibility to conduct the audit of the Compliances made during the year upon test check basis. We have adopted such methods and procedure and based on our verification of the **MOHINI HEALTH & HYGIENE LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized

representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March, 2020 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 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;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above.

We further report that:

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

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

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

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, standards etc.

We further report that:-

During the audit period of the company, there were instances of:

## Appointment of Internal Auditor

Company has appointed **M/s Pramod Mehta** as Internal Auditor of the company for the financial year 2019-2020 w.e.f. 30th August 2019.

## Appointment of Independent Director

Mr. Mukesh Vyas, Mr. Siddharth Jain and Mrs. Kiran Patidar are appointed as Independent Director w.e.f 30th, August 2019. Mr. Gajendra singh Narang has resigned from the post of Independent Director as on 30th August 2019.

Corporate Social Responsibility

During the year Company has complied the Corporate Social Responsibility provisions and has spent the amount of Rs.1,691,108 /- (Rupees Sixteen Lakhs Ninety One Thousand One Hundred and Eight) on CSR activities

Place: Indore  
Date: 24<sup>th</sup> August, 2020  
  
UDIN: A039252B000607842

For Neelam Binjwa  
(Practicing Company Secretary)  
  
Sd/-  
Neelam Binjwa  
Proprietor  
M. NO: A39252  
C.O.P. No. 15361

To,  
The Members,  
**MOHINI HEALTH & HYGIENE LIMITED**  
CIN- L17300MP2009PLC022058  
Plot No 109, Sector 3 Industrial Area,  
Pithampur Dhar MP 454774 IN

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.

- Company has held all requisite no. of Board Meetings/audit committee meetings/ Nomination & Remuneration committee complied with the provision of Companies Act, 2013.

- Management properly maintained minutes book and duly authenticated by the chairman.

- Management has kept and properly entered

records in all statutory books in their registered office.

- All Request for transfer of shares received by the company during the year have been executed by registrars & share transfer agents **Link Intime India Pvt. Ltd.**

- Notice of Board meetings were duly sent to all the directors.

- Notice of annual general meeting has been duly sent to all the members.

- company has not directly indirectly advanced any loans to any of the its Director or KMP or any other person in whom the director is interested or given any guarantee or provided any security in connection with any loan taken by him or such other person (under section 185 & 186) .

- Company has not accept any deposit (u/s 73)

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, Standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Neelam Binjwa  
(Practicing Company Secretary)

Sd/-  
Neelam Binjwa  
Proprietor  
M. NO: A39252  
C.O.P. No. 15361

Place: Indore  
Date: 24<sup>th</sup> August, 2020  
  
UDIN: A039252B000607842

# ANNEXURE – V CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014

## A) CONSERVATION OF ENERGY:

Particulars	Current Reporting Period 31.03.2020
a. The steps taken or impact on conservation of energy	The Company provides high priority to energy conservation schemes to conserve natural resources and is regularly taking effective steps to conserve energy wherever possible. This continues to remain thrust area with studies, discussions and analysis being undertaken regularly for further improvements. Energy conservation is an ongoing process in the Company. The Company continued its efforts to improve energy usage efficiencies.
b. The steps taken by the Company for utilizing alternate sources of energy	The Company has not taken any step for utilizing alternate source of energy.
c. The capital investment on energy conservation equipment's	The Company has not made any capital investment in energy conservation equipment.

## B) TECHNOLOGY ABSORPTION:

Particulars	Current Reporting Period 31.03.2020
a. The efforts made towards technology absorption	The Company has been using indigenous as well as imported machinery. The Company has been making efforts for absorbing latest technology.
b. The benefits derived like product improvement, cost reduction, product development or import substitution	The Company has installed fully automated machinery reducing manual intervention. Introduction of new technology helped in improvement of quality of the products as well as upgradation of existing products.
c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	The Company has not imported any technology during the last three years
(i) the details of technology imported	
(ii) the year of import	
(iii) whether the technology been fully absorbed	
(iv) if not fully absorbed, areas where absorption not taken place, and the reasons thereof	
d. the expenditure incurred on Research and Development	The Company has not incurred any expenditure on research and development

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars	Current Reporting Period 31.03.2020
The Foreign Exchange earned in terms of actual inflows during the year	Rs 1,01,05,67,976/-
The Foreign Exchange outgo during the year in terms of actual outflows.	Rs 1,32,21,275.00/-

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
MOHINI HEALTH & HYGIENE LIMITED

DATE: AUGUST 24, 2020 PLACE: PITHAMPUR (M.P.)	SD/- MR. SARVAPRIYA BANSAL EXECUTIVE DIRECTOR DIN: 02540139	SD/- MR. AVNISH BANSAL MANAGING DIRECTOR DIN: 02666814
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ANNEXURE-VI  
DETAILS OF  
REMUNERATION  
OF DIRECTORS  
AND EMPLOYEES

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration) Rules, 2014

1	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2019-20	Director's Name	Ratio to median remuneration
		Mr. Avnish Bansal	16.27
		Mr. Sarvapriya Bansal	16.27
2	The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2019-20	Director's/CFO/CS	% increase in remuneration
		Mr. Avnish Bansal (Managing Director)	Nil
		Mr. Sarvapriya Bansal (Executive Director)	Nil
		Mrs. Arnika Jain (Company Secretary)	Nil
		Mrs. Mukta Agrawal (CFO)	Nil
3	Percentage increase in the median remuneration of employees in the Financial Year 2019-20	During Financial Year 2019-20, the percentage increase in the median remuneration of employees as compared to previous year was approximately 2.99%	
4	Number of permanent employees on the rolls of the Company	There were 241 employees as on 31st March, 2020	
5	Average percentile increase in salaries of Employees other than managerial Personnel as against the percentile increase in the managerial remuneration	The average percentile increase in salaries of Employees in the Financial Year was 16.31% whereas there has been no increase in managerial remuneration	
6	Affirmation that the remuneration is as per the remuneration policy of the Company	It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.	

\*Median Remuneration of FY 2019-20 is Rs. 1,47,480/- and of FY 2018-2019 is Rs.1,43,188/-

Note: The Statement of Particulars of Top Ten employees pursuant to the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Company is given below:

Name of Employee	Designation/Department	Total Net Pay Per Annum (in `)	Nature of employment whether contractual or otherwise	Qualification & Experience	Date of commencement of employment	Age	Last employment held by such employee before joining the Company	% of shares held of the Company	Whether employees is relative of any director of the co.
Mr. Sarvapriya Bansal	Executive Director	24,00,000	Regular Employment	B.Com 42 Years	24/06/2009	63	Pratibha Syntex Limited	6.10%	Mr. Sarvapriya Bansal is father of Mr. Avnish Bansal Managing Director/ Promoter of the Company
Mr. Avnish Bansal	Managing Director	24,00,000	Regular Employment	B.Com, MBA 11 Years	24/06/2009	35	-	56.03%	Mr. Avnish Bansal is son of Mr. Sarvapriya Bansal Director/ Promoter of the Company
Mr. Sheheryar Datta	President (International Marketing)	20,80,000	Regular Employment	MBA International Marketing 15Years	02/07/2014	41	Jindal Medicat Ltd.	Nil	-
Mrs. Riddhi Mundra	Marketing Manager	12,00,000	Regular Employment	M.Sc 4years	01/07/2018	32	Self Employed	Nil	-
Mr. Piyush Kothari	Plant Head	9,00,000	Regular Employment	B.E (Mech.) 24 Years	16/07/2014	49	Jindal Medicat Ltd.	Nil	-
Mr. Santosh Mundra	Admin Incharge	9,00,000	Regular Employment	B. Com 15years	01/08/2018	53	Self Employed	Nil	-
Mrs. Varsha Kothari	Admin Incharge	9,00,000	Regular Employment	MSC- 18 years	16/07/2014	49	Jindal Medicat Ltd		-
Mr. Anil Kumar Sambyal	Production Manager	6,00,000	Regular Employment	B.A 15 Years	13/02/2014	40	Jindal Medicat Ltd.	Nil	-
Mrs. Mukta Agrawal	CFO	5,40,000	Regular Employment	M.Com 3 Years	23/01/2017	31	RS Goyal & Associates, Chartered Accountants	Nil	-
Mr. Shailendra Maheshwari	Marketing Manager	5,36,000	Regular Employment	M.Com 20 Years	20/08/2018	59	Self employed.	Nil	-

Further, there were no Employee in the financial year 2019-2020 who had drawn salary in aggregate and not less than Rs. 1.02 Crores and Rs. 8.05 Lacs either throughout or part of the financial year.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
MOHINI HEALTH & HYGIENE LIMITED

SD/-  
MR. SARVAPRIYA BANSAL  
EXECUTIVE DIRECTOR  
DIN: 02540139

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)

SD/-  
MR. AVNISH BANSAL  
MANAGING DIRECTOR  
DIN: 02666814

# ANNEXURE VII MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## Economic Overview

### World

Economic activity worldwide slowed down in 2019 for both advanced and emerging economies owing to trade and tariff-related uncertainties between the global powers, along with tepid consumer and investor sentiments.

The US economy is estimated to have grown by 2.3% in 2019, driven by improved consumer spending, employment generation and manufacturing activity.

Global Growth Trends			
Particulars	Actual	Projection	
	2019	2020	2021
World Output	2.90	-4.90	5.4
Advanced Economies	1.70	-8.0	4.8
US	2.30	-8.0	4.5
Eurozone	1.30	-10.2	6.0
Japan	0.7	-5.8	2.4
UK	1.4	-10.20	6.3
Other Advanced Economies	1.7	-4.8	4.2
Emerging Markets and Developing Economies	3.7	-3.0	5.9
China	6.1	1.0	8.2
Source: International Monetary Fund (IMF)			

### Outlook

The International Monetary Fund (IMF) projects that global economic activity will grapple with unprecedented contraction in 2020, owing to the COVID-19-led lockdown and the consequent suspension of economic activity. As per the IMF's April World Economic Outlook, global growth will contract by 4.9% in 2020, vis-à-vis 2.9% growth in

2019, and subsequently, mark a V-shape normalisation to 5.4% growth in 2021, although half of it will come on a lower base. Further, the global trade volume in goods and services will slip into a degrowth of 11% in 2020 from an already sluggish growth of 0.9% in 2019, before growing by 8.4% in 2021.

### India

India continued to be one of the most robust and resilient economies of the world in 2019. During FY20, the economy grew by 4.2%, suffering primarily from inadequate credit availability owing to challenges in the financial sector. The combined impact of muted domestic demand and export markets dragged down capacity utilisation of industries. The Government of India undertook

proactive initiatives such as reducing corporate tax rates and offering credit guarantee for financially sound Non-Banking Financial Corporations (NBFCs). The year also witnessed easing of monetary policy by the Reserve Bank of India (RBI) with significant reduction in the repo rate. Driven by fiscal and monetary policy initiatives, the economy began to show early signs of recovery. However, the COVID-19 outbreak in the fourth quarter of the year made recovery an uphill task.

India's Growth Pattern (%)				
FY16	FY17	FY18	FY19	FY20
8.0	8.2	7.2	6.1	4.2
Source: Economic Survey of India 2019-20; Central Statistics Office				

### Outlook

Thrust on policy initiatives continued. FY 2019-20 saw consolidation of Public Sector Banks, which should strengthen the banking sector. Non-performing loans in the banking sector have come down to 9.3% from >10% before FY 2019-20. Resolution under the Insolvency and Bankruptcy Code (IBC) is bringing procedural predictability with higher recovery rates (43% in 2019 vs 14% in 2017). With continued policy initiatives, India further continued its climb in the Ease of Doing Business rankings, climbing up 14 places to reach the 63rd rank. India is the only major country to have moved up by 67 places in just 4 years. FY 2019-20 also saw corporate tax cut being announced, further easing business environment. Government also announced significant rebates for new manufacturing units to attract global supply chains.

Outbreak of COVID-19 would make growth environment challenging in first half of FY 2020-21 but liquidity measures announced by the government should help provide support.

### Impact of COVID – 19 and Aftermath

Operations were briefly effect in Month of March as following the guidelines of the Government of India

and the state a complete shut down of the manufacturing facility was implemented from 24thof March 2020 till 1stweek of April. The company received requisite permissions and approvals to operate its manufacturing facility during the first week of April as it manufactures products falling in the essential category and the company wanted to contribute to the effort of battling COVID by supplying it's products.

The production was effected tillmid April due to migration of work force during the lock down period and due to the wide spread panic amongst the masses with the outbreak of the pandemic.

Business operations were normalized following all safety procedures, protocols and adhering to the guidelines of the government authorities from mid of the April, 2020.

### Financial Review

During the year 2019-20, Mohini's revenue increased by 0.81% to Rs.1,277.93 Million from Rs.1,267.63 Million in the previous year. It recorded an After Tax Profit of Rs.63.14 Million against an After Tax Profit of Rs.76.67 Million in the previous year.

SCORE Analysis

Strengths	Challenges	Options	Responses	Effectiveness
<ul style="list-style-type: none"><li>Vertically Integrated Manufacturing</li><li>Presence Across the value chain</li><li>Global Footprint</li><li>Skilled Workforce</li><li>Capability of delivering high quality, cost effective products.</li></ul>	<ul style="list-style-type: none"><li>Competitors with similar offerings and business structures.</li><li>Pricing Pressure.</li><li>High Mobility of workforce within industry.</li></ul>	<ul style="list-style-type: none"><li>Forward Integration by conversion of intermediary product into finished product.</li><li>Rise in demand for Healthcare and Beauty care products.</li><li>Global response to pandemic/s.</li></ul>	<ul style="list-style-type: none"><li>Capacity creation and capability building measures.</li><li>Expanding into new areas like PPE products and healthcare products.</li></ul>	<ul style="list-style-type: none"><li>Due to economies of scale control over raw material prices.</li><li>Dominant player in the sector.</li><li>In house R&amp;D capabilities; Strong technological implementation in manufacturing and robust marketing infrastructure.</li></ul>

People At Mohini

Mohini's cognisant of the fact that its success is dependent on the experience, expertise and executorial capabilities of its people and this is why the Company considers them strategic business partners.

The Company's ideology is 'committed to healthier life', and it reiterates the idea in terms of its people policies by promoting work-life balance. Mohini offers an empowering and enabling work environment for its people, with various learning and development programmes across almost all functions of the business.

