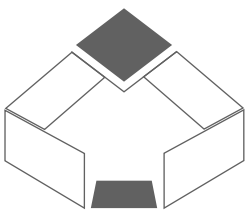


2018-2019

28th  
ANNUAL  
REPORT



**Mid India Industries Limited**

Regd. Office: Textile Mill Area, Station Road, Mandsaur - 458001 (M.P.) India

**BOARD OF DIRECTORS**

Shri Sanjay Singh Shri Bhawani Shankar Soni Smt Deepika Gandhi Shri Aneet Jain Shri Rakesh Kumar Jain	Managing Director Whole Time Director Independent Director Independent Director Independent Director	COMPANY SECRETARY CS Shailendra Agrawal
REGISTERED OFFICE MID INDIA INDUSTRIES LIMITED L17124MP1991PLC006324 Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001 IN, Tel.: 07422 234999, 405139 E-mail Id: csmidindia@gmail.com Website: www.midindiaindustries.com	CORPORATE OFFICE 405, Princess Centre 6/3, New Palasia, Indore (M.P.) - 452003 Tel.: 0731 2433231, 2543402 E-mail Id: csmidindia@gmail.com Website: www.midindiaindustries.com	
STATUTORY AUDITORS M/S. C LASOD & ASSOCIATES Chartered Accountants 118-A, Bansi Trade Centre, 581/5, MG Road, Indore (M.P.)	INTERNAL AUDITOR M/S. KAUSHAL & AGRAWAL Chartered Accountants 218, D.M. Tower, 21/1 Race Course Road, Indore (M.P.)	SECRETARIAL AUDITOR M/s. L. N. Joshi & Company Company Secretaries 306, Sterling Arcade, 15/3, Race Course Road, Indore (M.P.)-452003
REGISTRAR & SHARE TRANSFER AGENT ANKIT CONSULTANCY PVT. LTD. Plot No. 60, Electronic Complex, Pardesipura, Indore (M.P.) - 452010 Tel.: 0731 2551745, 2551746 Fax: 0731 4065798 E-mail Id: ankit_4321@yahoo.com		

**CONTENT**

<b>CORPORATE INFORMATION</b>		
	<b>BOARD'S REPORT</b>	<b>01</b>
<b>MANAGEMENT DISCUSSION &amp; ANALYSIS REPORT</b>		<b>24</b>
	<b>CORPORATE GOVERNANCE REPORT</b>	<b>26</b>
	<b>INDEPENDENT AUDITOR'S REPORT</b>	<b>42</b>
	<b>FINANCIAL STATEMENTS</b>	<b>47</b>
	<b>NOTICE</b>	<b>63</b>
	<b>ATTENDANCE SLIP &amp; PROXY FORM</b>	<b>71</b>

## BOARD'S REPORT

Dear Shareholders

Your Directors present their Report together with the Audited Financial Statements of your company for the year ended March 31, 2019.

### 1. STATE OF AFFAIRS, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK:

#### 1.1 FINANCIAL HIGHLIGHTS AND SUMMARY

The performance highlights and summarized financial results of the Company are given below:

Particulars	Year ended	Year ended
	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	(Rupees in Thousands except EPS)	
Total Income	212826.04	227048.62
Total Expenditure	238731.68	270468.06
Profit/(Loss) before exceptional and extraordinary items and tax	(25905.64)	(43419.44)
Exceptional Items	61.70	524.82
Profit/(Loss) before tax	(25843.94)	(42894.62)
Provision for Tax		
Current Tax	0.00	0.00
Deferred Tax	0.00	0.00
Profit/(Loss) after tax	(25843.94)	(42894.62)
Other comprehensive Income ( Net of Tax)	0.00	0.00
Total Comprehensive Income	(25843.94)	(42894.62)
Paid up Equity Share Capital	163000.00	163000.00
Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)	(1.59)	(2.63)

During the year company was engaged in manufacturing of cotton yarn & trading of textile products and has made total income of Rs. 212826.04 thousand in comparison to previous year's total income of Rs. 227048.62 thousand and incurred net loss of Rs. 25843.94 thousand which was mainly due to higher operating cost in comparison to previous year net loss of Rs. 42894.62 thousand.

#### 1.2 OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the year 2018-19, the Company's operating margins were not up to mark as operating cost of the product is higher. Your company has stopped manufacturing process and leased out Factory, Plant & Machinery of the Company for the purpose of generation of Revenue owing to market situation and uncertain cash flows from the business.

#### 1.3 CHANGE IN NATURE OF BUSINESS

During the year there was no change in business activity of the company. However, Company is planning diversify its business activity & enter into Real Estate business subject to approval of members in ensuing General Meeting.

#### 1.4 SHARE CAPITAL

The Paid-Up Equity Share Capital as at 31st March 2019 stood at 16.30 Crores. During the year under review, the company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31st March 2019, none of the Directors of the company hold instruments convertible into equity shares of the Company.

#### 2. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed as Annexure - A and forms an integral part of this Report and is also available on the website of the company [www.midindiaindustries.com](http://www.midindiaindustries.com)

#### 3. NUMBER OF MEETINGS OF THE BOARD, ITS COMMITTEES & AGM

The details of the number of meetings of the Board and its committee held during the Financial Year 2018-19 forms part of the Corporate



Mid India Industries Limited

Governance Report. Further, Annual General Meeting of the Company for financial year 2017-18 was held on 29th September, 2018.

#### 4. DIVIDEND

Due to loss in financial year 2019 and accumulated losses of earlier years, your directors regret their inability to recommend any dividend for the year under review.

#### 5. AMOUNTS TRANSFERRED TO RESERVES

During the financial year under review no amount was transferred to reserve.

#### 6. DEPOSITS

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

#### DISCLOSURE OF UNSECURED LOAN RECEIVED FROM DIRECTORS

Pursuant to Section 2 (31) Read with Rule 2(1) (viii) of Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company had not received any unsecured loan from directors during the financial year.

#### 7. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

#### 8. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

During the financial year ended on 31.03.2019, the Company did not have any subsidiary, joint venture or associate company.

#### 9. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year under review, members of the Company in their Annual General Meeting held on 29th September, 2018 confirmed re-appointment of Shri Rakesh Kumar Jain (DIN: 01548417) & Shri Aneet Jain (DIN: 00380080) as Independent Directors of the Company for the second term of five years.

During the current financial year, Board of Directors accepted resignation of Shri Pradeep Kumar Ganediwal (DIN: 00020385) from the post of Directorship w.e.f 31st May, 2019.

Further, Board of Directors in their meeting held on 24th May, 2019 appointed Shri Bhawani Shankar Soni (DIN: 01591062) as Additional Director of the Company w.e.f 24th May, 2019 who was further appointed as Whole Time Director of the Company for the period of three years w.e.f 06th June, 2019 in Board Meeting held on 06th June, 2019 subject to approval of members in ensuing Annual General Meeting. The Company has received notice in writing from member proposing his candidature for the office of the Director.

Further, Board of Directors in their Meeting held on 12th August, 2019, considered re-appointment of Shri Sanjay Singh (DIN: 01548011) as Managing Director of the Company respectively for term of three years w.e.f 1st October, 2019 till 30th September, 2022 subject to the approval of members in ensuing Annual General Meeting.

The term of office of Smt. Deepika Gandhi (DIN: 07017162) as Independent Director of Company will expire on 13th November, 2019. The Board of Directors on recommendations of the Nomination & Remuneration Committee has proposed re-appointment of Smt. Deepika Gandhi (DIN: 07017162) as Independent Director of the Company for second term of 5 (Five) Consecutive years on the expiry of their current term of office, for the consideration by Members of the Company at the ensuing Annual General Meeting. The Company has received the requisite Notice from Member in writing proposing her appointment as Independent Director.

The following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Shri Sanjay Singh, Managing Director
2. Shri Bhawani Shankar Soni, Whole time Director (Appointed w.e.f. 06.06.2019)
3. Shri Shailendra Agrawal, Company Secretary and Compliance officer
4. Shri Om Prakash Dhanotiya, Chief Financial Officer

#### DISQUALIFICATIONS OF DIRECTORS:

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

#### 10. DECLARATION BY INDEPENDENT DIRECTOR

The Independent Directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013.



stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

#### 11. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures in adoption of these standards;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- c. 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;
- d. The Directors have prepared the annual accounts on a going concern basis;
- e. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f. 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.

#### 12. FAMILIARIZATION OF INDEPENDENT DIRECTORS

The details of familiarization programme for Independent Directors have been referred in Corporate Governance Report and is also available on website of the Company at the following link:- <http://www.midindiaindustries.com/images/FamiliarisationProgrammesFY2018-19.pdf>

#### 13. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year as on 18th March, 2019. The Meeting was conducted in an informal manner without the presence of the Chairman, the Managing Director, the Non-Executive Non-Independent Directors and Key Managerial Personnel of the Company.

#### 14. COMMITTEES OF THE BOARD OF DIRECTORS

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee with Shri Rakesh Kumar Jain (Chairman), Shri Aneet Jain and Smt. Deepika Gandhi, as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The other Committees of the Board are:

- (i) Nomination and Remuneration Committee
- (ii) Stakeholders Relationship Committee

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Report.

#### 15. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

The Board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the Director was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgments.

#### 16. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS U/S 186



The Company has not provided any loans and guarantees or made investments pursuant to Section 186 of the Companies Act, 2013.

#### 17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at web link:

[http://www.midindiaindustries.com/images/Policy\\_of\\_Related\\_Party\\_Transaction.pdf](http://www.midindiaindustries.com/images/Policy_of_Related_Party_Transaction.pdf). The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by an Audit Committee to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013, and Listing Regulations.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

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

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under:

##### (A) Conservation of Energy:

##### (i) The steps taken or impact on conservation of energy:

- Adequate measures have been initiated to reduce energy consumption wherever necessary.
- The company makes ongoing study to identify and implement energy saving system to reduce, energy, consumption and cost of production.
- Maintenance of machines as per schedule.
- Energy conservation is on going process in our company. Continuous monitoring, planning, development and modification for energy conservation are done at the plant.

##### (ii) The steps taken by the company for utilising alternate sources of energy: Not Applicable

##### (iii) The capital investment on energy conservation equipment's: Nil

##### (B) Technology Absorption :

##### (i) The efforts made towards technology absorption: Not Applicable.

##### (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable.

##### (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): Not Applicable.

##### (iv) Company has not incurred any expenditure on Research and Development during the year under review.

Foreign Exchange earning/outgo	(Rs. in Thousands)	
	Year ended 31/03/2019	Year ended 31/03/2018
(a) Foreign Exchange earned		
(i) Sales	0.00	0.00
(ii) Other Activities	0.00	0.00
(b) Foreign Exchanged used		
(i) Purchase of Raw Material	0.00	461.98
(ii) Other Activities	0.00	0.00

#### 19. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The company's internal control system is commensurate with its size, scale and complexities of its operations; the internal and operational audit is entrusted to M/s. Kaushal & Agrawal, Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The audit committee of the board of directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.





The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of director. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee. Report of statutory auditors for internal financial control system is part of Audit Report.

#### 20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of Section 135 of the Companies Act, 2013 does not apply to the Company, therefore Company has not constituted Corporate Social Responsibility (CSR) committee as required under the Act.

#### 21. REMUNERATION POLICY / DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The Nomination and Remuneration Policy of the company is available on the weblink:

[http://www.midindiaindustries.com/images/Nomination\\_and\\_Remuneration\\_policy\\_midindia.pdf](http://www.midindiaindustries.com/images/Nomination_and_Remuneration_policy_midindia.pdf)

The Disclosure required under Section 197(12) of the Companies Act, 2013 read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date, is annexed as ANNEXURE-B and forms an integral part of this Report.

None of the employee of the company is drawing more than Rs. 1,02,00,000/- per annum or Rs. 8,50,000/- per month for the part of the year, during the year under review. Therefore, Particulars of the employees as required under Section 197 of Companies Act, 2013 read with Rule 5 (2) & Rule 5 (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not applicable, during the year under review.

Further, Company did not have any holding or subsidiary company therefore receipt of the commission or remuneration from holding or subsidiary company of the company as provided under section 197 (14) of Companies Act, 2013 is not applicable.

#### 22. REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS

As per Regulation 34(3) read with Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report.

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

#### 23. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a whistle blower policy to report genuine concerns or grievances. The details of establishment of the reporting mechanism are disclosed on the web link of the Company:- [http://www.midindiaindustries.com/images/513455522\\_Whistle\\_Blower\\_Policy.pdf](http://www.midindiaindustries.com/images/513455522_Whistle_Blower_Policy.pdf).

No Person has been denied access to the Audit Committee.

#### 24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

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

#### 25. AUDITORS

##### 25.1 SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. L.N. Joshi & Company, Practicing Company Secretary, as a Secretarial Auditor of the company. The Secretarial Audit report is annexed as ANNEXURE-C and forms an integral part of this Report.

#### EXPLANATION TO SECRETARIAL AUDITOR'S REMARKS:

With respect to the observation of the Secretarial Auditor, the Board replies hereunder:

Fine of Rs. 217120/- was imposed by Bombay Stock Exchange Limited w.r.t Non-compliance in Constitution of Nomination & Remuneration Committee.



Company was in receipt of letter from Bombay Stock Exchange w.r.t Non-Compliance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that Chairperson of Listed Entity shall not be the Chairperson of Nomination & Remuneration Committee. In response to the same the Company had given explanation that Shri Rakesh Kumar Jain, Chairperson of Nomination and Remuneration Committee is not the Chairperson of the Company. In absence of Shri Sanjay Singh, Managing Director of the Company, Shri Rakesh Kumar Jain is elected as the Chairperson in Board Meeting only. Therefore, company has not violated the provisions of Regulation 19 of SEBI (LODR), Regulations, 2015.

#### 25.2 STATUTORY AUDITOR

M/s C Lasod & Associates, Chartered Accountants (Firm Registration No. 006842C) were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 27th September, 2016, for a term of five consecutive years. Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, amending Section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence your Company has not proposed ratification of appointment of M/s C Lasod & Associates, Chartered Accountants at the forthcoming AGM.

#### EXPLANATION TO AUDITOR'S REMARKS:

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

Further, there was no fraud in the Company, which was required to be reported by Statutory Auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

#### 25.3 COST AUDITOR

The Company does not fall within the provisions of section 148 of Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014, therefore no such records are required to be maintained and company was not required to appoint Cost Auditor for the Financial year 2018-19.

#### 25.4 INTERNAL AUDITOR

The Board has appointed M/s. Kaushal & Agrawal, Chartered Accountants, Indore, as Internal Auditor of the company and takes his suggestions and recommendations to improve and strengthen the internal control systems. His scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

#### 26. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. The Code is posted on Company's website at the web link: [http://www.midindiaindustries.com/images/pdf/code\\_of\\_conduct/Code%20of%20Conduct%20for%20BOD%20&%20KMP.pdf](http://www.midindiaindustries.com/images/pdf/code_of_conduct/Code%20of%20Conduct%20for%20BOD%20&%20KMP.pdf). All Board members and senior management personnel have confirmed compliance with the Code. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

#### 27. MD/CFO CERTIFICATION

As required under Regulation 17(8) of the Listing Regulations, the Managing Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2019 and same was reviewed by the Board of Directors and is annexed to the Corporate Governance Report.

#### 28. CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES

On December 31, 2018, Securities and Exchange Board of India amended the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In line with the amendments, the Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives & Connected Persons under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

#### 29. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

#### 30. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred during the financial year to which the financial statements relate at the date of this Board's report.

#### 31. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of





operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

### 32. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place of an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

### 33. LISTING OF SHARES

Company shares are listed on Bombay Stock Exchange Limited only. The company has paid annual listing fee for financial year 2018-19.

### 34. INSURANCE

The Company's assets are adequately insured against the loss of fire and other risk, as consider necessary by the Management from time to time. The Company has also taken insurance cover for any claims/losses arising out of its core business of manufacture of textile.

### 35. BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2019.

### 36. DEPOSITORY SYSTEM

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid. The Company has paid the annual custodian fee to respective depositories.

### 37. INDUSTRIAL RELATIONS

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review. Your Directors record their appreciation for all the efforts, support and co-operation of all employees extended from time to time.

