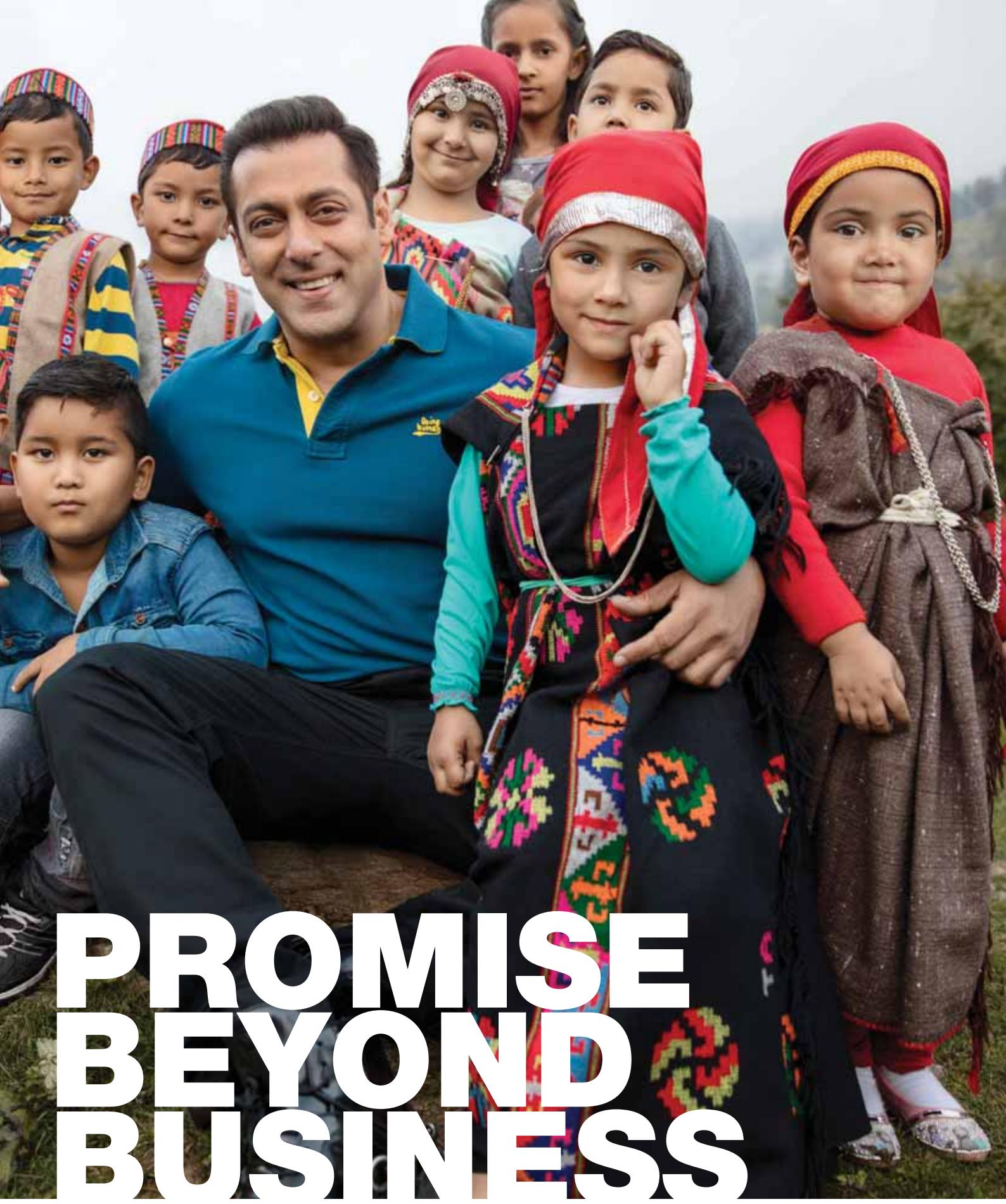


PROMISE BEYOND BUSINESS

ANNUAL REPORT 2016-17

Being human CLOTHING

MRVL
MANDHANA RETAIL VENTURES LTD.

Read Inside

COMPANY OVERVIEW

Promising Business	02
Geographic Presence	05
Diverse Offerings	06
Chairman's Communiqué	08
Consistent Performance	10
Our Promise	12
Human Assets	20
Accolades	21
Eminent Board	22
Key Management Personnel	23
Corporate Information	24

STATUTORY REPORTS

Directors' Report	26
Management Discussion & Analysis	50
Report on Corporate Governance	55

FINANCIAL STATEMENTS

Independent Auditors' Report	69
Balance Sheet	74
Statement of Profit & Loss	75
Cash Flow Statement	76
Notes	77



Highlights 2016-17

NET SALES

₹ 216 cr

EBIDTA

₹ 40.18 cr

POST-TAX PROFIT

₹ 20.02 cr

MARKET CAPITALISATION

₹ 473.78 cr

EARNINGS PER SHARE

₹ 9.07

Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.



WE ARE YOUNG, AGILE AND EAGER

TO MAKE A DIFFERENCE IN OUR BUSINESS AND BEYOND.

We are crafting unique designs for discerning customers, supported by cost-effective product development and efficient operations.

During the year, we enhanced our retail outreach, fostered rewarding partnerships, focused more on digital presence and reinforced our expansion across geographies. Being a global brand, we look forward to tie-ups with large retailers in the US and South-East Asia.

Our association with Being Human- The Salman Khan Foundation and its ambassador, the renowned Bollywood celebrity- Salman Khan enhances our popularity across a large consumer cross-section.

At the same time, we have endeavoured to make fashion a vehicle for social empowerment. We will continue to focus on this aspect of our brand identity to create value for all.

Our stakeholder promise transcends business priorities for a larger social outreach.

Promising Business

The Mandhana Retail Ventures Limited (TMRVL) is one of India's fastest growing retail company. At TMRVL, we create superior high-fashion products that are acclaimed globally. Our integrated operations include designing, development, production, marketing and distribution.



Our brand 'Being Human' is the outcome of a powerful combination of fashion, charity and association with the Bollywood superstar and celebrity Salman Khan. This uniqueness enables our brand to stand out globally and differentiate itself among other fashion brands.

FY 2016-17 was a landmark year as our Company was successfully listed as a separate entity on the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') in December 2016. We entered into a global exclusive trademark licence agreement to design, manufacture, retail and distribute men's wear, women's wear and accessories under the 'Being Human' trademark until 31st March, 2020. The exercise of demerger with Mandhana Industries Limited to create one of India's leading retail entities, The Mandhana Retail Ventures Limited was a prudent step to create long-term value for all stakeholders.

Being Human SS'17 Campaign with Salman Khan and Amy Jackson



BEING HUMAN

A clothing line with a heart, as is known to all. The renowned Bollywood celebrity Salman Khan is our brand ambassador. Being Human clothing personifies six humane expressions: love, care, share, hope, help and joy. These positive and strong values are embedded in our DNA and reflect in our thought and action.

Our brand has a rare combination of commitment towards human well-being through developing fashion. Being Human – the Salman Khan Foundation is a registered charitable trust to help improve education and healthcare for the underprivileged. Each garment helps shape a life through education and save a life through healthcare initiatives of the Foundation.

At Being Human, customer convenience is of utmost importance. To enhance our brand visibility and reach, we are leveraging digital channels. Tie-ups with leading online fashion stores such as Myntra, Abof and many more has significantly increased our reach. Partnering with popular retail chains, such as Shoppers Stop, Lifestyle, Splash, Jade Blue, All That Jazz, My Store and Wardrobe, are bolstering our sales.





Promising Business (CONTD.)

600+
RETAIL SELLING POINTS

5
OVERSEAS STORES

405
MULTI-BRAND OUTLETS

145
OVERSEAS POS

Minimal debt
STRONG BALANCE SHEET

15
COUNTRY PRESENCE

604
TEAM STRENGTH

7
DISTRIBUTION PARTNERS

18.41%
EBITDA MARGINS

4
E-COMMERCE SELLING POINTS

29
EXCLUSIVE BRAND OUTLETS (INDIA)

24
FRANCHISE STORES (INDIA)



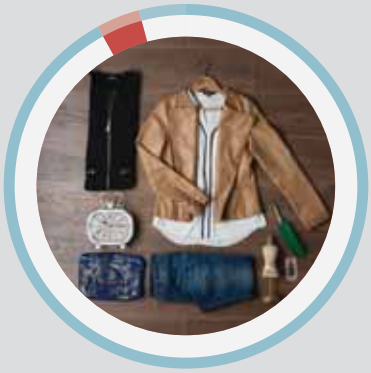
OUR BUSINESS CATEGORIES

Our clothing business goes beyond profitability and stands for a noble cause. Our major share is occupied by the men's wear clothing followed by women's wear and accessories. Every penny earned is a smile earned.

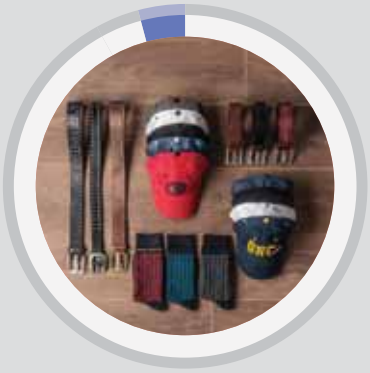
%



92 Menswear

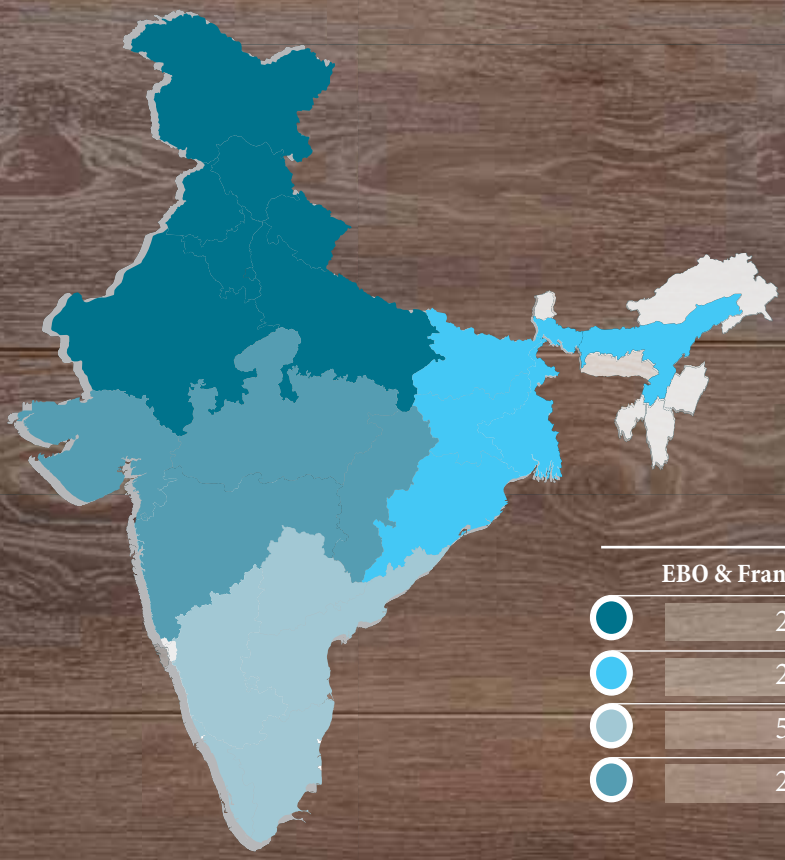


4 Womenswear



4 Accessories

Making a Style Statement Globally

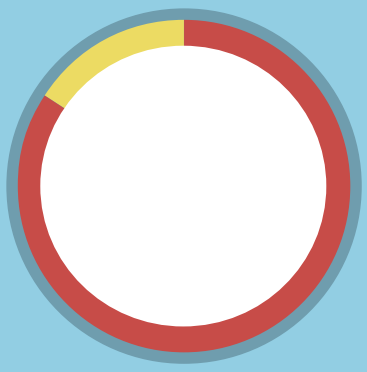


	EBO & Franchise	SIS
	24	88
	2	132
	5	49
	22	136

Our International Presence
FRANCE
MIDDLE EAST
NEPAL
MAURITIUS

DOMESTIC OUTLETS	458
INTERNATIONAL OUTLETS	150

OUR REVENUES %



84.4 Domestic 15.6 Global



Our Diverse Offerings



MENSWEAR


SHIRTS


T-SHIRTS


POLOS


DENIMS

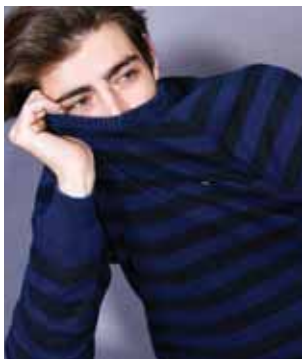


TRACKS



SHORTS


CHINOS


SWEATERS

ACCESSORIES


BELTS


CAPS


WALLETS



WOMENSWEAR



SHIRTS



T-SHIRTS



TOPS



SKIRTS



DRESS



DENIMS



SHORTS



PANTS



CHINOS



SWEATERS



FLIP FLOPS



WRISTBANDS



SOCKS



BRIEFS

Chairman's Communiqué



> **'Being Human' brand is a core strength of your company. It's a unique brand in that it belongs to a charity organisation of the same name that is doing noble work in the area of health and education for those disadvantaged.**

Dear shareholders,

I am very happy to present to you the very first annual report of The Mandhana Retail Ventures Ltd. as a public entity.