Aim for 2020-21

- Attract, build and retain talent
- Create and nurture a performance culture through capability building, performance measurement and leveraging IT
- Foster leadership at all levels through trust, empowerment, inclusion and openness
- Promote a collaborative approach for business excellence
- Encourage a vibrant work culture based on innovation and incentivise people based on their productivity/outstanding performance

Mohini's focus on the wellbeing of its people remains steadfast. The Company is ensuring utmost care to enhance work environment in a post-COVID world.

Sustainable at the core

Mohini never loses sight of health, safety and the environment while executing its operations.

It follows international guidelines, and continuously works towards improving safety across all its facilities and processes. The Company enjoys cordial industrial relations, and is incessantly evolving its systems and processes to enable better work-life for its people.

Mohini strives to minimise waste generation, optimise the use of available resources, reduce its carbon footprint and ensure minimal impact of its activities on the environment.

Acknowledgement

The Directors would like to express their sincere appreciation for the co-operation and support received from shareholders, bankers, financial institutions, regulatory bodies, customers, suppliers, employees at all levels and other business constituents during the year under review.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF MOHINI HEALTH & HYGIENE LIMITED

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)

SD/-  
MR. SARVAPRIYA BANSAL  
EXECUTIVE DIRECTOR  
DIN: 02540139

SD/-  
MR. AVNISH BANSAL  
MANAGING DIRECTOR  
DIN: 02666814

51

# MANAGEMENT RESPONSIBILITY STATEMENT

The Management of Company accepts responsibility for the integrity and objectivity of these financial statements, as well as for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflect fairly the form and substance of transactions and reasonably presents the company's financial condition, and results of operations. To ensure this, the company has installed a system of internal controls, which is reviewed, evaluated and updated on an ongoing basis. Our

management has conducted periodic audits to provide reasonable assurance that the company's established policies procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls. These financial statements have been audited by M/s Nishi Agrawal & Co., Chartered Accountants, the Statutory Auditors of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
MOHINI HEALTH & HYGIENE LIMITED

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)

SD/-  
MR. SARVAPRIYA BANSAL  
EXECUTIVE DIRECTOR  
DIN: 02540139

SD/-  
MR. AVNISH BANSAL  
MANAGING DIRECTOR  
DIN: 02666814

## DECLARATION

This is to confirm that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of clause 49(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchange, for the year ended March 31, 2020.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
MOHINI HEALTH & HYGIENE LIMITED

DATE: AUGUST 24, 2020  
PLACE: PITHAMPUR (M.P.)

SD/-  
MR. SARVAPRIYA BANSAL  
EXECUTIVE DIRECTOR  
DIN: 02540139

SD/-  
MR. AVNISH BANSAL  
MANAGING DIRECTOR  
DIN: 02666814

52

53



# INDEPENDENT AUDITORS' REPORT

To  
**The Members of  
Mohini Health & Hygiene Limited  
Pithampur.**

## Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of **MOHINI HEALTH & HYGIENE LIMITED** ("the Company") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## 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 Companies Act, 2013 ("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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to

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

## Auditors' Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Profit and its Cash Flow for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, 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 paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with

by this Report are in agreement with the books of account;

- d. In our opinion, the aforesaid Standalone 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 written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- g. With respect to the other matters to be included in the Auditors' 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 does not have any pending litigations which would impact its financial position except as provided in point No. 3 of Notes to Accounts.
  - 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.

**For Nishi Agrawal & Co.  
Chartered Accountants  
Firm Reg. No. 014983C  
SD/-  
Nishi Agrawal  
Proprietor  
M.No. 407940**

**Place: Indore  
Date: 29<sup>th</sup> June, 2020  
UDIN - 20407940AAAABV9372**

As required by the Companies (Auditor's Report) Order, 2016 and according to the information and explanations given to us during the course of audit and on the basis of such checks as were considered appropriate, We report that:

# ANNEXURE "A"

## TO THE AUDITORS REPORT

Sr.No.	Particulars	Auditors Remark
(i)	(a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	The Company has maintained proper records showing full particulars, including quantitative details & situation of fixed assets.
	(b) Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	According to the information and explanations given to us, the fixed assets have been physically verified by the management during the interim period at reasonable intervals. As explained to us, no material discrepancies were noticed as compared to the books records, on such physical verification.
	(c) Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof.	According to the information and explanations given to us, all the immovable properties are in the name of the company.
(ii)	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, how they have been dealt with in the books of account;	As explained to us, inventory of the Company has been physically verified during the interim period by the management at regular intervals. No material discrepancies were noticed as compared to the books records, on such physical verification.
(iii)	Whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013. If so,	As per the information and explanations given to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013.
	(a) Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	Not Applicable
	(b) Whether receipt of the principal amount and interest are regular. If not provide details thereof; and	Not Applicable

	(c) If overdue amount is more than rupees five lakhs, whether reasonable steps have been taken by the company for recovery of the principal and interest;	Not Applicable
(iv)	In respect of loans, investments and guarantees, whether provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide details thereof.	As per the information and explanations given to us, the company has complied with the provisions of Sec-185 & Sec-186 of the Companies Act, 2013.
(v)	In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	According to the information and explanations given to us, the Company has not accepted deposits from the public and the other security deposits accepted are not considered as deposits as per section 73 to 76. Accordingly, the provisions of Section 73 to 76 of the Companies Act, 2013 and rules framed thereunder have been complied with.
(vi)	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained;	According to the information & explanation given to us, cost records has been maintained by the company as prescribed under sub section (1) of section 148 of the Companies Act, 2013.
(vii)	(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-Lax, , service tax, duty of customs, duty of excise, value added tax, and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the Auditor.	According to the information and explanations given to us and according to the records, the Company has generally been regular in depositing undisputed statutory dues with appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding for a period of more than six months from the date they became payable.
	(b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	According to the information and explanations given to us and the statutory examination of the records, there are no disputed dues which have not been deposited on account of Disputed matters pending before the appellate authorities except as mentioned below

Name of Statute	Nature of Dues	Amount Disputed (in Lacs)	Period to which dues relate	Authority where dispute is pending for decision
The Income Tax Act, 1961	Income Tax	1589050.00	AY 2010-11	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	670370.00	AY 2011=12	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	4250600.00	AY 2012-13	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	2947910.00	AY 2013-14	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	21043650.00	AY 2014-15	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	25850.00	AY 2015-16	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	19716740.00	AY 2016-17	CIT(Appeals)-III

(viii)	Whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported (in case of banks and financial institutions, lender wise details to be provided).	In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to the bank or financial institutions during the reported period.
(ix)	Whether moneys raised by way of public issue/ follow-on offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays / default and subsequent rectification, if any, as may be applicable, be reported;	According to the information and explanations given to us during the year company has not raised money through IPO and term loan.
(x)	Whether any fraud by the company or any fraud on the Company by its officers/ employees has been noticed or reported during the year; if yes, the nature & the amount involved be indicated.	According to the information and explanations given to us, no fraud has been noticed or reported during the quarter by the company or on the company.
(xi)	Whether managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	According to information given to us managerial remuneration has been paid in accordance with the provisions of section 197 read with schedule V of the Companies Act, 2013.

(xii)	Whether the Nidhi Company has complied with the Net Owned Fund in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining 10% liquid assets to meet out the unencumbered liability.	Not Applicable
(xiii)	Whether all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the accounting standards and Companies Act, 2013.	According to the information given to us all transactions with the related parties are in compliance with Section 188 and 177. Also, the details of the related party transactions have been disclosed in the Financial Statements as required by the accounting standards and the Companies Act, 2013.
(xiv)	Whether the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 of the Companies Act, 2013 have been complied and the amount raised have been used for the purposes for which the funds were raised. If not, provide details thereof.	According to the information and explanations given to us, the company has not issued shares through private placement during the year.
(xv)	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether provisions of Section 192 of Companies Act, 2013 have been complied with.	According to the information and explanations given to us and according to the records, the company has not entered into any non-cash transactions with directors or persons connected with him.
(xvi)	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	Not Applicable

**For Nishi Agrawal & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 014983C**  
**Sd/-**  
**Nishi Agrawal**  
**Proprietor**  
**M. No. 407940**

**Place: Indore**  
**Date: 29<sup>th</sup> June, 2020**

# ANNEXURE-B TO THE AUDITORS' REPORT

We have audited the internal financial controls over financial reporting of **MOHINI HEALTH AND HYGIENE LIMITED** ("the Company") as of 31st March 2020 in conjunction with our audit of the standalone financial statements of the Company for the period 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

(i) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(iii) 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 condensed financial statements.

**Place: Indore**

**Date: 29<sup>th</sup> June, 2020**

**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 2019, 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 Nishi Agrawal & Co.  
Chartered Accountants  
Firm Reg. No. 014983C**

**Sd/-  
Nishi Agrawal  
Proprietor  
M. No. 407940**



BALANCE SHEET

As At 31st March 2020  
MOHINI HEALTH & HYGIENE LIMITED  
CIN : L17300MP2009PLC022058

Particulars	Notes	As on 31/03/2020	As on 31/03/2019
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	182359000	182359000
(b) Reserves and Surplus	2	326393267	265214608
(c) Security Premium		214567000	214567000
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	132667339	193806397
(b) Deferred tax liabilities (Net)	4	34344911	35298335
(3) Current Liabilities			
(a) Short-term borrowings	5	216496647	248605626
(b) Trade payables	6	71362392	37142965
(c) Other current liabilities	7	132801545	142568970
(d) Short-term provisions	8	23437274	14698901
Total		1334429375	1334261802
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	601499409	631281373
(ii) Intangible assets		0	0
(iii) Capital work-in-progress		12933025	4375962
(iv) Intangible assets under development		162300	162300
(b) Non-current investments	10	1115500	1115500
(c) Other non-current assets	11	17327878	16558643
(2) Current assets			
(a) Inventories	12	236565323	183465300
(b) Trade receivables	13	228504420	284445866
(c) Cash and cash equivalents	14	12890957	7247654
(d) Short-term loans and advances		0	0
(e) Other current assets	15	223430565	205609204
Total		1334429375	1334261802

Significant Accounting policies and Notes to Accounts are an integral part of these financial statements.

report of even date annexed

For Nishi Agrawal & co.  
Chartered Accountants  
Firm Reg. No. 014983C  
CA Nishi Agrawal

26  
For Mohini Health & Hygiene Ltd.  
Sarvapriya Bansal                      Avnish Bansal  
Director                                      Managing Director  
DIN : 02540139                      DIN : 02666814

Sd/-                                      Sd/-  
Arnika Jain                      Mukta Agrawal  
Company Secretary                      CFO

STATEMENT OF PROFIT & LOSS

For the Period Ended on 31st March 2020  
MOHINI HEALTH & HYGIENE LIMITED  
CIN : L17300MP2009PLC022058

Particulars	Notes	As on 31/03/2020	As on 31/03/2019
I. Revenue from operations	16		
- Operating Revenues		1,202,986,263	1,218,414,863
- Other Operating Revenues		74,947,461	49,218,552
		1,277,933,724	1,267,633,415
II. Other Income	17	62,071,213	5,571,582
III. Total Revenue (I + II)		1,340,004,937	1,273,204,997
IV. Expenses:			
Cost of materials consumed	18	925,219,951	849,708,309
Purchase of Stock-in-Trade	19	4,808,203	3,736,640
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(15,483,130)	(5,286,712)
Direct Manufacturing Expenses	21	131,264,371	119,939,841
Employee benefit expense	22	9,314,687	9,300,238
Other expenses	25	56,721,980	26,874,237
Export Selling Expenses	25	58,582,656	62,002,556
		1,170,428,718	1,066,275,109
V. Profit before Interest, Depreciation & Tax		169,576,219	206,929,888
Financial costs	23	42,685,188	54,022,667
Depreciation and amortization expense	24	49,885,297	49,758,115
		-	-
VI. Profit before exceptional and extraordinary items and tax	(III-IV)	77,005,735	103,149,106
VII. Exceptional Items		-	-
VIII. Profit before extraordinary items and tax	(V-VI)	77,005,735	103,149,106
IX. Extraordinary Items (Prior Period Items)		-	-
X. Profit before tax (VII - VIII)		77,005,735	103,149,106
XI. Tax expense:			
(1) Current tax		12,853,797	21,235,101
(2) Deferred tax		(953,424)	5,245,515
(3) Tax related to previous year		1,962,795	
XII. Profit (Loss) from the perid from continuing operations	(IX-X)	63,142,566	76,668,490
XIII. Profit/(Loss) from discontinuing operations		-	-
XIV. Tax expense of discounting operations		-	-
XV. Profit/(Loss) from Discontinuing operations	(XII-XIII)	-	-
XVI. Profit/(Loss) for the period (XI + XIV)		63,142,566	76,668,490
XVII. Earning per equity share:			
(1) Basic		3.46	4.20
(2) Diluted		3.46	4.20

Significant Accounting Policies And Notes to Accounts are an integral part of these financial statements. report of even date annexed 26

For Nishi Agrawal & co.  
Chartered Accountants  
Firm Reg. No. 014983C  
CA Nishi Agrawal

For Mohini Health & Hygiene Ltd.  
Sarvapriya Bansal                      Avnish Bansal  
Director                                      Managing Director  
DIN : 02540139                      DIN : 02666814

Sd/-                                      Sd/-  
Arnika Jain                      Mukta Agrawal  
Company Secretary                      CFO