### 38. ACKNOWLEDGMENT

The Board of Directors wish to place on record its appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the employees, investors, stakeholders, Banks and other regulatory authorities.

Place: Indore  
Date: 12th August, 2019

For and on behalf of the Board of Directors  
MID INDIA INDUSTRIES LIMITED

Sanjay Singh  
Managing Director  
DIN: 01548011

Rakesh Kumar Jain  
Director  
DIN: 01548417



Annexure-A Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**  
As on the financial year ended on 31st March, 2019  
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

i) CIN	L17124MP1991PLC006324
ii) Registration Date	19/03/1991
iii) Name of the Company	MID INDIA INDUSTRIES LIMITED
iv) Category / Sub-Category of the Company	Listed Public Company limited by shares/Indian Non-government Company
v) Address of the Registered office and contact details	Textile Mill Area, Station Road, Mandsaur (M.P.)-458001 Tel.: 07422 234999 Email id: csmidindia@gmail.com website: www.midindiaindustries.com
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. (SEBI Reg. No. INR000000767) Plot No. 60, Electronic Complex, Pardeshipura, Indore-452010 (M.P.) Tel.: 0731-4065799/97, Fax: 0731-4065798 E-mail: ankit_4321@yahoo.com, Web.: www.ankitonline.com

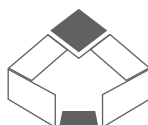
**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of Main Products/Services	NIC Code of The Product/service	% total turnover of the company
1.	Manufacture of thread, including thread ball making	13941	87.24%
2.	Trading of Textile Products	46411	11.42%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
-	-	-	-	-	-



**Mid India Industries Limited**

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

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01st April 2018)				No. of Shares held at the end of the year (As on 31st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	6352004	0	6352004	38.97%	7125454	0	7125454	43.71%	4.74%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1446500	0	1446500	8.87%	1173000	0	1173000	7.20%	(1.67%)
e) Banks / FI									
f) Any Other									
Sub-total (A) (1):-	7798504	0	7798504	47.84%	8298454	0	8298454	50.91%	3.07%
(2) Foreign									
a) NRIs-Individuals									
b) Other-Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other									
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1)+(A) (2)	7798504	0	7798504	47.84%	8298454	0	8298454	50.91%	3.07%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	200	40600	40800	0.25%	200	40600	40800	0.25%	0.00%
c) Central Govt									
d) State Govt(s)	0	500000	500000	3.07%	0	0	0	0.00%	(3.07%)
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B) (1):-	200	540600	540800	3.32%	200	40600	40800	0.25%	(3.07%)



2. Non-Institutions									
a) Bodies Corp.									
i) Indian	186083	428600	614683	3.77%	180980	428600	609580	3.74%	(0.03%)
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1351649	4022070	5373719	32.97%	1411790	3933270	5345060	32.79%	(0.18%)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	624594	680100	1304694	8.00%	827797	560200	1387997	8.52%	0.52%
c) Others (NRI & OCB) Clearing Member	75300 100	592200 0	667500 100	4.10% 0.0%	33389 20	584700 0	618089 20	3.79% 0.0%	(0.31%) 0.00%
Sub-total (B) (2):-	2237726	5722970	7960696	48.84%	2453976	5506770	7960746	48.84%	0.00%
Total Public Shareholding (B)= (B)(1)+ (B)(2)	2237926	6263570	8501496	52.16%	2454176	5547370	8001546	49.09%	(3.07%)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	10036430	6263570	16300000	100	10752630	5547370	16300000	100	0

## (ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ranchhod Prasad Laxmi narayan Ganediwal HUF	3757300	23.05%	0	3757300	23.05%	0	0
2	Ganediwal Finance & Leasing Pvt. Ltd.	1173000	7.20%	0	1173000	7.20%	0	0
3	Ranchhod Prasad Ganediwal	906126	5.56%	0	906126	5.56%	0	0
4	Pradeep Ganediwal	695000	4.26%	0	1195000	7.33%	0	3.07%
5	Pradyumn Ganediwal	515630	3.16%	0	789130	4.84%	0	1.68%
6	Indira Ganediwal	300000	1.84%	0	300000	1.84%	0	0
7	Mid India International Limited	273500	1.68%	0	0.00	0.00%	0	(1.68%)



8	Priti Ganediwal	95000	0.58%	0	95000	0.58%	0	0
9	Sushila Devi Ganediwal	50000	0.31%	0	50000	0.31%	0	0
10	Krishna Das Agrawal	7898	0.05%	0	7898	0.05%	0	0
11	Nirmal Agrawal	10600	0.06%	0	10600	0.06%	0	0
12	Kanta Bai Agrawal	10000	0.06%	0	10000	0.06%	0	0
13	Ritu Agrawal	4400	0.03%	0	4400	0.03%	0	0
14	Shankar Prasad Mansinghka	50	0.00%	0	0	0.00%	0	0
	<b>Total</b>	<b>7798504</b>	<b>47.84%</b>	<b>0</b>	<b>8298454</b>	<b>50.91%</b>	<b>0</b>	<b>3.07%</b>

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

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year				
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company			
	At the beginning of the year	7798504	47.84%	7798504	47.84%			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Details of date of wise increase /decrease given Below		8298454	50.91%			
	At the End of the year	8298454	50.91%	8298454	50.91%			
S. No.	Name of Promoter	Shareholding		Date wise increase / decrease in Promoter's Shareholding	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning/end of the year	% of total shares of the company				No. of Shares	% of total share of the company
1	Pradeep Ganediwal	695000	4.26%		-	-	695000	4.26%
	-	-	-	08.02.2019	500000	Purchase	1195000	7.33%
	At the end of the year (31.03.2019)	1195000	7.33%		-	-	1195000	7.33%
2	Pradyumn Ganediwal	515630	3.16%		-	-	515630	3.16%
	-	-	-	22.03.2019	273500	Inter-se Transfer	789130	4.84%
	At the end of the year (31.03.2019)	789130	4.84%		-	-	789130	4.84%
3	Mid India International Limited	273500	1.68%		-	-	273500	1.68%
	-	-	-	22.03.2019	-273500	Inter-se Transfer	0	0.00
	At the end of the year (31.03.2019)	0	0.00		-	-	0	0.00
4	Shankar Prasad Mansinghka	50	0.00		-	-	50	0.00
	-	-	-	28.09.2018	-50	Sale	0	0.00
	At the end of the year (31.03.2019)	0	0.00		-	-	0	0.00

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

S. No.		Shareholding at the beginning of the year (as on 01/04/2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	GIRDHARI SAGARMAL BIYANI At the beginning of the year	239300	1.47%	239300	1.47%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	239300	1.47%
	At the End of the year ( or on the date of separation, if separated during the year)	239300	1.47%	239300	1.47%
2	Florence Securities Private Limited At the beginning of the year	118963	0.73%	118963	0.73%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	118963	0.73%
	At the End of the year ( or on the date of separation, if separated during the year)	118963	0.73%	118963	0.73%
3	Sara Resinous Chemicals Pvt. Ltd. At the beginning of the year	108500	0.67%	108500	0.67%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	108500	0.67%
	At the End of the year ( or on the date of separation, if separated during the year)	108500	0.67%	108500	0.67%
4	Shri Omprakash Khandelwal At the beginning of the year	104200	0.64%	104200	0.64%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	104200	0.64%
	At the End of the year ( or on the date of separation, if separated during the year)	104200	0.64%	104200	0.64%





5	Ameera Vinod Shah At the beginning of the year	90000	0.55%	90000	0.55%			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	90000	0.55%			
	At the End of the year ( or on the date of separation, if separated during the year)	90000	0.55%	90000	0.55%			
6	Roopshri Finvest Pvt. Ltd. At the beginning of the year	88000	0.54%	88000	0.54%			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	88000	0.54%			
	At the End of the year ( or on the date of separation, if separated during the year)	88000	0.54%	88000	0.54%			
7	Ajay Gupta At the beginning of the year	84745	0.52%	84745	0.52%			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	(Date wise Increase / Decrease details given below )		85243	0.52%			
	At the End of the year ( or on the date of separation, if separated during the year)	85243	0.52%	85243	0.52%			
	Ajay Gupta	84745	0.52%	01.04.2018	-	-	84745	0.52%
	-	-	-	04.05.2018	300	Purchase	85045	0.52%
	-	-	-	11.05.2018	198	Purchase	85243	0.52%
	At the end of the year (31.03.2019)	85243	0.52%	-	-	-	85243	0.52%
8	Sourabh Hemraj Bora At the beginning of the year	67900	0.41%	67900	0.41%			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	67900	0.41%			
	At the End of the year ( or on the date of separation, if separated during the year)	67900	0.41%	67900	0.41%			



9	Kosha Investment Ltd At the beginning of the year	64900	0.40%	64900	0.40%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	64900	0.40%
	At the End of the year ( or on the date of separation, if separated during the year)	64900	0.40%	64900	0.40%
10	NGL Fine-Chem Ltd. At the beginning of the year	62800	0.39%	62800	0.39%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	62800	0.39%
	At the End of the year ( or on the date of separation, if separated during the year)	62800	0.39%	62800	0.39%

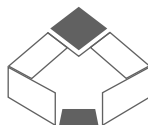
## (v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sanjay Singh (Managing Director)				
	At the beginning of the year	2900	0.02%	2900	0.02%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	2900	0.02%
	At the End of the year	2900	0.02%	2900	0.02%
2	Pradeep Kumar Ganediwal (Non Executive Director)*				
	At the beginning of the year	695000	4.26%	695000	4.26%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	500000 (Increase as on 08.02.2019 due to Purchase of shares off-market)	3.07%	1195000	7.33%
	At the End of the year	1195000	7.33%	1195000	7.33%

Shri Pradeep Kumar Ganediwal has given resignation from the post of Directorship of the Company w.e.f. 31st May, 2019



3 Aneet Jain (Independent Director)		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	200	0.001%	200	0.001%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	200	0.001%
	At the End of the year	200	0.001%	200	0.001%
4 Rakesh Kumar Jain (Independent Director)		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	27600	0.17%	27600	0.17%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	27600	0.17%
	At the End of the year	27600	0.17%	27600	0.17%
5 Deepika Gandhi (Independent Director)		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
6 Om Prakash Dhanotiya (Chief Financial officer)		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	25000	0.15%	25000	0.15%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	25000	0.15%
	At the End of the year	25000	0.15%	25000	0.15%



7	Mr. Shailendra Agrawal (Company Secretary)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Change in Indebtedness during the financial year				
· Addition	Nil	Nil	Nil	Nil
· Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Sanjay Singh (Managing Director)	
1.	Gross salary		



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

## B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors			Total Amount
	Rakesh Jain	Aneet Jain	Deepika Gandhi	
1. Independent Directors				
· Fee for attending board committee meetings	Nil	Nil	Nil	Nil
· Commission				
· Others, please specify				
Total (1)	Nil	Nil	Nil	Nil
2. Other Non-Executive Directors (Pradeep Kumar Ganediwal)				
· Fee for attending board committee meetings	Nil	Nil	Nil	Nil
· Commission				
· Others, please specify				
Total (2)	Nil	Nil	Nil	Nil
Total (B)=(1+2)	Nil	Nil	Nil	Nil
Total Managerial Remuneration	Nil	Nil	Nil	Nil
Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Shailendra Agrawal (CS)	Om Praksh Dhanotiya (CFO)	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	6,00,000/-	2,92,320/-	8,92,320/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil



2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	6,00,000/-	2,92,320/-	8,92,320/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil

Place: Indore  
Date: 12th August, 2019

For and on behalf of the Board of Directors  
MID INDIA INDUSTRIES LIMITED

Sanjay Singh  
Managing Director  
DIN: 01548011

Rakesh Kumar Jain  
Director  
DIN: 01548417



Mid India Industries Limited



## Annexure B

## Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(I). The Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year: Not applicable, as none of the director is receiving any remuneration from Company.

(II). The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2018-19 is as follows:

S.No	Name of Person	Designation	% Increase in Remuneration
1.	Sanjay Singh	Managing Director	Nil
2.	Pradeep Kumar Ganediwal*	Director	Nil
3.	Aneet Jain	Independent Director	Nil
4.	Rakesh Kumar Jain	Independent Director	Nil
5.	Deepika Gandhi	Independent Director	Nil
6.	Omprakash Dhanotiya	CFO	18.48%
7.	Shailendra Agrawal	Company Secretary	3.63%

\*Shri Pradeep Kumar Ganediwal resigned from the post of Directorship of the Company w.e.f 31st May, 2019

Note: None of the Director is receiving any remuneration/sitting fee/commission, hence no comments are required.

(III). The Percentage increase in the median remuneration of all employees in the financial year:

During the year there was increase of 295% in the median remuneration of all employees in comparison to previous year. Since the number of employees had reduced to 5 as compared to 247 employees in previous year.

(IV). The Number of permanent employees on the rolls of the Company: 5 (Five)

(V). Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

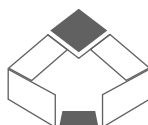
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is 238.28%. Since the number of employees had reduced to 5 as compared to 247 employees in previous year. Further, no remuneration was given to managerial personnel's hence comparison of increase in remuneration of employees with increase in remuneration of managerial personnel's were not applicable.

(VI). Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per remuneration policy of the Company.

(VII). Statement showing name of top ten employees in terms of remuneration drawn as per sub rule 3 of Rule 5 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time:-

Name	Shailendra Agrawal	Bhawani Shankar Soni	Omprakash Dhanotiya	Chatar Singh Pawar	Mahipal Singh Sisodiya
Designation of the employee	Company Secretary	Manager	CFO	Driver	Driver
Remuneration received	600000	302412	292320	144000	126000



Nature Of Employment, Whether Contractual Or Otherwise	Otherwise	Otherwise	Otherwise	Otherwise	Otherwise
Qualifications and experience of the employee	CS – 9 Years	B.A. & 39 years	M.Com & 27 years	12th & 37 years	12th & 28 year
Date Of Commencement of Employment	30.05.2014	17.05.1993	12.08.2014	01.08.1996	01.04.2012
The age of such employee	39	60	51	58	49
The last employment held by such employee before joining the company	Flexituff International Limited	B.K. Costing Pvt. Ltd.	Mid India International Limited	Mid India International Limited	Vatsalya Public School, Mandasaur
The percentage of equity shares held by the employee in the company with in the meaning of clause (iii) of sub rule (2) of Rule 5	0	0.17%	0.15%	0.00	0.00
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	N.A.	N.A.	N.A.	N.A.	N.A.



Annexure - C Form No. MR-3

**SECRETARIAL AUDIT REPORT**  
**For the financial year ended on 31st March, 2019**  
 [Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
 (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
 The Members,  
 MID INDIA INDUSTRIES LIMITED  
 CIN: L17124MP1991PLC006324

Registered Office:  
 Textile Mill Area, Station Road, Mandsaur (M.P.)-458001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MID INDIA INDUSTRIES LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering 1st April, 2018 to 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by MID INDIA INDUSTRIES LIMITED for the financial year ended on 31st March, 2019 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.; (not applicable to the company during the audit period);
- (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the company during the audit period);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (not applicable to the company during the audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the company during the audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the company during the audit period);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the company during the audit period);
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from the time to time.
- (vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company on test check basis. The laws, regulations, directions, orders applicable specifically to the Company are as follows:
  - a) Textile Committee Act, 1963
  - b) Textiles (Development and Regulation) Order, 2001
  - c) Textiles (Consumer Protection) Regulations, 1988



**Mid India Industries Limited**

d) Essential Commodities Act, 1955

I have also examined compliance with the applicable clauses of Secretarial Standards on Meeting of Board of Directors(SS-1) and Secretarial Standards on General Meetings(SS-2) issued by The Institute of Company Secretaries of India.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws), Accounting Standard, since the same have been subject to review and audit by the Statutory Auditors of the Company.

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

Fine of Rs. 217120/- was imposed by Bombay Stock Exchange Limited w.r.t Non-compliance in Constitution of Nomination & Remuneration Committee. However, Company had submitted Explanation to the Stock Exchange that there was no such non-compliance in Constitution of Nomination & Remuneration Committee.

I 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. During the year under review there were no changes in the composition of Board of Directors.