A small personal anecdote first. When I started on my first job in the year 1972 branded apparel was a rarity. A few years earlier two shirt brands were launched with very competitive advertising campaigns in print media. Some of you may remember 'Armour' and 'Liberty' shirts. Unfortunately back then the market was limited since we didn't have as many young consumers with healthy personal incomes as now. There was no organised and vibrant retail sector either as we see today; retail today accounts for 20% of the GDP according to reports. These promising brands just faded away. Little that I knew then that one day I would be a part of a vibrant branded apparel industry and be associated with a leading brand such as 'Being Human'. A brand that has iconic Mr. Salman Khan associated with it. Naturally, I am excited to be a part of this company!

As you know that prior to the demerger, your company was a division of Mandhana Industries Ltd, which had groomed it well since it started as its

During the year under review, your company has achieved a revenue of INR 218 Cr. This is a marginal increment over last year.

apparel business in the year 2011. And it has been positioned right in a competitive market. Now on its own, the company has the advantage of having its own distinct personality to take advantage of opportunities in the multi-crore branded apparel market. It has the responsibility now to use the freedom to implement strategies for efficiency in supply chain and effective brand promotion. Given the competition, the company also needs to continue to be agile to respond to fast-changing fashion trends.

Opportunities for your company lie in the much talked of 'demographic dividend' that India is expected to enjoy for the next thirty years. Rapid urbanisation is another driver of the market opportunity. About a third of India's population will be in the age bracket of 18 to 34 by 2021, the core consumer of the 'Being Human' brand. This age group represents what behaviourists call as the aspirational class. They have rapidly growing personal incomes and account for an expanding pie of private consumption expenditure on apparel and footwear. Management Discussion & Analysis later in this report deals with the demand context in more detail. I recommend you spend a few minutes to read it.

'Being Human' brand is a core strength of your company. It's a unique brand in that it belongs to a charity organisation of the same name that is doing noble work in the area of health and education for the disadvantaged. The brand is licensed by the company and its work in the social arena has a wide and easy recall. The Company's customers and there are about half a million loyal ones and expanding know the attributes of this brand well. The Company's surveys show that the customers know that when they buy 'Being Human' apparel they are 'doing good while looking good'!

The philosophy of your management is healthy growth with profitability. And therefore the Company works assiduously to generate enough cash flow to invest carefully in design, product development and brand promotion that will sustain profitable growth. With continuing profitable growth, the Company's stock will, hopefully, continue to be attractive for trading and that will provide liquidity to the holdings of shareholders. The company has adopted an 'asset light' business model so that its capital requirement remains moderate. The company does not invest in real estate for retail except in handful of cases that too largely by way of leasing arrangements. It has taken on board entrepreneurial franchisees and leverages their initiative and enthusiasm for market expansion. At present, 'Being Human' brand is present in about 600 outlets in India, Nepal, the Middle-East, Mauritius and there is one in France. This footprint will only grow in the coming years. Your company also uses on-line channels and they account for about 6% of revenue today. This digital footprint will be expanded in a calibrated manner in the coming years.

During the year under review, your company achieved a revenue of INR 218 Cr. This is a marginal increment over last year. During the year under review, the process of demerger and consequent reorganisation took disproportionate time of the company management.

Demonetisation also slowed the tempo in what is usually a busy festive season for the apparel industry. However, your management was successful in maintaining the gross margins slightly in excess of 50% and EBITDA margin at 18.41%. Net profits were steady at a healthy INR 20.02 Cr.

With GDP growth anticipated at 7%+ this year and promise of a good monsoon which is in progress as I write this letter, there is a reason to be optimistic about expanding personal incomes and spread of 'feel good' factor that drives the demand for 'Being Human' brand. Not that there are no headwinds; reported loss of mid-level jobs in IT industry is a cause for slight concern. There is also a sense of uncertainty regarding possible transition pains of Goods & Service Tax (GST) implementation. Barring this and any other unforeseen circumstances, we should be looking at a progressive year.

Lastly, I must compliment the dynamic management team headed by Mr. Manish Mandhana, the CEO that has pulled through a difficult transition year, fairly unscathed. On the Board of Directors, I must acknowledge the support of Independent Directors Mr. Ramnath Pradeep and Mr. Kiran Vaidya; in them you have persons of vast experience, integrity and an impeccable instinct for corporate governance. I must also mention Mr. Sachin Jaju, the youthful Non-executive Director who brings his in-depth knowledge of textile trade and its supply chain to Board deliberations.

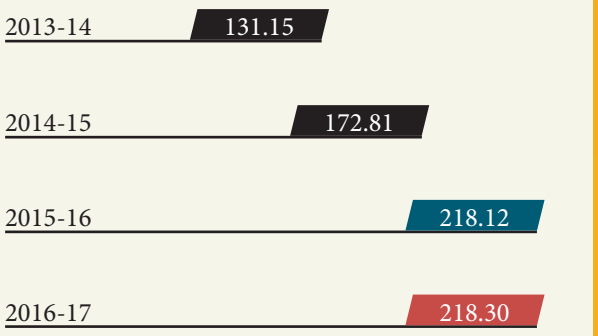
With best wishes,

Pradip Dubhashi

Consistent Performance

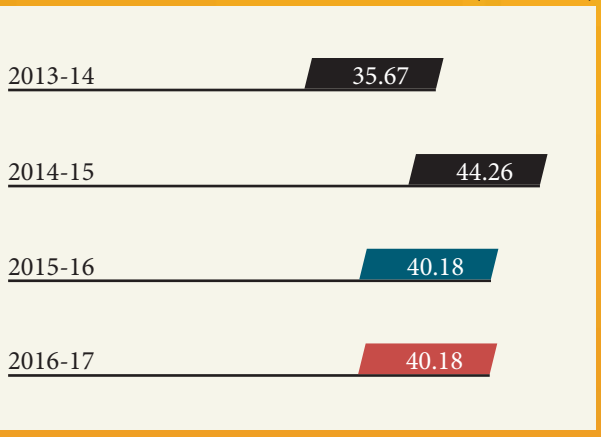
REVENUE

(₹ in Crores)



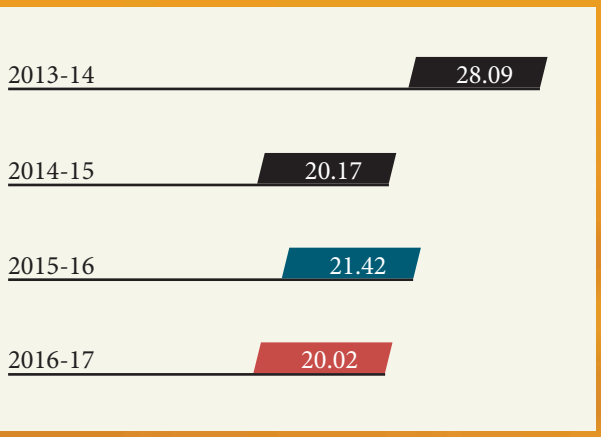
EBIDTA

(₹ in Crores)



POST-TAX PROFIT

(₹ in Crores)

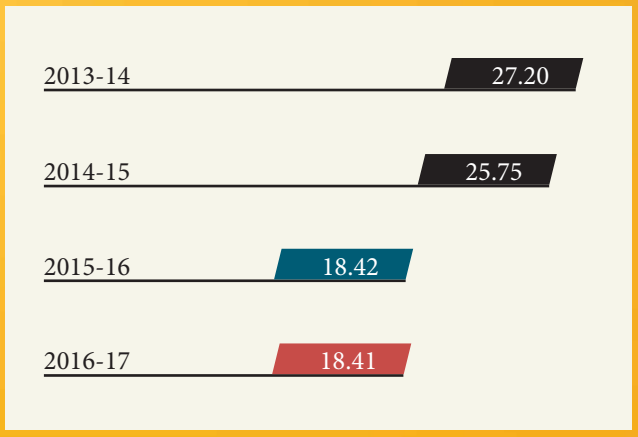






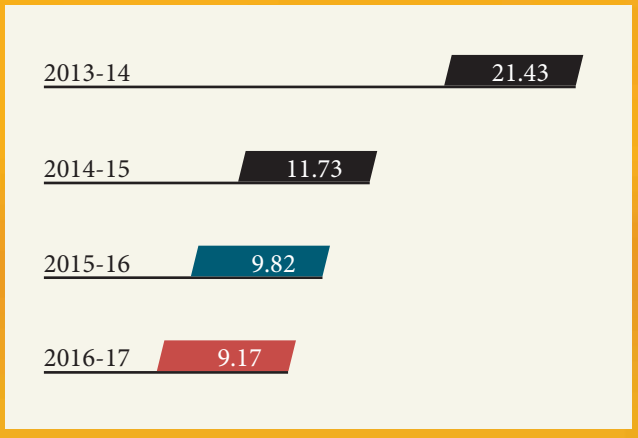
EBIDTA MARGIN

(%)



NET MARGIN

(%)



SS'16 Being Human Campaign with Salman Khan



Our promise is…

CRAFTING UNIQUE DESIGNS

We have a strong in-house team of designers, with a deep understanding of customer aspirations and prevailing societal trends. Our team is headed by a team of designers based out of Europe and India who provide interesting insights to capture the imagination of the discerning consumer.

Our designs are inspired by evolving customer preferences. We engage with our customers and integrate their insights into our design ideas. We focus on exclusivity and comfort for our growing customer cross-section.

Our three-pronged designing steps enable us to cater to evolving customer requirements. First, we conduct market surveys to design products as per emerging customer requirements. Second, our team develops mood boards and colour cards that connect to seasonal trends. Necessary approvals on artwork and designs are taken before the designs are passed on to the production team for development.



OUR DESIGNS ARE AN INTERESTING MIX OF CREATIVITY AND FUNCTIONALITY.

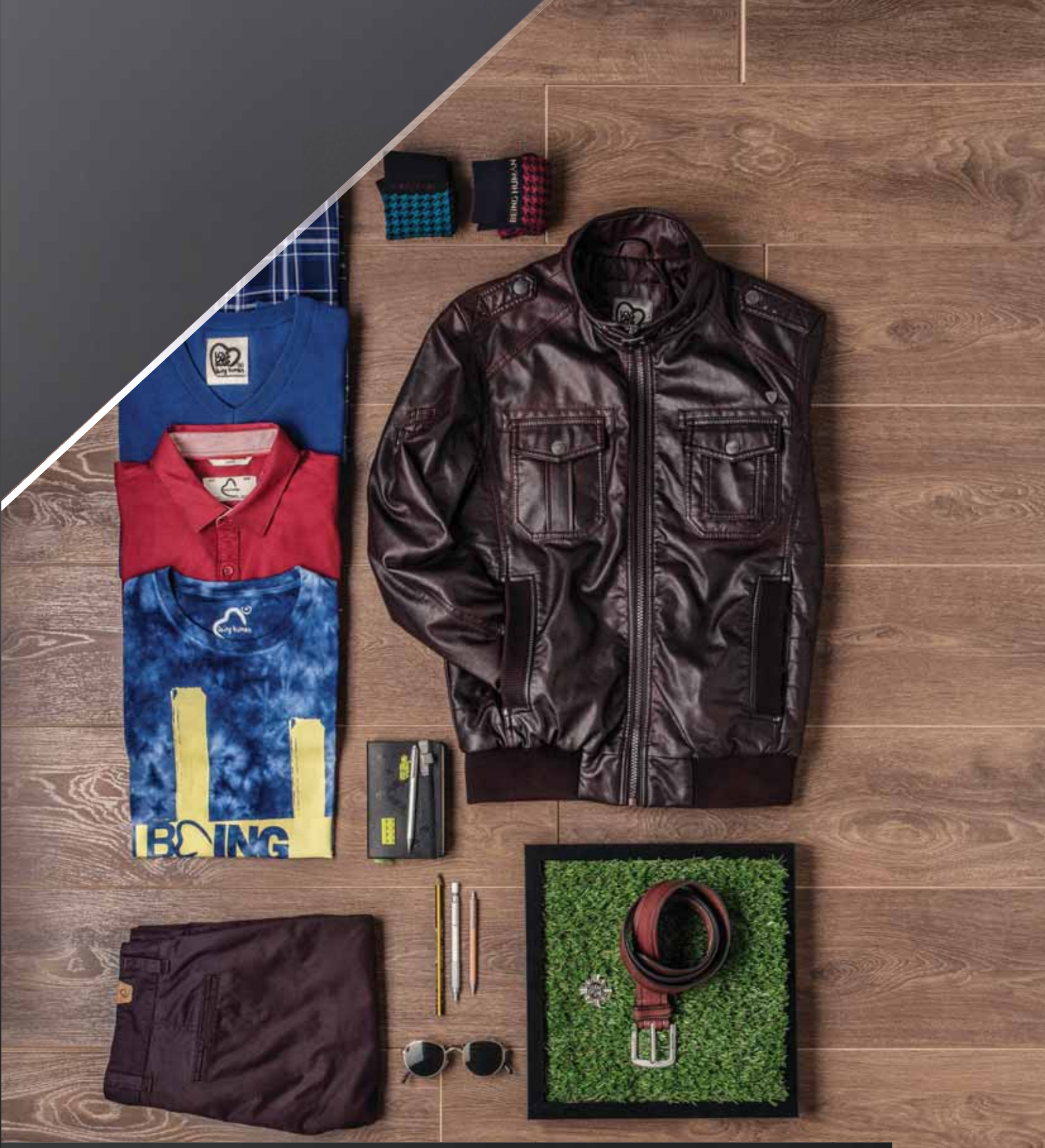
Our promise is…

DRIVING COST-EFFECTIVE DEVELOPMENT



Our team follows the most cost-effective and efficient product development processes. We chase stringent pre-production timelines to maintain a demand-supply equilibrium.

Our varied category of products is distributed for development among our distinguished vendors. This ensures smooth process for proto development and in getting necessary approvals in place.