Date: 29<sup>th</sup> June, 2020

**For the Period Ended on 31.03.2020**  
**MOHINI HEALTH & HYGIENE LIMITED**  
**CIN : L17300MP2009PLC022058**

A)	CASH FLOW FROM OPERATING ACTIVITIES	2019-20	2018-19
	Net profit before Tax & Extra ordinary items	77,005,735	103,149,106
	Adjustment for -		
	Add:- Depreciation	42,988,559	42,861,377
	Less:- Interest income	(1,598,386)	(2,142,628)
	Less:- Profit on sale of Machinery	(150,438)	(259,059)
	Add : Finance Cost	42,685,188	54,022,667
	<b>Operating profit before working capital changes</b>	<b>160,930,657</b>	<b>197,631,463</b>
	Movements in working capital		
	(Decrease)/Increase in trade Payables	34,219,427	(10,084,611)
	(Increase)/Decrease in Receivables	55,941,446	73,779,772
	(Increase) /Decrease in Other Current Assets	(19,785,268)	(52,976,559)
	(Increase)/Decrease in Inventories	(53,100,023)	(48,131,493)
	(Decrease)/Increase in current liabilities	(9,767,425)	(17,485,069)
	(Decrease)/Increase in Short term Provisions	(4,115,424)	(2,704,054)
	(Increase)/Decrease in other Non-Current Assets	(769,235)	13,661,241
	Income Tax Paid	(1,962,795)	(16,373,937)
	<b>Net cash from operating activities (A)</b>	<b>161,591,361</b>	<b>137,316,753</b>
B)	CASH FLOW FROM INVESTMENT ACTIVITIES		
	Purchase of Fixed Assets including CWIP	(28,173,657)	(46,494,074)
	Sale of Fixed Assets	6,560,438	4,162,917
	Increase / (Decrease) in Non-current Investments	-	-
	Interest Received	1,598,386	2,142,628
	<b>Net cash from in Investing activities (B)</b>	<b>(20,014,833)</b>	<b>(40,188,529)</b>
C)	CASH FLOW FROM FINANCING ACTIVITIES		
	<b>Increase in Share Capital</b>	<b>-</b>	<b>-</b>
	<b>Increase in Secuirity Premium</b>	<b>-</b>	<b>-</b>
	Proceeds from /(repayments of) Short Term loans	(32,108,979)	17,977,548
	Proceeds from /(repayments of) Long Term loans	(61,139,058)	(77,640,699)
	Interest Paid	(42,685,188)	(54,022,667)
	<b>Net Cash from Financing Activities ( C )</b>	<b>(135,933,225)</b>	<b>(113,685,818)</b>
D)	<b>Net Increase / (decrease) in Cash &amp; Cash Equivalent (A+B+C)</b>	<b>5,643,303</b>	<b>(16,557,594)</b>
	Opening Cash and Cash Equivalent	7,247,654	23,805,248
	Closing Cash and Cash Equivalent ( Note 6)	12,890,957	7,247,654
E)	Increase/(Decrease) in Cash & Cash Equivalents	5,643,303	(16,557,594)

The cash flow is prepared under indirect method as set out in Accounting Standard-3

M.No. 407940  
Indore : 29/06/2020

Sd/-  
Arnika Jain  
Company Secretary

Sd/-  
Mukta Agrawal  
CFO

**For the Year Ended on 31st March 2020**  
**MOHINI HEALTH & HYGIENE LIMITED**  
**CIN : L17300MP2009PLC022058**

PARTICULARS	AMOUNT (Rs.) 31.03.2020	AMOUNT (Rs.) 31.03.2019
<b>NOTE 1 : SHARE CAPITAL</b>		
<b>Authorised Share Capital:</b> 2,00,00,000 Equity Shares of Rs. 10/- each	20,00,00,000	20,00,00,000
<b>Issued, Subscribed &amp; Paid up:</b> 1,82,35,900 Equity Shares of Rs.10/- each	18,23,59,000	18,23,59,000
<b>TOTAL</b>	<b>18,23,59,000</b>	<b>18,23,59,000</b>

	As at March 31, 2020		As at March 31, 2019	
	<b>No. of Share</b>	<b>Amount</b>	<b>No. of Share</b>	<b>Amount</b>
Equity Share at Begning of the year	18235900	182359000	18235900	182359000
Add: Share issued during the year	0	0	0	0
Equity Share at end of the year	18235900	182359000	18235900	182359000

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share . The company declares and pays dividend in Indian rupees. In the event of liquidation of the company , the holders of the equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amount. The distribution will be in proportion of the number of equity shares held by the shareholders.

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019	
	<b>No. of shares %held</b>	<b>% of holding</b>	<b>No. of shares %held</b>	<b>% of holding</b>
Shri Avnish Bansal	10217736	56.04	10142736	55.62
Shri Mukul Mahavir Prasad Agrawal	1419000	7.78	1419000	7.78
Shri Sarvapriya Bansal	1112500	6.10	1112500	6.10
Total	12749236	69.92	12674236	69.50

Profit & Loss Account		
Balance as at the beginning of the period	26,52,14,608	18,38,81,564
Add : MAT Credit Entitlement	(19,63,907)	46,64,554
Add: Profit for the year	6,31,42,566	7,66,68,490
Balance as at the end of the year	32,63,93,267	26,52,14,608
<b>TOTAL</b>	<b>32,63,93,267</b>	<b>26,52,14,608</b>

PARTICULARS	ANNEXURES	AMOUNT(Rs.) 31.03.2020	AMOUNT(Rs.) 31.03.2020	AMOUNT(Rs.) 31.03.2020	AMOUNT(Rs.) 31.03.2019
<b>NOTE 3 : LONG TERM BORROWINGS</b>					
<b>Secured</b>		<b>More than 1 Year</b>	<b>Less than 1 Year</b>	<b>Total</b>	<b>Total</b>
i) M.P Financial Corporation		5,70,96,330	3,45,00,000	9,15,96,330	11,63,41,507
ii) State Bank of India		5,36,53,209	1,80,00,000	7,16,53,209	8,19,97,282
iii) Edelweiss Retail Finance Ltd		45,01,105	59,66,039	1,04,67,144	1,56,06,940
iv) Hero Fincorp Ltd		67,17,851	72,81,759	1,39,99,610	2,21,40,729
v) Car Loan - ICICI Bank		-	-	-	7,71,546
vi) Car Loan - ICICI Bank		15,66,585	5,80,765	21,47,350	26,80,155
vii) Equipment Loan - ICICI Bank		81,765	4,85,746	5,67,511	10,09,386
viii) Car Loan - Toyota Financials		7,83,090	2,41,125	10,24,215	12,44,137
ix) Car Loan - Daimler Financial Services		43,27,585	9,25,329	52,52,914	-
Sub Total		<b>12,87,27,520</b>	<b>6,79,80,763</b>	<b>19,67,08,283</b>	<b>24,17,91,682</b>
<b>Unsecured</b>					
i) From Directors	<b>1</b>	-	-	-	-
ii) Inter-corporate loan	<b>2</b>	39,39,819	46,28,475	85,68,294	2,02,38,975
Sub Total		<b>39,39,819</b>	<b>46,28,475</b>	<b>85,68,294</b>	<b>2,02,38,975</b>
TOTAL		<b>13,26,67,339</b>	<b>7,26,09,238</b>	<b>20,52,76,577</b>	<b>26,20,30,657</b>
<b>NOTE 4 : DEFERRED</b>					
<b>TAX LIABILITY (NET)</b>					
Deferred Tax Liability (Depreciation difference on Fixed Assets)				3,43,44,911	3,52,98,335
<b>TOTAL</b>				<b>3,43,44,911</b>	<b>3,52,98,335</b>
<b>NOTE 5 : SHORT TERM BORROWINGS</b>					
<b>Secured</b>					
<b>a) Working Capital Loan</b>					
i) ICICI Bank - Cash Credit Limit				14,10,35,821	14,70,69,438
ii) Yes Bank Ltd - Cash Credit Limit (Both the loans are Secured by First charge on stocks, debtors and other currents assets and second charge on the fixed assets of the company and personal guarantee of the directors)				7,54,60,826	10,15,36,188
<b>TOTAL</b>				<b>21,64,96,647</b>	<b>24,86,05,626</b>
<b>NOTE 6: TRADE PAYABLES</b>					
<b>Due to Micro, Small and Medium</b>					
Enterprises					
Due to others	3			7,13,62,392	3,71,42,965
<b>TOTAL</b>				<b>7,13,62,392</b>	<b>3,71,42,965</b>

<b>NOTE 7: OTHER CURRENT LIABILITIES</b>			
Repayment of Loans within a year ( Refer Note -3 )		7,26,09,238	6,82,24,260
Sundry Creditors - Capital	<b>4</b>	41,30,506	1,48,98,499
Creditors - Others	<b>5</b>	4,98,10,429	5,52,13,247
Duties and Taxes	<b>6</b>	10,36,300	3,38,388
Sundry Debtors having Credit Balances	<b>7</b>	37,65,072	33,34,576
Deposits		14,50,000	5,60,000
<b>TOTAL</b>		<b>13,28,01,545</b>	<b>14,25,68,970</b>
<b>NOTE 8: SHORT-TERM PROVISIONS</b>			
Provisions	<b>8</b>	2,34,37,274	1,46,98,901
<b>TOTAL</b>		<b>2,34,37,274</b>	<b>1,46,98,901</b>
<b>NOTE 10: NON- CURRENT INVESTMENTS</b>			
Investment in Unquoted Shares of Vedant Kotton Pvt Ltd		11,15,500	11,15,500
(9700 Equity Shares having face value of Rs. 10 per share purchased at Rs. 115/- each)		-	-
<b>TOTAL</b>		<b>11,15,500</b>	<b>11,15,500</b>
<b>NOTE 11: OTHER NON CURRENT ASSETS</b>			
Deposits	<b>9</b>	1,73,27,878	1,65,58,643
<b>TOTAL</b>		<b>1,73,27,878</b>	<b>1,65,58,643</b>
<b>NOTE 12 : INVENTORIES</b>			
(As valued and certified by the management)			
Trading Inventories		-	-
Manufacturing			
Finished Goods		8,26,11,354	6,71,28,224
Raw Material		12,89,93,939	8,59,82,402
Stores & Spares (Incl. Packing Material)		2,49,60,030	3,03,54,674
<b>TOTAL</b>		<b>23,65,65,323</b>	<b>18,34,65,300</b>
<b>NOTE 13 : TRADE RECEIVABLES</b>			
(Unsecured & considered good)			
Others	<b>10</b>	14,37,69,042	17,19,51,644
Over six months	<b>10</b>	8,47,35,378	11,24,94,222
<b>TOTAL</b>		<b>22,85,04,420</b>	<b>28,44,45,866</b>
<b>NOTE 14 : CASH &amp; CASH EQUIVALENTS</b>			
Cash In Hand		3,70,516	4,61,160
Balances with scheduled banks			
Axis Bank CA A/c- Indore		21,72,955	9,96,400
ICICI Bank Ltd		1,01,56,074	50,00,000
State Bank of India		1,91,412	7,90,094
<b>TOTAL</b>		<b>1,28,90,957</b>	<b>72,47,654</b>

<b>NOTE 15 : OTHER CURRENT ASSETS</b>				
TDS recoverable from NBFC			7,74,404	13,94,953
Prepaid Insurance & Expenses			2,24,375	6,60,910
Prepaid Pollution Control Board Fees			1,33,332	2,30,000
Prepaid Factory Licence			80,200	-
VAT & GST Tax Receivable			13,96,630	1,52,844
Loans to Employees			8,35,520	8,23,960
Advance to Employees			1,24,000	-
Interest Receivable			1,27,181	1,27,181
Income Tax - Appeal			1,17,32,572	1,17,32,572
Initial Public Offer Expenses			1,37,93,474	2,06,90,212
Duty Drawback			23,77,223	23,08,244
MEIS Receivable			72,44,211	99,21,517
GST Input			11,32,186	9,82,633
IGST Receivable on Export			3,43,45,238	1,89,58,908
MP Trifac Subsidy Receivable			1,01,93,491	79,17,839
Office of Textile Commissioner Subsidy			5,50,63,999	5,68,75,841
MAT Credit Entitlement			2,87,87,340	3,07,51,247
Creditors having debit balance	<b>11</b>		4,21,08,390	4,20,80,343
TDS receivables			49,56,799	-
Advance Income Tax (AY 20-21)			80,00,000	-
<b>TOTAL</b>			<b>22,34,30,565</b>	<b>20,56,09,204</b>
<b>NOTE 16 :REVENUE FROM OPERATIONS</b>				
<b>- Operating Revenue</b>				
Domestic Sales			26,50,33,096	11,40,45,298
Export Sales			93,79,53,167	1,10,43,69,565
			<b>1,20,29,86,263</b>	<b>1,21,84,14,863</b>
<b>- Other Operating Revenue</b>				
Job Work			44,41,750	19,82,068
Duty Drawback			1,54,84,568	1,46,33,063
Foreign Currency Gain			3,72,89,511	1,15,91,139
MEIS Receivable			1,77,31,632	2,10,12,282
Export Commission			-	-
			7,49,47,461	4,92,18,552
<b>TOTAL</b>			<b>1,27,79,33,724</b>	<b>1,26,76,33,415</b>
<b>NOTE 17 :OTHER INCOME</b>				
<b>Other Operating income</b>				
Discount Received			45,47,223	13,63,895
Interest on FDRs			6,01,327	8,45,922
Interest on Deposits			6,31,726	10,13,735
Interest on MPEB Deposit			3,65,333	2,82,971
Profit on Sale of Plant & Machinery			1,50,438	2,59,059
Rent Income			18,06,000	18,06,000
Terminal Excise Duty			4,99,225	-
Subsidy Received			5,34,40,813	-
Misc Income			29,128	-
<b>TOTAL</b>			<b>6,20,71,213</b>	<b>55,71,582</b>

<b>NOTE 18 : COST OF MATERIALS CONSUMED</b>			
<b>Raw Material Consumed</b>			
<b>Opening Stock</b>		11,63,37,076	7,34,92,295
Add: Raw Material Purchased		96,28,36,844	89,25,53,090
		1,07,91,73,920	96,60,45,385
<b>Less : Closing Stock</b>		15,39,53,969	11,63,37,076
<b>TOTAL</b>		<b>92,52,19,951</b>	<b>84,97,08,309</b>
<b>NOTE 19 : PURCHASE OF STOCK-IN-TRADE</b>			
Purchase		48,08,203	37,36,640
<b>TOTAL</b>		<b>48,08,203</b>	<b>37,36,640</b>
<b>NOTE 20 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN- PROCESS AND STOCK-IN-TRADE</b>			
<b>Inventories (at end of the Year)</b>			
Trading Inventory		-	-
<b>Manufacturing</b>			
Finished Goods / Stock-in-Trade		8,26,11,354	6,71,28,224
<b>Inventories (at beginning of the Year)</b>			
Trading Inventory		-	-
<b>Manufacturing</b>			
Finished Goods / Stock-in-Trade		6,71,28,224	6,18,41,512
<b>TOTAL</b>		<b>1,54,83,130</b>	<b>52,86,712</b>
<b>NOTE 21 : DIRECT MANUFACTURING EXPENSES</b>			
Electricity Charges		4,50,51,679	4,32,79,751
Plant Expenses		1,75,00,579	1,64,91,098
Salary & Wages		6,20,79,470	5,28,90,127
Water Charges		39,35,202	72,78,865
Job Work Charges		26,97,441	-
<b>TOTAL</b>		<b>13,12,64,371</b>	<b>11,99,39,841</b>
<b>NOTE 22 : EMPLOYEE BENEFIT EXPENSE</b>			
ESIC Exp		8,49,385	11,21,171
P.F. Exp		9,62,629	13,01,267
House Rent Allowance		1,59,206	1,63,360
Staff Welfare Expenses		9,37,264	6,29,622
Director Remuneration		48,00,000	48,00,000
Bonus		15,88,923	12,84,818
Labour Welfare Fund		17,280	-
<b>TOTAL</b>		<b>93,14,687</b>	<b>93,00,238</b>
<b>NOTE 23 :FINANCE COST</b>			
Bank Charges		17,29,413	24,19,288
Interest on LCBD		-	8,75,344
Interest on Term Loan		2,63,40,535	3,51,86,507
Interest on Unsecured Loan		17,64,483	45,32,277
Interest on Vehicle Loans		4,98,811	4,13,667
Interest on Working Capital Loan		1,38,90,799	1,85,08,622
Loan Processing Fees		18,91,365	21,80,875
Less : Interest Reimbursement Subsidy		(34,30,218)	(1,00,93,913)
<b>TOTAL</b>		<b>4,26,85,188</b>	<b>5,40,22,667</b>