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

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

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

I further report that during the year under review, the company has not undertaken event/action having a major bearing in the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Indore  
Date: 12.08.2019

For L. N. Joshi & Company  
Company Secretaries

L. N. Joshi  
Proprietor  
FCS: 5201; C P No. 4216

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.



## ANNEXURE to Secretarial Audit Report

To,  
The Members,  
MID INDIA INDUSTRIES LIMITED  
CIN: L17124MP1991PLC006324

Registered Office:  
Textile Mill Area, Station Road, Mandsaur (M.P.)-458001

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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.

Place: Indore  
Date: 12.08.2019

For L. N. Joshi & Company  
Company Secretaries

L. N. Joshi  
Proprietor  
FCS: 5201; C P No. 4216



**Mid India Industries Limited**

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENT

The textile industry has voiced alarm over the consistent fall in cotton yarn exports in the last three months due to sharp decline in demand in importing countries. Considering the large-scale investment in the spinning sector and sluggish demand in the domestic markets, this may lead to closure of several spinning units in the near future

### OPPORTUNITIES AND THREATS

Due to huge accumulated losses company has stopped manufacturing process and leased out Factory, Plant & Machinery of the Company for the purpose of generation of Revenue owing to market situation and uncertain cash flows from the business. However, Company is planning diversify its business activity & enter into Real Estate business.

### INDUSTRY OUTLOOK

India Ratings has maintained a stable outlook for the textile sector for 2019-20 following strong domestic demand, waning impact of the disruptions due to GST and demonetisation and rising exports aided by a weak rupee.

### RISKS AND CONCERNS

India continues to experience headwinds in the form of intense competitive pressures from nations having a cost advantage over India, which seem to be constraining the overall momentum of the export sector of India. Steps taken by the Government of India to address the challenges, will remain crucial for a broad-based recovery across the sector.

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company's internal control/supervisory system is established to ensure that the board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of company's shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligations, unauthorized business activities.

### HUMAN RESOURCES

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them. As on 31st March, 2019, Company had five employees.

### DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

### DETAILS OF SIGNIFICANT CHANGES IN THE KEY RATIOS

As per the amendment made under Schedule V to the Listing Regulations read with Regulation 34(3) of the Listing Regulations, details key financial ratios and any changes in return on net worth of the Company are given below:

Particulars	2018-19	2017-18	Change
Debtors' turnover	0.11	0.13	-16.19%
Inventory turnover	0.05	0.10	-46.40%
Interest coverage ratio	0.00	0.00	0.00
Current ratio	0.28	0.53	-46.79%
Debt-Equity ratio	0.15	0.19	-21.60%
Operating profit margin (%)	-0.12	-0.19	-36.22%
Net profit margin (%) or sector-specific equivalent ratio as applicable	-0.12	-0.19	-0.36

Reason for change of 25% or more in Financial Ratios:

Inventory turnover: Company had sold out whole inventory; thus inventory was Nil on 31.03.2019. Hence, Change of -46.40% is reflected in Inventory Turnover.

Current Ratio: Due to Nil Inventory, Change of -46.90% has been reflected.



**Mid India Industries Limited**



DETAILS OF CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR:

There is Change of -106.82% in Return of Net Worth as compared to previous Financial Year Due to Accumlated Losses as a result of which Net worth of the Company has become Negative

CAUTIONARY STATEMENT

*Statements in the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could influence the Company's operations include competition, government policies and regulations.*



## REPORT ON CORPORATE GOVERNANCE

The Directors present the Report on compliance with the Corporate Governance provisions as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") for the year ended March 31, 2019 is given below:

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care. The Company has complied with all the requirements of listing regulation and listed below is the status with regard to same.

### II. BOARD OF DIRECTORS

The Company is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). As on March 31, 2019, the Company had five directors. The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013 ("the Act").

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

The Board of your Company comprises of Five Directors as on 31st March, 2019. The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited companies (as specified in Section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director in any listed company (as specified in Regulation 25 of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

### A. COMPOSITION AND CATEGORIES OF BOARD

Name of Director	Category	No. of Directorship including Mid India Industries Limited		No. of Committee Chairmanship /Membership including Mid India Industries Limited	
		Chairman	Member	Chairman	Member
Shri Sanjay Singh (DIN: 01548011)	Managing Director	-	1	-	-
Shri Pradeep Kumar Ganeadwal (DIN: 00020385)*	Promoter Non Executive Director	-	2	-	-
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	-	1	-	2
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director	-	1	2	2
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	-	1	-	2

\*Shri Pradeep Kumar Ganeadwal has given resignation from the post of Directorship of the Company w.e.f. 31st May, 2019



Mid India Industries Limited

- Directorship excludes Private Limited Companies (except subsidiary of holding company), Foreign Companies and Companies Registered under Section 8 of the Companies Act 2013.
- Committee considered as Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee membership(s) and Chairmanship(s) are counted separately.

**B. THE NAMES OF OTHER LISTED ENTITIES WHERE THE DIRECTORS HAVE DIRECTORSHIP AND THEIR CATEGORY OF DIRECTORSHIP IN SUCH LISTED ENTITIES:**

Name of Directors	Name of Listed Entities	Category of Directorship
Shri Sanjay Singh (DIN: 01548011)	Nil	N.A.
Shri Pradeep Kumar Ganediwal (DIN: 00020385)*	Nil	N.A.
Shri Aneet Jain (DIN: 00380080)	Nil	N.A.
Shri Rakesh Kumar Jain (DIN: 01548417)	Nil	N.A.
Smt. Deepika Gandhi (DIN: 07017162)	Nil	N.A.

*\*Shri Pradeep Kumar Ganediwal has given resignation from the post of Directorship of the Company w.e.f. 31st May, 2019.*

**C. ATTENDANCE OF DIRECTORS AT THE BOARD MEETINGS HELD DURING 2018-19 AND THE LAST ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2018:**

During the year Seven Board Meetings were held in the Financial Year 2018-19. The Board met at least once in every calendar quarter and gap between two meetings did not exceed 120 days. The date on which the Board Meetings were held are:

May 10th 2018, May 30th 2018, August 13th 2018, August 27th 2018, November 13th 2018, January 28th 2019 & February 12th 2019.

Name of Director	Category	Meeting held during the tenure of the Director	Meeting attended	Attendance at the last AGM held on 29.09.2018
Shri Sanjay Singh (DIN: 01548011)	Managing Director	7	4	Yes
Shri Pradeep Kumar Ganediwal* (DIN: 00020385)	Promoter Non Executive Director	7	5	No
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	7	7	Yes
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director	7	7	Yes
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	7	7	No

*\*Shri Pradeep Kumar Ganediwal has given resignation from the post of Directorship of the Company w.e.f. 31st May, 2019.*

**D. BOARD PROCEDURE**

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s).

The Board also, inter alia, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment



and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non compliances, review of major legal issues, minutes of the Committees of the Board, approval of quarterly/half-yearly/annual results, transactions pertaining to purchase/disposal of property(ies), major accounting Provisions and write-offs, material default in financial obligations, if any and information on recruitment of Senior Officers just below the Board level etc.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

Apart from Board members and the Company Secretary, the Board and Committee Meetings are generally also attended by the Chief Financial Officer and wherever required the Heads of various corporate functions.

#### E. CONFIRMATION OF INDEPENDENT DIRECTORS:

The Company has received disclosures from all independent directors that they fulfilled Conditioned specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and were independent of the management. After undertaking a due assessment of their disclosures, in the opinion of the Board of Directors, all the independent directors fulfilled the requirements of the Companies Act, 2013 and the Listing Regulations and were independent of the management of the Company.

#### III. RELATIONSHIP BETWEEN DIRECTORS

There is no inter-se relationship among the directors.

#### IV. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS AS ON 31ST MARCH, 2019:

S.No	Name of Director	No. of Equity Shares	Convertible Instruments
1.	Shri Pradeep Kumar Ganediwal (DIN:00020385)*	1195000	Nil
2.	Shri Aneet Jain (DIN:00380080)	200	Nil
3.	Shri Rakesh Kumar Jain (DIN:01548417)	27600	Nil
4.	Smt. Deepika Gandhi (DIN:07017162)	Nil	Nil

\*Shri Pradeep Kumar Ganediwal has given resignation from the post of Directorship of the Company w.e.f. 31st May, 2019.

The Company had not issued any Convertible instrument till date.

#### V. THE DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

Your Company has in place Familiarization Programs for Independent Directors of the Company to provide insights into the Company's Business to enable them contribute significantly to its success. The Senior Management makes presentations periodically to familiarize the Independent Directors with the strategy operations and functions of the Company. The details of the familiarization program of the independent directors are available on the website of the Company at the web link:  
<http://www.midindiaindustries.com/images/FamiliarisationProgrammesFY2018-19.pdf>

#### VI. MATRIX OF SKILL/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS:

In terms of the requirements of the SEBI Listing Regulations, the Board has identified and approved the list of core skills/expertise/competencies as required in the context of Company's business(es) and sector(s) for it to function effectively. Broadly, the essential skills identified by the Board are categorized as under:

Skill Area	Description
Understanding of Business	Sufficient understanding and knowledge of the Company and the business/sector in which it operates.
Strategy and Planning	Contribution to new ideas/insights on business issues raised by Management.
	Providing thoughtful and constructive feedback to Management.
	Anticipating new issues that Management and the Board should consider.
	Demonstration of highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)



Law	Knowledge of legal/regulatory framework/affairs
Financial Knowledge	Proficiency in review of financial statements.
Technical Knowledge	Technical knowledge of the business of the Company.
Commitment and Integrity	Adequate commitment to the Board and the Company

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.

#### VII. INDEPENDENT DIRECTORS MEETING

Pursuant to the Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the independent directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, meeting of the Independent Directors of the Company was held on 18th March, 2019 to consider the following business as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013:-

- Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and;
- Assess the quality, quantity and timelines of flow of information between the company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

#### Attendance of Independent Directors in Independent Director's meeting

Directors	Meetings held during the Year	Meetings Attended
Shri Rakesh Kumar Jain (DIN:01548417)	1	1
Shri Aneet Jain (DIN:00380080)	1	1
Smt. Deepika Gandhi (DIN:07017162)	1	1

#### VIII. AUDIT COMMITTEE

Pursuant to the Companies Act, 2013 and Listing Regulations, the Company has an Independent Audit Committee. The Composition, Procedure, Role/Function of the committee complies with the requirements of the Companies Act, 2013 as well as those of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee reviews all applicable mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI (LODR) Regulations, 2015. The brief terms of reference of the Audit Committee includes the following:-

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;



- (12) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (13) Discussion with internal auditors of any significant findings and follow up there on;
- (14) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (15) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (16) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (17) To review the functioning of the whistle blower mechanism;
- (18) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (19) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- The Audit Committee mandatorily reviews the following information:
- (1) Management Discussion and Analysis of financial condition and results of operations;
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- (4) Internal audit reports relating to internal control weaknesses; and
- (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) Statement of deviations:
- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Composition and Attendance of Members at the Meetings of the Audit Committee held during 2018-19.

During the year the committee met on four occasions during the year on following dates namely:

May 30th 2018, August 13th 2018, November 13th 2018 & February 12th 2019.

Members	Category	Meetings held during the year	Meetings Attended
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director	4	4
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	4	4
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	4	3

All the members of the committee, including Chairman are independent director. All the members of the committee are financial literate and possess accounting and related financial management expertise.

The Chairman of the Audit Committee Shri Rakesh Kumar Jain was present at 27th Annual General Meeting held on 29th September, 2018 to address the shareholder's queries pertaining to Annual Accounts of the Company.

#### IX. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the Companies Act, 2013 and SEBI Listing Regulations, the Company has a Nomination and Remuneration Committee. All the members of the committee, including committee Chairman are independent director. The Composition, Procedure, Role/Function of the committee complies with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations are given below:-

##### 1. Brief Terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.



## 2. Composition and Attendance of Members at the Meetings of the Nomination and Remuneration Committee held during 2018-19:

During the year the committee met on one occasion as on August, 27th 2018.

Members	Category	Meetings held during the year	Meetings Attended
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director	1	1
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	1	1
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	1	1

As per Section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Shri Rakesh Kumar Jain was present at the 27th Annual General Meeting of the Company held on 29th September, 2018 to answer members' queries.

## 3. Performance evaluation criteria of Independent Directors:

The performance evaluation criterion for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director; commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

The evaluation of independent directors is done by the entire board of directors which includes -

- (a) Performance of the directors; and
  - (b) Fulfilment of the independence criteria as specified in these regulations and their independence from the management:
- Provided that in the above evaluation, the directors who are subject to evaluation do not participate.

## 4. Nomination and Remuneration Policy:

In accordance with Section 178 of the Act, the Committee has framed a Nomination and Remuneration Policy and the same is available on the website of the company at the web-link:

[http://www.midindiaindustries.com/images/Nomination\\_and\\_Remuneration\\_policy\\_midindia\\_2.pdf](http://www.midindiaindustries.com/images/Nomination_and_Remuneration_policy_midindia_2.pdf)

The details relating to the remuneration of Directors is as under:

## 5. Remuneration Paid to Directors during 2018-19

During the year 2018-19 no remuneration paid to any director of the company.

- No Sitting Fees was paid to any Director of the Company during the financial year
- The company has not provided any bonuses/stock options/pension etc. to its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.

## X. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee looks into grievances of shareholders regarding transfer of Equity Shares/transmission of Equity Shares and other allied connected matters and redresses them expeditiously in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.

1. The role of the committee shall inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.





## 2. Composition and Attendance of Members at the Meetings of the Stakeholders Relationship Committee held during 2018-19:

During the year the committee met on Five occasions during the year on following dates namely:

May 30th 2018, August 13th 2018, November 13th 2018, December 27th 2018 & February 12th 2019.

Members	Category	Meetings held during the year	Meetings Attended
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director	5	5
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	5	5
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	5	4

All the members of the committee, including Chairman are independent director.

As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Shri Rakesh Kumar Jain Non executive Independent Director of the Company was present at the 27th Annual General Meeting of the Company held on 29th September, 2018.

## 3. Name, designation and address of Compliance Officer:-

Mr. Shailendra Agrawal, Company Secretary and Compliance officer  
Mid India Industries Limited  
405, Princess Centre, 6/3, New Palasia,  
Indore-452003 (M.P.)  
Tel. 0731-2530916, 2433231  
Email id- csmidindia@gmail.com  
Website: www.midindiaindustries.com

## 4. Status Report of investor queries and complaints for the period from April 1, 2018 to March 31, 2019 is given below:

S.No.	Particulars	No. of Complaints
1.	Investor complaints pending at the beginning of the year	Nil
2.	Investor complaints received during the year	48
3.	Investor complaints disposed of during the year	48
4.	Investor complaints remaining unresolved at the end of the year	Nil

## XI. RISK MANAGEMENT

The Company is not required to constitute risk management committee. However the company has a well defined risk management framework in place. The risk management framework is at various levels across the Company.

## XII. GENERAL BODY MEETINGS

## (i) Location and time of last Three AGM's held:

Financial Year	Location	Date	Time
2017-18 – 27th Annual General Meeting	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001	29.09.2018	2.00 P.M.
2016-17 – 26th Annual General Meeting	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001	20.09.2017	2.00 P.M.
2015-16 – 25th Annual General Meeting	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001	27.09.2016	2.00 P.M.



(ii) Special resolutions were passed in last three Annual General Meetings

Following special resolutions were passed in last three Annual General Meetings

– Re-appointment of Shri Aneet Jain (DIN: 00380080)) as Independent Director of the Company in 27th Annual General Meeting held on 29.09.2018.

– Re-appointment of Shri Rakesh Kumar Jain (DIN: 01548417) as Independent Director of the Company in 27th Annual General Meeting held on 29.09.2018.

(iii) Special Resolution(s) passed through Postal Ballot:

No resolutions were passed by postal ballot in last three years.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

(iv) Extra-ordinary General Meeting

During the Financial Year 2018-19, no Extra-Ordinary General Meeting was held.