TWO STAGES OF PRODUCT DEVELOPMENT

PROTOTYPE DEVELOPMENT	SALES MAN SAMPLES (SMS)
• Create lab dip samples for colour balancing • Conduct review meetings for proto presentation • Select products, based on proto appearance	• Produce final samples to present in the buyer meetings

Our
promise is…

MANAGING AND FORTIFYING OPERATIONS

We produce quality output with a sharp focus on costs. Our operations comprise planning, producing and managing.





PLAN

Our deliverables are planned, based on seasonal requirements. We ensure orders are allocated prudently to the vendors and negotiations are made to achieve higher margins. We keep a track on the inventory and develop additional stock-keeping units, to avoid any delays in the production process.

PRODUCE

Through proper inventory planning, we try to minimise the risks associated with the production process. Our focus is on producing the best quality output through cost-efficient processes and maintaining strict timelines.

MANAGE

We perform various lab tests on the fabrics and garments produced in our pursuit for excellence. Also, in-line, mid-line and final inspections for all orders are diligently conducted. The final tech files are then shared with the selected vendors.

Our
promise is…

DELIGHTING CUSTOMERS EVERY TIME

Yes, that's our objective. Our focus is to provide an enjoyable experience to our customers. From product designing to store designing, we bring our passion in whatever we do. Our customer-centric approach is designed to provide a pleasant shopping experience to our customers.



SPRAWLING STORES

Our endeavour is to create a strong brand connect. Our exclusive brand outlets are focused on providing an elevated shopping experience to customers. We take into consideration the store location, the demographic profile of consumers of that area and the store size. The unique characteristics of the city and the use of exclusive props are combined to reflect the characteristics of the city in the store. Moreover, our stores are built on the themes of re-cycle, re-use and re-invent.

29

FRANCHISES (INCLUDING INTERNATIONAL)

58

OUTLETS

29

EBOs





CUSTOMER-FOCUSED PROGRAMMES

At Being Human, we are engaging customers in lucrative loyalty programmes. 100% Share is our significant loyalty programme where customers earn Goodness points, along with noteworthy returns for shopping at a Being Human store. Another strategy we adopt is to achieve higher 'same store growth' to increase our brand recall.

4.81 Lakh

CUSTOMER LOYALTY BASE

Human Assets at TMVRL

We are focusing on building a culture that encourages high performance. We are implementing performance-driven incentive schemes to engage, manage and develop our talent pool in line with our overarching organisational objectives. Our HR practices have been designed with a deep sensitivity for employees. We have a grievance redress committee, wherein we address the concerns of our colleagues and help them with solutions.



The various people initiatives that we undertake comprise:

WORKFORCE CAPABILITY AND CAPACITY

We assess the capability and capacity needs for the right utilisation of skills and competencies. We have a diversified culture and ensure recruiting one specially-abled colleague for each store.

LEARNING AND DEVELOPMENT

We focus on continuous advancement in skillset and career growth of our employees. Our learning and development programmes are built to enhance our people's skills and contribute to the organisation's core competencies, strategic challenges and overall goals. Our endeavour is to develop an internal talent pool and encourage high-performing colleagues to fill in the competency gaps in the organisation.

EMPLOYEE ENGAGEMENT

We conduct various employee engagement activities for better employee connect. To keep our colleagues motivated and engaged, we involve them in various engagement activities. We use indicators such as workforce retention, absenteeism, grievances, safety, and productivity to assess and improve workforce engagement.

We have a diversified culture and ensure recruiting one specially-abled colleague for each store.

EMPLOYEE COMMUNICATION

We understand the strong correlation between employee performance and engagement. We foster an organisational culture that is characterised by transparent communication, high performance work and engaged workforce. We engage, compensate and reward our workforce to achieve high performance.

HEALTHY AND SAFE ENVIRONMENT

At TMRVL, we believe a healthy and safe environment goes a long way in maintaining an organisation's sustainability. We provide a safe and healthy work environment to our employees to enable them to work efficiently and diligently. We also have canteen facilities, where we serve healthy and hygienic food to our people.

Accolades

Our Being Human retail business has been conferred with multiple awards by industry platforms for our contribution to the retail apparel brand industry and elevated consumer service levels.

Since 2013, we present 'Being Human Award' in partnership with TRRAIN Retail Awards, to employees who have shown high levels of integrity in customer interaction.



YEAR	ACHIEVEMENTS	BESTOWED BY
2017	Most Iconic Brand	Made in India
2016	Images Most Admired Fashion Brand of The Year	Images Fashion Awards
2015	Emerging Brand Award	National Awards for Marketing Excellence
2015	Top 100 Franchise Opportunities	Franchising World
2015	International Day for Persons with Disabilities	TRRAIN Retail Awards
2015	Best Promising Brand (Apparel Category)	ET - Brand Equity
2014	Apparel Retailer of the Year	Indian Retail Congress
2014	Top 100 Franchise Opportunities	Franchising World
2013	Licensee of the Year	Star Retailers Award
2013	Best Unisex Store – Mumbai	Infiniti – Retailers Rewards and Recognition
2013	India's Most Trusted NGO, The Brand Trust of India, The Most Admired Store	Viviana Retail Excellence Award

Our Eminent Board



Mr. Pradip Dubhashi

Chairman, Non-Executive and Independent Director

Mr. Pradip Dubhashi was appointed as Chairman, Non-Executive and Independent Director of our Board on October 7, 2016. He holds a bachelor's degree of Engineering in Electrical Engineering from College of Engineering Pune (CoEP) and a Post-graduate Diploma in Management (PGDM) degree from XLRI School of Management (Jamshedpur). He has 44 years of experience in development banking industry and strategy consulting.



Mrs. Sangeeta Mandhana

Managing Director

Mrs. Sangeeta Mandhana holds a bachelor's degree of Commerce from Calcutta University. With her expertise in designing apparels and outfits, she was heading the Design department of Golden Seams Industries Private Limited as Vice-President –Design from July 1, 2011, till August 31, 2016.



Mr. Priyavrat Mandhana

Executive Director

Mr. Priyavrat Mandhana , 27 years old, holds a bachelor's degree of Commerce from Mumbai University and has over four years of experience in Mandhana Industries Limited (MIL). He has also completed 'Masters of Innovation and Entrepreneurship' from the University of Warwick, the UK. He plays an important role in strategising and monitoring the retail business of the Company.



Mr. Ramnath Pradeep

Non-Executive and Independent Director

Mr. Ramnath Pradeep, aged 65 years, holds a master's degree in Economics and Law. He had an enriching experience with Corporation Bank, Central Bank of India, State Bank of India, Bank of India and was appointed as a legal adviser to ONGC Ltd. He had also been on the Boards of IILFS, Centbank Financial Services Ltd, Centbank Home Finance Ltd, Corp Bank Security Ltd, Indian Institute of Banking and Finance Ltd and Zen Advisors Pvt. Ltd.



Mr. Kiran Vaidya

Non-Executive and Independent Director

Mr. Kiran Vaidya was appointed as Non-Executive and Independent Director on our Board on October 7, 2016. He holds a bachelor's degree of Commerce from Bangalore University and is an associate member of Institute of Cost and Works Accountants of India (ICWAI). He has over 35 years of experience in various industries in the fields of finance, accounts, costing, budgeting, and project finance.



Mr. Sachin Jaju

Non-Executive Director

Mr. Sachin Jaju holds a bachelor's degree of Commerce and a master's degree in Accounts from the R.A. Poddar College, Mumbai. He also has a master's degree in Marketing from Narsee Monjee Institute of Management Studies (N.M.I.M.S), Vile Parle. He has hands-on experience of 18 years in business.

Key Management Personnel



Mr. Manish Mandhana

Chief Executive Officer

Mr. Manish Mandhana holds a bachelor's Degree in Commerce from Mumbai University and has over 21 years of experience in the textile industry. He is the Chief Executive Officer of The Mandhana Retail Ventures Limited. He has an extensive and rich entrepreneurial experience in diverse areas of marketing, design, merchandising, production and management.



Mr. Kunal Mehta

Vice President – Business Development and Marketing

Mr. Kunal Mehta is a Commerce graduate from Mumbai University. Currently, he holds the position of Vice President - Business Development and Marketing with The Mandhana Retail Ventures Limited. He is responsible for the overall management of core business of the Brand, which includes strategic and operational marketing, franchise and business development, logistics, retail planning, among others.



Mr. Jagdish Pamwani

Vice President - Sales

Mr. Jagdish Pamwani holds a bachelor's degree in Commerce from Mumbai University and has completed a Professional Development Programme from Cornell University, New York. He is designated as Vice President - Sales with The Mandhana Retail Ventures Limited and is handling sales in the following verticals: large format stores (LFS), multi brand outlet (MBO), e-commerce and distribution.



Ms. Purvi Joshi

Vice President - Sourcing and International Business

Ms. Purvi Joshi holds a bachelor's degree in Arts from SK Somaiya Institute, Mumbai University. Her educational certifications include Fashion Designing and Apparel Merchandising from India International Trade Centre and Quality Assurance from Indian Institute of Quality Assurance and a Retail Management from Welingkar Institute, Mumbai. She handles end-to-end designing, merchandising, quality assurance, buying and sourcing, production and international marketing for our brand Being Human.



Mr. Ritesh Bhardwaj

Vice President – Finance, Accounts and Commercial

Mr. Ritesh Bhardwaj, aged 37 years, is a Chartered Accountant and holds a bachelor's degree of Commerce from Rajasthan University. His rich experience in the fields of finance, accounting and commerce entrusts him with the responsibility of overseeing the day-to-day functioning of other core functions, including human resources (HR), information technology (IT) and warehouse.



Mr. Virendra Varma

Company Secretary and Compliance Officer

Mr. Virendra Varma, aged 33 years, is an Associate Member of the Institute of Company Secretaries of India. He holds a bachelor's degree of Commerce and also a bachelor's degree of Law from Mumbai University. He has over eight years of professional experience in the fields of corporate governance, compliance, secretarial and administration of listed and unlisted companies in India and overseas.

Corporate Information

Board of Directors

Mr. Pradip Dubhashi	- Non-Executive and Independent Chairman
Mr. Ramnath Pradeep	- Non-Executive and Independent Director
Mr. Kiran Vaidya	- Non-Executive and Independent Director
Mrs. Sangeeta Mandhana	- Managing Director
Mr. Priyavrat Mandhana	- Executive Director
Mr. Sachin Jaju	- Non-Executive Director

Key Managerial Personnel

Mr. Manish Mandhana	- Chief Executive Officer
Mr. Virendra Varma	- Company Secretary

Statutory Auditors

M/s. BSR & Co. LLP
Chartered Accountants

Solicitors

M/s. Crawford Bayley & Co.
Advocates & Solicitors

Internal Auditor

M/s. Aneja Assurance Private Limited
Chartered Accountants

Secretarial Auditor

Mr. Nitin R. Joshi
Practicing Company Secretary

Bankers

HDFC Bank Limited
Axis Bank Limited
Corporation Bank
State Bank of India
Kotak Mahindra Bank

Registrar and Share Transfer Agents

Link Intime India Private Limited
(Unit: The Mandhana Retail Ventures Limited)
C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai 400083
Tel : 91-22-49186000
Fax : 91-22-49186060
email : mumbai@linkintime.co.in

Registered Office

Plot No. E-132, M.I.D.C.,
Tarapur Industrial Area,
Boisar, Dist: Palghar - 401506
Tel: 91-2525-697301 to 306
Fax: 91-22-4353 9358

Corporate Office

006-008, Peninsula Centre,
Dr. S. S. Rao Road,
Parel, Mumbai - 400012
Tel : 91-22-4353 9191
Fax: 91-22-4353 9216
email : cs@mandhanaretail.com
Website: www.mandhanaretail.com

STATUTORY REPORTS

Directors' Report	26
Management Discussion & Analysis	50
Report on Corporate Governance	55

FINANCIAL STATEMENTS

Independent Auditors' Report	69
Balance Sheet	74
Statement of Profit & Loss	75
Cash Flow Statement	76
Notes	77

Directors' Report

Dear Shareholders,

The Directors have pleasure in presenting the 6th Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2017

1. FINANCIAL HIGHLIGHTS

(₹ In Lakh)

Particulars	31 March 2017	31 March 2016
Total Turnover	21,830.17	21,812.68
Other Income	105.43	122.90
Profit Before Interest, Depreciation and Taxation	4,018.37	4,017.86
Less: 1. Interest	472.36	442.79
2. Depreciation	340.02	298.90
Profit Before Taxation	3,205.99	3,276.17
Less: Provision for Taxation		
Current Tax	1,240.00	1,137.63
Deferred Tax	(36.12)	(3.00)
Net Profit for the Year	2,002.11	2,141.54
Less: Income Tax paid for earlier year	0.00	0.00
Profit after Taxation	2,002.11	2,141.54
Add : Balance of Profit from earlier years	4,149.73	2,008.19
Amount available for Appropriations	6,151.84	4,149.73
Less: Transfer to General Reserve	0.00	0.00
Balance carried forward	**6,151.84**	**4,149.73**

Note:

The Hon'ble High Court of Judicature at Bombay had vide its order dated 29th March, 2016 effective from 1st April, 2016, approved the Scheme of Arrangement ("Scheme") between Mandhana Industries Limited ("MIL") and The Mandhana Retail Ventures Limited ("Company") and their respective Shareholders and Creditors, pursuant to which the Retail Business of MIL has been demerged and transferred into the Company from the appointed date viz. 1st April, 2014.

2. COMPANY PERFORMANCE AND BUSINESS OVERVIEW

A detailed discussion of operations for the year ended 31st March, 2017 is provided in the Management Discussion and Analysis Report, which is presented in a separate section forming part of this Annual Report.

3. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR 2016-17

i. Scheme of Arrangement

The Hon'ble High Court of judicature at Bombay had, vide its order dated 29th March, 2016 sanctioned the Scheme of Arrangement ("Scheme") between Mandhana Industries Limited ("MIL/ Demerged Company") and The Mandhana Retail Ventures Limited (formerly Mandhana Retail Ventures Limited) ("Company") and their respective shareholders and creditors under Section 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956. Pursuant to the Scheme the retail business of MIL has been demerged and transferred into the Company with effect from the Appointed Date i.e. 1st April, 2014.

ii. Changes in Paid-up Share Capital

During the year under review, pursuant to the Scheme becoming effective and after ascertainment of the respective entitlements of the shareholders of the Demerged Company as on 23rd September, 2016 (i.e. the Record Date fixed by the Demerged Company in terms of the Scheme), the Board of Directors of Company, vide resolution passed on 27th September, 2016, allotted 2,20,82,609 (Two Crore Twenty Lakh Eighty Two Thousand Six Hundred and Nine) Equity Shares of ₹ 10/- (Rupees Ten only) each to the eligible shareholders of the Demerged Company. The shares were allotted to those shareholders of MIL whose names were appearing as the beneficial owner in the records of Depositories and as Members in the Register of Members as on the Record Date, in the ratio of 2 (Two) fully paid equity shares of ₹10/- (Rupees Ten only) each for every 3 (Three) fully paid equity shares of ₹ 10/- (Rupees Ten only) each held in MIL.

iii. Cancellation of Shares

Upon allotment of 2,20,82,609 equity shares of ₹ 10/- each (Rupees Ten only), the existing 50,000 equity shares of ₹ 10/- each (Rupees Ten only) were extinguished and cancelled, pursuant to the Scheme.

iv. Settlement of Fractional Entitlements

The fractional entitlements arising out of allotment of equity shares issued pursuant to the Scheme were consolidated and sold in terms of the Clause 13 of the Scheme. The fractional entitlements were duly paid to the respective shareholders in the month of January, 2017 through prescribed modes of payment along with necessary intimations of such payments to each of such shareholders.

v. Listing of Shares

Equity Shares allotted pursuant to the Scheme, were listed and permitted for trading on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") w.e.f. 14th December, 2016.

vi. Change in Name

To reflect the exclusivity of the brand, name of the Company was changed from "Mandhana Retail Ventures Limited" to "The Mandhana Retail Ventures Limited". A fresh Certificate of Incorporation

pursuant to the change of name of the Company was issued by the Registrar of Companies, Mumbai on 26th September, 2016.

4. DIVIDEND

Considering the capital requirement for ongoing business expansion, the Board of Directors recommend conserving the profit and ploughing back the same to further stimulate the growth of the Company.

5. TRANSFER TO RESERVE

Nil.

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

No material changes and commitments have occurred after the close of the financial year till the date of this report, which affect the financial position of the Company.

7. CORPORATE GOVERNANCE

Reports on Corporate Governance and Management Discussion and Analysis, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), along with a certificate from Auditors regarding compliance of the Corporate Governance are given separately in this Annual Report.

All Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the financial year 2016-17. A declaration to this effect signed by the Chief Executive Officer of the Company is contained in this annual report.

8. PUBLIC DEPOSIT

Your Company has not accepted any Public Deposits under Chapter V of the Companies Act, 2013.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of Company, Mr. Sachin Jaju retires by rotation and being eligible, offers himself for re-appointment.

The Board of Directors in its meeting held on 7th October, 2016 appointed Mr. Pradip Dubhashi (DIN: 01445030), Mr. Ramnath Pradeep (DIN: 02608230) and Mr. Kiran Vaidya (DIN: 02548532) as Additional Directors (Non-Executive and Independent Directors) of the Company, who hold office up to the date of this Annual General Meeting (AGM), under the provisions of Article 151 of the Articles of Association of the Company and Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received notices from members proposing their appointment as Independent Directors of the Company, in accordance with the provisions of Section 149 of the Companies Act, 2013, to hold office as per their tenure of appointment mentioned in the Notice of the ensuing Annual General Meeting of the Company. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Companies Act, 2013.

Brief details of Directors proposed to be appointed/ re-appointed as required under Regulation 36(3) of Listing Regulations are provided in the notice of the ensuing Annual General Meeting. Necessary details have also been annexed to the notice of the meeting in terms of Section 102(1) of the said Act.

The Company has received declarations from all the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Regulation 16(1)(b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members' approval is being sought at the ensuing Annual General Meeting for the above appointments.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Manish Mandhana was appointed as Chief Executive Officer of the Company with effect from 1st April, 2017 based on the recommendation of the Nomination and Remuneration Committee of the Board. Mr. Virendra Varma was appointed as the Company Secretary of the Company with effect from 1st October, 2016. During the year under review, none of the KMP of the Company resigned from their respective positions in the Company.

10. BOARD EVALUATION

Evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects.

The Company's Independent Directors met on 23rd March, 2017 without the presence of Executive

Directors or Members of the Management. All the Independent Directors attended the Meeting. The Independent Directors at the Meeting found it prudent that, the evaluation of the performance of the Executive and Non-Executive Directors, the Committees and the Board as whole be conducted after the ensuing Annual General Meeting of the Company, as some additional time would allow the Independent Directors to evaluate the performance more precisely.

11. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year 13 Board Meetings were convened and held. Details of meetings of the Board and its Committees alongwith the attendance of the Directors therein have been disclosed in the Corporate Governance Report.

12. VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The Whistle Blower Policy is posted on the website of the Company and the web-link to the same is http://www.mandhanaretail.com/investor-relations.php

13. AUDIT COMMITTEE

As on 31st March, 2017, the Audit Committee comprised of four members viz. 3 Independent Directors and 1 Executive Director, given as under:

1.	Mr. Kiran Vaidya - Chairman
2.	Mr. Pradip Dubhashi
3.	Mr. Ramnath Pradeep
4.	Mr. Priyavrat Mandhana

Further details on the Audit Committee are provided in the Corporate Governance Section.

14. NOMINATION AND REMUNERATION POLICIES

The Board of Directors has formulated a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors.

The Board has also formulated a Policy relating to remuneration of Directors, Members of Senior Management and Key Managerial Personnel.

Details of the Nomination and Remuneration Policy are given under Annexure - 'C' to this Report.

15. RISK MANAGEMENT POLICY

The Company continuously monitors its risk management framework to identify, measure and mitigate business risks and threats. This framework seeks to create transparency, minimize adverse impact on business objective and enhance the Company's Competitive advantage.

This risk framework thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

No loans, guarantees or Investments covered under section 186 of the Companies Act, 2013, have been given or provided during the year.

17. RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material under Regulation 23 of Listing Regulations. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form No. AOC - 2 is not applicable. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed through the following link: http://www.mandhanaretail.com/investor-relations.php. Your Directors draw attention of the Members to Note No. 31 to the financial statements which sets out related party disclosures.

Prior omnibus approval is obtained on an annual basis for transactions with related parties which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted and a statement giving details of all transactions with related parties are placed before the Audit Committee and Board of Directors for their review on periodical basis.

18. MANAGERIAL REMUNERATION

REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. The percentage increase in remuneration of each Director, Chief Executive Officer and Company Secretary during FY 2016-17 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2016-17 are as under:

Sr. No.	Name of Director /KMP and Designation	Remuneration of Director/ KMP for FY 2016-17 (in ₹)	% increase in remuneration in FY 2016-17	Ratio of remuneration of each Whole-Time Director to median remuneration of employees
1	Mrs. Sangeeta Mandhana - Managing Director*	58,41,920	N.A.	48.08
2	Mr. Priyavrat Mandhana - Executive Director*	58,41,920	N.A.	48.08
3	Mr. Sachin Jaju - Non-Executive Director*	2,50,000	N.A.	N.A.
4	Mr. Pradip Dubhashi - Non-Executive Chairman and Independent Director#	4,00,000	N.A.	N.A.
5	Mr. Ramnath Pradeep - Non-Executive and Independent Director#	4,00,000	N.A.	N.A.
6	Mr. Kiran Vaidya - Non-Executive and Independent Director#	3,75,000	N.A.	N.A.
7	Mr. Virendra Varma - Company Secretary#	5,83,200	N.A.	N.A.
8	Mr. Manish Mandhana - Chief Executive Officer (CEO)@	NIL	N.A.	N.A.

**No remuneration was paid to Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana during the previous financial year (2015-16) as their respective appointment was made as Managing Director and Executive Director in the financial year 2016-17 effective from 1st September, 2016.*

#No remuneration was paid to the Independent Directors and the Company Secretary during the previous financial year (2015-16) as their respective appointment was made during the financial year 2016-17 (All independent directors were appointed on 7th October, 2016 and the Company Secretary was appointed with effect from 1st October, 2016).

@The appointment of Mr. Manish Mandhana as the CEO of the Company is effective from 1st April, 2017 and hence no remuneration was paid to him in the financial year 2015-16 and 2016-17.

Note:

Remuneration paid to each Whole-Time Director and KMP includes Salary, allowances, company's contribution to provident fund and monetary value of perquisites, if any. The remuneration paid to Non-Executive and/or Independent Directors comprises of sitting fees only.

ii. The median remuneration of employees of the Company during FY 2016-17 was ₹ 2,09,124/-;

iii. In the financial year under review, there was a decrease of 43.78% in the median remuneration of employees;

iv. There were 604 permanent employees on the rolls of the Company as on 31st March, 2017;

v. Average percentage decline in the salaries of employees other than the managerial personnel in the last financial year i.e. FY 2016-17 was 45.87% as compared to FY 2015-16. Since, all the Key Managerial Personnel were appointed during the FY 2016-17, the same is not comparable with the FY 2015-16.

vi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate statement and forms part of the Annual Report. Further, this report is being sent to the Members excluding the said statement. The said statement is available for inspection of members at the Registered Office of the Company during working hours upto the date of the Annual General Meeting and shall be made available to any shareholder on request. The said statement is also available on the website of the Company www.mandhanaretail.com.

19. STATUTORY AUDITORS AND AUDITORS' REPORT

During the year under review M/s. Vishal H. Shah & Associates, Chartered Accountants has stepped down as the Statutory Auditors of the Company w.e.f. 12th December, 2016 on account of their pre-occupation.

Subsequently, the Members of the Company has appointed M/s. BSR & Co., LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) as Statutory Auditors of the Company through postal ballot process in accordance with the

provisions of section 110 read with the Companies (Management and Administration) Rules, 2014. M/s. BSR & Co., LLP, Chartered Accountants have been appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 6th Annual General Meeting. In accordance with section 139 of the Companies Act, 2013, the Board of Directors on recommendation of Audit Committee, in its meeting held on 29th May, 2017 has recommended the appointment of M/s. BSR & Co., LLP, Chartered Accountants (FRN: 101248W/W-100022), as the Statutory Auditors of the Company for a period of 5 years to hold office until the conclusion of the 11th Annual General Meeting of the Company to be held in calendar year 2022. In accordance with the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, the appointment of the Statutory Auditors is required to be ratified by the shareholders at every Annual General Meeting during their tenure. M/s. BSR & Co., LLP, Chartered Accountants, have consented to act as the Statutory Auditors of the Company.

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report.

There is no incident of fraud requiring reporting by the auditors under Section 143(12) of the Companies Act 2013.

20. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Rules made thereunder, the Company has appointed Mr. Nitin R. Joshi, Practicing Company Secretary (Certificate of Practice No. 1884 and Membership No. FCS- 3137) as the Secretarial Auditor of the Company. The Secretarial Audit Report is annexed as Annexure - 'D' and forms an integral part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. The statements referred in the Secretarial Audit Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013.

21. CORPORATE SOCIAL RESPONSIBILITY

The Annual Report on CSR activities for the financial year 2016-17 is enclosed as Annexure -'B'.

22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no subsidiary, Joint Venture and Associate Company as on 31st March, 2017.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial controls in place with reference to financial statements. These are continually reviewed by the Company to strengthen the same wherever required. The internal control systems are supplemented by internal audit carried out by an independent firm of Chartered Accountants and periodical review by the Management. The Audit Committee of the Board addresses issues raised by both, the Internal Auditors and the Statutory Auditors.

25. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under sub section (3)(c) and (5) of Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that;

i) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;

iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the Directors have prepared the annual financial statements on a going concern basis;

v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and

vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as per section 134(3)(2) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2017 are provided under Annexure - 'A' to this report.

27. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in prescribed Form No. MGT-9 is provided under Annexure - 'E' forming part of this Report.

28. OTHERS

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. The details relating to deposits, covered under Chapter V of the Act, since neither the Company has accepted deposits during the year under review nor there were any deposits outstanding during the year.
2. Details relating to issue of sweat equity shares, stock options, and shares with differential rights as to dividend, voting or otherwise, since there was no such issue of shares.
3. None of the Whole-Time Directors of the Company received any remuneration or commission from any of its subsidiaries.

Your Directors further state that during the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

29. ACKNOWLEDGEMENT

The Directors take this opportunity to thank the Shareholders, Financial Institutions, Banks, Customers, Suppliers, Regulators, Government Authorities - Central and State Government & Local.

The Directors also place on record their appreciation to the employees at all levels for their hard work, dedication and commitment.

For and on behalf of the Board of Directors
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Place: Mumbai
Date: 29th May, 2017

Annexure – 'A' to Directors' Report

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

(A) CONSERVATION OF ENERGY

The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this initiative. Adequate measures are always taken to ensure optimum utilisation and maximum possible saving of energy at the stores and corporate office of the Company.

All efforts are made to use more natural lights in offices/store premises to optimize the consumption of energy. The Company constantly improves on and installs various energy saving devices.