NOTE 25 : OTHER EXPENSES			
Auditors Remuneration			
- Audit fee		1,00,000	1,00,000
- Income Tax consultancy fee		10,000	10,000
Business Promotion Expenses		22,76,948	12,43,998
Marketing Promotion Expenses		11,89,528	-
Corporate Social Responsibility		16,91,108	18,42,917
Designing Expenses		1,35,721	8,42,504
Discount Allowed & Written off		24,88,940	5,44,920
Donation		12,200	-
Electricity Expenses		1,93,539	2,31,884
Freight & Transportation		48,56,557	22,27,060
Housekeeping Expenses		1,15,706	1,68,627
Insurance Expenses		8,70,613	10,07,394
Internal Audit Fees		28,000	8,79,666
Keyman Insurance		17,47,570	12,05,000
Director Sitting Fees		82,000	-
Rent & Lease Rent		22,23,107	22,43,518
Legal & Professional Charges		44,95,303	42,51,176
Local conveyence expenses		1,14,659	1,02,576
Maintenance Charges		4,09,396	2,73,835
Office Expenses		1,97,044	3,74,730
Postage & Courier Expenses		4,70,172	3,69,051
Printing & Stationery Expenses		1,64,630	1,33,869
Professional Tax		2,500	2,500
Repair & Maintenance Charges (Computer)		1,36,084	1,93,169
Repair & Maintenance Charges (Vehicle)		1,65,328	1,07,398
Repair & Maintenance Charges (Building)		-	48,733
Sample Testing Charges		4,76,053	38,800
Security Expense		13,99,419	11,05,896
Balance W. off		13,89,599	-
Bad Debts W. Offf		2,52,95,207	-
Taxation			
- GST		-	1,65,759
- Interest on Taxes		-	2,472
- Income Tax		-	21,29,401
- Property Tax		2,17,830	1,86,140
- Sales Tax		-	13,984
- Service Tax		-	9,398
Telephone Expenses		3,09,974	3,12,411
Traveling Expenses (Domestic)			
- Directors		3,66,817	6,71,539
- Others		13,61,507	15,44,162
Traveling Expenses (Foreign)		3,44,450	15,36,658
Vehicle Running Expenses		10,27,551	7,53,092
Excise Duty Paid Under SVDLRS		3,56,921	-
TOTAL		5,67,21,980	2,68,74,237
Export Selling Expenses			
Commission on Sales		29,15,449	56,28,747
Freight & Transportation on Exports		5,56,67,207	5,63,73,809
TOTAL		5,85,82,656	6,20,02,556

# NOTES TO AND FORMING PART OF THE BALANCE SHEET

Financial Year - 31st March 2020  
MOHINI HEALTH & HYGIENE LIMITED  
CIN : L17300MP2009PLC022058

NOTE-9

FIXED ASSETS

A) GINNING, CLEANING BAILING OF PROCESSED COTTON AND COMBER NOIL - LOCATION PITHAMPUR Amount in Rs.

F I X E D A S S E T S													
		Gross Block				Depreciation/amortisation					Net Block		
S. No	Name of Asset	As on 01.04.2019	Addition During the year	Deduction During the year	As on 31.03.2020	As on 01.04.2019	For the year	Depreciation Reversed Related to previous years	Net Depreciation For the year	Adjustment	As on 31.03.2020	As on 31.03.2020	As on 31.03.2019
1	Leasehold Land	2,58,76,725	-	-	2,58,76,725	-	-	-	-	-	-	2,58,76,725	2,58,76,725
2	Plant & Machinery	24,59,702	-	-	24,59,702	10,87,303	1,55,699	-	1,55,699	-	12,43,002	12,16,700	13,72,399
3	Factory Building	2,85,29,429	-	-	2,85,29,429	66,64,821	9,04,383	-	9,04,383	-	75,69,204	2,09,60,225	2,18,64,608
4	Office Building	1,58,83,386	-	-	1,58,83,386	24,79,798	5,03,503	-	5,03,503	-	29,83,301	1,29,00,085	1,34,03,588
5	Site Development	56,53,488	-	-	56,53,488	11,87,196	89,325	-	89,325	-	12,76,521	43,76,967	44,66,292
6	Computer	11,06,783	69,200	-	11,75,983	9,51,042	62,100	-	62,100	-	10,13,142	1,62,841	1,55,741
7	Other Assets	12,04,381	5,33,231	-	17,37,612	6,37,144	1,50,518	-	1,50,518	-	7,87,662	9,49,950	5,67,237
8	Vehicles	1,35,94,028	65,34,962	-	2,01,28,990	53,05,707	17,85,426	-	17,85,426	-	70,91,133	1,30,37,857	82,88,321
	TOTAL	9,43,07,922	71,37,393	-	10,14,45,315	1,83,13,011	36,50,954	-	36,50,954	-	2,19,63,965	7,94,81,350	7,59,94,911

B) SURGICAL BLEACHED AND ABSORBENT COTTON - LOCATION PITHAMPUR

Amount in Rs.

F I X E D A S S E T S													
		Gross Block				Depredation/amortisation					Net Block		
S. No	Name of Asset	As on 01.04.2019	Addition During the year	Deduction During the year	As on 31.03.2020	As on 01.04.2019	For the Year	Depreciation Reversed Related to previous years	Net Depreciation For the year	Adjustment	As on 31.03.2020	As on 31.03.2020	As on 31.03.2019
1	Plant & Machinery	58,04,77,892	88,74,455	64,10,000	58,29,42,347	11,20,35,904	3,67,03,705	5,41,987	3,61,61,718	60,438	14,81,37,184	43,48,05,163	468,441,988
2	Factory Building	9,96,00,985	35,44,308	-	10,31,45,293	1,27,56,511	31,75,887	-	31,75,887	-	1,59,32,398	8,72,12,895	8,68,44,474
	TOTAL	68,00,78,877	1,24,18,763	64,10,000	68,60,87,640	12,47,92,415	3,98,79,592	5,41,987	3,93,37,605	60,438	16,40,69,582	52,20,18,058	55,52,86,462
	TOTAL	77,43,86,799	1,95,56,156	64,10,000	78,75,32,955	14,31,05,426	4,35,30,546	5,41,987	4,29,88,559	60,438	18,60,33,547	60,14,99,409	63,12,81,373

(\*)We have purchased machinery of Rs. 115.00 Lakhs in the FY 2017-18. We have issued a debit note of Rs. 52.00 Lakhs during the FY 2019-20 to the supplier party due to some quality issue. We have charged depreciation of Rs. 5.41 lakhs on the reversal amount of Rs. 52.00 Lakhs during the FY 2017-18 and FY 2018-19 which we are reversing during the FY 2019-20.

# SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

MOHINI HEALTH & HYGIENE LIMITED  
CIN : L17300MP2009PLC022058  
NOTE-26

## (1) Company Overview :

Mohini Health & Hygiene Limited is incorporated in the year 2009 and presently engaged in the manufacturing and export of following products :

- Surgical, Absorbent & Bleached Cotton
- Surgical & Hygiene Products Like Absorbent Cotton Wool, Surgical Cotton, Ear Buds, Cotton Ball, Cotton Make up pads

With skilled, technical support team and experienced manpower which helps to satisfy the customer needs by providing them best quality products and competent services.

The company has focus on efficient products with effective services and quality standards are of utmost importance. We are continuously striving to grow by expanding the market base, by introducing the best quality Surgical & Hygiene Products, and by setting up high standards for the industry. This will not only uplift consumer satisfaction level to a next level but will also give a quality product in the market at competitive rates along in addition to prompt services.

### Company Overview:

- Mohini Health & Hygiene is one of India's largest cotton processors and a related hygiene / medical products company.
- It is engaged in manufacturing and exporting of 100% Absorbent Bleached Cotton & 100% Absorbent Bleached Comber

- The Company has a manufacturing facility with bleaching capacity of about 11000 metric tons per annum.
- It currently exports to Asian, European, South American, and African markets.
- The current product portfolio consists of Bleached cotton, Surgical Cotton, Absorbent cotton wool, Meditech products such as surgical cotton rolls, cotton ear buds & cotton makeup pads. Planning to launch more than 100 products in Surgical and Consumables range.
- Mohini Health & Hygiene Limited is listed on NSE SME Platform, promoting good corporate governance.
- Employee strength: 250+

### Impact during COVID -19:

- Company has introduced many products under COVID-19 I e Sanitizers, Gloves, PPE Kits, Surgical gown and N95 face Masks. Apart from its regular business, company is getting very good response for this products.
- We have taken all the precautionary measures against COVID-19 for our employees and also provided occupation facility to our workers nearly the factory premises with complete transportation facility.

## (2) Basis of preparation of Financial Statement

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on an accrual basis of accounting and accounting standards specified by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. Accounting polices not referred to otherwise are consistent with generally accepted accounting principles.

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

### (1)Use of Estimates

The preparation and presentation of financial statements require estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. The difference between actual results and estimates are recognized in the period in which the results are known / materialized.

### (2)Fixed Assets & Depreciation (As per AS-10)

#### 1) Tangible Assets

i. Tangible assets are carried at cost, net of tax credit entitlement availed less accumulated depreciation. The cost includes cost of acquisition/construction, installation and

preoperative expenditure including trial run expenses (net of revenue) and borrowing costs incurred during pre-operation period. Expenses incurred on capital assets are carried forward as capital work in progress at cost till the same are put to use.

ii. When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in the Statement of Profit and Loss.

iii. Pre-operative expenses including interest on borrowings for the capital goods, wherever applicable and any other cost incurred which is directly attributable to bringing the assets to its working condition for its intended use are treated as part of the cost of capital goods, hence capitalized.

#### 2) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

Depreciation is provided on the straight line method over the estimated useful lives of the assets as per the rates prescribed under Schedule II of the Company Act, 2013 or re-assessed useful life based on technical evaluation as under:

Name of Assets	Life
Factory Building	30 Years
Office Building	30 Years
Site Development	60 Years
Plant and Machinery	15 Years
Electrical Installation	10 Years
Furniture & Fixture	15 Years
Computer	3 Years
Vehicle	8 Years
Air Pollution Equipment	15 Years
Other Assets	10 Years

Depreciation is provided pro-rata for the number of month's availability for use. Depreciation on sale / disposal of assets is provided pro rata up to the end of the month of sale/disposal.

**(3)Government Subsidy (As per AS-12)**

Government subsidy as received from the government are recorded in the books off accounts on receipt basis. Provisional booking of subsidy is not done as income.

**(4)Investments (As per AS-13)**

Investments, which are not readily realizable and intended to be held for more than one year from the date on which such investments are made, are classified as Non-current Investments. All other investments are classified as short-term investments. On initial recognition, all Long-term investments are measured at cost subject to any permanent diminution. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are valued at lower of cost and fair value determined on an individual investment basis.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**(5)Provision and Contingent Liabilities (As per AS-29)**

A provision is recognized when there is a present obligation as a result of a past event. It is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. A provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the end date. These provisions are reviewed at each year end date and adjusted to reflect the best current estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises

from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**(6)Inventories (As per AS-2)**

(i) Raw Material, Stores & Spares, Packing Material etc are valued at cost including the cost incurred in bringing the inventories to their present location and condition.

(ii) Finish goods are valued at cost or net realizable value whichever is lower. Cost includes cost of conversion and other costs incurred in bringing the inventory to their present location and condition.

(ii) Scraps are valued Net estimated realizable value.

**(7)Cash and Cash Equivalent**

Cash and cash equivalents include cash in hand and Bank Balance.

**(8)Borrowing Cost (As per AS-16)**

Borrowing cost include interest, amortization of ancillary cost incurred, exchange differences. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of loan.

Borrowing cost that is directly attributable to the acquisitions and construction of qualifying assets are capitalized as part of those assets up to the date of capitalization of such assets.

**(9)Revenue Recognition (As per AS-9)**

Sale of goods is recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax, value added tax. Sales net of excise duty and inter-divisional transfer is also disclosed separately. Revenue from services is recognized when the services are completed. Other income is accounted on received and accrual basis.

**(10) Foreign Currency Transactions (As per AS-11)**

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of transaction. All exchange differences are dealt within statement of profit and loss account. Current assets and current liabilities in foreign currency outstanding at the end of the year are not translated at the rate of exchange prevailing at the close of the year.

**(11) Taxes on Income (As per AS-22)**

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and deferred tax liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the assets and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

**(12) Earnings Per Share (As per AS-20)**

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**(13) Segment Reporting (As per AS-17)**

As evidenced by internal Management Information System (MIS), there are no reportable segments in the company. Therefore, the disclosure requirements of "Accounting Standard 17 (AS- 17)- Segment Reporting are not furnished.

**(14) Cash Flows Statement (As per AS-3)**

Cash Flows are reported using indirect method, whereby Profit (loss) before extraordinary items and tax is adjusted for the effect of transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The Cash Flow from operating, investing and financial activities of the Company is segregated based on the available information.

**(15) Impairment of Assets (As per AS-28)**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

(16) Share Issue Expenses

Share issue expenses are written off 1/5 during the period of 5 years.