#### XIII. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:

On December 31, 2018, Securities and Exchange Board of India amended the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In line with the amendments, the Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives & Connected Persons under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website at [http://www.midindiaindustries.com/images/Fair\\_Disclosure\\_of\\_UPSI.pdf](http://www.midindiaindustries.com/images/Fair_Disclosure_of_UPSI.pdf)

#### XIV. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis is a part of the Annual report and annexed separately.

#### XV. DISCLOSURE REGARDING APPOINTMENT/RE-APPOINTMENT OF DIRECTORS:

Brief resume(s) of the Directors proposed to be appointed/re-appointed are given in the Notice convening the Annual General Meeting in separate annexure.

#### XVI. MEANS OF COMMUNICATIONS:

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website: [www.midindiaindustries.com](http://www.midindiaindustries.com)

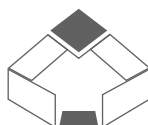
The quarterly, half-yearly and annual financial results are published in widely circulated newspapers such as Free Press (English) & Choutha Sansar & Navshakti (Hindi) in compliance with Regulation 47 of the Listing Regulations. These are not sent individually to the shareholders.

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the Listing Regulations including material information having a bearing on the performance/operations of the Company and other price sensitive information. All information is filed electronically on BSE's online portal – BSE Corporate Compliance & Listing Centre (Listing Centre).

The Company's website: [www.midindiaindustries.com](http://www.midindiaindustries.com) contains a separate dedicated section "Investor" where information for shareholders is available. The Quarterly/Annual Financial Results, annual reports, analysts presentations, investor forms, stock exchange information, shareholding pattern, corporate benefits, policies, investors' contact details, etc., are posted on the website in addition to the information stipulated under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The presentation, if any made to the investor/analyst are placed to the company's website.

#### XVII. GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Wednesday 25th September 2019 at 2.00 P.M. Venue of the meeting: Textile Mill Area, Station Road, Mandsaur (M.P.)-458001 Last date for receipt of proxy forms: 23rd September, 2019
Financial Year	The financial year covers the period from 1st April, to 31st March



Financial year reporting for 2019-20: 1st Quarter ending 30th June, 2019 2nd Quarter ending 30th September, 2019 3rd Quarter ending 31st December 2019 4th Quarter ending 31st March, 2020	Second fortnight of August, 2019 Second fortnight of November, 2019 Second fortnight of February, 2020 Before 30th May, 2020
Dividend Payment Date	No Dividend was recommended by the board of the Directors for financial year 31st March, 2019.
Date of Annual Book Closure (Both days inclusive)	Thursday, 19th September, 2019 to Wednesday 25th September, 2019 [Both days inclusive]
Registered Office	Textile Mill Area, Station Road, Mandsaur (M.P.)-458001
Listing on Stock Exchanges	The Bombay Stock Exchange Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 (M.H.)
Listing Fees	Annual Listing Fees for the year up to 2019-20 have been paid to Stock Exchange.
Stock Code – ISIN Code- CIN-	Bombay Stock Exchange Limited (500277) INE401C01018 L17124MP1991PLC006324
Market Price Data: High/Low During each month in the last Financial Year.	As per attached Table-1
Relative Performance of Share Price V/S. BSE Sensex	As per attached Table-2
Suspension of Securities	Nil
Registrar and Transfer Agents (For Physical & Demat Shares)	Ankit Consultancy Pvt. Ltd. SEBI REG. No. INR000000767 60, Electronic Complex, Pardeshipura, Indore- 452010 (M.P.) Tel.:0731-4065799,4065797, Fax: 0731-4065798 Email: ankit_4321@yahoo.com, Web Address:- www.ankitonline.com
Share Transfer System	All the Share transfer received are processed by the Registrar and Share Transfer Agent
Distribution of shareholding as on 31.03.2019	As per attached Table-3
Dematerialisation of Shares & liquidity	1,07,52,630 Shares are Dematerialized (as on 31.03.2019 i.e. 66.06% of total Shares viz.; 1,63,00,000 equity shares
Outstanding GDRs/ADRs/Warrants or any convertible instruments , Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.
Commodity Price Risk or Foreign Exchange Risk and Hedging activities	Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.
Address for correspondence	Shareholders correspondence should be addressed to: Mid India Industries Limited Corporate Office: 405, Princess Centre, 6/3, New Palasia, Indore-452003 (M.P.) Tel. 0731-2530916, 2433231 Email id- csmidindia@gmail.com, website- www.midindiaindustries.com
Plant Location	Textile Mill Area Station Road, Mandsaur (M. P.)



Shareholding Pattern as on 31.03.2019	As per attached Table-4
List of Credit Ratings	During the year under review your Company has not obtained any Credit Rating as the same was not applicable to the company

## XVIII. DISCLOSURES

## (i) Materially Significant Related Party Transactions:

All transactions entered into with related parties under Regulation 23 of the Listing Regulations, during the year under review were on Arm's Length basis and in the ordinary course of Business. There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large.

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through web link: [http://www.midindiaindustries.com/images/Policy\\_of\\_Related\\_Party\\_Transaction.pdf](http://www.midindiaindustries.com/images/Policy_of_Related_Party_Transaction.pdf)

(ii) During the last three years, there were no strictures and penalties imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets.

## (iii) Vigil Mechanism/Whistle Blower Policy

In accordance with Regulations 22 of SEBI (LODR) Regulations, 2015, Company has formulated a Whistle Blower Policy and has established a Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud and any wrong doing or unethical or improper practice. The Company affirms that no personnel have been denied access to the Audit Committee under Vigil Mechanism. Details of Whistle Blower Policy are provided in the Board's Report section of this Annual Report and also made available on the Company's website.

## (iv) Commodity Price Risk or Foreign Exchange Risk and Hedging activities

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.

(v) Company had not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).

## (vi) Mandatory and Non-mandatory requirements:

Your Company has complied with all the applicable requirements of Regulations 17 to 27 and clause (b) to (i) of Regulation 46(2) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the Company has fulfilled the following non-mandatory requirements as prescribed in Schedule II, PART E of Regulation 27(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Chairman is elected in meeting.
- Shareholder's Rights: As the quarterly, half yearly, financial performance are published in the newspapers and are also posted on the Company's website, the same are not mailed to the shareholders
- Modified opinion(s) in audit report: During the year under review, the Auditors have provided an unmodified audit opinion on the financial statements of the Company.
- Reporting of Internal Auditor: In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

## XIX. COMPLIANCE CERTIFICATE BY PRACTICING COMPANY SECRETARY:

The Company has obtained a certificate from Company Secretary in Practice pursuant to the provisions of Regulation 34(3) read with Schedule V Para C Clause (10) (i) of the SEBI (LODR) Regulations, 2015 which is annexed herewith.

## XX. SEXUAL HARASSMENT AT WORKPLACE:

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace to ensure prevention, prohibition and protection against sexual harassment. The policy provides the guidelines for reporting of such harassment and the procedure for resolution & redressal of the complaints of such nature.



Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

S.No.	Particulars	No. of Complaints
a	Number of Complaints filed during the financial year.	Nil
b	Number of Complaints disposed during the financial year.	Nil
c	Number of Complaints pending as on end of financial year.	Nil

#### XXI. FEES PAID TO STATUTORY AUDITOR:

The details of total fees paid by Company to Statutory Auditor on a consolidated basis for all services rendered given below:

Type of Services	For Financial Year Ended 31.03.2019
Audit Fees	75,000
Tax Audit Fees	15,000
Others	-
Total	90,000

#### XXII. DISCLOSURE ON ACCEPTANCE OF RECOMMENDATIONS MADE BY BOARD COMMITTEES:

During the financial year under review various recommendations were made by the Committees to the Board of Directors, which were all accepted by the Board, after necessary deliberations.

#### XXIII. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares in the demat suspense account/unclaimed suspense account.

#### XXIV. CODE OF CONDUCT

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website at the weblink:

[http://www.midindiaindustries.com/images/pdf/code\\_of\\_conduct/Code%20of%20Conduct%20for%20BOD%20&%20KMP.pdf](http://www.midindiaindustries.com/images/pdf/code_of_conduct/Code%20of%20Conduct%20for%20BOD%20&%20KMP.pdf)

A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report. Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

#### XXV. MD & CFO Certification

The Managing Director and the Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Copy of said certificate is annexed with this report.

The Managing Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### XXVI. CERTIFICATE ON CORPORATE GOVERNANCE

The Company Secretary in practice have certified that the Company has complied with the conditions of Corporate Governance as stipulated in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed to this Report.

#### XXVII. OTHER INFORMATIONS:

- Proceeds from public issues, rights issues, preferential issues, etc. - Not Applicable.

- The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the regulation 30 of the SEBI (LODR) Regulations, 2015. The said policy is available on the website of the company at: [http://www.midindiaindustries.com/images/Policy\\_on\\_Disclosure\\_of\\_Material\\_Events\\_Information.pdf](http://www.midindiaindustries.com/images/Policy_on_Disclosure_of_Material_Events_Information.pdf).



- The company has adopted the policy on preservation of documents in accordance with the regulation 9 of the SEBI (LODR) Regulations, 2015. The documents preservation policy is available on the website of the company at: [http://www.midindiaindustries.com/images/Policy\\_for\\_Preservation\\_of\\_Documents.pdf](http://www.midindiaindustries.com/images/Policy_for_Preservation_of_Documents.pdf)

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

Compliance with the Code of Business Conduct and Ethics

I, Sanjay Singh, Managing Director of Mid India Industries Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2019.

Place: Indore  
Date: 12.08.2019

For MID INDIA INDUSTRIES LIMITED  
Sanjay Singh  
(DIN: 01548011)  
Managing Director

TABLE 1- MARKET PRICE DATA  
April, 2018 to March, 2019 at BSE

Month	Apr-18	May-18	June-18	July-18	Aug-18	Sept-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19
High	0.50	0.47	0.43	0.37	0.33	0.33	0.29	0.29	0.29	0.30	0.31	0.32
Low	0.49	0.43	0.37	0.34	0.31	0.30	0.27	0.26	0.29	0.30	0.30	0.30

TABLE 2- RELATIVE PERFORMANCE OF SHARE PRICE V/S. BSE SENSEX

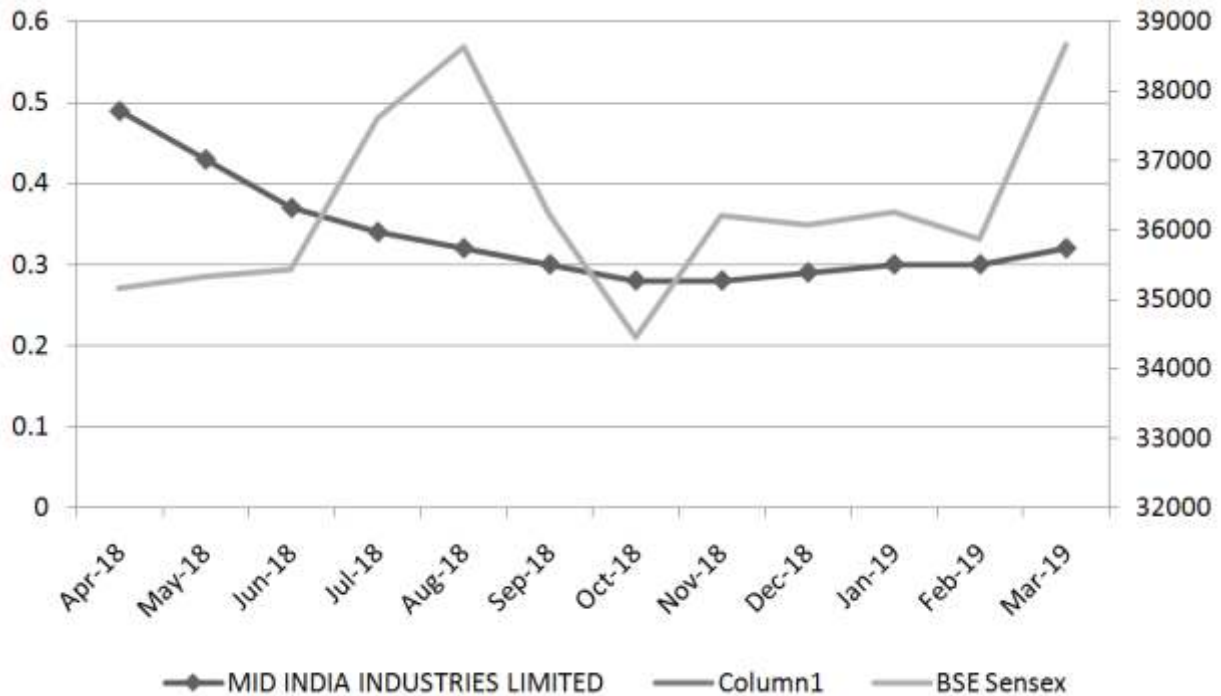


TABLE 3- DISTRIBUTION OF SHAREHOLDING ACCORDING TO SIZE CLASS AS ON 31 MARCH 2019

Category (Shares)	Share holders	% of Total Share holders	Shares	% of Total Shares
Upto-100	7415	46.38	733536	4.50
101-200	4036	25.24	806346	4.95
201-300	935	5.85	279875	1.72
301-400	546	3.41	217698	1.34
401-500	1020	6.38	509684	3.13
501-1000	945	5.91	796709	4.89
1001-2000	677	4.23	1107602	6.80
2001-3000	132	0.83	339248	2.08
3001-4000	74	0.46	262164	1.60
4001-5000	62	0.39	291593	1.78
5001-10000	68	0.43	511287	3.13
10000 ABOVE	78	0.49	10444258	64.08
Total	15988	100.00	16300000	100.00

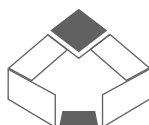


TABLE 4- SHAREHOLDING PATTERN AS AT 31ST MARCH 2019

S. No.	Particulars	No. of Shareholders	No. of Shares	% of holding
(A)	Promoter Holding			
	(a) Individuals	11	7125454	43.71%
	(b) Bodies Corporate	01	1173000	7.20%
	<b>Sub Total (A)</b>	<b>12</b>	<b>8298454</b>	<b>50.91%</b>
(B)	Public shareholding			
1.	Institutions (a) Mutual Funds/UTI (b) Financial Institutions/Banks (c) Foreign Portfolio Investor (d) Insurance Companies (e) Foreign Financial Institution (f) Foreign Mutual Fund	3	40800	0.25%
	<b>Sub Total (B) (1)</b>	<b>3</b>	<b>40800</b>	<b>0.25%</b>
2.	Central Government /State Government(s)/ President Of India			
	<b>Sub Total (B) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>
3.	Non-institutions (a) Bodies Corporate (b) Individuals I. Individual Shareholders holding nominal share capital up to 2 lac II. Individual Shareholders holding nominal share capital in excess of 2 lac (c) Trusts (d) Foreign National (e) Hindu Undivided Family (f) Foreign Companies (g) NRI & OCB & (h) Clearing Member	90 14896 25 961 1	609580 5746403 986654 618089 20	3.74% 35.26% 6.05% 3.79% 0.00%
	<b>Sub Total (B) (3)</b>	<b>15973</b>	<b>7960746</b>	<b>48.84%</b>
	<b>(B) Total Public Shareholding</b>	<b>15976</b>	<b>8001546</b>	<b>49.09%</b>
C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
	<b>Grand Total (A)+(B)+(C)</b>	<b>15988</b>	<b>16300000</b>	<b>100%</b>





## AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of MID INDIA INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by MID INDIA INDUSTRIES LIMITED ('the Company'), for the year ended 31st March 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

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

Place: Indore  
Date: 12th August, 2019

For L. N. Joshi & Company  
Company Secretaries

L. N. Joshi  
Proprietor  
FCS: 5201. C P No. 4216

## MD/CFO CERTIFICATE

To  
The Board of Directors  
Mid India Industries Limited

Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify to the Board of Directors of MID INDIA INDUSTRIES LIMITED that :

A. We have reviewed financial statements prepared based on the Indian Accounting Standards for the financial year ended on 31.03.2019 and that to the best of our knowledge and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards laws and regulations.
- (3) no transactions entered into by the Company during the year ended 31.03.2019 which are fraudulent, illegal or violative of the Company's code of conduct.