(B) TECHNOLOGY ABSORPTION

The Company is monitoring the technological up-gradation taking place in other countries in apparel industries. The Company, committing itself of Research & Development activities, has always played an imperative role for cost-effective expansion of its business. The Design Department of the Company is constantly developing original designs to match the need of the customers in the ever changing fashion world.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange outgo and foreign exchange earned by the Company during the year are:

Earnings	:	₹ 32,09,46,593/-
Out go	:	₹ 11,29,93,576/-

For and on behalf of the Board of Directors
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Place: Mumbai
Date: 29th May, 2017

Annexure – 'B' to Directors' Report

Annual Report on Corporate Social Responsibility activities for the financial year 2016-17

1. A BRIEF OUTLINE OF THE COMPANY'S CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY, INCLUDING OVERVIEW OF PROJECTS OR PROGRAMS PROPOSED TO BE UNDERTAKEN AND A REFERENCE TO THE WEBLINK TO THE CSR POLICY AND PROJECTS OR PROGRAMS

The Company strives to be socially responsible and strongly believes in development which is beneficial for the society at large. The Company believes in conducting its business responsibly, fairly and in a most transparent manner. It continually seeks ways to bring about an overall positive impact on the society and environment where it operates. As a Corporate Citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society. It is the Company's intent to make a positive difference to society in which the Company operates.

The Company has framed the CSR Policy in compliance with provisions of the Companies Act, 2013.

Some of the CSR initiatives being pursued by the Company are:

The Company has proposed on contributing towards areas concerning promoting education, including special education and employment enhancing vocation skills among the differently abled people and in the activities concerning promotion and development of traditional arts and handicrafts.

The CSR policy is placed on the website of the Company and link for the same is http://www.mandhanaretail.com/investor-relations.php

2. COMPOSITION OF THE CSR COMMITTEE

Name	Category
Mr. Pradip Dubhashi (Chairman)	Non - Executive and Independent
Mr. Ramnath Pradeep	Non - Executive and Independent
Mrs. Sangeeta Mandhana	Executive

The composition of the Committee is in compliance with Section 135 of the Companies Act, 2013.

3. AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS

₹ 2,130.90 Lakh.

4. PRESCRIBED CSR EXPENDITURE

₹ 42.62 Lakh representing 2% of the Average Net Profit of the Company for the last three financial years.

5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR

(a) Total amount spent for the financial year - NIL.
(b) Amount unspent, if any - ₹ 42.62 Lakh.
(c) Manner in which the amount spent during the financial year - Not Applicable

6. IN CASE THE COMPANY HAS FAILED TO SPEND THE TWO PER CENT OF THE AVERAGE NET PROFIT OF THE LAST THREE FINANCIAL YEARS OR ANY PART THEREOF, THE COMPANY SHALL PROVIDE THE REASONS FOR NOT SPENDING THE AMOUNT IN ITS BOARD REPORT

The Company is considering the proposal to constitute a separate trust for channelizing its CSR activities after taking into consideration all the relevant aspects to run the charitable trust. Once the proposal for constitution of Trust is crystalized, the Company would initiate the CSR expenditure process. The Company is also in dialogue with some CSR agencies and Public Charitable Trusts for implementing Company's CSR Policy over a period of time.

7. RESPONSIBILITY STATEMENT OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

For and on behalf of the Board of Directors
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Place: Mumbai
Date: 29th May, 2017

Annexure – 'C' to Directors' Report

Nomination and Remuneration Policy (as adopted in the Board Meeting held on 7th October, 2016)

1. PREAMBLE

1.1 The Mandhana Retail Ventures Limited (the 'Company') recognizes the importance of attracting, retaining and motivating personnel of high calibre and talent for the purpose of ensuring efficiency and high standard in the conduct of its affairs and achievement of its goals besides securing the confidence of the shareholders in the sound management of the Company. For the purpose of attaining these ends, the Company has constituted a Nomination and Remuneration Committee which is entrusted with the task of devising a transparent reasonable and fair policy of remuneration for its directors, key managerial personnel and other employees.

1.2 The Companies Act, 2013 vide sub-section (3) of section 178, the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") makes it mandatory for the Board of Directors of every listed company to constitute a Nomination and Remuneration Committee.

1.3 The objective of the Nomination and Remuneration Committee is to assist the Board of Directors of the Company and its controlled entities in fulfilling its responsibilities to shareholders by:

1.3.1. ensuring that the Board of Directors is comprised of individuals who are best able to discharge the responsibilities of directors in consonance with the Companies Act, 2013 and the norms of corporate governance contained in the Companies (Corporate Social Responsibility Policy) Rules, 2014; and

1.3.2. ensuring that the nomination processes and remuneration policies are equitable and transparent.

1.4 The responsibilities of the Nomination and Remuneration Committee include:

1.4.1. 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;

1.4.2. formulation of criteria for evaluation of performance of independent directors and the board of directors;

1.4.3. devising a policy on diversity of board of directors;

1.4.4. 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; and

1.4.5. 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.

1.5 This Nomination and Remuneration Policy has been formulated with a view to:

1.5.1. devise a transparent system of determining the appropriate level of remuneration throughout all levels of employees and teams in the Company;

1.5.2. encourage personnel to perform to their highest level;

1.5.3. provide consistency in remuneration throughout the Company;

1.5.4. offer incentives on the premise of aligning the performance of the business with the performance of key employees and teams within the Company; and

1.5.5. set out the approach to diversity on the Board as delineated in the Annexure to this Policy.

1.6 The Nomination and Remuneration Policy elucidates the types of remuneration to be offered by the Company and factors to be considered by the Board of Directors of the Company, Nomination and Remuneration Committee and management of the Company in determining the appropriate remuneration policy for the Company.

1.7 The Nomination and Remuneration Policy applies to the Company's senior management employees, including its Key managerial personnel and Board of Directors.

2. DEFINITIONS

Some of the key terms used in the Nomination and Remuneration Policy are as under:

2.1 'Board' means the Board of Directors of The Mandhana Retail Ventures Limited or the Company.

2.2 'Committee' means the Nomination and Remuneration Committee constituted by the Board of

Directors of the Company in accordance with Section 178 of the Companies Act, 2013.

2.3 'Director' means a director appointed on the Board of the Company including executive; non-executive; and independent directors.

2.4 'Employee' means every senior management employee, including Key managerial personnel and directors on the Board.

2.5 'Key managerial personnel' includes managing director, or Chief Executive Officer or manager and in their absence, a whole-time director; company secretary; and Chief Financial Officer.

2.6 'Member' means a director of the Company appointed as member of the Committee.

2.7 'Nomination and Remuneration Policy' shall mean the policy of remuneration of directors, key managerial personnel and other employees of the Company determined by the Nomination and Remuneration Committee.

2.8 'Senior management' or 'Senior management employees' means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

3. NOMINATION AND REMUNERATION COMMITTEE

3.1 The Committee shall be formed by the Board of the Company. It shall consist of three or more non-executive directors out of which not less than one-half shall be independent directors. The Board of the Company shall nominate directors as Members of the Committee from time to time.

3.2 The Chairman of the Committee shall be an independent director but shall not be the Chairperson of the Company. He shall be present at the Annual General Meeting, to answer the shareholders' queries and may determine as to who should answer the queries.

3.3 The presently nominated members of the Committee are :

1) Mr. Pradip Dubhashi (Chairman)
2) Mr. Kiran Vaidya
3) Mr. Sachin Jaju

4. LETTER OF APPOINTMENT OR CONTRACT OF EMPLOYMENT

4.1 The Company shall issue a Letter of Appointment to Non-executive directors setting out the terms and conditions, if any and the same shall be approved by the Board in consonance to the provision of the Companies Act, 2013 and applicable Regulations of the Listing Regulations and any amendments thereto.

4.2 Executive directors, key managerial personnel and senior management employees shall enter into a contract with the Company or a Letter of Appointment shall be issued by the Company clearly setting out the terms and conditions of the remuneration package for such person. The contract of employment/Letter of Appointment may set out the expectations for the performance, the key performance indicators, measures and criteria for assessment or evaluation of performance.

4.3 The Committee and the Board shall approve the contracts of employment/letter of appointment of directors and Key Managerial Personnel. For senior management employees, such appointments shall be considered and approved either by the Executive Chairman or by the Managing Director of the Company and brief particulars of such appointment(s) made by the Executive Chairman or by the Managing Director shall be placed before the Committee at regular intervals for its noting and ratification.

The Board shall disclose the terms and conditions of any contract of employment / letter of appointment in accordance with the law.

5. REMUNERATION STRUCTURE

5.1 REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board shall, in consultation with the Committee approve and finalize the forms of remuneration to be offered to directors and key managerial personnel. The remuneration package shall be composed of amounts that are fixed and variable and the endeavour of the Board and the Committee shall be to strike a balance between the fixed and variable components and thereby promote sustainable value for the Company and its shareholders over time.

5.1.1 Fixed Remuneration

The contract of employment / letter of appointment entered into by the executive directors / key managerial personnel with the Company shall demarcate the cost to the Company, fixed gross salary or base salary

payable to the employee. The fixed remuneration or salary shall be determined according to complexities of the position and role of the executive directors / key managerial personnel, the relevant laws and regulations, conditions prevalent in the labour market and the scale of the business relating to the position. The fixed remuneration will reflect the core performance requirements and expectations of the Company.

5.1.2 Performance Based Remuneration or Incentive-Based Payments

The performance-based or incentive-based payments may form part of the variable component of the salary payable to the executive directors / key managerial personnel. In addition to the fixed remuneration, the Company shall implement a system of bonuses and incentives reflecting short and long term performance objectives appropriate to the working of the Company and designed to lay emphasis on the direct relationship between performance and remuneration. Performance based remuneration shall be proportionate to and contingent upon the attainment of specific performance targets by executive directors / key managerial personnel in the Company. Incentive-based payments take into account factors such as performance of the executive directors / key managerial personnel, his conduct, responsibilities, position and role and shall be calculated as a percentage of the fixed remuneration.

5.1.3 Severance Fees or Termination Benefits

Each contract of employment / letter of appointment entered into by the executive directors and key managerial personnel with the Company may demarcate in advance the entitlement to payment upon termination of employment for each employee. Making of such payments shall be approved by the Board and the Committee and shall be in consonance with the Nomination and Remuneration Policy of the Company.

5.1.4 Employee Benefits

The Company shall comply with all legal and industrial obligations in determining the benefits available with employees, namely short-term benefits such as salaries, social security contributions, profit sharing and bonuses, post-employment benefits such as gratuity, pension retirement benefits, post-employment life insurance and post-employment medical care; other long-term employee benefits, including long-service leave, long-term disability benefits and termination benefits.

5.2 REMUNERATION TO NON-EXECUTIVE DIRECTORS

The Non-executive directors shall be paid sitting fees for attending each of the Meetings of the Board of Directors and Committees as may be approved by the Board of Directors from time to time. The Non-executive directors may be paid commissions and other benefits as may be prescribed by the Board of Directors in conformity of the applicable provisions of the Companies Act, 2013 and rules notified thereunder from time to time.

6. DISCLOSURES

6.1 The Nomination and Remuneration Policy shall be disclosed in the Board's report of the Company prepared in accordance with sub-section (3) of section 134 of the Companies Act, 2013.

6.2 The Nomination and Remuneration Policy and the criteria for evaluation of performance or evaluation criteria as laid down by the Committee shall be disclosed in the Annual Report of the Company.

6.3 Payments to non-executive directors shall be either disclosed in the Annual Report of the Company or put up on the website of the Company and reference drawn thereto in the Annual Report. Further, the number of shares and convertible instruments held by non-executive directors shall be disclosed by the Company in its Annual Report.

6.4 With regard to payment of remuneration, the section on the corporate governance of the Annual Report of the Company shall contain the following disclosures, namely:

6.4.1. All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;

6.4.2. Details of fixed component and performance linked incentives, along with the performance criteria;

6.4.3. Service contracts, notice period, severance fees; and

6.4.4. Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable.

7. REVIEW AND IMPLEMENTATION

7.1 The Executive Chairman or the Managing Director shall conduct an evaluation of performance for senior management employees on an annual basis to monitor and review, and if necessary, revise the appropriateness of each remuneration package.

7.2 The Committee shall be responsible for monitoring the implementation of the Nomination and Remuneration Policy, conducting a review of the same from time to time and advising the Board on the mode of revision of the policy such as inclusion of long-term incentives that would contribute towards creating a sustainable value for shareholders of the Company.

8. AMENDMENT

The Board of Directors reserves the right to amend or modify the Nomination and Remuneration Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees, key managerial personnel and senior management employees unless the same is notified to them in writing.

Annexure

BOARD DIVERSITY POLICY

1. PURPOSE

This Board Diversity Policy ('Policy') sets out the approach to diversity on the Board of Directors ('Board') of The Mandhana Retail Ventures Limited ('MRVL'/'the Company').

2. SCOPE

This Policy applies to the Board. It does not apply to employees generally.

3. POLICY STATEMENT

MRVL recognizes and embraces the importance of a diverse Board in its success. MRVL believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure that the Company retains its competitive advantage.

MRVL believes that a diverse Board will contribute to the achievement of its strategic and commercial objections, including to:

- Drive business results;
- Make corporate governance more effective;
- Enhance quality and responsible decision making capability;
- Ensure sustainable development; and
- Enhance the reputation of the Company.

The Nomination and Remuneration Committee ('Committee') is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership, as well as in evaluating the Board and its individual members.

Further, the Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

Accordingly, the Committee shall:

- Assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board;
- Make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board; and
- Periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, Listing Regulations and the statutory, regulatory and contractual obligations of the Company.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, MRVL shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

4. RESPONSIBILITY AND REVIEW

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.