A.NOTES TO ACCOUNTS

1. As explained by the management there is no contingent liability of the company except as mentioned below

Name of Statute	Nature of Dues	Amount Disputed	Period to which dues relate	Authority where dispute is pending for decision
The Income Tax Act, 1961	Income Tax	1589050.00	AY 2010-11	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	670370.00	AY 2011-12	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	4250600.00	AY 2012-13	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	2947910.00	AY 2013-14	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	21043650.00	AY 2014-15	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	25850.00	AY 2015-16	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	19716740.00	AY 2016-17	CIT(Appeals)-III

2. During the year there is no change in capital structure of the company.

3. CIF Value of Imports in respect of:

	2019-20	2018-19
Raw and Packing Material	NIL	NIL
Components and Spare parts of Machinery	NIL	NIL
Capital Goods	NIL	NIL
Trading Goods	\$ 36230.511 (Rs. 2569739/-)	EURO 32662.17 (Rs. 3428507/-)

4. Value of Stores, Spares and Packing Material Consumed

Particulars	2019-20		2018-19	
1	Amount in Rs.	% of Consumption	Amount in Rs.	% of Consumption
Imported	NIL	NIL	NIL	NIL
Indigenous	28398357.00	3.07	2,81,08,989.64	3.27

5. Expenditure in Foreign Currency on account of :

Particulars	2019-20	2018-19
Commission on Export Sales (30304.45 in EURO)	2336475/-	4683066/-

6. Earnings in Foreign Exchange on account of:

	2019-20	2018-19
F.O.B. value of exports	1. Euro- 10949641.27 2. USD- 761032.29	1. Euro-13622537.56 2. USD-758586.99
Commission on Sales	0.00	0.00

7. Payment to Auditors

	2019-20	2018-19
Auditors	100000.00	100000.00
For Other Services	10000.00	10000.00
Total	110000.00	110000.00

8. Earnings Per Share

Particulars	2019-20	2018-19
Profit after tax as per Profit & Loss accounts	63142566.54	76668490.00
Total Number of Equity Shares Outstanding at year end	18235900.00	18235900.00
Basic and Diluted Earnings Per Share (Face Value @ Rs.10/- Per Share)	3.46	4.20

9. Related Party Disclosures

Related party disclosures, as required by Accounting Standard 18, “Related Party Disclosures”, notified under Section 188 of the Companies Act, 2013 are given below:

a) List of related parties and relationship (as identified by the management)

i) Parties where control exists:

1. Vedant Kotton Pvt. Ltd.
- (Subsidiary Company)

ii) Key Management Personnel:

1. Sh. Avnish Bansal
- Managing Director
2. Sh. Sarvapriya Bansal
- Director
3. Mrs. Arnika Jain
- Company Secretary
4. Mrs. Mukta Agrawal
- Chief Financial Officer

iii) Relatives of Key Management Personnel:

1. Mr. Sourabh Agrawal
- Relative of Chief Financial Officer
2. Miss. Supriya Bansal
- Relative of Managing Director and Executive Director
3. Anshul Rungta
- Relative of Managing Director and Executive Director
4. Mrs. Parul Bansal
- Relative of Managing Director and Executive Director



b) The Following transactions were carried out with the related parties in the ordinary course of business

Name of Party	Relation	Nature of Transaction	Amount		Outstanding Balance	
			2019-20	2018-19	2019-20	2018-19
Avnish Bansal	Managing Director	Salary	2400000.00	2400000.00	0.00	0.00
Avnish Bansal		Loan Taken	0.00	7000000.00		
Avnish Bansal		Loan Repayment	0.00	8713640.00		
Sarvapriya Bansal	Director	Salary	2400000.00	2400000.00		
Sarvapriya Bansal		Loan Taken	1870886.00	3161239.00		
Sarvapriya Bansal		Loan Repayment	1870886.00	2712000.00		
Supriya Bansal	Relative of Director	Salary	600000.00	600000.00	0.00	0.00
Shweta Bahmare	CS	Salary	0.00	269100.00	0.00	0.00
Arnika Jain	CS	Salary	280800.00	0.00	0.00	0.00
Mukta Agrawal	CFO	Salary	540000.00	540000.00	0.00	0.00
Vedant Kotton Pvt. Ltd	Subsidiary	Purchases	17600248.00	73326185.00	22953321.00	27392302.00
Vedant Kotton Pvt. Ltd		Job Work	2080000.00	0.00		
Sourabh Agrawal	Relative of CFO	Internal Audit Fees/ Consultancy Fees	0.00	879666.00	610172.00	1107672.34
Anshul Rungta	Relative of Director	Commission	425000.00	0.00	88232.00	0.00
Varnita Textiles Pvt. Ltd.	Pvt Co. in which relative of director is director	Purchase	5070637.00	0.00	1275910.00	0.00

10. There is no appointment/ Resignation / Changes has been made in KMP during the year.

11. Balances of banks, debtors, creditors, advances and loans are subject to Confirmation, Reconciliation and Adjustments, if any.
12. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid/payable as required under the said Act have not been given.

The Accompanying notes are an integral part of the financial statements.

For Nishi Agrawal & Co. Ltd.  
Chartered Accountants  
Firm Reg. No. 014983C

Sd/-  
Nishi Agrawal  
Proprietor  
M.No. 407940  
Indore: 29th June, 2020

For Mohini Health & Hygiene

Sd/-  
Sarvapriya Bansal  
Director  
DIN: 02540139

Sd/-  
Arnika Jain  
Company Secretary

Sd/-  
Avnish Bansal  
Managing Director  
DIN: 02666814

Sd/-  
Mukta Agrawal  
CFO

# INDEPENDENT AUDITORS' REPORT

To The Members of  
**Mohini Health & Hygiene Limited**  
**Pithampur.**

## Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **MOHINI HEALTH & HYGIENE LIMITED** ("hereinafter referred to as the "holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred as "Group"), which comprises the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information ("hereinafter referred to as the "consolidated financial statement").

## Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the holding & its subsidiary 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; & design, implementation

and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An

audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the holding & its subsidiary as at March 31, 2020, and its Consolidated Profit and its Consolidated Cash Flow for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, 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 paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and

the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- d. In our opinion, the aforesaid Consolidated 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 written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the holding & its subsidiary and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- g. With respect to the other matters to be included in the Auditors' 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 on its financial position in its financial statements, Refer Point B (1) of Notes to Accounts of the Financial Statement.
  - ii. The Group 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.

**For Nishi Agrawal & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 014983C**  
**SD/-**  
**Nishi Agrawal**  
**Proprietor**  
**M.No. 407940**

**Place: Indore**  
**Date: 29<sup>th</sup> June, 2020**  
**UDIN - 20407940AAAABV9372**

As required by the Companies (Auditor's Report) Order, 2016 and according to the information and explanations given to us during the course of audit and on the basis of such checks as were considered appropriate, we report that:

# ANNEXURE "A" TO THE AUDITORS REPORT

Sr.No.	Particulars	Auditors Remark
(I)	(a) Whether the Group is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	The Group has maintained proper records showing full particulars, including quantitative details & situation of fixed assets.
	(b) Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	According to the information and explanations given to us, the fixed assets have been physically verified by the management during the interim period at reasonable intervals. As explained to us, no material discrepancies were noticed as compared to the books records, on such physical verification.
	(c) Whether title deeds of immovable properties are held in the name of the holding or its subsidiary. If not, provide details thereof.	According to the information and explanations given to us, all the immovable properties are in the name of the holding or its subsidiary.
(II)	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, how they have been dealt with in the books of account;	As explained to us, inventory of the group has been physically verified during the interim period by the management at regular intervals. No material discrepancies were noticed as compared to the book records, on such physical verification.
(III)	Whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013. If so,	As per the information and explanations given to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013.
	(a) Whether the terms and conditions of the grant of such loans are not prejudicial to the group's interest;	Not Applicable

Sr.No.	Particulars	Auditors Remark
	(b) Whether receipt of the principal amount and interest are regular. If not provide details thereof; and	Not Applicable
	(c) If overdue amount is more than rupees five lakhs, whether reasonable steps have been taken by the group for recovery of the principal and interest;	Not Applicable
(iv)	In respect of loans, investments and guarantees, whether provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide details thereof.	As per the information and explanations given to us, the group has complied with the provisions of Sec-185 & Sec-186 of the Companies Act, 2013.
(v)	In case the group has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	According to the information and explanations given to us, the group has not accepted deposits from the public and the other security deposits accepted are not considered as deposits as per section 73 to 76. Accordingly, the provisions of Section 73 to 76 of the Companies Act, 2013 and rules framed thereunder have been complied with.
(vi)	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained;	According to the information & explanation given to us, cost records has been maintained by the company as prescribed under sub section (1) of section 148 of the Companies Act, 2013.
(vii)	(a) whether the company is regular in depositing statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and service tax, and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the Auditor.	According to the information and undisputed explanations given to us and according to the records, the group has generally been regular in depositing undisputed statutory dues with appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding for a period of more than six months from the date they became payable as mentioned in below table.
(b)	Where dues of income tax or duty of customs or goods and service tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a Dispute).	According to the information and explanations given to us and the statutory examination of the records, there are no disputed dues which have not been deposited on account of disputed matters pending before the appellate authorities except as mentioned in below table

Name of Statute	Nature of Dues	Amount Disputed (in Lacs)	Period to which dues relate	Authority where dispute is pending for decision
The Income Tax Act, 1961	Income Tax	1589050.00	AY 2010-11	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	670370.00	AY 2011-12	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	4250600.00	AY 2012-13	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	2947910.00	AY 2013-14	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	21043650.00	AY 2014-15	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	25850.00	AY 2015-16	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	19716740.00	AY 2016-17	CIT(Appeals)-III

(viii)	Whether the group has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported (in case of banks and financial institutions, lender wise details to be provided).	In our opinion and according to the information and explanation given to us, the group has not defaulted in repayment of dues to the bank or financial institutions during the reported period.
(ix)	Whether moneys raised by way of public issue/ follow-on offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays / default and subsequent rectification, if any, as may be applicable, be reported;	According to the information and explanations given to us during the year holding company has not raised any money through IPO and term loan.
(x)	Whether any fraud by the group or any fraud on the group by its officers/ employees has been noticed or reported during the year; if yes, the nature and the amount involved are indicated.	According to the information and explanations given to us, no fraud has been noticed or reported during the year by the group or on the group.
(xi)	Whether managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	According to information given to us managerial remuneration has been paid in accordance with the provisions of section 197 read with schedule V of the Companies Act, 2013.

(xii)	Whether the Nidhi Company has complied with the Net Owned Fund in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining 10% liquid assets to meet out the unencumbered liability.	Not Applicable
(xiii)	Whether all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the accounting standards and Companies Act, 2013.	According to the information given to us all transactions with the related parties are in compliance with Section 188 and 177. Also, the details of the related party transactions have been disclosed in the Interim Financial Statements as required by the accounting standards and the Companies Act, 2013.
(xiv)	Whether the holding & its subsidiary has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 of the Companies Act, 2013 have been complied and the amount raised have been used for the purposes for which the funds were raised. If not, provide details thereof.	According to the information and explanations given to us, the holding company has not issued shares through private placement during the year.
(xv)	Whether the group has entered into any non-cash transactions with directors or persons connected with him and if so, whether provisions of Section 192 of Companies Act, 2013 have been complied with.	According to the information and explanations given to us and according to the records, the group has not entered into any non-cash transactions with directors or persons connected with him.
(xvi)	Whether the holding & its subsidiary is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	Not Applicable

Place: Indore  
Date:29/06/2020

For Nishi Agrawal & Co.  
Chartered Accountants  
Firm Reg. No. 014983C  
Sd/-  
Nishi Agrawal  
Proprietor  
M. No. 407940



# ANNEXURE-B TO THE AUDITORS' REPORT

We have audited the internal financial controls over financial reporting of **MOHINI HEALTH AND HYGIENE LIMITED** ("hereinafter referred to as the "holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred as "Group") as of 31st March 2020 in conjunction with our audit of the consolidated financial statements of the Company for the period ended on that date.

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

The Holding 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 group'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 Group'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 Group's internal financial controls system over financial reporting.

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

A group'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 consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A group's internal financial control over financial reporting includes those policies and procedures that

(i)Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the group;

(ii)Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated 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 holding & its subsidiary; and

(iii)Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the group's assets that could have a material effect on the consolidated 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 Group 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 2020, based on the internal control over financial reporting criteria established by the holding & its subsidiary 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 Nishi Agrawal & Co.  
Chartered Accountants  
Firm Reg. No. 014983C

Sd/-

Nishi Agrawal  
Proprietor  
M. No. 407940

Place: Indore  
Date:29/06/2020

CONSOLIDATED  
BALANCE SHEET

AS AT 31ST MARCH 2020

Particulars	Notes	Consolidated Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	18,23,59,000	18,23,59,000
(b) Reserves and Surplus	2	32,46,93,555	26,13,40,248
(c) Security Premium		21,45,67,000	21,45,67,000
<b>(2) Minority Interest</b>	<b>3</b>	<b>-</b>	<b>-</b>
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	13,26,67,339	19,38,06,397
(b) Deferred tax liabilities (Net)	5	3,27,77,425	3,56,78,584
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	6	21,64,96,647	24,86,05,626
(b) Trade payables	7	7,70,59,439	3,93,30,415
(c) Other current liabilities	8	13,31,09,440	14,27,56,598
(d) Short-term provisions	9	2,43,12,253	1,56,08,074
<b>Total</b>		<b>1,33,80,42,098</b>	<b>1,33,40,51,942</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		61,23,29,463	64,30,41,720
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		1,29,33,024	43,75,962
(iv) Intangible assets under development		1,62,300	1,62,300
(b) Non-current investments			-
(c) Other non-current assets	11	1,73,27,878	1,65,58,643
<b>(2) Current assets</b>			
(a) Inventories	12	24,09,17,085	18,78,16,802
(b) Trade receivables	13	21,27,14,518	26,21,76,483
(c) Cash and cash equivalents	14	1,36,70,896	73,60,549
(d) Short-term loans and advances		-	-
(e) Other current assets	15	22,79,86,935	21,25,59,483
<b>Total</b>		<b>1,33,80,42,098</b>	<b>1,33,40,51,942</b>

Significant Accounting Policies And Notes to Accounts - 26  
are an integral part of these financial statements.  
report of even date annexed  
**For Nishi Agrawal & co.**  
**Chartered Accountants**  
**Firm Reg. No. 014983C**

Sd/-  
**CA Nishi Agrawal**  
**Proprietor**  
**M.No. 407940**  
**Indore : 29/06/2020**

Sd/-  
**Sarvapryia Bansal**  
**Director**  
**DIN : 02540139**  
Sd/-  
**Arnika Jain**  
**Company Secretary**

On behalf of the board

Sd/-  
**Avnish Bansal**  
**Director**  
**DIN : 02666814**  
Sd/-  
**Mukta Agrawal**  
**CFO**