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

C. We have indicated to the auditors and the Audit committee about:

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

Place: Indore  
Date: 24th May, 2019

For MID INDIA INDUSTRIES LIMITED

O.P. Dhanotiya  
Chief Financial Officer

Sanjay Singh  
Managing Director  
(DIN 01548011)



Mid India Industries Limited

## CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

(In terms of Regulation 34(3) read with Schedule V Para C (10)(i) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Members of,  
MID INDIA INDUSTRIES LIMITED,  
Textile Mill Area, Station Road,  
Mandsaur (M.P.) 458001 IN

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of MID INDIA INDUSTRIES LIMITED having CIN: L17124MP1991PLC006324 and having registered office at Textile Mill Area, Station Road, Mandsaur (M.P.) 458001 IN (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Sanjay Singh	01548011	14.11.2014
2	Mr. Pradeep Kumar Ganediwal	00020385	23.04.1992
3	Mr. Aneet Jain	00380080	30.04.2002
4	Mr. Rakesh Kumar Jain	01548417	01.06.2011
5	Mrs. Deepika Gandhi	07017162	14.11.2014

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

Place: Indore  
Date: 12th August, 2019

For L. N. Joshi & Company  
Company Secretaries

L. N. Joshi  
Proprietor  
FCS: 5201. C P No. 4216



Mid India Industries Limited

## INDEPENDENT AUDITORS' REPORT

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To,  
The members of,  
MID INDIA INDUSTRIES LIMITED  
CIN: L17124MP1991PLC006324

### Report on the Financial Statements

#### Opinion

We have audited the accompanying financial statements of MID INDIA INDUSTRIES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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, 2019, its Loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matters:

The previous year's losses of the company have wiped off the book value of net worth of the company. However in the opinion of management the going concern of the company is still intact and has not got defeated, as the fair market value of land exist in the financial statement of company is more than sufficient to mitigate the liabilities of the company and moreover the company has leased out the manufacturing facility of company's unit with Plant & machinery and civil construction thereon for usually carrying on manufacturing and trading activities during the financial year. Our opinion is not modified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Information Other than the Financial Statements and Auditor's Report Thereupon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report 2018-19, but does not include the Ind AS financial statements and our auditor's report thereon. Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of Ind AS financial statements, our responsibility is to read the other information and in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of



Mid India Industries Limited

assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of 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, based on our audit we report that:

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

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

(c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements generally comply with the Indian Accounting Standards specified under Section 133 of the Act, read with companies accounting rules 2015 as amended.

(e) On the basis of the written representations received from the directors of the Company as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 Note 1.4 (h) to the financial statements;

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

iii. There were no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Indore  
Date: May 24, 2019

For C. Lasod & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 006842C)

CA. Chandan Jain  
Partner  
Membership No. 075062



## "Annexure A" to the Independent Auditor's Report

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of MID INDIA INDUSTRIES LIMITED for the year ended on 31st March 2019

- (i) a). As informed to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets. The entire records have been maintained in electronic form.  
 b). As per information and explanation given to us, these fixed assets have been physically verified by the management at reasonable intervals, and no material discrepancies were observed on such verification.  
 c). According to the information and explanation given to us, on the basis of our examination and of the records of the Company, the title deeds of the immovable property held in the name of the company.

(ii) As informed and explained to us the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.

(iii) The Company has granted unsecured loans to one party, outstanding of the same as at year end Rs. 90000 related to register maintained under Section 189 of the Companies Act, 2013 ("the Act").

- (a) The terms and conditions of the grant of such loan are not prejudicial to the Company's interest.  
 (b) The terms of arrangements do not stipulate repayment schedule and the loans are repayable on demand.  
 (c) Accordingly, paragraph 3(iii) (c) of the Order is not applicable to the Company in respect of repayment of the principal amount.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to grant of loans, making investments providing guarantees and securities, as applicable.

(v) In our opinion and according to the information and explanation given to us, the company has neither accepted nor invited any deposit from public within the provision of Section 73 to 76 of Companies Act, 2013 and rules made there under.

(vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013.

(vii)

(a) According to the information and explanation given to us, the Company has been generally regular in depositing undisputed statutory dues relating to Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Sales Tax, Service Tax, Duties of Customs, Value Added Tax and any other statutory dues applicable to it with appropriate authorities.

(b) There are no undisputed statutory dues payable which are outstanding as at year end for a period of more than 6 months from the date they become payable.

(c) Details of dues of Income Tax which have not been deposited as at year end on account of dispute are given below:

Nature of the Statute	Nature of dues	Forum where dispute is pending	Period to which amount relates	Amount
The Income Tax Act, 1961	Income tax demand U/s 143(1)(a)	Jurisdictional A.O.	A.Y. 2009-10	Rs. 867215.00

(d) Details of dues of Indirect Taxes which have not been deposited as at year end on account of dispute are given below:

Nature of the Statute	Nature of dues	Forum where dispute is pending	Period to which amount relates	Amount
The Central Sales Tax Act, 1956	Central Sales tax demand U/s 21(1)	Jurisdictional Commissioner (Appeal)	A.Y. 2015-2016	Rs. 405564
Madhya Pradesh VAT Act, 2002	Rule 40 of Madhya Pradesh VAT Act	Jurisdictional Commissioner (Appeal)	AY 2016-2017	Rs. 222976

(viii) According to information and explanation given to us by the management, the company has not defaulted in repayment of dues to Financial Institutions, Banks, and Government or debentures holders.

(ix) According to information and explanation given to us, the company has not raised money by way of Initial/Further Public Offer and no term loan has been obtained by the company during the year.

(x) According to the information & explanation given to us, no material fraud on or by the company has been noticed or reported during the year.



(xi) As informed and explained to us, the 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, 2013.

(xii) To the best of our knowledge and belief, the company is not a chit fund or Nidhi mutual benefit fund/society Company; hence this clause is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) As informed and explained to us, the company has not made any preferential allotment/ private placement of shares or fully or partly convertible debentures during the year.

(xv) According to information and explanation given to us, the company has not entered into any material non-cash transactions with directors or persons connected with him.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: Indore  
Date: May 24, 2019

For C. Lasod & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 006842C)

CA. Chandan Jain  
Partner  
Membership No. 075062





## "Annexure B" to the Independent Auditor's Report

Referred to in paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of MID INDIA INDUSTRIES LIMITED for the year ended on 31st March 2019

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

We have audited the internal financial controls over financial reporting of MID INDIA INDUSTRIES LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

## Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Standards on Auditing, to the extent applicable to an audit of internal financial controls and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note"), 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 internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls over Financial Reporting

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

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

## Inherent Limitations of Internal Financial Controls over Financial Reporting

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

## Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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.

Place: Indore

Date: May 24, 2019

For C. Lasod & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 006842C)

CA. Chandan Jain  
Partner  
Membership No. 075062



Mid India Industries Limited

Balance Sheet as at 31st March, 2019

(Rs. in thousands)

Particulars	Note No	As at 31st March, 2019	As at 31st March, 2018
<b>Assets</b>			
(1) Non-current Assets			
(a) Property, Plant & Equipment	2	21,438.61	22,925.65
(b) Capital work-in-progress	3	-	1,604.13
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets	4	2.19	8.70
(f) Intangible assets under development		-	-
(g) Biological Assets other than bearer plants		-	-
(h) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivable		-	-
(iii) Loans & Advances	5	5,210.11	4,995.88
(iv) Others (to be specified)		-	-
(i) Deferred tax assets (net)		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Inventories	6	-	23,131.28
(b) Financial Assets			
(i) Investments	7	1,128.59	-
(ii) Trade receivables	8	23,739.27	30,278.41
(iii) Cash and cash equivalents	9	1,343.55	2,553.68
(iv) Bank balances other than (iii) above		-	-
(v) Loans & Advances	10	2,206.14	2,428.70
(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)	11	1,333.97	520.06
(f) Other current assets	12	78.93	476.10
<b>Total Assets</b>		<b>56,481.37</b>	<b>88,922.60</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	13	163,000.00	163,000.00
(b) Other Equity	14	(213,038.53)	(187,194.59)
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provision	15	421.30	718.39
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables			
1. Dues of Micro and Small Enterprises	16	-	-
2. Dues of other than Micro and Small Ent.	16	102,282.27	96,458.35
(iii) Other financial liabilities (other than those specified in item (c), to be specified)		-	-
(b) Other current liabilities			
1. Dues of Micro and Small Enterprises	17	2.30	100.12
2. Dues of other than Micro and Small Ent.	17	2,017.15	8,551.24
(c) Provisions	18	1,796.90	7,289.10
(d) Current Tax Liabilities		-	-
<b>Total Equity and Liabilities</b>		<b>56,481.37</b>	<b>88,922.60</b>

Significant Accounting Policies  
Accompanying Notes are an integral part of the Financial Statements

1

For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED

(Sanjay Singh) (Rakesh Kumar Jain)  
Managing Director Director  
(DIN: 01548011) (DIN: 01548417)

For C LASOD & ASSOCIATES  
Chartered Accountants (Firm Registration No. 006842C)  
CA Chandan Jain  
Partner (Membership No. 075062)  
Place: Indore  
Date: 24th May 2019

(Omprakash Dhanotia) (Shailendra Agrawal)  
Chief Financial Officer Company Secretary  
Pan - AORPD0458G (Mem. No. ACS 25819)



Profit and Loss Statement for the year ended 31st March, 2019

(Rs. in thousands)

Particulars	Note No	As at 31st March, 2019	As at 31st March, 2018
I. Revenue from operations	19	212,090.34	226,724.44
II. Other Income	20	735.70	324.17
III. Total Revenue (I + II)		<u>212,826.04</u>	<u>227,048.61</u>
<i>IV. Expenses:</i>			
Cost of materials consumed	21	132,725.91	133,612.44
Purchase of Stock-in-Trade	22	14,421.73	13,989.93
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	17,948.66	16,988.31
Employee benefit expenses	24	25,831.28	40,024.33
Finance cost	25	-	1.97
Depreciation and amortization expenses	26	2,736.73	2,691.84
Other expenses	27	45,067.37	63,159.26
Total Expenses		<u>238,731.68</u>	<u>270,468.08</u>
V. Profit before exceptional and extraordinary items and tax (III - IV)		(25,905.64)	(43,419.46)
VI. Exceptional Items	28	61.70	524.82
VII. Profit/(loss) before tax (V - VI)		(25,843.94)	(42,894.64)
VIII. Tax expenses:			
(1) Current tax		-	-
(2) Deferred tax		-	-
IX. Profit/Loss from the period from continuing operations (VII-VIII)		(25,843.94)	(42,894.64)
X. Profit/(Loss) from discontinued operations		-	-
XI. Tax expense of discontinued operations		-	-
XII. Profit/(Loss) from the period from discontinued operations (after tax) (X-XI)		-	-
XIII. Profit/(Loss) from discontinued operations (after tax) (IX+XII)		(25,843.94)	(42,894.64)
XIV. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
XV. Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)		(25,843.94)	(42,894.64)
XVI. Earnings per equity (for continuing operation):	29		
(1) Basic		(1.59)	(2.63)
(2) Diluted		(1.59)	(2.63)
XVII. Earnings per equity (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVIII. Earnings per equity (for discontinued & continuing operations) :			
(1) Basic		(1.59)	(2.63)
(2) Diluted		(1.59)	(2.63)
Significant Accounting Policies	1		
Accompanying Notes are an integral part of the Financial Statements			

For CLASOD & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 006842C)

CA Chandan Jain  
Partner  
Membership No. 075062

Place: Indore  
Date: 24th May 2019

For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED  
(Sanjay Singh) (Rakesh Kumar Jain)  
Managing Director Director  
(DIN: 01548011) (DIN: 01548417)

(Omprakash Dhanotia) (Shailendra Agrawal)  
Chief Financial Officer Company Secretary  
Pan - AORPD0458G (Mem. No. ACS 25819)



Mid India Industries Limited

Cash flow statement for the year ended 31st March, 2019

(Rs. in thousands)

	Particulars	2018-19	2017-18
A)	<b><u>CASH FLOW FROM OPERATING ACTIVITIES:</u></b>		
	Net Profit	(25,843.94)	(42,894.66)
	Adjustment for Non-Cash & Non-Operating Items:		
	<u>Add/(Less):</u>		
	Interest on Income Tax	-	-
	Depreciation	2,736.73	2,691.84
	Balance Written Off	-	-
	Profit on sale of Assets	(33.12)	(400.00)
	Foreign Currency	-	0.94
	Finance Cost	-	1.03
	Gains from investments	(28.59)	(124.82)
	Provisions	(5,492.20)	4,809.08
	Operating Profit before Working Capital changes	(28,661.11)	(35,916.59)
	<u>Add/Less:</u>		
	Increase/Decrease in Current Assets:		
	Trade Receivables	6,539.14	(13,867.69)
	Loans & Advances	8.34	1,286.27
	Inventory	23,131.28	20,905.13
	Other Current Assets	(416.74)	(189.39)
	Increase/Decrease in Current Liabilities:		
	Other current liabilities	(6,631.91)	2,267.72
	Trade Payables	5,823.92	25,150.78
	Cash Generated form Operations	(207.08)	(363.77)
	Less : Income Tax Paid	-	-
	Net Cash from (or used in) Operating Activities	(207.08)	(363.77)
B)	<b><u>CASH FLOW FROM INVESTING ACTIVITIES:</u></b>		
	Increase/Decrease in long term loans & advances	-	-
	Increase/Decrease in Investments	(1,100.00)	2,124.82
	Sale Of Fixed Assets	394.04	400.00
	Purchase Of Fixed Assets	-	(1,737.75)
	Net Cash from (or used in) Investing Activities	(705.96)	787.07
C)	<b><u>CASH FLOW FROM FINANCING ACTIVITIES:</u></b>		
	Increase/Decrease in borrowings	-	-
	Increase/Decrease in non current liabilities	(297.09)	718.39
	Finance Cost	-	(1.97)
	Net Cash from (or used in) Financing Activities	(297.09)	716.41
	NET INCREASE/ (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(1,210.13)	1,139.71
	OPENING BALANCE OF CASH & CASH EQUIVALENTS	2,553.68	1,413.97
	CLOSING BALANCE OF CASH & CASH EQUIVALENTS	1,343.55	2,553.68

For C LASOD & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 006842C)

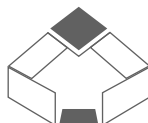
CA Chandan Jain  
Partner  
Membership No. 075062

Place: Indore  
Date: 24th May 2019

For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED

(Sanjay Singh) (Rakesh Kumar Jain)  
Managing Director Director  
(DIN: 01548011) (DIN: 01548417)

(Omprakash Dhanotia) (Shailendra Agrawal)  
Chief Financial Officer Company Secretary  
Pan - AORPD0458G (Mem. No. ACS 25819)



## Statement of Changes in the Equity

## A. Equity Share Capital

(In Rs. Thousands)

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
163,000.00	-	163,000.00

## B. Other Equity

	Reserve and Surplus				
	Statutory Reserves	Capital Reserve	Securities Premium	Reserve (Specify)	Retained Earnings
Balance at the beginning of the reporting period	-	500.00	-	-	(187,694.59)
Profit or (Loss) for the year	-	-	-	-	(25,843.94)
Balance at the closing of the reporting period	-	500.00	-	-	(213,538.53)

For C LASOD & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 006842C)

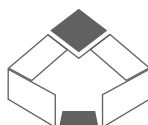
CA Chandan Jain  
Partner  
Membership No. 075062

Place: Indore  
Date: 24th May 2019

For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED

(Sanjay Singh) (Rakesh Kumar Jain)  
Managing Director Director  
(DIN: 01548011) (DIN: 01548417)

(Omprakash Dhanotia) (Shailendra Agrawal)  
Chief Financial Officer Company Secretary  
Pan - AORPD0458G (Mem. No. ACS 25819)



Mid India Industries Limited

## (Note 1) NOTES TO THE FINANCIAL STATEMENTS

## 1.1. COMPANY INFORMATION

Mid India Industries Limited ('the Company') is a public limited company domiciled in India and is engaged in Trading, manufacturing of cotton & polyester yarn. The registered office and the manufacturing plant of the Company is situated at Mandsaur (M.P.). Further Corporate Office of company is situated in Indore (M.P.) which is engaged in trading business. However from February 2019 onwards company has entered into an lease agreement for its Plant and Machinery.