For and on behalf of the Board of Directors
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Place: Mumbai
Date: 29th May, 2017

Annexure – 'D' to Directors' Report

Secretarial Audit Report
For the financial year ended 31st March, 2017
[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,
The Mandhana Retail Ventures Limited
(formerly Mandhana Retail Ventures Limited)
006-008, Peninsula Centre,
Dr. S.S. Rao Marg,
Parel, Mumbai - 400 012

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, and in the manner reported hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made under that Act;

(ii) The Securities Contracts Regulation Act, 1956 ('SCRA') and the Rules made under that Act;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;

(iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB);

(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) SEBI (Prohibition of Insider Trading) Regulations, 1992, to the extent applicable and SEBI (Prohibition of Insider Trading) Regulations, 2015 made effective from 15th May, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(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)** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**

(vi) The Management has identified and confirmed the following laws as specifically applicable to the Company:

I. The Legal Metrology Act, 2009

II. The Trade Mark Act, 1999

I further report that for the compliance of Labour Laws and other General Laws, my examination and reporting is based on the documents, records as produced and shown to me and the information and explanation as provided to me, by the officers and management of the Company and to the best of my judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable General Laws and Labour Laws.

I further report that the Company has complied with the applicable clauses/regulations of the following:

(i) Secretarial Standards with regards to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

(ii) The Equity Listing Agreement, to the extent applicable, entered in to by Company with National Stock Exchange of India Limited and BSE Limited; and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to me and the representations made by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations/non-compliances:

I. The Company has not spent the eligible profit on Corporate Social Responsibility Measures. However the company has constituted the CSR committee and its constitution was as per the Act.

II. The Company has initiated the process of appointment of Chief Financial Officer as required under the provisions of section 203 of the Act.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except return of appointment of key managerial personnel in Form No. MR-1 which was not filed during the period under audit but same has been filed subsequently. Similarly three Forms No. MGT-14 which were due for filing in 2016-17, were filed subsequently.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 audit period;

i. The Company has allotted 22,082,609 equity shares of ₹ 10/- each aggregating to ₹ 22,08,26,090/- and cancelled 50,000 equity shares of ₹10/-each aggregating to ₹ 5,00,000/- in terms of the Scheme of Arrangement for Demerger between Mandhana Industries Limited and the Company, which was approved by Hon'ble High Court of Bombay under section 391-394 read with sections 100 to 103 of the Companies Act, 1956.

ii. The equity shares of the Company have been listed and admitted to dealings on National Stock Exchange of India Limited and BSE Limited with effect from 14th December, 2016.

iii. The name of the Company has been changed from "Mandhana Retail Ventures Limited" to "The Mandhana Retail Ventures Limited" with effect from 26th September, 2016.

iv. The Members of the Company have approved the appointment of M/s. BSR & Co. LLP as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the earlier Statutory Auditor, by way of Postal Ballot which was approved on 16th March, 2017.

Place: Mumbai
Date: 29th May, 2017

(Nitin Joshi)
FCS No. 3137 C.P. No 1884

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

Annexure to Secretarial Audit Report

To,
The Members,
The Mandhana Retail Ventures Limited
(formerly Mandhana Retail Ventures Limited)
006-008, Peninsula Centre,
Dr. S.S. Rao Marg,
Parel, Mumbai - 400 012

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

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

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

Place: Mumbai
Date: 29th May, 2017

(Nitin Joshi)
FCS No. 3137 C.P. No 1884

Annexure – 'E' to Directors' Report

Form No. MGT 9
Extract of Annual Return
As on financial year ended on 31st March, 2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i.	CIN	L52390MH2011PLC213349
	Registration Date	12th February, 2011
	Name of the Company	The Mandhana Retail Ventures Limited (Formerly Mandhana Retail Ventures Limited)
	Category / Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
	Address of the Registered Office & Contact Details	Plot No. E-132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist : Palghar – 401506 Tel.: 91-2525-697301 to 306 Fax : 91-22-43539358
ii.	Address of the Corporate Office & Contact Details	006-008, Peninsula Centre, Dr. S. S. Rao Road, Parel, Mumbai – 400012 Tel.: 91-22-43539191 Fax: 91-22-43539216 email: cs@mandhanaretail.com Website: www.mandhanaretail.com
iii.	Whether Listed Company	Yes (BSE Limited & National Stock Exchange of India Limited)
iv.	Name, Address & Contact Details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited (Unit: The Mandhana Retail Ventures Ltd.) C-101, 247 Park, L.B.S Marg, Vikhroli (West) Mumbai – 400 083 Tel: 91-22-49186000 Fax : 91-22-49186060 email : rnt.helpdesk@linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company are given below:-

Sr. No.	Name & Description of main product / services	NIC Code of the Product / Service*	% to total turnover of the Company #
1	Retail Sale of Clothing	477	100

**As per National Industrial Classification - Ministry of Statistics and Programme Implementation*

#On the basis of Gross Turnover

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

The Company does not have any Holding/ Subsidiary/ Associate Company.

IV SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL- BREAK UP AS % TO TOTAL EQUITY):

During the year under review, the Shareholding Pattern of the Company has changed majorly by virtue of the allotment of 2,20,82,609 (Two Crore Twenty Lakh Eighty Two Thousand Six Hundred and Nine) Equity Shares of ₹ 10/- each of the Company, pursuant to the Scheme ("Demerger allotment"), more particularly to the extent of:-

i) Promoters of MIL became the Promoters of the Company;

ii) All the eligible shareholders of MIL became the Equity Shareholders of the Company; and

iii) Existing 50,000 shares of the Company were cancelled on allotment of 2,20,82,609 shares, pursuant to the Scheme.

These changes have been reflected in the following tables:

(i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% Change During the year^
	Demat	Physical	Total	% of Total Shares@	Demat	Physical	Total	% of Total Shares@	
A. PROMOTERS									
(1) Indian:									
a) Individual/HUF	-	29,160	29,160	100.00	59,72,431	-	59,72,431	27.05	
b) Central Government/State Government	-	-	-	-	-	-	-	-	
c) FI / Banks	-	-	-	-	-	-	-	-	
d) Bodies corporates	-	-	-	-	9,98,522	-	9,98,522	4.52	
e) Any other (specify)	-	-	-	-	-	-	-	-	
Relatives of Promoters	-	20,840	20,840	100.00	25,13,729	-	25,13,729	11.38	
Sub-Total (A)(1)	-	**50,000**	**50,000**	**100.00**	**94,84,682**	-	**94,84,682**	**42.95**	
(2) Foreign:									
a) Individual (NRI / Foreign Individuals)	-	-	-	-	-	-	-	-	
b) Government	-	-	-	-	-	-	-	-	
c) Institutions	-	-	-	-	-	-	-	-	
d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	
e) Any other	-	-	-	-	-	-	-	-	
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	-	-	-	-	**94,84,682**	-	**94,84,682**	**42.95**	
B. PUBLIC SHAREHOLDING	-	-	-	-					
(1) Institutions:									
a) Mutual Funds	-	-	-	-	-	-	-	-	
b) Venture Capital Funds	-	-	-	-	-	-	-	-	
c) Alternate Investment Funds	-	-	-	-	-	-	-	-	
d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	
e) Foreign Portfolio Investors	-	-	-	-	6,31,315	-	6,31,315	2.86	
f) Financial Institutions / Banks	-	-	-	-	4,62,098	-	4,62,098	2.09	
g) Insurance Companies	-	-	-	-	-	-	-	-	
h) Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	
i) Any other	-	-	-	-	-	-	-	-	
Sub-Total (B)(1)	-	-	-	-	**10,93,413**	-	**10,93,413**	**4.95**	
(2) Central Government / State Government(s)/ President of India	-	-	-	-	-	-	-	-	
Sub-Total (B)(2)	-	-	-	-	-	-	-	-	
(3) Non Institutions:									
a) Individuals:									
Individual Shareholders holding Nominal share Capital up to ₹ 1 Lakh	-		-	-	2,21,67,060	4,945	21,72,005	9.84	
Individual Shareholders holding Nominal share Capital in Excess of ₹ 1 Lakh	-	-	-	-	56,92,418	-	56,92,418	25.78	
b) NBFCs registered with RBI	-	-	-	-	-	-	-	-	
c) Employees Trusts	-	-	-	-	-	-	-	-	
d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	
e) Any Other (Specify)	-	-	-	-	36,40,091	-	36,40,091	16.48	
H.U.F.	-	-	-	-	5,18,526	-	5,18,526	2.35	
NRI-Non-Repat	-	-	-	-	40,597	-	40,597	0.18	
Other Directors	-	-	-	-	35,333	-	35,333	0.16	
NRI-Repat	-	-	-	-	1,18,405	-	1,18,405	0.54	
Clearing Member	-	-	-	-	2,35,333	-	2,35,333	1.07	
Bodies Corporate	-	-	-	-	26,91,897	-	26,91,897	12.19	
Sub-Total (B)(3)	-	-	-	-	1,14,99,569	4,945	1,15,04,514	52.10	
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	-	-	-	-	**1,25,92,982**	**4,945**	**1,25,97,927**	**57.05**	
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs	-	-	-	-	**0**	**0**	**0**	**0**	
Grand Total = (A + B + C)	-	**50,000**	**50,000**	**100.00**	**2,20,77,664**	**4,945**	**2,20,82,609**	**57.05**	

@The figures have been rounded off to two decimal places and the same represent percentage (%) shareholding vis a vis the paid up capital of the Company, on such particular day.

^On account of the reasons given under note no. 1 of point no. IV herein above, the shareholding of Promoters as on 31.03.2017 is not comparable with that of the previous financial year ended 31.03.2016.

(ii) Shareholding of Promoters:

Sr. No.	Name	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)			% Change in Shareholding 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	Mr. Purushottam Mandhana	8,316	16.63	-	13,33,333	6.04	90.00	
2	Mr. Priyavrat Mandhana	8,368	16.74	-	11,19,894	5.07	62.78	
3	Mr. Biharilal Mandhana	6,238	12.48	-	10,99,666	4.98	75.75	
4	Mr. Manish Mandhana	6,238	12.48	-	13,86,206	6.28	86.08	
5	Mr. Purushottam Mandhana (HUF)	-	-	-	10,33,332	4.68	83.87	

**Shares held by earlier promoters, prior to the Demerger, were cancelled pursuant to the Scheme of Demerger.*

^On account of the reasons given under note no. 1 of point no. IV herein above, the shareholding of Promoters as on 31.03.2017 is not comparable with that of the previous financial year ended 31.03.2016.

@The figures have been rounded off to two decimal places and the same represent percentage (%) shareholding vis a vis the paid up capital of the Company, on such particular day.

(iii) Change in Promoters Shareholding:

Sr. No.	Name	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	Mr. Purushottam Mandhana				
	At the beginning of the year	**8,316**	**16.63**	8316	16.63
	Cancellation of Equity Shares pursuant to the Scheme	(8,316)	(16.63)	-	-
	Allotment pursuant to the Scheme (Date of Allotment: 27.09.2016)	13,33,333	6.04	13,33,333	6.04
	At the end of the year			**13,33,333**	**6.04**
2	Mr. Priyavrat Mandhana				
	At the beginning of the year	**8,368**	**16.74**	8,368	16.74
	Cancellation of Equity Shares pursuant to the Scheme	(8,368)	(16.74)	-	-
	Allotment pursuant to the Scheme (Date of Allotment: 27.09.2016)	11,19,894	5.07	11,19,894	5.07
	At the end of the year			**11,19,894**	**5.07**
3	Mr. Biharilal Mandhana				
	At the beginning of the year	**6,238**	**12.48**	6,238	12.48
	Cancellation of Equity Shares pursuant to the Scheme	(6,238)	(12.48)	-	-
	Allotment pursuant to the Scheme (Date of Allotment: 27.09.2016)	10,99,666	4.98	10,99,666	4.98
	At the end of the year			**10,99,666**	**4.98**
4	Mr. Manish Mandhana				
	At the beginning of the year	**6,238**	**12.48**	6,238	12.48
	Cancellation of Equity Shares pursuant to the Scheme	(6,238)	(12.48)	-	-
	Allotment pursuant to the Scheme (Date of Allotment: 27.09.2016)	13,86,206	6.28	13,86,206	6.28
	At the end of the year			**13,86,206**	**6.28**
5	Mr. Purushottam Mandhana (HUF)				
	At the beginning of the year	-	-	-	-
	Allotment pursuant to the Scheme (Date of Allotment: 27.09.2016)	10,33,332	4.68	10,33,332	4.68
	At the end of the year			**10,33,332**	**4.68**

@The figures have been rounded off to two decimal places and the same represent percentage (%) shareholding vis a vis the paid up capital of the Company, on such particular day.