CONSOLIDATED STATEMENT  
OF PROFIT & LOSS

FOR THE PERIOD ENDED ON 31ST MARCH 2020

	Particulars	Notes	Consolidated Figures as at the end of current reporting period	Consolidated Figures as at the end of previous reporting period
I.	Revenue from operations	<b>16</b>		
	- Operating Revenues		1,21,97,48,404	1,42,43,46,763
	- Other Operating Revenues		7,70,27,461	4,92,18,552
			<b>1,29,67,75,865</b>	<b>1,47,35,65,315</b>
II.	Other Income	<b>17</b>	6,21,03,773	55,92,521
III.	<b>III. Total Revenue (I + II)</b>		<b>1,35,88,79,637</b>	<b>1,47,91,57,836</b>
IV.	<b>Expenses:</b>			
	Cost of materials consumed	<b>18</b>	92,52,19,951	89,78,46,990
	Purchase of Stock-in-Trade	<b>19</b>	2,13,58,476	15,99,44,686
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	<b>20</b>	(1,54,83,389)	(52,87,941)
	Direct Manufacturing Expenses	<b>21</b>	13,23,56,581	12,25,39,690
	Employee benefit expense	<b>22</b>	93,14,687	93,00,238
	Other expenses	<b>25</b>	5,67,92,486	2,80,90,083
	Export Selling Expenses	<b>25</b>	5,85,82,656	6,20,02,556
			<b>1,18,81,41,448</b>	<b>1,27,44,36,302</b>
V.	<b>Profit before Interest, Depreciation &amp; Tax</b>		<b>17,07,38,190</b>	<b>20,47,21,534</b>
	Financial costs	<b>23</b>	4,26,89,953	5,40,36,641
	Depreciation and amortization expense	<b>24</b>	5,08,15,590	5,07,98,477
VI.	Profit before exceptional and extraordinary items and tax	<b>(III-IV)</b>	7,72,32,647	9,98,86,416
VII.	Exceptional Items			-
VIII.	Profit before extraordinary items and tax	<b>(V-VI)</b>	7,72,32,647	9,98,86,416
IX.	Extraordinary Items (Prior Period Items)			-
X.	Profit before tax (VII - VIII)		<b>7,72,32,647</b>	<b>9,98,86,416</b>
XI.	Tax expense:			
	(1) Current tax		1,28,89,195	2,12,35,101
	(2) Deferred tax		(29,01,159)	54,22,959
	(3) Tax Related to previous years		19,62,795	-
XII.	Profit (Loss) from the perid from continuing operations	<b>(IX-X)</b>	6,52,81,816	7,32,28,356
XIII.	Profit/(Loss) from discontinuing operations		-	-
XIV.	Tax expense of discounting operations		-	-
XV.	Profit/(Loss) from Discontinuing operations	<b>(XII-XIII)</b>	-	-
XVI.	Profit/(Loss) after Discontinued Operations(XI + XIV)		<b>6,52,81,816</b>	<b>7,32,28,356</b>
XVII.	Adjustment for Consolidation			
	(1)Pre Acquisition Profit/Loss		-	-
	(2)Minority Share in Post Acquisition		-	<b>(32,593)</b>
	Profit/Loss			
XVIII.	Profit/(Loss) for the Period(XVI - XVII)		<b>6,52,81,816</b>	<b>7,32,60,949</b>
XIX.	<b>Earning per equity share:</b>			
	(1) Basic		3.58	4.02
	(2) Diluted		3.58	4.02

Significant Accounting Policies And Notes to Accounts - 26  
are an integral part of these financial statements.  
report of even date annexed  
**For Nishi Agrawal & co.**  
**Chartered Accountants**  
**Firm Reg. No. 014983C**

Sd/-  
**CA Nishi Agrawal**  
**Proprietor**  
**M.No. 407940**  
**Indore : 29/06/2020**

Sd/-  
**Sarvapryia Bansal**  
**Director**  
**DIN : 02540139**  
Sd/-  
**Arnika Jain**  
**Company Secretary**

On behalf of the board

Sd/-  
**Avnish Bansal**  
**Director**  
**DIN : 02666814**  
Sd/-  
**Mukta Agrawal**  
**CFO**

CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED ON 31.03.2020

(A) Cash Flow From Operating Activities	2019-20	2018-19
Net profit before Tax & Extra ordinary Items	7,72,32,647	9,98,86,416
Adjustment for -		
Add:- Depreciation	4,39,18,852	4,39,01,739
Less:- Interest income	(15,98,386)	(21,42,628)
Less:- Profit on sale of Machinery	(1,50,438)	(2,59,059)
Add : Finance Cost	4,26,89,953	5,40,36,641
Operating profit before working capital changes	16,20,92,628	19,54,23,109
Movements in working capital		
(Decrease)/Increase in trade Payables	3,00,94,554	(4,02,86,659)
(Increase)/Decrease in Receivables	5,71,29,531	9,35,49,791
(Increase) /Decrease in Other Current Assets	(1,73,91,361)	(3,62,15,541)
(Increase)/Decrease in Inventories	(5,31,00,282)	(4,87,80,197)
(Decrease)/Increase in current liabilities	(97,67,425)	(1,74,85,069)
(Decrease)/Increase in Short term Provisions	(40,62,446)	(18,84,061)
(Increase)/Decrease in other Non-Current Assets	(7,69,235)	1,36,61,241
Income Tax Paid	(19,62,795)	(1,63,73,937)
Net cash from operating activities (A)	16,22,63,169	14,16,08,678
(B) CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets including CWIP	(2,81,73,657)	(4,77,78,637)
Sale of Fixed Assets	65,60,438	41,62,917
Increase / (Decrease) in Non-current Investments	-	-
Interest Received	15,98,386	21,42,628
Net cash from in Investing activities (B)	(2,00,14,833)	(4,14,73,092)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Increase in Share Capital	-	-
Increase in Secuirity Premium	-	-
Proceeds from /(repayments of) Short Term loans	(3,21,08,979)	1,49,89,548
Proceeds from /(repayments of) Long Term loans	(6,11,39,058)	(7,78,12,467)
Interest Paid	(4,26,89,953)	(5,40,36,641)
Net Cash from Financing Activities ( C )	(13,59,37,990)	(11,68,59,560)
(D) Net Increase / (decrease) in Cash & Cash Equivalents (A+B+C)	63,10,346	(1,67,23,974)
Opening Cash and Cash Equivalent	73,60,551	2,40,84,525
Closing Cash and Cash Equivalent ( Note 6)	1,36,70,897	73,60,551
(E) Increase/(Decrease) in Cash & Cash Equivalents	63,10,346	(1,67,23,974)

The cash flow is prepared under indirect method as set out in Accounting Standard-3

For Nishi Agrawal & co.  
Chartered Accountants  
Firm Reg. No. 014983C  
Sd/-  
CA Nishi Agrawal  
Proprietor  
M.No. 407940  
Indore : 29/06/2020

Sd/-  
Sarvapriya Bansal  
Director  
DIN : 02540139  
Sd/-  
Arnika Jain  
Company Secretary

On behalf of the board  
Sd/-  
Avnish Bansal  
Managing Director  
DIN : 02666814  
Sd/-  
Mukta Agrawal  
CFO

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED ON 31ST MARCH 2020

PARTICULARS	ANNEXURES	AMOUNT (Rs.) 2019-20	AMOUNT (Rs.) 2018-19
NOTE 1 : SHARE CAPITAL			
Authorised Share Capital:			
2,00,00,000 Equity Shares of Rs. 10/- each		20,00,00,000	20,00,00,000
Issued,Subscribed and Paid up:			
1,82,35,900 Equity Shares of Rs.10/- each		18,23,59,000	18,23,59,000
TOTAL		18,23,59,000	18,23,59,000

1.1 The Reconciliation of the number of shares and amount outstanding is set out below

	As at March 31, 2020		As at March 31, 2019	
	No. of Share	Amount	No. of Share	Amount
Equity Share at Begning of the year	1,82,35,900	18,23,59,000	1,82,35,900	18,23,59,000.00
Add: Share issued during the year	0	0.00	-	0.00
Equity Share at end of the year	1,82,35,900	18,23,59,000.00	1,82,35,900	18,23,59,000.00

1.2 Terms/Right attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share . The company declares and pays dividend in indian ruees. In the event of liquidation of the company , the holders of the equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amount. The distribution will be in proportion of the number of equity shares held by the shareholders.

1.3 The details of shareholders holding more than 5% shares:-	As at March 31, 2020		As at March 31, 2019	
Name of the Shareholder	No.of shares %held	% of holding	No. of shares % held	% of holding
Shri Avnish Bansal	1,02,17,736	56.04	1,01,42,736	55.62
Shri Mukul Mahavir Prasad Agrawal	14,19,000	7.78	14,19,000	7.78
Shri Sarvapriya Bansal	11,12,500	6.10	11,12,500	6.10
Total	1,27,49,236	69.92	1,26,74,236	69.50

NOTE 2 : RESERVES & SURPLUS:

Profit & Loss Account		
Balance as at the beglnning of the year	26,10,38,387	18,25,31,923
Less : Opening Reserves of Vedant Kotton Pvt Ltd	-	-
Add : MAT Credit Entitlement	(19,28,509)	52,45,515
Add: Profit for the year	6,52,81,816	7,32,60,949
Balance as at the end of the year	32,43,91,694	26,10,38,387
Capital Reserve - Vedant Kotton Pvt Ltd		
Share in Share Capital	97,000	97,000
Share in Opening Reserves	10,45,556	10,45,556
Share in Pre Acquisition Profit	2,74,805	2,74,805
Less:Cost of Investment	(11,15,500)	(11,15,500)
	3,01,861	3,01,861
TOTAL	32,46,93,555	26,13,40,248

NOTE 3:MINORITY INTEREST

Share in Share Capital	3,000	3,000
Share in Opening Reserves	32,337	32,337
Share in Pre Acquisition Profit	8,499	8,499
Share in Post Acquisition Profit	(43,836)	(43,836)
TOTAL	-	-

NOTES FORMING  
INTEGRAL PART OF  
FINANCIAL STATEMENTS  
FOR THE YEAR

ENDED ON 31ST MARCH 2020

PARTICULARS	ANNEXURES	AMOUNT(Rs.) 2019-20	AMOUNT(Rs.) 2019-20	AMOUNT(Rs.) 2019-20	AMOUNT(Rs.) 2018-19
NOTE 4 : LONG TERM BORROWINGS					
Secured		More than 1 Year	Less than 1 Year	Total	Total
i) M.P Financial Corporation		5,70,96,330	3,45,00,000	9,15,96,330	11,63,41,507
ii) State Bank of India		5,36,53,209	1,80,00,000	7,16,53,209	8,19,97,282
iii) Edelweiss Retail Finance Ltd		45,01,105	59,66,039	1,04,67,144	1,56,06,940
iv) Hero Fincorp Ltd		67,17,851	72,81,759	1,39,99,610	2,21,40,729
v) Car Loan from ICICI Bank		15,66,585	5,80,765	21,47,350	34,51,701
vii) Equipment Loan ICICI Bank		81,765	4,85,746	5,67,511	10,09,386
ix) Car Loan from Toyota Financial Services		7,83,090	2,41,125	10,24,215	12,44,137
x) Car Loan - Daimler Financial Services		43,27,585	9,25,329	52,52,914	-
Sub Total		12,87,27,520	6,79,80,763	19,67,08,283	24,17,91,682
Unsecured					
i) From Directors	1	-	-	-	-
ii) From Shareholders		-	-	-	-
iii) Inter-corporate loan	2	39,39,819	46,28,475	85,68,294	2,02,38,975
iv) From Others	3	-	-	-	-
Sub Total		39,39,819	46,28,475	85,68,294	2,02,38,975
TOTAL		13,26,67,339	7,26,09,238	20,52,76,577	26,20,30,657

NOTES FORMING INTEGRAL  
PART OF CONSOLIDATED  
FINANCIAL STATEMENTS

FOR THE YEAR ENDED ON MARCH 31, 2020

PARTICULARS	ANNEXURES	AMOUNT (Rs) 2019-20	AMOUNT (Rs) 2018-19
NOTE 5 : DEFERRED TAX LIABILITY (NET)			
Deferred Tax Liability		3,27,77,425	3,56,78,584
(Depreciation difference on Fixed Assets)			
TOTAL		3,27,77,425	3,56,78,584
NOTE 6 : SHORT TERM BORROWINGS			
Secured			
a) Working Capital Loan			
i) ICICI Bank - Cash Credit Limit		14,10,35,821	14,70,69,438
ii) Yes Bank Ltd - Cash Credit Limit		7,54,60,826	10,15,36,188
(Both the loans are Secured by First charge on stocks, debtors and other currents assets and second charge on the fixed assets of the company and personal guarantee of the directors)			
TOTAL		21,64,96,647	24,86,05,626
NOTE 7: TRADE PAYABLES			
Due to Micro, Small and Medium Enterprises		-	-
Due to others	4	7,70,59,439	3,93,30,415
TOTAL		7,70,59,439	3,93,30,415
NOTE 8: OTHER CURRENT LIABILITIES			
Current Liabilities	Note - 3	7,26,09,238	6,82,24,260
Sundry Creditors - Capital	5	41,30,506	1,48,98,499
Creditors - Others	6	5,00,28,024	5,53,97,747
Duties and Taxes	7	11,26,600	3,41,516
Sundry Debtors having Credit Balances	8	37,65,072	33,34,576
Deposit against Rent		14,50,000	5,60,000
TOTAL		13,31,09,440	14,27,56,598
NOTE 9: SHORT-TERM PROVISIONS			
Provisions	9	2,43,12,253	1,56,08,074
TOTAL		2,43,12,253	1,56,08,074
NOTE 11: OTHER NON CURRENT ASSETS			
Deposits	10	1,73,27,878	1,65,58,643
TOTAL		1,73,27,878	1,65,58,643
NOTE 12: INVENTORIES			
(As valued and certified by the management)			
Trading Inventories		-	-
Manufacturing			
Finished Goods		8,26,11,354	6,71,28,224
Raw Material		13,33,45,701	9,03,33,904
Stores & Spares (Incl. Packing Material)		2,49,60,030	3,03,54,674
TOTAL		24,09,17,085	18,78,16,802