## 1.2.

## A) General information and statement of compliance with Ind AS:

"These financial statements ('financial statements') of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the period presented. The financial statements are presented in Indian Rupees which is also the functional currency of the Company. The financial statements for the year ended 31 March, 2019 were authorized and approved by the Board of Directors on 24 May, 2019."

## B) Current and non-current classification:

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria in the Act.

## 1.3. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

"The financial statements have been prepared primarily on historical cost basis. The financial statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013. Company's financial statements are presented in Indian Rupees (INR), which is also its functional currency."

## 1.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

## a) Going Concern:

The previous years losses of the company have wiped off the book value of net worth of the company. However in the opinion of management the going concern of the company is still intact and has not got defeated, as the fair market value of land exist in the financial statement of company is more than sufficient to mitigate the liabilities of the company and moreover the company has leased out the manufacturing facility of company's unit with Plant & machinery and civil construction thereon for usually carrying on manufacturing and trading activities w.e.f. 1.02.2019.

## b) Property Plant and Equipment :

i) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.

iii) "Depreciation on property, plant and equipment is provided using straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine."

iv) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

v) Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

vi) Depreciation is calculated on a straight line basis over the estimated useful lives of the assets as follows:

Description	Useful lives (in Years)
Factory Building	30
Plant & Machinery	15
Website Development	5
Vehicle	8
Office Equipments	10
Furniture & Fixtures	10



## c) Lease - Operating Lease

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease except when the lease rentals increase are in line with general inflation index. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income.

## d) Intangible assets:

i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

iii) The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances ), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of the Act at the rates representing estimated useful life of up to 5 years.

## e) Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods, Stock-in-trade are Nil at the year end.

## f) Government Grant

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with. When the grant or subsidy relates to an expense item, it is netted off with the relevant expense. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset. However there was no grant received during the year.

## g) Borrowing Cost:

The company has not incurred any borrowing cost during the year.

## h) Provisions, Contingent Liabilities and Contingent Assets and Commitments

i) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

ii) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

iii) Contingent liability is disclosed for:

a. Possible obligations which will be confirmed only by future events not wholly within the control of the Company; or b. Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Following Contingent liabilities are admitted by the management.

iv) Outstanding demand of Rs.867215 towards Income tax for A.Y. 2009-10.

v) Claim of Rs. 95340/- was admitted to labour court against the company by ex-security guard towards claim of minimum wages. However the case was decided in favour of the company by the labour court but the claimant has lodged the appeal in high court.

vi) CST, Interest and Penalty demand amounting to Rs. 405564 for AY 2015-2016 and Entry tax Interest and Penalty demand amounting to Rs. 222976 for AY 2016-2017 has been raised against the company. However company has filed an appeal against the said orders.

## i) Financial Instruments

## Financial Assets

## A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Balances of sundry debtors and Creditors at the balance sheet are subject to reconciliation.

## B. Subsequent measurement

## Financial assets carried at amortised cost

"A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of



principal and interest on the principal amount outstanding. Company does not have any such financial assets during the financial year."

Financial assets at fair value through other comprehensive income (FVTOCI)

"A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Company does not have any such financial assets during the financial year."

Financial assets at fair value through profit or loss (FVTPL)

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL.

Impairment of financial assets

"The company assesses, at each reporting date, whether a financial assets or a group of financial assets is impaired. Ind AS-109 on Financial Instruments, requires expected credit losses to be measured through a loss allowance. For trade receivables only, the company recognises expected lifetime losses using the simplified approach permitted by Ind AS-109, from the initial recognition of the receivables."

Financial Liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Derecognition of financial instruments

"The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires. Company does not have any such financial asset/ financial liability during the financial year."

Derivative Financial Instrument and Hedging activities

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Company designates certain derivatives as either:

- (a) hedges of the fair value of recognised assets or liabilities (fair value hedge); or
- (b) hedges of a particular risk associated with a firm commitment or a highly probable forecasted transaction (cash flow hedge);

The Company documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

Movements in the hedging reserve are accounted in other comprehensive income and are shown within the statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(a) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

(b) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The ineffective portion of changes in the fair value of the derivative is recognised in the statement of profit and loss.

Gains or losses accumulated in equity are reclassified to the statement of profit and loss in the periods when the hedged item affects the statement of profit and loss. When a hedging instrument expires or swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any accumulated gain or loss existing in statement of changes in equity is recognised in the Statement of Profit and Loss. When a forecasted transaction is no longer expected to occur, the cumulative gains/losses that were reported in equity are immediately transferred to the statement of profit and loss.

Fair value measurement

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level 1: The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.
- ii) Level 2: The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

(j) Revenue Recognition

Revenue from Operations

"Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods. Sales are stated exclusive of Goods & Service Tax."

Interest Income





Interest income from a financial asset is recognised using Normal rate of return method.

#### Other Income

All other income in Financial statement recorded on actual basis.

New Accounting standards adopted by the Company: Ind AS 115 – Revenue from Contract with Customers On April 1, 2018, the Company adopted Ind AS 115, "Revenue from Contracts with Customers" using the cumulative catch-up transition method applied to contracts that were not completed as at April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted.

#### (k) Employee Benefit Expenses

##### (i) Short Term Employee Benefits:

Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

##### (ii) Post Employment Benefits:

##### Defined Contribution Plans

– Post separation benefits of Directors are accounted for on the basis of actuarial valuation as per Ind AS 19 'Employee Benefits'.

– Gratuity liability accounted for on the basis of actuarial valuation as per Ind AS 19 'Employee Benefits'. Liability recognized in the Balance Sheet in respect of gratuity is the present value of the defined benefit obligation at the end of each reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of defined benefit is determined by discounting the estimated future cash outflows by reference to market yield at the end of each reporting period on government bonds that have terms approximate to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss."

#### (l) Foreign Currency Transactions

i) Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

ii) Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

#### (m) Income Taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. However the company has incurred loss during the financial year, thus no provision of income tax liability provided by the company.

##### i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

##### ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

However Deferred Tax is not recognized in the preparation of Financial Statements due to uncertainty of Profit in future to set off carry forward unabsorbed losses and depreciation.

##### iii) Minimum Alternate Tax (MAT)

Since company incurred consistence losses in previous year and MAT is being calculated on book profit, therefore MAT is not calculated in financial statement.

#### (n) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

There is no dilution of potential equity shares.

(Amount in thousands)

	2018-19	2017-18
Profit after tax available for Equity Shareholders	(25,843.94)	(42,894.62)
Weighted average number of equity shares (In Thousand)	16,300.00	16,300.00
Earning per share (Face value Rs. 10/- each)		
(a) Basic	(1.59)	(2.63)
(b) Diluted	(1.59)	(2.63)

#### (o) Dividend Distribution

Since company incurred losses during the financial year, therefore no dividend recommended by the Board of Directors of the Company.



## (p) Statement of Cash Flows

## i) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

ii) Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the Indian Accounting Standard-7 "Statement of Cash Flows".

## (q) Segment Reporting

PRIMARY SEGMENT: " Manufacturing of cotton /polyster Cotton blended yarn."

SECONDARY SEGMENT: " Trading Items"

(Amount in thousands)

Particulars	for the period ended 31/03/2019	for the period ended 31/03/2018
Segment Revenue		
1. Primary	187,876.58	197,943.59
2. Secondary	24,213.76	28,780.85
Total Revenue	212,090.34	226,724.44
Segment Results		
1. Primary	(22,735.02)	(44,449.57)
2. Secondary	(3,108.92)	1,554.93
Total Revenue	(25,843.94)	(42,894.64)
Segment Assets		
1. Primary	38,781.14	68,261.40
2. Secondary	17,708.65	20,925.19
Total Assets	56,489.79	89,186.59
Segment Liabilities		
1. Primary	106,003.57	110,372.47
2. Secondary	524.79	3,008.72
Total Liabilities	106,528.36	113,381.19
Segment Depreciation		
1. Primary	2,736.73	2,691.83
2. Secondary	-	-
Total Depreciatoin	2,736.73	2,691.83

i) The Company is engaged in Manfucaturing of Cotton/ Polyester Yarn which is primary segment and Trading Itmes which is secondary segment.

## r) Related Party Disclosure

Related Party disclosures as required under Indian Accounting Standard (INDAS) - 24 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India. Following are the related parties and following transactions entered.

Sr No.	Key Managerial Personnel	Nature of Relationship
1	Shri Aneet Jain	Independent Director
2	Shri Sanjay Singh	Managing Director
3	Shri Rakesh Kumar Jain	Independent Director
4	Shri Shailendra Kumar Agrawal	Company Secretary
5	Smt. Deepika Gandhi	Independent Director
6	Shri Pradeep Kumar Ganediwal	Non-executive Director
7	Shri Omprakash Dhanotiya	Chief Financial Officer





(Amount in thousands)

Sr No.	Remuneration Paid	Year ended 31/03/19	Year ended 31/03/18
1	Shri Shilendra Kumar Agrawal	600.00	579.00
2	Shri Omprakash Dhanotiya	292.32	246.72
Sr No.	Loans and Advances	Year ended 31/03/19	Year ended 31/03/18
1	Shri Shilendra Kumar Agrawal	90.00	145.00

s) Previous year's figures have been regrouped, rearranged wherever considered necessary to correspond with the current year's classifications/disclosure.

#### 1.5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

##### a) Depreciation / amortisation and useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

##### b) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

##### c) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

##### d) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication based on internal / external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit (CGU) is estimated. If such recoverable amount of the asset or CGU to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Consolidated Statement of Profit and Loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the Statement of Profit and Loss.

##### e) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

For C LASOD & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 006842C)

CA Chandan Jain  
Partner  
Membership No. 075062

Place: Indore  
Date: 24th May 2019

For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED

(Sanjay Singh) (Rakesh Kumar Jain)  
Managing Director Director  
(DIN: 01548011) (DIN: 01548417)

(Omprakash Dhanotia) (Shailendra Agrawal)  
Chief Financial Officer Company Secretary  
Pan - AORPD0458G (Mem. No. ACS 25819)



Mid India Industries Limited

Note No. -2 - Property, plant and equipment												
S. No.	Description	Gross Block (At Cost)				Depreciation				Net Block		
		As At 01.04.2018	Addition During the Year	Sale/Transfer written off During the Year	As At 31.03.2019	Upto 31.03.2018	for the Period	Deductions	Upto 31.03.2019	As At 31.03.2019	As At 31.03.2018	
1.	Land	600.00	-	-	600.00	-	-	-	-	-	600.00	600.00
2.	Buildings	42,342.45	-	-	42,342.45	32,112.39	1,291.41	-	33,403.80	-	8,938.66	10,230.06
3.	Plant & Equipments	174,595.07	1,604.13	-	176,199.20	163,467.84	1,170.95	-	164,638.79	-	11,560.41	11,127.23
4.	Furniture & Fitting	2,290.58	-	-	2,290.58	2,256.78	3.29	-	2,260.07	-	30.51	33.80
5.	Vehicle	2,550.05	-	1,200.55	1,349.50	1,714.46	255.18	839.63	1,130.01	-	219.49	835.59
6.	Office Equipments	2,047.40	-	-	2,047.40	1,948.43	9.40	-	1,957.83	-	89.56	98.97
	Total	224,425.54	1,604.13	1,200.55	224,829.12	201,499.90	2,730.22	839.63	203,390.49	-	21,438.61	22,925.64
Note No. -3 Work-in-progress												
7.	Plant & Equipments	1,604.13	-	1,604.13	-	-	-	-	-	-	-	1,604.13
	Total	1,604.13	-	1,604.13	-	-	-	-	-	-	-	1,604.13
Note No. -4 - Other Intangible Assets												
8.	Website Devp. Expenses	37.80	-	-	37.80	29.10	6.51	-	35.61	-	2.19	8.70
	Total	37.80	-	-	37.80	29.10	6.51	-	35.61	-	2.19	8.70
Total of Note No. 2, 3 & 4												
	Current Year:	226,067.47	1,604.13	2,804.68	224,866.92	201,528.99	2,736.73	839.63	203,426.09	-	21,440.80	24,538.48
	Previous Year:	225,402.07	3,984.94	3,319.54	226,067.47	199,909.50	2,691.84	1,072.35	201,528.99	-	24,538.48	25,492.57

	(Rs. In Thousands)	
	Amount as at 31.03.2019	Amount as at 31.03.2018
5 Loans (Non-Current Asset)		
(a) Security Deposits		
(i) Secured, considered good	-	-
(ii) Unsecured, considered goods	5,120.11	4,850.88
(iii) Doubtful	-	-
TOTAL (i) + (ii) + (iii)	<u>5,120.11</u>	<u>4,850.88</u>
(b) Other Loan		
Given to Company official		
(i) Secured, considered good	-	-
(ii) Unsecured, considered goods	90.00	145.00
(iii) Doubtful	-	-
TOTAL (i) + (ii) + (iii)	<u>90.00</u>	<u>145.00</u>
TOTAL (a) + (b)	<u>5,210.11</u>	<u>4,995.88</u>
6 Inventories		
(a) Raw Material	-	1,665.62
(b) Work-in-progress	-	3,989.18
(c) Finished Goods	-	12,694.25
(d) Stock-in-Trade (in respect of goods acquired for trading)	-	1,004.27
(e) Stores & Spares	-	3,517.00
(f) Others		
Waste & Scarp	-	260.96
TOTAL (a) + (b) + (c) + (d) + (e) + (f)	<u>-</u>	<u>23,131.28</u>
7 Investments (Current Assets)		
Investments in Mutual Funds (HDFC Liquid Fund - Total Units 310.569, Total Market Value as on 31/03/2019 is Rs. 1,136.775.68)	1,128.59	-
TOTAL	<u>1,128.59</u>	<u>-</u>
8 Trade Receivable (Current Asset)		
(a) Trade Receivables considered good - Secured	-	-
(b) Trade Receivables considered goods - Unsecured	23,739.27	30,278.41
(c) Trade Receivables Which significant increase in Credit Risk	-	-
(d) Trade Receivables Credit impaired	-	-
TOTAL (a) + (b) + (c) + (d)	<u>23,739.27</u>	<u>30,278.41</u>
9 Cash & Cash Equivalents		
(a) Balance with Banks (of the nature of cash and cash equivalents)	235.43	1,329.09
(b) Cash on Hand	1,108.12	1,224.59
TOTAL (a) + (b)	<u>1,343.55</u>	<u>2,553.68</u>
10 Loans (Current Asset)		
Other Loan		
Given to employees		
(a) Loan Receivables considered good - Secured	-	-
(b) Loan Receivables considered goods - Unsecured	2,206.14	2,428.70
(c) Loan Receivables Which significant increase in Credit Risk	-	-
(d) Loan Receivables Credit impaired	-	-
TOTAL (a) + (b) + (c) + (d)	<u>2,206.14</u>	<u>2,428.70</u>
11 Current Tax Assets		
(a) Income Tax Refund for previous years	451.28	418.89
(b) GST Receivable	735.52	68.78
(c) TDS Receivable	147.17	32.39
(d) Advance Income Tax	-	-
TOTAL (a) + (b) + (c) + (d)	<u>1,333.97</u>	<u>520.06</u>
12 Other Current Assets		
(a) Advance to Store Suppliers	8.66	319.41
(b) Advance to Service Provider & for Expenses	70.27	156.69
TOTAL (a) + (b)	<u>78.93</u>	<u>476.10</u>



	(Rs. In Thousands)	
	Amount as at 31.03.2019	Amount as at 31.03.2018
13 Equity Share Capital		
a) Authorised		
3,00,00,000 Equity Shares of Rs. 10/- each	300,000.00	300,000.00
	<u>300,000.00</u>	<u>300,000.00</u>
b) Issued, Subscribed & Paid Up		
1,63,00,000 Equity Shares of Rs. 10/- each	163,000.00	163,000.00
	<u>163,000.00</u>	<u>163,000.00</u>

- c) Reconciliation of number of Shares as the beginning and at the end of the Financial Year:

Particulars	Equity Shares 2018-19	
	No. of Shares	Amount
Shares outstanding at the beginning of the year	16,300,000	163,000.00
Shares outstanding at the end of the year	16,300,000	163,000.00
Particulars	Equity Shares 2017-18	
	No. of Shares	Amount
Shares outstanding at the beginning of the year	16,300,000	163,000.00
Shares outstanding at the end of the year	16,300,000	163,000.00

- d) List of Shareholders having holding more than 5% shares in the Equity Share Capital of the Company:

Name of Holder	No. of Shares	(%)	No. of Shares	(%)
Ranchhod Prasad Laxminarayan Ganediwal (HUF)	3757300	23.05%	3757300	23.05%
Pradeep Ganediwal	1195000	7.33%	695000	4.26%
Ganediwal Finance and Leasing Pvt. Ltd.	1173000	7.20%	1173000	7.20%
Ranchhod Prasad Ganediwal	906126	5.56%	906126	5.56%

14 Other Equity		
(a) Capital Subsidy Reserve	500.00	500.00
(b) Surplus as per Statement of Profit and Loss Balance at the beginning of the year	(187,694.59)	(144,799.95)
Add: Additional Provision of Income Tax Written Back	-	-
Add: Transfer from Statement of Profit and Loss for the year ended 31/03/2019	(25,843.94)	(42,894.64)
	<u>(213,538.53)</u>	<u>(187,694.59)</u>
TOTAL (a) + (b)	<u>(213,038.53)</u>	<u>(187,194.59)</u>
15 Other Non-Current Liabilities		
Gratuity Payable	421.30	718.39
TOTAL	<u>421.30</u>	<u>718.39</u>
16 Trade Payables (Current Liabilities)		
Raw Material Suppliers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	102,282.27	96,458.35
TOTAL	<u>102,282.27</u>	<u>96,458.35</u>
17 Other Current Liabilities		
(a) Stores Suppliers		
(i) Total outstanding dues of micro enterprises and small enterprises	2.30	100.12
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,710.07	4,328.61
TOTAL (a)	<u>1,712.37</u>	<u>4,428.73</u>
(b) Advances from buyers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	100.00	3,221.83
TOTAL (b)	<u>100.00</u>	<u>3,221.83</u>

	(Rs. In Thousands)	
	Amount as at 31.03.2019	Amount as at 31.03.2018
(c) Creditor for Service Providers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	207.09	1,000.80
TOTAL (c)	<u>207.09</u>	<u>1,000.80</u>
TOTAL (a) + (b) + (c)	<u>2,019.45</u>	<u>8,651.36</u>
18 Provisions		
(a) Employee Benefits	174.84	2,619.81
(b) Gratuity Payable	256.03	-
(c) TDS Payable	55.11	33.79
(d) Others	1,310.93	4,635.49
TOTAL (a) + (b) + (c) + (d)	<u>1,796.90</u>	<u>7,289.10</u>
19 Revenue from Operations		
Sales		
(a) Sale of Manufactured Goods	185,021.10	193,941.42
(b) Sale of Semi Finished, Scarp & waste goods	2,855.48	4,002.17
(c) Sale of Traded Goods	24,213.76	28,780.85
TOTAL (a) + (b) + (c)	<u>212,090.34</u>	<u>226,724.44</u>
20 Other Income		
(a) Interest Income	313.11	323.86
(b) Discount Received	22.59	0.32
(c) Lease Rent	400.00	-
TOTAL (a) + (b) + (c)	<u>735.70</u>	<u>324.17</u>
21 Cost of Raw Material Consumed		
Raw Material Consumption		
Opening Stock of Raw material	1,665.62	3,841.97
Add: Purchases	131,060.29	131,436.10
Total	<u>132,725.91</u>	<u>135,278.06</u>
Less: Closing Stock of Raw Material	-	1,665.62
	<u>132,725.91</u>	<u>133,612.44</u>
22 Purchase of Stock-in-trade		
Trading Purchases	14,421.73	13,989.93
	<u>14,421.73</u>	<u>13,989.93</u>
23 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		
Inventories at the beginning of the year		
(a) Finished Goods	12,694.25	20,953.69
(b) Work-in-progress	3,989.18	8,699.62
(c) Scrap	260.96	1,040.41
(d) Stock-in-trade (for trading)	1,004.27	4,243.25
TOTAL (a) + (b) + (c) + (d)	<u>17,948.66</u>	<u>34,936.97</u>
Inventories at the end of the year		
(a) Finished Goods	-	12,694.25
(b) Work-in-progress	-	3,989.18
(c) Scrap	-	260.96
(d) Stock-in-trade (for trading)	-	1,004.27
TOTAL (a) + (b) + (c) + (d)	<u>-</u>	<u>17,948.66</u>
(Increase)/Decrease in Stock	<u>17,948.66</u>	<u>16,988.31</u>
24 Employee Benefit Expenses		
(a) Salary Wages, Bonus & Allowances	23,375.89	36,096.12
(b) Contribution to Statutory Funds	2,188.20	3,266.09
(c) Staff Welfare Expenses	267.18	662.12
TOTAL (a) + (b) + (c)	<u>25,831.28</u>	<u>40,024.33</u>
25 Financial Cost		
(a) Interest on Loan	-	1.03
(b) Foreign Currency Fluctuation	-	0.94
TOTAL (a) + (b)	<u>-</u>	<u>1.97</u>

	(Rs. In Thousands)	
	Amount as at 31.03.2019	Amount as at 31.03.2018
<b>26 Depreciation and Amortization Expenses*</b>		
Depreciation		
(a) Freehold Land	-	-
(b) Buildings	1,291.41	1,291.41
(c) Plant and Equipment	1,170.95	1,104.17
(d) Furniture and Fixtures	3.29	0.85
(e) Vehicles	255.18	281.49
(f) Office Equipments	9.40	-
	<u>2,730.22</u>	<u>2,677.92</u>
Amortization		
(g) Website Development Expenses	6.51	13.91
<b>TOTAL (a) + (b) + (c) + (d) + (e) + (f) + (g)</b>	<u><u>2,736.73</u></u>	<u><u>2,691.84</u></u>
*Also Refer to Note No. 2, 3 & 4		
<b>27 Other Expenses</b>		
(a) Administrative Expenses		
Advertisement Exp.	174.07	163.69
Audit Fee	75.00	75.00
Bad Debts Writtern Off	920.61	168.44
Coolie & Cartage	358.93	116.39
Electricity Charges	279.78	58.32
Fee & Subscriptions	410.23	138.96
GST Reverse	166.43	
Insurance Premium	316.54	296.07
Listing Fees	-	287.50
Misc Exp.	177.17	71.92
Printing & Stationery	46.37	106.67
Tax Demand After Sales tax Assesment	-	-
Repairing & Maint. (Building)	49.21	75.30
Secretarial Expenses	1,916.64	672.77
Telephone & Fax Exp.	125.22	203.95
Travelling Exp. (Staff)	79.55	148.79
Miscellaneous (other) expenses	400.25	589.99
	<u>5,495.99</u>	<u>3,173.75</u>
(b) Manufacturing Expenses		
Stores Consumed	7,026.61	6,320.54
Packing Material Consumed	4,043.55	4,708.80
Erection Charges	-	
Factory Expenses	60.08	147.85
Job Work Charges	1,868.49	3,022.88
Loading and Shifting Expenses	129.95	363.79
Power & Fuel	25,731.02	42,497.33
Repair & Maint. of Plant & Machinery	349.26	230.26
Miscellaneous other expenses	73.67	369.32
	<u>39,282.62</u>	<u>57,660.77</u>
(c) Selling & Distribution Expenses		
Cash Discount	148.24	597.06
Commission & Brokerage on Sale	-	1,240.06
Export Expenses	-	3.88
Freight Outward	-	390.12
Packing & Forwarding Expenses	140.52	53.61
Service Tax on G.T.O.	-	40.01
	<u>288.76</u>	<u>2,324.74</u>
<b>TOTAL (a) + (b) + (c)</b>	<u><u>45,067.37</u></u>	<u><u>63,159.26</u></u>
<b>28 Exceptional Items</b>		
(a) Profit on Sale of Fixed Assets	33.12	400.00
(b) Gain from Investment	28.59	124.82
<b>TOTAL (a) + (b)</b>	<u><u>61.70</u></u>	<u><u>524.82</u></u>



	(Rs. In Thousands)	
	Amount as at 31.03.2019	Amount as at 31.03.2018
29 Earning per Equity Share		
Profit after tax available for Equity Shareholders	(25,843.94)	(42,894.64)
Weighted average number of equity shares (In Thousand)	16,300.00	16,300.00
Earning per share (Face value Rs. 10/- each)		
(a) Basic	(1.59)	(2.63)
(b) Diluted	(1.59)	(2.63)

For C LASOD & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 006842C)

CA Chandan Jain  
Partner  
Membership No. 075062

Place: Indore  
Date: 24th May 2019

For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED

(Sanjay Singh) Managing Director (DIN: 01548011)	(Rakesh Kumar Jain) Director (DIN: 01548417)
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(Omprakash Dhanotia) Chief Financial Officer Pan - AORPD0458G	(Shailendra Agrawal) Company Secretary (Mem. No. ACS 25819)
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# MID INDIA INDUSTRIES LIMITED

Corporate Office: 405, Princess Centre, 6/3, New Palasia, Indore - 452003 (M.P.)

Regd. Office: Textile Mill Area, Station Road, Mandasaur - 458001 (M.P.) India Ph.: +91 7422 234999, 405139

Fax: +91 7422 234374 E-mail: csmidindia@gmail.com Website: www.midindiaindustries.com CIN: L17124MP1991PLC006324



## NOTICE OF 28th ANNUAL GENERAL MEETING

**NOTICE** is hereby given that 28th Annual General Meeting of the Members of **MID INDIA INDUSTRIES LIMITED** will be held on Wednesday, 25th September, 2019 at 2.00 P.M. at the Registered office of the company situated at Textile Mill Area, Station Road, Mandasaur M.P. 458001, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited financial statement of the Company for the financial year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESS

#### 2. APPOINTMENT OF SHRI BHAWANI SHANKAR SONI (DIN: 01591062) AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Shri Bhawani Shankar Soni (DIN: 01591062) who was appointed as an Additional Director of the Company pursuant to Section 161 of the Act and Articles of Association of the Company with effect from 24th May, 2019 and who holds office upto the date of this Annual General Meeting ('AGM') of the Company, and in respect of whom the Company has received a notice in writing from the Member under the provisions of Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Bhawani Shankar Soni (DIN: 01591062), be and is hereby appointed as Whole Time Director of the Company for the period of three years with effect from 6th June, 2019 to 5th June, 2022 on the following terms, conditions, salary and perquisites:

a) Salary: Rs. 26,000/- per month (Rupees Twenty Six Thousand Only)

b) Perquisites: In addition to the above salary Shri Bhawani Shankar Soni (DIN: 01591062), Whole Time Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

**RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

#### 3. RE-APPOINTMENT OF SMT. DEEPIKA GANDHI (DIN: 07017162) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Smt. Deepika Gandhi (DIN: 07017162), who was appointed as an Independent Director of the Company at the 24th Annual General Meeting of the Company and who holds office of the Independent Director up to 13th November, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 14th November, 2019 to 13th November, 2024.”

#### 4. ALTERATION IN MAIN OBJECT CLAUSE OF THE COMPANY:

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (the “MOA”) of the Company by substitution/deletion of certain clauses in the following manner:



(i)The existing heading of Clause III (A) be substituted by the new heading titled as “**THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION AREAS UNDER:**”

(ii)Further, Clause III (A) of the MOA be altered by inserting sub-clause 1A after sub clause (1)

**1A.** To carry on the business of Builders, Contractors, Developers and to acquire, purchase, sell, construct, develop, build, erect, demolish, repair, renovate, alter, let out, lease, license, exchange, furnish, fabricate, acquire tenements, occupational rights and other interest or rights inland, estate, buildings or building schemes, flats, apartments, houses, farms, roads, highways, railways, waterways, hospitals, schools, industrial sheds, pavements, concrete structures, godowns, shops, shopping malls & commercial complexes, control towers, water tanks, electric light, bridges, culverts, row houses, hutment, halls, conference houses, auditorium, buildings for dwelling and commercial purposes, public conveniences, townships, amusement & entertainment parks, recreation parks, holiday homes, warehouses, cold storages and other structural work and for such purpose prepare layouts, estimate plans, designs, specifications or models and to do any of the above activities on built, Operate and Transfer Basis (BOT) or on any other basis as may be declared to be covered under various schemes of State Governments, Central Government, Local Authorities etc. and to carry out any type of surveys including for Roads, Bridges, Dams etc. and to provide consultancy in respect of any of the above matters and to carry on the business of integrated township development involving provision of residential, educational, medical, community, commercial or institutional buildings, Apartments, Swimming Pools, Utilities, Multiplexes, landscaped open plots and creation of required facilities including roads, water supply, water treatment, sanitation and sewerage systems and solid waste treatment and management systems.

(iii)The existing heading of Clause III (B) be substituted by the new heading titled as “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) AREAS UNDER:**”

(iv)The existing Clause III (C) comprising of clauses 27 to 64 be deleted permanently.

**RESOLVED FURTHER THAT** the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

#### **5. ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for substitution of Clause IV of the Memorandum of Association of the Company with the following clause:

#### **IV. The Liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized to do all such acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

#### **6. RE-APPOINTMENT OF SHRI SANJAY SINGH (DIN: 01548011) AS MANAGING DIRECTOR OF THE COMPANY:**

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 196, 197, 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), Shri Sanjay Singh (DIN: 01548011), be and is hereby re-appointed as Managing Director of the Company for three years w.e.f 1st October, 2019 to 30th September, 2022 on without any remuneration basis.

**RESOLVED FURTHER THAT** there shall be clear relation of the Company with Shri Sanjay Singh as “the Employer-Employee” and each party may terminate the above said appointment with the three months notice in writing.

**RESOLVED FURTHER THAT** Shri Sanjay Singh, Managing Director shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company's business.

**RESOLVED FURTHER THAT** the Board of directors be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

Date: 12/08/2019  
Place: Indore

By order of the Board of Directors  
**FOR MID INDIA INDUSTRIES LIMITED**

**MID INDIA INDUSTRIES LIMITED**  
(CIN: L17124MP1991PLC006324)  
Regd. Office: Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001 IN  
Website-www.midindiaindustries.com  
Email id- csmidindia@gmail.com  
Tel. 07422-234999, 405139

**Shailendra Agrawal**  
Company Secretary  
ACS - 25819

## NOTES

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 day's written notice is given to the Company.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DPID-Client ID to enable us to give attendance slip for your signature and participation at the meeting.
- The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 25th Annual General Meeting, held on 27th September, 2016.
- The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Thursday, 19th Day of September, 2019 to Wednesday 25th Day of September, 2019 (both days inclusive) for the purpose of 28th Annual General Meeting.
- As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Ankit Consultancy Private Limited for assistance in this regard.
- As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to Ankit consultancy/Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Ankit consultancy cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard of General Meeting in respect of the Directors seeking appointment/re-appointment at the ensuing AGM are provided in **Annexure-1** of this Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permits the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2019 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. Members who have not yet register their e-mail id are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- All the Documents referred to in the accompanying notice will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, up to the date of the ensuing Annual General Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio/DPID number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified True Copy of Board Resolution alongwith the specimen signature(s), authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- Route map for the venue of Annual General Meeting along with prominent landmark is enclosed with this Notice.
- A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- Members who are holding shares in identical order of names in more than one folio are requested to send to the company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. The members requested to use New Share Transfer Form SH-4 for this purpose.

- The Notice of AGM along with complete Annual report shall be dispatched to the shareholders who are registered as member as on 23rd August, 2019. Further Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2018-19 will also be available on the Company's website i.e. www.midindiaindustries.com.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore(M.P.)
- The Company has designated an exclusive email ID: csmidindia@gmail.com which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Wednesday 18th September, 2019, being the cut-off date.
- The businesses as set out in the Notice may be transacted through Electronic Voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

**Instructions for shareholders voting through electronic means:**

(i) The e-voting period begins on Sunday 22nd September, 2019 from 9.00 A.M. and ends on Tuesday, 24th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday 18th September, 2019, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

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

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

(xi) Click on the EVSN for the relevant <MID INDIA INDUSTRIES LTD> on which you choose to vote.