(iv) Shareholding Pattern of Top 10 Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs): (as at the respective date of weekly beneficiary position)

Sr. No.	For each of the Top 10 Shareholders	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.	Mr. Rakesh Jhunjhunwala				
	At the beginning of the year	-	-	-	-
	14.12.2016 Market Purchase	28,13,274	12.74	28,13,274	12.74
	At the end of the year			**28,13,274**	**12.74**
2.	Auburn Limited				
	At the beginning of the year	-	-	-	-
	17.03.2017 Market Purchase	5,74,649	2.60	5,74,649	2.60
	At the end of the year			**5,74,649**	**2.60**
3	Life Insurance Corporation of India				
	At the beginning of the year	-	-	-	-
	27.09.2016 Allotment pursuant to the Scheme	4,38,887	1.99	4,38,887	1.99
	At the end of the year			**4,38,887**	**1.99**
4	Arnold Holdings Limited				
	At the beginning of the year	-	-	-	-
	27.09.2016 Allotment pursuant to the Scheme	5,33,170	2.41	5,33,170	2.41
	23.12.2016 Market Purchase	51700	0.23	5,84,870	2.65
	24.02.2017 Market Sale	(1700)	0.00	5,83,170	2.64
	17.03.2017 Market Sale	(198300)	(0.90)	3,84,870	1.74
	24.03.2017 Market Purchase	7083	0.03	3,91,953	1.77
	31.03.2017 Market Purchase	2034	0.01	3,93,987	1.78
	At the end of the year			**3,93,987**	**1.78**
5	Mr. Ramesh Damani				
	At the beginning of the year	-	-	-	-
	16.12.2016 Market Purchase	2,27,987	1.03	2,27,987	1.03
	At the end of the year			**2,27,987**	**1.03**
6	Jamish Investment Pvt. Ltd.				
	At the beginning of the year	-	-	-	-
	27.09.2016 Allotment pursuant to the Scheme	2,01,960	0.91	2,01,960	0.91
	At the end of the year			**2,01,960**	**0.91**
7	Olumpus Trading & Advisory LLP				
	At the beginning of the year	-	-	-	-
	27.09.2016 Allotment pursuant to the Scheme	3,40,400	1.54	3,40,400	1.54
	17.03.2017 Market Sale	(40,400)	(0.18)	3,00,000	1.36
	24.03.2017 Market Sale	(1,00,000)	(0.45)	2,00,000	0.91
	At the end of the year			**2,00,000**	**0.91**
8	Mr. Nimish Chandulal Shah				
	At the beginning of the year	-	-	-	-
	27.09.2016 Allotment pursuant to the Scheme	2,37,000	1.07	2,37,000	1.07
	23.12.2016 Market Sale	(4,478)	(0.02)	2,32,522	1.05
	06.01.2017 Market Sale	(32,855)	(0.15)	1,99,667	0.90
	20.01.2017 Market Sale	(10,000)	(0.05)	1,89,667	0.86
	27.01.2017 Market Sale	(5,000)	(0.02)	1,84,667	0.84
	At the end of the year			**1,84,667**	**0.84**
9	Azarel Fashions Pvt. Ltd.				
	At the beginning of the year	-	-	-	-
	27.09.2016 Allotment pursuant to the Scheme	1,78,664	0.81	1,78,664	0.81
	At the end of the year			**1,78,664**	**0.81**
10	Edelweiss Broking Limited				
	At the beginning of the year	-	-	-	-
	23.12.2016 Market Purchase	2,834	0.01	2,834	0.01
	30.12.2016 Market Sale	(1,654)	(0.01)	1,180	0.01
	06.01.2017 Market Purchase	32,848	0.15	34,028	0.15

Sr. No.	For each of the Top 10 Shareholders	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
	13.01.2017 Market Purchase	26,914	0.12	60,942	0.28
	20.01.2017 Market Sale	(30,056)	(0.14)	30,886	0.14
	27.01.2017 Market Purchase	4,032	0.02	34,918	0.16
	03.02.2017 Market Purchase	16,202	0.07	51,120	0.23
	10.02.2017 Market Purchase	81	(0.00)	51,201	0.23
	17.02.2017 Market Sale	(26,762)	(0.12)	24,439	0.11
	24.02.2017 Market Purchase	6	0.00	24,445	0.11
	03.03.2017 Market Sale	(371)	(0.00)	24,074	0.11
	10.03.2017 Market Purchase	28,017	0.13	52,091	0.24
	17.03.2017 Market Sale	(42,917)	(0.19)	9,174	0.04
	24.03.2017 Market Purchase	2,24,084	1.01	2,33,258	1.06
	31.03.2017 Market Sale	(57,145)	(0.26)	1,76,113	0.80
	At the end of the year			**1,76,113**	**0.80**

(v) Shareholding of Directors & KMP:

Sr. No.	For each of the Directors & KMP	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	Mr. Purushottam Mandhana				
	At the beginning of the year	**8,316**	**16.63**	8,316	16.63
	At the end of the year*			**N.A.**	**N.A.**
2	Mr. Manish Mandhana				
	At the beginning of the year	**6,238**	**12.48**	6,238	12.48
	At the end of the year*			**N.A.**	**N.A.**
3	Mr. Biharilal Mandhana				
	At the beginning of the year	**6,238**	**12.48**	6,238	12.48
	At the end of the year*			**N.A.**	**N.A.**
4	Mr. Priyavrat Mandhana#				
	At the beginning of the year	**8,368**	**16.74**	8,368	16.74
	Cancellation of Equity Shares pursuant to the Scheme	(8,368)	(16.74)	-	-
	Allotment pursuant to the Scheme (Date of Allotment: 27.09.2016)	13,13,873	5.95	13,13,873	5.95
	14.12.2016 Market Sale	(1,97,084)	(0.89)	11,16,789	5.06
	06.01.2017 Purchase of fractional shares pursuant to the Scheme	3,105	0.01	11,19,894	5.07
	At the end of the year			**11,19,894**	**5.07**
5	Mrs. Sangeeta Mandhana#				
	At the beginning of the year	**6,287**	**12.57**	6,287	12.57
	Cancellation of Equity Shares pursuant to the Scheme	(6,287)	(12.57)	-	-
	Allotment pursuant to the Scheme (Date of Allotment: 27.09.2016)	1,83,606	0.83	1,83,606	0.83
	14.12.2016 Market Sale	(1,03,786)	(0.47)	79,820	0.36
	At the end of the year			**79,820**	**0.36**
6	Mr. Sachin Jaju#				
	At the beginning of the year	-	-	-	-
	Allotment pursuant to the Scheme (Date of Allotment: 27.09.2016)	35,333	0.16	35,333	0.16
	At the end of the year			**35,333**	**0.16**
7	Mr. Pradip Dubhashi^				
	At the beginning of the year	-	-	-	-
	At the end of the year			-	-

Sr. No.	For each of the Directors & KMP	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
8	Mr. Ramnath Pradeep^				
	At the beginning of the year	-	-	-	-
	At the end of the year			-	-
9	Mr. Kiran Vaidya^				
	At the beginning of the year	-	-	-	-
	At the end of the year			-	-
10	Mr. Virendra Varma@ - Company Secretary				
	At the beginning of the year	-	-	-	-
	At the end of the year			-	-

** Mr. Purushottam Mandhana, Mr. Manish Mandhana and Mr. Biharilal Mandhana ceased to be Directors of the Company w.e.f. 8th August, 2016.*

 # Mr. Priyavrat Mandhana, Mrs. Sangeeta Mandhana and Mr. Sachin Jaju were appointed as Directors of the Company w.e.f. 5th August, 2016.

^ Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya were appointed as Directors of the Company w.e.f. 7th October, 2016.

@Mr. Virendra Varma was appointed as Company Secretary w.e.f. 1st October, 2016.

V. INDEBTEDNESS:

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

(Amt. in ₹)

	Secured Loans excluding deposits		Unsecured Loans	Deposits	Total Indebtedness
	Term loan	Working Capital			
Indebtedness at the beginning of the financial year					
i) Principal amount	14,62,56,000	-	22,50,000	-	14,85,06,000
ii) Interest due but not paid	15,56,697	-	-	-	15,56,697
iii) Interest accrued but not due	-	-	-	-	-
Total = (i+ii+iii)	**14,78,12,697**	**-**	**22,50,000**	**-**	**15,00,62,697**
Change in Indebtedness during the financial year					
Additions	-	5,91,20,092	1,50,00,000	-	7,41,20,092
Reduction	12,50,00,000	-	1,72,50,000	-	14,22,50,000
Net Change	(12,50,00,000)	5,91,20,092	(22,50,000)	-	(6,81,29,908)
Indebtedness at the end of the financial year					
i) Principal amount	2,12,56,000	5,91,20,092	-	-	8,03,76,092
ii) Interest due but not paid	4,39,471	-	-	-	4,39,471
iii) Interest accrued but not due	-	-	-	-	-
Total = (i+ii+iii)	**2,16,95,471**	**5,91,20,092**	**-**	**-**	**8,08,15,563**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole Time Director and/ or Manager:

(Amt. in ₹)

Sr. No.	Particulars of Remuneration	Name of the MD/WTD/ Manager		Total Amount
		Sangeeta Mandhana* (Managing Director)	Priyavrat Mandhana* (Executive Director)	
1	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax, 1961	56,00,000	56,00,000	1,12,00,000
	b)Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) of the Income Tax, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-

(Amt. in ₹)

Sr. No.	Particulars of Remuneration	Name of the MD/WTD/ Manager		Total Amount
		Sangeeta Mandhana* (Managing Director)	Priyavrat Mandhana* (Executive Director)	
	- As % of profit	-	-	-
	- Others (Specify)	-	-	-
5	Others - Specify	-	-	-
	Total (A)	**56,00,000**	**56,00,000**	**1,12,00,000**
	Ceiling as per the Act	₹ 333.44 Lakh (being 10% of the net profits of the Company calculated as per Sections 197 and 198 of the Companies Act, 2013)		

**Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana were appointed as Executive Directors of the Company w.e.f. 1st September, 2016.*

B. Remuneration to other Directors:

(Amt. in ₹)

Particulars of Remuneration	Name of the Directors				Total Amount
	Pradip Dubhashi* (Independent Director)	Ramnath Pradeep* (Independent Director)	Kiran Vaidya* (Independent Director)	Sachin Jaju# (Non-Executive Director)	
a) Fees for Attending Board/ Committee Meetings	4,00,000	4,00,000	3,75,000	2,50,000	14,25,000
b) Commission	-	-	-	-	-
c) Others-Specify	-	-	-	-	-
Total (B)	4,00,000	4,00,000	3,75,000	2,50,000	14,25,000
Total Managerial remuneration (A+B)@					11,246,200
Overall Ceiling as per the Act	₹ 336.78 Lakh (Being 11% of the net profits of the Company calculated as per Section 197 and 198 of the Companies Act, 2013).				

**Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya were appointed as Directors of the Company w.e.f. 7th October, 2016.*

#Mr. Sachin Jaju was appointed as Director of the Company w.e.f. 5th August, 2016.

@Sitting fees paid is within the limit of ₹1,00,000/- per meeting as prescribed under the Act. Sitting fees has not been considered under 'Total Managerial Remuneration (A+B)' in view of Section 197(2) of the Act.

C. Remuneration to Key Managerial Personnel (other than Managing Director/Joint Managing Director/ Whole Time Director/Manager):

(Amt in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Manish Mandhana (Chief Executive Officer)*	Mr. Virendra Varma, (Company Secretary)#
1	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of the Income Tax, 1961	-	5,72,400
	b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) of the Income Tax, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- As % of profit	-	-
	- Others (Specify)	-	-
5	Others - Specify	-	-
	Total	-	5,72,400

**Mr. Manish Mandhana was appointed as Chief Executive Officer of the Company w.e.f. 1st April, 2017.*

#Mr. Virendra Varma was appointed as Company Secretary w.e.f. 1st October, 2016.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties/ punishment/compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other officers in default, if any, during the year.

For and on behalf of the Board of Directors
THE MANDHANA RETAIL VENTURES LIMITED
(formerly known as Mandhana Retail Ventures Limited)

SANGEETA MANDHANA
Managing Director
DIN: 06934972

PRIYAVRAT MANDHANA
Executive Director
DIN: 02446722

Place: Mumbai
Date: 29th May, 2017

Management Discussion & Analysis



The retail business of your company, The Mandhana Retail Ventures Limited, came into existence in April 2016 under a scheme of arrangement approved by the Honourable Bombay High Court and its business stood transferred from its earlier parent as of April 2014. The company became a 'listed' entity and its shares were permitted for trading on Indian Bourses in mid-December 2016. This event puts your company amongst handful Indian companies in branded apparel business that are publicly owned and traded.

The business of your company is to design, produce and sell branded apparel and accessories for men and women in India and currently in some select markets abroad. In a short span of its existence as an apparel retail business (it commenced business as a division of Mandhana Industries Limited only in year 2011), your company has established a niche position for its brand 'Being Human' in targeted markets in India. Your company has also been able to communicate effectively its brand ethos namely 'Look Good, Do Good' since a portion of its revenues is spent as license fees paid to Being Human Foundation (owners of the trademark Being Human). This foundation is doing yeomon work in the area of health and education for society's disadvantaged in India.

This is the first annual report that your company as a listed public company is presenting to its shareholders and hence here we go in some detail to describe the context of its business. For the ease of comparison many data points are stated in USD. Most of the data (except company data) is taken from public sources believed to be reliable. However, members are requested to impute their judgment.

INDUSTRY OVERVIEW

Branded apparel industry is a dynamic part of the Indian Textile Industry and Textile Industry comprises 4% of the GDP, 13% of exports and 14 % of industrial production in India. It directly employs 45 m people and another 60 m indirectly; it therefore receives major attention from the Indian government.
Ready-made garment or the apparel forms dynamic part in the value chain accounting for 42% of the value and almost 2/3rd of the export. India's share in global textiles is expected to grow from 5% in 2015 to 8% by 2020 to $ 220 B and branded apparel to $65 B by 2020 and $180 B by 2025. Your company is and will continue to be an active participant in this growth story.

While this is a substantial story in itself, it still hides the fact that comparatively India's potential is vastly underexploited as the table here shows.

Apparel Market*: India & Others

Country	Market $ B	Per Capita $ (2015)@	Per Capita $ (2025)@
Global	1,685	200	--
USA	315	978	1,116
China	267	172	435
Brazil	56	270	404
India	59	45	123

**|Source: Fung Global Retail & Technology Report, May 2017 and Wazir Report: Road To 2025; @Per capita apparel consumption*

The apparel industry is also part of the retail story that is unfolding as Indian economy modernises. Currently organised retail is only about 6-8% of total retail as opposed to nearly 80% in developed western countries. However, apparel retail constituted 35% of organised retail in 2015 and branded apparel comprised almost 1/3rd (2014) of the same. There has been phenomenal growth of brands per se in India in the last decade or so; of the 200 brands in apparel, footwear and jewellery, 150 brands were launched between 2005 and 2012. Industry Experts estimate that branded apparel retail will grow at 1.5X GDP in next ten years. Your company will benefit from this growth.