NOTES FORMING INTEGRAL  
PART OF CONSOLIDATED  
FINANCIAL STATEMENTS

FOR THE YEAR ENDED ON MARCH 31, 2020

PARTICULARS	ANNEXURES	AMOUNT (Rs) 2019-20	AMOUNT (Rs) 2018-19
<b>NOTE 13 : TRADE RECEIVABLES</b>			
Others	11	12,28,56,221	15,53,67,824
Balances with scheduled banks			
<b>TOTAL</b>		<b>21,27,14,518</b>	<b>26,21,76,483</b>
<b>NOTE 14: CASH &amp; CASH EQUIVALENTS</b>			
Cash In Hand		3,70,833	4,61,476
<b>Balances with scheduled Banks</b>			
Axis Bank CA A/c- Indore		21,72,955	9,96,400
Axis Bank CA A/c - Gondal		-	-
ICICI Bank Ltd		1,01,56,074	50,00,000
State Bank of India - Mohini Health & Hygiene Ltd		1,91,412	7,90,094
State Bank of India - Vedant Kotton Pvt Ltd		7,79,622	1,12,579
<b>TOTAL</b>		<b>1,36,70,896</b>	<b>73,60,549</b>
<b>NOTE 15: OTHER CURRENT ASSETS</b>			
Fixed Deposit (Sales Tax)		15,344	15,344
Deposit with Kotak Primus		-	20,065
Jawaharlal Sahkari Soot Girni Ltd.		1,00,000	1,00,000
TDS Recoverable on Kotak Mahindra		8,955	8,955
TDS Recoverable From NBFC		7,74,404	13,94,953
GST Receivable		39,86,964	27,02,030
TCS 1%		1,73,777	7,22,698
Prepaid Factory Licence Fee			
Prepaid Insurance		2,24,375	6,80,392
Prepaid Membership Fees		-	14,160
Income Tax - Appeal		1,17,32,572	1,17,32,572
Income Tax - Receivable		-	-
VAT Receivable		-	1,52,844
Prepaid Pollution Control Board Fees			2,30,000
Initial Public Offer Expenses		1,37,93,474	2,06,90,212
Interest Receivable		1,27,181	1,27,181
Loan to Employees		8,35,520	8,23,960
Duty Drawback		23,77,223	23,08,243
MEIS Receivable		72,44,211	99,21,519
IGST Receivable on Export		3,43,45,238	1,89,58,908
Goods And Service Tax		-	9,82,633
MP Trifac Subsidy Receivable		1,01,93,491	79,17,839
Office of Textile Commissioner Subsidy		5,50,63,999	5,68,75,841
Shree Ganesh Integrated Textile Park Pvt Ltd		10,10,000	10,10,000
MAT Credit Entitlement		2,94,03,699	3,13,32,208
Creditors having debit balance	12	4,21,08,390	4,38,36,926
Advance to Employees		1,24,000	-
GST Input		11,32,186	-
TDS receivables		49,98,399	-
Advance Income Tax (AY 20-21)		80,00,000	-
<b>TOTAL</b>		<b>22,77,73,403</b>	<b>21,25,59,483</b>

NOTES FORMING INTEGRAL  
PART OF CONSOLIDATED  
FINANCIAL STATEMENTS

FOR THE YEAR ENDED ON MARCH 31, 2020

PARTICULARS	ANNEXURES	AMOUNT (Rs) 2019-20	AMOUNT (Rs) 2018-19
<b>NOTE 16: REVENUE FROM OPERATIONS</b>			
Domestic Sales		28,17,95,237	31,99,77,198
Export Sales		93,79,53,167	1,10,43,69,565
Less : Inter Company Sales		-	-
		<b>1,21,97,48,404</b>	<b>1,42,43,46,763</b>
<b>- Other Operating Revenue</b>			
Job Work		65,21,750	19,82,068
Duty Drawback		1,54,84,568	1,46,33,063
Foreign Currency Gain		3,72,89,511	1,15,91,139
MEIS Receivable		1,77,31,632	2,10,12,282
Export Commission		-	-
		<b>7,70,27,461</b>	<b>4,92,18,552</b>
<b>TOTAL</b>		<b>1,29,67,75,865</b>	<b>1,47,35,65,315</b>
<b>NOTE 17: OTHER INCOME</b>			
<b>Other Operating income</b>			
Discount Received		45,47,223	13,73,548
Interest on FDRs		6,01,327	8,45,922
Interest on Deposits		6,31,726	10,13,735
Interest on MPEB Deposit		3,65,333	2,82,971
Profit on Sale of Plant & Machinery		1,50,438	11,286
Rent Income		18,06,000	2,59,059
Terminal Excise Duty		4,99,225	18,06,000
Subsidy Received		5,34,40,813	-
Misc Income		29,166	-
Interest on income Tax Refund		32,522	-
<b>TOTAL</b>		<b>6,21,03,773</b>	<b>55,92,521</b>
<b>NOTE 18: COST OF MATERIALS CONSUMED</b>			
<b>Raw Material Consumed</b>			
<b>Opening Stock</b>		12,06,87,350	7,71,95,095
Add: Raw Material Purchased		96,28,36,844	94,13,39,245
Less : Inter Company Purchases		-	-
(Inc. Direct Exp )		1,08,35,24,194	1,01,85,34,340
Less : Closing Stock		15,83,04,243	12,06,87,350
<b>TOTAL</b>		<b>92,52,19,951</b>	<b>89,78,46,990</b>
<b>NOTE 19 : PURCHASE OF STOCK-IN-TRADE</b>			
<b>Purchase</b>		<b>21,358,476</b>	<b>159,944,686</b>
<b>TOTAL</b>		<b>21,358,476</b>	<b>159,944,686</b>
<b>NOTE 20: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK-IN-TRADE Inventories (at end of the Year)</b>			
Trading Inventory		1,488	1,229
<b>Manufacturing</b>			
Finished Goods / Stock-in-Trade		8,26,11,354	6,71,28,224
<b>Inventories (at beginning of the Year)</b>			
Trading Inventory		1,229	-
<b>Manufacturing</b>			
Finished Goods / Stock-in-Trade		6,71,28,224	6,18,41,512
<b>TOTAL</b>		<b>1,54,83,389</b>	<b>52,87,941</b>

NOTES FORMING INTEGRAL  
PART OF CONSOLIDATED  
FINANCIAL STATEMENTS

FOR THE YEAR ENDED ON MARCH 31, 2020

PARTICULARS	ANNEXURES	AMOUNT (Rs) 2019-20	AMOUNT (Rs) 2018-19
NOTE 21: DIRECT MANUFACTURING EXPENSES			
Electricity Charges		4,51,42,479	4,44,93,917
Salaries and Wages		6,30,80,880	5,39,29,510
Plant Expenses		1,75,00,579	1,68,37,398
Water Charges		39,35,202	72,78,865
Job Work Charges		26,97,441	-
TOTAL		13,23,56,581	12,25,39,690
NOTE 22: EMPLOYEE BENEFIT EXPENSE			
ESIC Exp		8,49,385	11,21,171
P.F. Exp		9,62,629	13,01,267
House Rent Allowance		1,59,206	1,63,360
Staff Welfare Expenses		9,37,264	6,29,622
Director Remuneration		48,00,000	48,00,000
Bonus		15,88,923	12,84,818
Labour Welfare Fund		17,280	-
TOTAL		93,14,687	93,00,238
NOTE 23: FINANCE COST			
Bank Charges		17,34,178	24,24,445
Interest on LCBD		-	8,75,344
Interest on Term Loan		2,63,40,535	3,51,86,507
Interest on Unsecured Loan		17,64,483	45,32,277
Interest on Vehicle Loans		4,98,811	4,22,484
Interest on Working Capital Loan		1,38,90,799	1,85,08,622
Loan Processing Fees		18,91,365	21,80,875
Less : Interest Reimbursement Subsidy		(34,30,218)	(1,00,93,913)
TOTAL		4,26,89,953	5,40,36,641
NOTE 24: DEPRECIATION AND AMORTISATION EXPENSE			
Initial Public Offer Expenses Amortized		68,96,738	68,96,738
Depreciation and amortization expense		4,39,18,852	4,39,01,739
TOTAL		5,08,15,590	5,07,98,477
NOTE 25: OTHER EXPENSES			
Auditors Remuneration			
- Audit fee		1,20,000	1,20,000
- Income Tax consultancy fee		15,000	15,000
Business Promotion Expenses		22,76,948	12,43,998
Marketing Promotion Expenses		11,89,528	
Corporate Social Responsibility		16,91,108	18,42,917
Donation		12,200	1,40,000
Designing Expenses		1,35,721	8,42,504
Discount Allowed		24,88,940	5,44,920
Export Credit Guarantee Corporation		-	-
Electricity Expense		1,93,539	2,31,884
Freight & Transportation		48,56,557	22,31,760
Housekeeping Expenses		1,15,706	1,68,627
Insurance Expenses		8,90,095	10,17,349
Internal Audit Fees		28,000	-

NOTES FORMING INTEGRAL  
PART OF CONSOLIDATED  
FINANCIAL STATEMENTS

FOR THE YEAR ENDED ON MARCH 31, 2020

Keyman Insurance		17,47,570	12,05,000
Director Sitting Fees		82,000	-
Rent & Lease Rent		22,23,107	-
Legal & Professional Charges		45,18,827	51,46,742
Local conveyence expenses		1,14,659	1,11,126
Loss on Sale of Fixed Assets		-	-
Maintenance Charges		4,09,396	2,73,835
Office Expenses		1,97,044	3,74,730
ostage & Courier Expenses		4,70,172	3,69,051
Printing & Stationery Expenses		1,64,630	1,35,959
Professional Tax		5,000	5,000
Rent		-	32,33,518
Repair & Maintenance Charges (Computer)		1,36,084	1,93,169
Repair & Maintenance Charges (Vehicle)		1,65,328	1,07,398
Repair & Maintenance Charges (Building)		-	48,733
Sample Testing Charges		4,76,053	38,800
Security Expense		13,99,419	11,05,896
Balance W. off		13,89,599	
Bad Debts W. Offf		2,52,95,207	
Taxation		-	
- Entry Tax		-	-
- GST		-	1,73,609
- Interest on Taxes		-	11,773
- Income Tax		-	21,29,401
- Property Tax		2,17,830	1,86,140
- Sales Tax		-	13,984
- Service Tax		-	9,398
Telephone Expenses		3,09,974	3,12,411
Traveling Expenses (Domestic)		-	
- Directors		3,66,817	6,71,539
- Others		13,61,507	15,44,162
Traveling Expenses (Foreign)		3,44,450	15,36,658
Vehicle Running Expenses		10,27,551	7,53,092
Excise Duty Paid Under SVDLRS		3,56,921	-
TOTAL		5,67,92,486	2,80,90,083
Export Selling Expenses			
Commission on Sales		29,15,449	56,28,747
Freight & Transportation on Exports		5,56,67,207	5,63,73,809
TOTAL		5,85,82,656	6,20,02,556

# NOTES TO AND FORMING PART OF THE BALANCE SHEET

FOR THE YEAR ENDED ON MARCH 31, 2020

NOTE-10

FIXED ASSETS

A) GINNING, CLEANING BAILING OF PROCESSED COTTON AND COMBER NOIL - LOCATION PITHAMPUR

Amount in Rs.

F I X E D A S S E T S													
Name of Asset	Gross Block					Depreciation/amortisation				Net Block			
	As on 01.04.2019	Addition During the year	Deduction During the year	As on 31.03.2020	Rate of Depreciation	As on 01.04.2019	For the year	Depreciation reversed related to previous years	Net depreciation for the year	Adjustment	As on 31.03.2020	As on 31.03.2020	As on 31.03.2019
Leasehold Land	25876725.00	0.00	0.00	25876725.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	25876725.00	25876725.00
Plant & Machinery	17668499.00	0.00	0.00	17668499.00	6.33%	9568785.00	432436.00	0.00	432436.00	0.00	10001221.00	7667278.00	8099714.00
Electrical Installation	3098178.00	0.00	0.00	3098178.00	6.33%	2550582.00	196114.67	0.00	196114.67	0.00	2746696.66	351481.34	547596.00
Factory Building	28529429.00	0.00	0.00	28529429.00	3.17%	6664821.00	904383.00	0.00	904383.00	0.00	7569204.00	20960225.00	21864608.00
Office Building	15883386.00	0.00	0.00	15883386.00	3.17%	2479798.00	503503.00	0.00	503503.00	0.00	2983301.00	12900085.00	13403588.00
Site Development	5653488.00	0.00	0.00	5653488.00	1.58%	1187196.00	89325.00	0.00	89325.00	0.00	1276521.00	4376967.00	4466292.00
Computer	1106783.00	69200.00	0.00	1175983.00	31.67%	951042.00	62099.00	0.00	62099.00	0.00	1013141.00	162842.00	155741.00
Other Assets	1204381.00	533231.00	0.00	1737612.00	9.50%	641377.00	150518.00	0.00	150518.00	0.00	791895.00	945717.00	563004.00
Vehicles	13594028.00	6534962.00	0.00	20128990.00	11.88%	5305707.00	1785426.00	0.00	1785426.00	0.00	7091133.00	13037857.00	8288321.00
TOTAL	112614897.00	7137393.00	0.00	119752290.00		29349308.00	4123804.67	0.00	4123804.67	0.00	33473112.66	86279177.34	83265589.00

B) SURGICAL BLEACHED AND ABSORBENT COTTON - LOCATION PITHAMPUR

Amount in Rs.

F I X E D A S S E T S													
Name of Asset	Gross Block					Depreciation/amortisation				Net Block			
	As on 01.04.2019	Addition During the year	Deduction During the year	As on 31.03.2020	Rate of Depreciation	As on 01.04.2019	For the year	Depreciation reversed related to previous years	Net depreciation for the year	Adjustment	As on 31.03.2020	As on 31.03.2020	As on 31.03.2019
Plant & Machinery	580477892.31	8874455.00	6410000.00	582942347.31	6.33%	112035904.00	36703705.00	541987.00	36161718.00	60438.00	148137184.00	434805163.31	468441988.31
Factory Building	99600985.00	3544308.00	0.00	103145293.00	3.17%	12756511.00	3175887.00	0.00	3175887.00	0.00	15932398.00	87212895.00	86844474.00
TOTAL	680078877.31	12418763.00	6410000.00	686087640.31		124792415.00	39879592.00	541987.00	39337605.00	60438.00	164069582.00	522018058.31	555286462.31

C) GINNING, CLEANING BAILING OF PROCESS COTTON AND COMBER NOIL - LOCATION GONDAL

Amount in Rs.