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

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

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

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

– Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

– A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

– After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

– The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

– A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

(xxi) Mr. L.N. Joshi, Practicing Company Secretary (Membership No. F 5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.

(xxii) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from the conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.

(xxiii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 25.09.2019 subject to receipt of the requisite number of votes in favor of the Resolutions.

Date: 12/08/2019

Place: Indore

By order of the Board of Directors  
**FOR MID INDIA INDUSTRIES LIMITED**

**MID INDIA INDUSTRIES LIMITED**

(CIN: L17124MP1991PLC006324)

Regd. Office: Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001 IN

Website-[www.midindiaindustries.com](http://www.midindiaindustries.com)

Email id- [csmidindia@gmail.com](mailto:csmidindia@gmail.com)

Tel. 07422-234999, 405139

**Shailendra Agrawal**

Company Secretary

ACS - 25819

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM No. 2:- APPOINTMENT OF SHRI BHAWANI SHANKAR SONI (DIN: 01591062) AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY.

The Board of Directors of the Company in their meeting held on 24th May, 2019, upon recommendation of Nomination & Remuneration Committee, approved the appointment of Shri Bhawani Shankar Soni as an Additional Director of the Company to hold office up to the date of the Annual General Meeting. In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received a notice in writing from the Member proposing his candidature for the office of Director of the Company.

Further, Board of Directors of the Company in their meeting held on 06th June, 2019, based upon recommendation of Nomination & Remuneration Committee also approved appointment of Shri Bhawani Shankar Soni as Whole Time Director on the Board of the Company with effect from 06th June, 2019 in accordance with the provisions contained in Sections 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the approval of the shareholders at the forthcoming Annual General meeting.

Shri Bhawani Shankar Soni was working as employee of the Company. Board of Directors feels that his continuation on the Board will be beneficial to the company and recommends the adoption of resolution proposed under Item No. 2. Accordingly, it is proposed to appoint him as Whole Time Director w.e.f. 06th June, 2019 on remuneration as mentioned in Item No. 2 of notice for which Nomination and Remuneration Committee, Audit committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

<b>I. General information:</b>				
1.	Nature of industry		Textile Industry	
2.	Date or expected date of commencement of commercial production		Already commenced commercial production	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4.	Financial Performance based on given indicators		Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2017-18	2267.24	(428.94)	(428.94)
	2016-17	2544.66	(224.71)	(224.71)
	2015-16	2309.69	(85.40)	(85.40)
5.	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
<b>II. Information about the appointee:</b>				
1.	Background details		Shri Bhawani Shankar Soni is an arts graduate. He has 39 years experience of Factory Management and administration.	
2.	Past remuneration:-		Rs. 26,000/- per month (as a Factory Manager)	
3.	Recognition or awards		None	
4.	Job profile and his suitability		Shri Bhawani Shankar Soni is a creative, self-motivated and result oriented. He has rich experience in planning, directing and implementing business decision and translates them in terms of business growth.	
5.	Remuneration proposed		Rs. 26,000/- per month	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.		Exact latest data of the comparative profile with remuneration of the WTD/Key Personnel of textile industries is not available as currently, Company is not carrying any manufacturing activities. Further, remuneration offer to Shri Bhawani Shankar Soni is minimum Remuneration which was drawn by him in capacity as a Factory Manager.	
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		No pecuniary relationship directly or indirectly with the company, or relationship with any managerial personnel.	
<b>III. Other information:</b>				
1.	Reasons of loss or inadequate profits		- Economic slowdown - Tough Competition - Outdated plant and machineries-	
2.	Steps taken or proposed to be taken for improvement		The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place. Company proposed in new line of business to generate surplus revenue subject to approval of shareholders.	
3.	Expected increase in productivity and profits in measurable terms		Company expect by adoption of new line of business surplus revenue will generate.	

The disclosure as required under Part-II of Schedule V of Companies Act, 2013, is covered under Corporate Governance Report forming part of Annual Report.

Except proposed appointee none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 2 of the Notice.



**ITEM No. 3:- RE-APPOINTMENT OF SMT. DEEPIKA GANDHI (DIN: 07017162) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

In the 24th Annual General Meeting held on 28.09.2015, Smt. Deepika Gandhi was appointed as Independent Director of the Company for a term of five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of aforesaid Independent Director would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, she is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation, for second term of 5 (Five) consecutive years on the Board of the Company.

The Proposed appointee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from appointee that she meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, proposed appointee fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. She is independent of the management. Copy of draft letter of appointment of the proposed appointee setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Company has received notice in writing from a Member under section 160 of the Act, proposing the candidature of Smt. Deepika Gandhi, for the office of Director of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The brief profile of the director's who are proposed to be appointed as independent director are given in the notice convening the Annual General Meeting in separate annexure.

**ITEM No. 4:- ALTERATION IN MAIN OBJECT CLAUSE OF THE COMPANY:**

Members are aware that Company was incorporated on 19th March, 1991 with primary business of manufacturer, stockists, import, export, spinners, ginners, weavers of all products and merchandize related to yarn, synthetics and textiles including cotton, linen, hemp, jute, silk, man made synthetic fibers, synthetic yarn etc. In spite of continues efforts made by management, company kept incurring losses since last three years, and therefore has huge amount of accumulated losses. Further, company has given plant on lease to secure the payment of minimum bearing expenses. In view of the above, Board of Directors of the Company have decided to diversify its business activities; looking in to the current market scenario and possession of huge amount of land, Board has proposed to start real estate business activities/development of land. Presently, Company does not have specific object clause relating to aforesaid activities. To cover the said activities in object clause of memorandum of association it is required to alter the same.

In terms of Section 13 of the Companies Act, 2013 any change in the object clause of Memorandum of Association of Company requires approval of shareholders by passing a special resolution. Accordingly, consent of shareholder is solicited by passing a special resolution for alteration in other object clause as detailed in Item no. 4 of the accompanying Notice.

The amendment shall be effective upon the registration of the resolution with the Registrar of Companies.

Further, pursuant to provisions of Section 110 of the Companies Act, 2013 any item of business required to be transacted by means of postal ballot may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108. Hence, proposed resolution for alteration of object clause shall be transacted at ensuing Annual General Meeting through electronic means.

Copy of the existing MOA indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Corporate Office of the Company on all working days (Monday to Friday) from 11.00 AM to 1.00 PM except holiday.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

**ITEM NO. 5:- ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Liability Clause of the MOA is being replaced to clarify, that the liability of the members is limited to the amount unpaid on the shares and to make it in conformity with the provisions of the Act.

Copy of the existing MOA indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered office and Corporate Office of the Company on all working days (Monday to Friday) from 11.00 AM to 1.00 PM except holiday.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolution under Item No. 5 for approval of the

members as a Special Resolution.

**ITEM No. 6: RE-APPOINTMENT OF SHRISANJAY SINGH (DIN: 01548011) AS AN MANAGING DIRECTOR OF THE COMPANY**

Mr. Sanjay Singh aged 49 Years has expertise in International & Foreign Trade and has more than 2 decades of experience in the field of Marketing. Looking into his devotion, Board of Directors proposed to re-appoint him as Managing Director for further period of 3 years w.e.f 1st October, 2019 to 30th September, 2022 in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act 2013 on without any remuneration and terms and conditions as mentioned in item No. 6 of notice.

For this purpose Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority, if any.

Further re-appointment of Mr Sanjay Singh as Managing Director is proposed on without any remuneration therefore applicable provisions of part II of schedule V of the Companies Act, 2013 is not applicable.

Except proposed appointee none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 6 of the Notice.

Date: 12/08/2019

Place: Indore

By order of the Board of Directors  
**FOR MID INDIA INDUSTRIES LIMITED**

**MID INDIA INDUSTRIES LIMITED**

(CIN: L17124MP1991PLC006324)

Regd. Office: Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001 IN

Website-www.midindiaindustries.com

Email id- csmidindia@gmail.com

Tel. 07422-234999, 405139

**Shailendra Agrawal**

Company Secretary

ACS - 25819

**ANNEXURE-1**

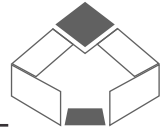
**Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standard of General Meeting:**

Name of Directors	Shri Bhawani Shankar Soni (DIN: 01591062)	Smt. Deepika Gandhi (DIN: 07017162)	Shri Sanjay Singh (DIN: 01548011)
Date of Birth	14.01.1960	02.08.1988	13.10.1969
Date of Appointment	24.05.2019	14.11.2014	14.11.2014
Expertise/Experience in Specific Functional Area	Legal & Manufacturing 39 Years	Quality Management 10 Years	International & Foreign Trade 25 Years
Qualification	B.A.	M.Com	MBA in Marketing
No. & % of Equity Shares held in the company	27000 (0.17%)	Nil	2900 (0.02%)
List of outside Company's Directorship held	Mid India International Limited Rock And Roll Resort And Club Private Limited	Nil	Nil
Chairman/Member of the Committees of Board of Directors of the Company	Nil	Member of Stakeholders Relationship Committee, Audit Committee and Nomination & Remuneration Committee	Nil
Salary or Sitting fees paid	26,000/- p.m.	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he/she is director	Nil	Nil	Nil
Relationship between directors inter-se	Nil	Nil	Nil



# MID INDIA INDUSTRIES LIMITED

Corporate Office: 405, Princess Centre, 6/3, New Palasia, Indore - 452003 (M.P.)  
Regd. Office: Textile Mill Area, Station Road, Mandasaur - 458001 (India) Ph.: +91 7422 234999, 405139  
Fax: +91 7422 234374 E-mail: csmidindia@gmail.com Website: www.midindiaindustries.com CIN: L17124MP1991PLC006324



## ATTENDANCE SLIP (To be presented at the entrance)

### 28th Annual General Meeting on Wednesday, 25th September 2019

R.F. No.:.....  
Shareholders' Name in Block Letters: (Mr./Mrs./Miss) .....

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 28th Annual General Meeting of the company at the Registered Office of the company on Wednesday, 25th September, 2019.

Name:.....

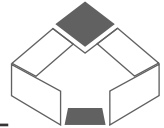
(If signed by proxy, his name should be written in block letters)

(Shareholders/Proxy's Signature)

**Note:** 1. Shareholders / Proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.  
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

# MID INDIA INDUSTRIES LIMITED

Corporate Office: 405, Princess Centre, 6/3, New Palasia, Indore - 452003 (M.P.)  
Regd. Office: Textile Mill Area, Station Road, Mandasaur - 458001 (India) Ph.: +91 7422 234999, 405139  
Fax: +91 7422 234374 E-mail: csmidindia@gmail.com Website: www.midindiaindustries.com CIN: L17124MP1991PLC006324



## PROXY FORM (FORM NO. MGT - 11)

### Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member (s):.....

Registered Address:.....

E-mail Id:.....

Folio No./Client Id:..... DP Id:.....

I/We, being the member (s) of.....shares of Mid India Industries Limited, hereby appoint

1. Name:..... E-mail Id:.....  
Address:.....  
.....Signature:.....or failing him

2. Name:..... E-mail Id:.....  
Address:.....  
.....Signature:.....or failing him

3. Name:..... E-mail Id:.....  
Address:.....  
.....Signature:.....



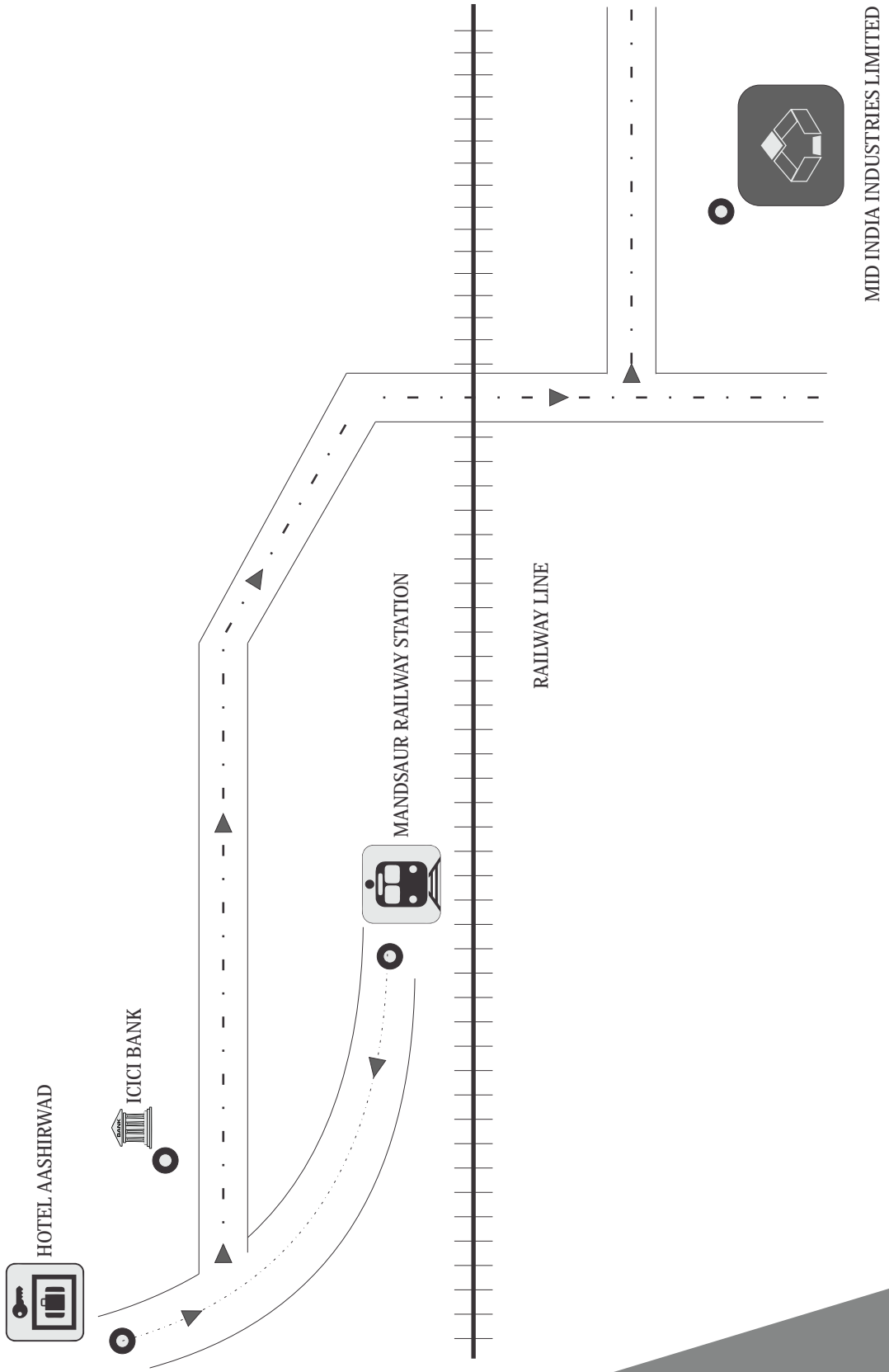
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on the Wednesday, 25th September, 2019 At the Registered Office situated at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001 IN at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business		For	Against
1.	Receive, Consider, Approve and Adopt Audited Financial Statement for the Financial Year 31st March 2019 together with reports of the Board of Directors and Auditors thereon.		
Special Business			
2.	Appointment of Shri Bhawani Shankar Soni (DIN: 01591062) as Director as well as Whole Time Director of the Company.		
3.	Re-appointment of Smt. Deepika Gandhi (DIN: 07017162) as an Independent Director of The Company.		
4.	Alteration in Main Object Clause of the Company.		
5.	Alteration of the Liability Clause of the Memorandum of Association of the Company.		
6.	Re-Appointment of Shri Sanjay Singh (DIN: 01548011) as a Managing Director of the Company for period of Three Years.		

Signed this.....day of.....2019

Signature of Shareholder:.....Signature of Proxy holder(s):.....

**Note:** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.  
2. A proxy need not to be member of the company.



HOTEL AASHIRWAD



ICICI BANK



MANDSAUR RAILWAY STATION

RAILWAY LINE



MID INDIA INDUSTRIES LIMITED

ROUTE MAP  
For the venue of  
Annual General Meeting

# Mid India Industries Limited