F I X E D A S S E T S													
Name of Asset	Gross Block					Depreciation/amortisation				Net Block			
	As on 01.04.2019	Addition During the year	Deduction During the year	As on 31.03.2020	Rate of Depreciation	As on 01.04.2019	For the year	Depreciation reversed related to previous years	Net depreciation for the year	Adjustment	As on 31.03.2020	As on 31.03.2020	As on 31.03.2019
Plant & Machinery	5814548.00	0.00	0.00	5814548.00	6.33%	1792201.00	368061.00	0.00	368061.00	0.00	2160262.00	3654286.00	4022347.00
TOTAL	5814548.00	0.00	0.00	5814548.00	0.06	1792201.00	368061.00	0.00	368061.00	0.00	2160262.00	3654286.00	4022347.00

D) Vedant Kotton pvt. Ltd

Amount in Rs.

F I X E D A S S E T S													
Name of Asset	Gross Block					Depreciation/amortisation				Net Block			
	As on 01.04.2019	Addition During the year	Deduction During the year	As on 31.03.2020	Rate of Depreciation	As on 01.04.2019	For the year	Depreciation reversed related to previous years	Net depreciation for the year	Adjustment	As on 31.03.2020	As on 31.03.2020	As on 31.03.2019
Vehides	752362.00	0.00	0.00	752362.00	11.88%	285040.00	89381.00	0.00	89381.00	0.00	374421.00	377941.00	467322.00
TOTAL	752362.00	0.00	0.00	752362.00	0.12	285040.00	89381.00	0.00	89381.00	0.00	374421.00	377941.00	467322.00
TOTAL	799260684	19556156	6410000	812406840	0	156218964	44460839	541987	43918852	60438	200077378	612329463	643041720

(\*) We have purchased machinery of Rs. 1 15.00 Lakhs in the FY 2017-18. We have issued a debit note of Rs. 52.00 Lakhs during the FY 2019-20 to the supplier party due to some quality issue.

We have charged depreciation of Rs. 5.41 lakhs on the reversal amount of Rs. 52.00 Lakhs during the FY 2017-18 and FY 2018-19 which we are reversing during the FY 2019-20.

# SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

NOTE-26

(1) Company Overview :

Mohini Health & Hygiene Limited is incorporated in the year 2009 and presently engaged in the manufacturing and export of following products:

- Surgical, Absorbent & Bleached Cotton
- Surgical & Hygiene Products Like Absorbent Cotton Wool, Surgical Cotton, Ear Buds, Cotton Ball, Cotton Make up pads

With skilled, technical support team and experienced manpower which helps to satisfy the customer needs by providing them best quality products and competent services.

The company has focus on efficient products with effective services and quality standards are of utmost importance. We are continuously striving to grow by expanding the market base, by introducing the best quality Surgical & Hygiene Products, and by setting up high standards for the industry. This will not only uplift consumer satisfaction level to a next level but will also give a quality product in the market at competitive rates along in addition to prompt services.

Company Overview:

- Mohini Health and Hygiene is one of India's largest cotton processors and a related hygiene / medical products company.
- It is engaged in manufacturing and exporting of 100% Absorbent Bleached Cotton & 100% Absorbent Bleached Comber

- Mohini has a manufacturing facility with bleaching capacity of about 11000 metric tons per annum.
- It currently exports to Asian, European, South American, and African markets.
- The current product portfolio consists of Bleached cotton, Surgical Cotton, Absorbent cotton wool, Meditech products such as surgical cotton rolls, cotton ear buds & cotton makeup pads. Planning to launch more than 100 products in Surgical and Consumables range.
- Mohini Health & Hygiene Limited is listed on NSE SME Platform, promoting good corporate governance.
- Employee strength: 250+

Impact during COVID -19:

- Company has introduced many products under COVID-19 I e Sanitizers, Gloves, PPE Kits, Surgical gown and N95 face Masks. Apart from its regular business, company is getting very good response for this products.
- We have taken all the precautionary measures against COVID-19 for our employees and also provided occupation facility to our workers nearly the factory premises with complete transportation facility.

(2) Basis of preparation of Financial Statement

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on an accrual basis of accounting and accounting standards specified by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. Accounting polices not referred to otherwise are consistent with generally accepted accounting principles.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1. Principles of consolidation

The consolidated financial statements relate to Mohini Health & Hygiene Ltd., the holding company and its subsidiary companies (hereinafter collectively referred as "the Group"). The consolidated financial statements have been prepared on the following basis:

- a. The financial statements of the subsidiary company used in the consolidation are drawn up to the same reporting date as that of the Company i.e., March 31, 2020.
- b. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealized profits or losses.
- c. The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognized as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Group, it is recognized as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements. The 'Goodwill' is determined separately

for each subsidiary company and such amounts are not set off between different entities.

- d. Goodwill arising on consolidation is not amortized but tested for impairment.
- e. Following Indian subsidiaries have been considered in the preparation of consolidated financial statements:

- Vedant Kotton Pvt. Ltd.

2. Use of Estimates

The preparation and presentation of consolidated financial statements require estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. The difference between actual results and estimates are recognized in the period in which the results are known / materialized.

3. Fixed Assets and Depreciation (As per AS-10)

1) Tangible Assets

- i. Tangible assets are carried at cost, net of tax credit entitlement availed less accumulated depreciation. The cost includes cost of acquisition/construction, installation and preoperative expenditure including trial run expenses (net of revenue) and borrowing costs incurred during pre-operation period. Expenses incurred on capital assets are carried forward as capital work in progress at cost till the same are put to use.
- ii. When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in the Statement of Profit and Loss.
- iii. Pre-operative expenses including interest on borrowings for the capital goods, wherever applicable and any other cost incurred which is directly attributable to bringing the assets to its working condition for its intended use are treated as part of the cost of capital goods, hence capitalized.



2) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the

asset to its working condition for the intended use.

Depreciation is provided on the straight line method over the estimated useful lives of the assets as per the rates prescribed under Schedule II of the Company Act, 2013 or re-assessed useful life based on technical evaluation as under:

Name of Assets	Life
Factory Building	30 Years
Office Building	30 Years
Site Development	60 Years
Plant and Machinery	15 Years
Electrical Installation	10 Years
Furniture & Fixture	15 Years
Computer	3 Years
Vehicle	8 Years
Air Pollution Equipment	15 Years
Other Assets	10 Years

Depreciation is provided pro-rata for the number of days 's availability for use. Depreciation on sale / disposal of assets is provided pro rata up to the end of the month of sale/disposal.

4. Government Subsidy (As per AS-12)

Government subsidy as received from the government are recorded in the books off accounts on receipt basis. Provisional booking of subsidy is not done as income.

5. Investments (As per AS-13)

Investments, which are not readily realizable and intended to be held for more than one year from the date on which such investments are made, are classified as Non-current Investments. All other investments are classified as short-term investments. On initial recognition, all Long-term investments are measured at cost subject to any permanent diminution. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are valued at lower of cost and fair value determined on an individual investment basis.

On disposal of an investment, the difference

between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

6. Provision and Contingent Liabilities (As per AS-29)

A provision is recognized when there is a present obligation as a result of a past event. It is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. A provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the end date. These provisions are reviewed at each year end date and adjusted to reflect the best current estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

7. Inventories (As per AS-2)

(i) Raw Material, Stores & Spares, Packing Material etc are valued at cost including the cost incurred in bringing the inventories to their present location and condition.

(ii) Finish goods are valued at cost or net realizable value whichever is lower. Cost includes cost of conversion and other costs incurred in bringing the inventory to their present location and condition.

(iii)Scraps are valued Net estimated realizable value.

8. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and Bank Balance.

9. Borrowing Cost (As per AS-16)

Borrowing cost include interest, amortization of ancillary cost incurred, exchange differences. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of loan.

Borrowing cost that is directly attributable to the acquisitions and construction of qualifying assets are capitalized as part of those assets up to the date of capitalization of such assets.

10.Revenue Recognition (As per AS-9)

Sale of goods is recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude Goods and service tax. Revenue from services is recognized when the services are completed. Other income is accounted on received and accrual basis.

11.Foreign Currency Transactions (As per AS-11)

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of transaction. All exchange differences are dealt within statement of profit and loss account. Current assets and current liabilities in foreign currency outstanding at the end of the year are not translated at the rate of exchange prevailing at the close of the year.

12.Taxes on Income (As per AS-22)

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and deferred tax liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the assets and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

13.Earnings Per Share (As per AS-20)

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

14.Segment Reporting (As per AS-17)

As evidenced by internal Management Information System (MIS), there are no reportable segments in the group. Therefore, the disclosure requirements of "Accounting Standard 17 (AS- 17) - Segment Reporting are not furnished.

15.Cash Flows Statement (As per AS-3)

Cash Flows are reported using indirect method, whereby Profit (loss) before extraordinary items and tax is adjusted for the effect of transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The Cash Flow from operating, investing and financial activities of the group is segregated based on the available information.

16.Impairment of Assets (As per AS-28)

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as

impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

17.Share Issue Expenses

Share issue expenses are written off 1/5 during the period of 5 years.

A. NOTES TO ACCOUNTS

1. As explained by the management there is no contingent liability of the group except as mentioned below

Name of Statute	Nature of Dues	Amount Disputed (in Lacs)	Period to which dues relate	Authority where dispute is pending for decision
The Income Tax Act, 1961	Income Tax	1589050.00	AY 2010-11	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	670370.00	AY 2011-12	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	4250600.00	AY 2012-13	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	2947910.00	AY 2013-14	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	21043650.00	AY 2014-15	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	25850.00	AY 2015-16	CIT(Appeals)-III
The Income Tax Act, 1961	Income Tax	19716740.00	AY 2016-17	CIT(Appeals)-III

2. During the year there is no change in capital structure of the group.

3. CIF Value of Imports in respect of:

	2019-20	2018-19
Raw and Packing Material	NIL	NIL
Components and Spare parts of Machinery	NIL	NIL
Capital Goods	NIL	NIL
Trading Goods	\$ 36230.511 (Rs. 2569739/-)	EURO 32662.17 (Rs. 3428507/-)

4. Value of Stores, Spares and Packing Material Consumed

Particulars	2019-20		2018-19	
1	Amount in Rs.	% of Consumption	Amount in Rs.	% of Consumption
Imported	NIL	NIL	NIL	NIL
Indigenous	28398357.00	3.07	2,81,08,989.64	3.27

5. Expenditure in Foreign Currency on account of:

Particulars	2019-20	2018-19
Commission on Export Sales (30304.45 in EURO)	2336475/-	4683066/-

6. Earnings in Foreign Exchange on account of:

	2019-20	2018-19
F.O.B. value of exports	1. Euro- 10949641.27 2. USD- 761032.29	1. Euro-13622537.56 2. USD-758586.99
Commission on Sales	0.00	0.00

7. Payment to Auditors

	2019-20	2018-19
Auditors	120000.00	120000.00
For Other Services	15000.00	15000.00
Total	135000.00	135000.00

8. Earnings Per Share

Particulars	2019-20	2018-19
Profit after tax as per Profit & Loss accounts	65281816.08	73260949.35
Total Number of Equity Shares Outstanding at year end	18235900.00	18235900.00
Basic and Diluted Earnings Per Share (Face Value @ Rs.10/- Per Share)	3.58	4.02

9. Related Party Disclosures

Related party disclosures, as required by Accounting Standard 18, “Related Party Disclosures”, notified under Section 188 of the Companies Act, 2013 are given below:

a) List of related parties and relationship (as identified by the management)

i) Key Management Personnel:

1. Sh. Avnish Bansal

Managing Director
2. Sh. Sarvapriya Bansal

Director
3. Mrs. Arnika Jain

Company Secretary
4. Mrs. Mukta Agrawal

Chief Financial Officer

ii) Relatives of Key Management Personnel:

1. Mr. Sourabh Agrawal

Relative of Chief Financial Officer
2. Miss. Supriya Bansal

Relative of Managing Director and Executive Director
3. Anshul Rungta

Relative of Managing Director and Executive Director
4. Mrs. Parul Bansal

Relative of Managing Director and Executive Director

b) The Following transactions were carried out with the related parties in the ordinary course of business.

Name of Party	Relation	Nature of Transaction	Amount		Outstanding Balance	
			2019-20	2018-19	2019-20	2018-19
Avnish Bansal	Managing Director	Salary	2400000.00	2400000.00	0.00	0.00
Avnish Bansal		Loan Taken	0.00	7000000.00		
Avnish Bansal		Loan Repayment	0.00	8713640.00		
Sarpapriya Bansal	Director	Salary	2400000.00	2400000.00		
Sarpapriya Bansal		Loan Taken	1870886.00	3161239.00		
Sarpapriya Bansal		Loan Repayment	1870886.00	2712000.00		
Supriya Bansal	Relative of Director	Salary	600000.00	600000.00	0.00	0.00
Shweta Bahmare	CS	Salary	0.00	269100.00	0.00	0.00
Arnika Jain	CS	Salary	280800.00	0.00	0.00	0.00
Mukta Agrawal	CFO	Salary	540000.00	540000.00	0.00	0.00
Vedant Kotton Pvt. Ltd	Subsidiary	Purchases	17600248.00	73326185.00	22953321.00	27392302.00
Vedant Kotton Pvt. Ltd		Job Work	2080000.00	0.00		
Sourabh Agrawal	Relative of CFO	Internal Audit Fees/ Consultancy Fees	0.00	879666.00	610172.00	1107672.34
Anshul Rungta	Relative of Director	Commission	425000.00	0.00	88232.00	0.00
Varnita Textiles Pvt. Ltd.	Pvt Co. in which relative of director is director	Purchase	5070637.00	0.00	1275910.00	0.00

10. There is no appointment/ Resignation / Changes has been made in KMP during the year.

11. Balances of banks, debtors, creditors, advances and loans are subject to Confirmation, Reconciliation and Adjustments, if any.

12. The group has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any,

relating to amounts unpaid as at the year-end together with interest paid/payable as required under the said Act have not been given.

The Accompanying notes are an integral part of the consolidated financial statements.

For Nishi Agrawal & Co.  
Chartered Accountants  
Firm Reg. No. 014983C

For Mohini Health & Hygiene Ltd.

Sd/-  
Nishi Agrawal  
Proprietor  
M.No. 407940  
Indore: 29/06/2020

Sd/-  
Sarvapriya Bansal  
Director  
DIN: 02540139  
  
Sd/-  
Arnika Jain  
Company Secretary

Sd/-  
Avnish Bansal  
Managing Director  
DIN: 02666814  
  
Sd/-  
Mukta Agrawal  
CFO



Certification & Affiliation







## **MOHINI HEALTH & HYGIENE LIMITED**

CIN: L17300MP2009PLC022058

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