INDUSTRY GROWTH DRIVERS

Branded apparel purchase forms a part of discretionary consumption though some may categorise it as semi discretionary. This segment of consumption is driven primarily by growth in per capita income growth, aggregate private consumption expenditure growth, inflation and demographic growth among economic factors. India, where your company sold 90% of its products in the year under review, fares well on these parameters.

- Per capita income has been growing on the back of the 7% plus GDP growth which by all accounts is likely to sustain. Branded apparel market is largely driven by the shakers &

movers, the Urban Middle and the Urban Mass who stay in metros, and tier I to III cities (Source: Indian Consumer Close-up by Goldman Sachs, June 2016) and their numbers are rising with job additions to the educated urban mass as they move up the income ladder. Population earning $ 2,500 is expected to double by 2020 significantly adding to the branded apparel customer base;

Working Population (2015)*
Customer Base for Branded Products

Category	Average Annual Income		Numbers Million
	$	INR@	
Movers	2,50,000	165 Lakh	0.43
Urban Middle	11,250-11,430	7.50 Lakh	2.70
Urban Educated	5,385	3.50 Lakh	32.0
Urban Mass	2,500	1.65 Lakh	97.0
Total Urban			132.13
Rural Landowner	2,159	1.40 Lakh	120.0
Rural Worker	432-800	0.30-0.65 Lakh	243.0
Total Rural			363.0
Total Working Population			519.0

**Source: Indian Consumer Close-up by Goldman Sachs, June 2016;*
@converted $: INR 66/-

- Demography advantage is a distinguishing attribute of the Indian market compared to global peers. India's is the youngest population with 65% of 1.32 B (growing @ 1.72%) born after 1980; millennials 440 M and Generation Z another 390 M pave the way for consumption. This bulge (median age 27) in demography constitutes the aspirational class ("Looking Good") and demographers expect this bulge of the young to largely stay this way for next 30 years,

- Private Consumption Expenditure (PCE) constitutes 64% of the GDP and of that only 4% (of GDP) is spent on clothing and footwear in India. Per capita apparel consumption in India is just about 25% compared to that in China. As the GDP grows and therefore PCE, the expenditure on branded apparel will grow in absolute terms. Another report (Edel Invest Research "Branded Apparel" 2015) estimates that discretionary spending will increase at 17% a year to 2020,

- Inflation has serious negative effect on the sale of branded apparel,

- Behavioural Drivers: Young urban population is consumed by desire to eat better, look better, stay in better homes, be connected and have fun. These motivations have spread even to tier II and III cities. Apparel brands like Trent (60% of its sales) and Pantaloons (61%) sell largely in smaller urban centres. These propensities of the young connected consumer explain the sharp growth of brands in last decade (150 of 200 in last 12 years),

- Digital Channel push: Rapid penetration of internet (355 M+), sharp increase in the broadband subscriber base (99 M in Q1/15 to 277 M in Q1/17), sharp fall in data prices ($ 4/GB in Q3/14 to $ 1.9/GB in Q1/17) are leading the rapid growth of online business. Industry experts estimate that the online apparel retail will grow @ 41 % cagr from $ 5 b in 2015 to $ 45 B in 2025 i.e. 35% of all online retail. 3/4th of the internet users largely fall in the age bracket of 15-44 that is the target market of your company's products. Currently, only 6% of your company's sale is made online. The headroom for online sales expansion is considerable.

COMPETITION

Your company operates in a dynamic and competitive market. In the mid to premium segment that it caters to, it competes largely with brands marketed by players that have been in the market far longer than your company. Many of these are international brands who have been visible to the well healed Indian consumer even before they entered the Indian market. And thus the domestic incumbents and later entrants of foreign origins have had the advantage of mindshare, longevity and much larger market footprint than Being Human brand of your company. Despite the recentness of its entry into the market, your company has done well to scale while achieving profitability that is better than some of its immediate rivals.

INDUSTRY STRUCTURE

Branded apparel industry is fragmented and the industry structure is not conducive for monopolistic profits but lends itself to superior profits under an appropriate business model. Here is a brief analysis using the Porter 5 Forces model:

- Buyer Power: Moderate. Branded apparel is sought by the young aspirational class that also happens to be mobile and well connected. Though there is a proliferation of brands, there is scope for differentiation. The buyer power thus is moderated,

- Supplier Power: Weak. Suppliers of fabric as well as services are in free supply and therefore they wield no great power,

- Threat of Substitution: None in foreseeable future,

- Entry Barriers: Fairly High. Branded apparel is a discretionary item in the customer basket though driven by innate human desire to look good. The brand and the attributes that it signals makes the purchase decision easy and a good brand that is known to deliver on promise shields the customer from post purchase dissonance. Brand personality thus plays a crucial part in decision process.

Thus, investment in brand promotion and maintenance is a big entry barrier and crucial for profitable survival,

- Competitive Intensity: High. It is high in main product segments of shirts and trousers while modest in T shirts and Jeans. It's low in women's wear such as sarees and salwar-khameej. Entry of well-known foreign brands post Indian government's policy for single brand outlets has accelerated the entry and heightened the competition post year 2010. This may well accentuate if investment in multi-brand outlets is permitted. Competition is also heightened by the entry of on-line market places with their own labels with their discounting practices and their high pitched advertising.

COMPANY POSITIONING

Your company has crafted its business model keeping the Industry Structure in view. Its target segment is mid to premium and thus covering the large numbers in the Urban Middle (27 M) and the Urban Mass (129 M) as described earlier in this analysis. This number is expected to rapidly grow as the Urban Blue Collar goes up the job ladder and income growth. Your company's apparels carry a brand that has an easy recall amongst the Indian youth and even the diaspora and the fans of Mr. Salman Khan in other ethnicities; about 6% of its revenue is from exports to neighbouring Nepal, Middle East, Mauritius and France. Being Human is one of the rare brands that signals that looking good and doing good can be achieved simultaneously and that is worth doing. A recent survey conducted by your company amongst 4,862 respondents revealed that nearly 46% amongst them were influenced by Mr. Salman Khan's association with the brand, 42% by style and fit of the clothing (reflecting high quality) and 34% by the 'Being Human' brand.

Your company's business model envisages design, quality, distribution and branding in house. It has left production of apparel to well-chosen vendors. Its distribution and retail is left largely to the franchisees and store-in-store formats with right mix of COCO (company owned and company operated) outlets. Thus the model is asset light leading to good profitability.

REVIEW OF PERFORMANCE

Your company in its present form came into being after the 'scheme of arrangement' was approved by the Bombay High Court in Q1 of current year. However, the process for its spinning off from its earlier parent was initiated in the previous years. The process that is inherently complex extracted its price in heavy administrative overload for the management resulting in some adverse impact on operations. This among other reasons explained here had some dampening effect on growth leading to your company achieving almost level sales and revenue for FY 17 as the year prior.

Financial Performance Snapshot*

(INR Lakh)

Year	Revenue	y-o-y%	Gross Profit (GP)	GP %	EBITDA	%	PAT	%
FY'17	21,935	0.00	10,934	50.09	4,018	18.41	2,002	9.17
FY'16	21,935	26.93	10,304	47.24	4,018	18.42	2,142	9.82
FY'15	17,281	31.77	9,219	53.63	4,426	25.75	2,017	11.73
FY'14	13,115		6,861	52.33	3,567	27.20	2,809	21.43

** Note: Revenues and other figures for prior 3 years are for the operations as a division of erstwhile parent namely Mandhana Industries Ltd.*

TRENDS IN STORES

Your company sells its apparels through Exclusive Brand Outlets (EBO), Store-in stores (SIS), Franchisee outlets, Distributors and on-line companies. All these make up for point of sale locations that are carefully selected and distributed for generating brand visibility and customer traffic. Your company does not own any premises but leases them for EBO. The premises for franchisee outlets are largely owned or leased by the franchisees with whom the company has contractual arrangement. The SIS counters are placed in multi-brand outlets and department stores operated by well- known names in retailing. Other than metros, your company has presence in tier I, II and III cities of India such as Pune, Hyderabad, Ahmedabad, Gurgaon, Indore, Ludhiana, Thane, Baroda, Amritsar, Vijayawada, Nagpur, Bhatinda, Gwalior and others.

Store Formats Presence & Growth

Year	EBO & Franchisee	SIS & MBO
FY17	53	405
FY16	47	281
FY15	32	175
FY14	17	87
FY13	5	33

Your company currently cumulatively occupies about 62,000 sq ft of store area and its sales per 1,000 sq ft are amongst the highest in the branded apparel business.

SALE SEASONS

Your company's sales are subject to industry practice of seasonal styles and product lines are segmented into Spring Summer (Mid February-Mid August) and Autumn-Winter (Mid August-Mid February). Since the styles are known to last only during the season, they do not have economic life beyond in the target markets. Your company like others in the industry has to resort to end of season sales (EOSS) to clear the stocks before they run

out of fashion; for Spring-Summer the EOSS is held between end June to Mid August and for the Autumn-Winter spell the EOSS is between end December to Mid February. The seasons do not coincide with financial or calendar year.

REVIEW OF OPERATIONS

Your company is currently focussed on the domestic market in India though about 15%-16% of sales are accounted for by exports; 84% of these are to the Middle-East countries. Indian economy in FY 17 has shaped well with GDP growth estimated (provisionally) at 7.1% and with inflation nominally around 5%, the economy grew at around 12% in nominal terms. Private Consumption expenditure rose by 8.7% y-o-y and per capita income rose by 9.7% but despite this the consumer sentiment was weak due to a pervasive feeling of uncertainty. This certainly affected spending on discretionary items like the branded apparel. The sentiment was weakened and was exacerbated by demonetisation that withdrew 86% of the currency in use in the middle of the Autumn-Winter season. While sale on cards in your company's EBOs (for which this data is available) went up by 34%, cash sale reduced by 31% compared to FY 16 leaving total sales at EBOs at same level. Sales to the distributors that constitute about 4%-5% of total, fell by sharp 25% but sales in SIS and Franchisee stores sharply rose by 13% and 35% respectively. The domestic sales on balance thus grew by mere 6% as opposed to cagr of 19% over FY14 to FY17.

The export markets though accounting for mere 16% currently also had a setback due to weak economic conditions in the Middle East (GCC) countries. The economies had sharp downturn as shown in the World Bank statistics here. Country finances were (and continue to be) in dire straits due to sharp drop in oil prices; the prices ($/bbl.) that balanced most budgets were much higher than the ruling prices (around $45 per barrel) that led to sharp cut in expenditures affecting discretionary consumption. Since most Middle East currencies are artificially pegged to the USD, they appreciated in relative terms making imports expensive. Dampened consumer sentiment led to sharp drop in branded apparel consumption in this highly informed and price sensitive market. Your company's sale were thus down by 22% in FY 17 compared to year earlier.

Middle East Economies in 2016 (GDP Growth %)

Country	2014	2015	2016
Bahrain	4.4	2.9	2.0
Kuwait	0.5	1.8	2.0
Qatar	4.0	3.6	1.8
UAE	3.1	3.8	2.3
Saudi Arabia	3.6	3.5	1.0

Source: World Bank

RISKS & CONCERNS

- **Company's business is subject to competitive pressure:** Branded apparel segment is very competitive with several national and international brands vying for consumer attention and share of spend. With growth slowing down in western markets, more international brands are likely to enter the market in coming years. Your company has meticulously architected its competitive positioning in terms of brand, product offering, pricing and target market and will continue to work at maintaining the differentiated positioning vis-à-vis its largely international competition,

- **Company's success depends on its brand and therefore its continuity:** Your Company's market penetration has been led by the salience of its brand namely 'Being Human'. This brand is not owned by the company but licensed from the foundation of same name; current license period extends to year 2020. There is always a risk of its discontinuance. However, there is a slender possibility since your company has made a great success of the brand and thus being a steady and sizable source of income (through license fees paid) for the philanthropic 'Being Human Foundation'. The company management is in close connect with the foundation and foresees no difficulty of renewal for much longer period,

- **Success of its strategies is influenced by the success of its sales network:** Your Company's business model incorporates incentives for its sales network to work to achieve sales, customer satisfaction and continue to renew the stores. However, your company is cautiously expanding its network of commercial partners since there could be significant risk of delayed collection of receivables if partnerships are not properly vetted,

- **Company's business is sensitive to consumer spending habits:** Consumer sentiment in the economy and consequent spending is crucial to your Company's business. Sentiment could be affected by the growth of the economy, interest rates, inflation expectations and future growth expectations. These factors are beyond Company's control. However by all reckoning Company's core market namely India is considered the brightest star in global economy with GDP growth in excess of 7.5% in the coming years,

- **Company's success depends on its ability to anticipate and respond to changing trends:** Sales levels and margins depend on Company's ability to sense fashion changes and rapidly respond. If its clothing line were not in with the consumer preferences, its sales will be lower and such stock would have to be heavily discounted leading to drop

in profits. Your company has developed a capable team of product planners and designers from reputed schools like NIFT and NID and also supply chain experts to respond speedily to changes,

- **Company's success is linked to efficient use of capital:** Company's growth is dependent on expansion of market presence in local and national geographies. It is also influenced by attractiveness of every point of sale to draw uncommitted buyer to its sales counters. This requires substantial investment in commercial real estate and interiors that may lead to precious capital locked in fixed costs and thus starving brand promotion spend. Your company follows an asset light business strategy by getting partners (franchisees) to invest in real estate and interiors and giving them satisfying return through commercial arrangement.

HUMAN RESOURCE MANAGEMENT

Your company prioritises the people and consider them as the biggest asset. The Company continues to take initiatives that will enhance the operational capabilities of employees and thus, developing a firm platform for the future growth. Significant emphasis is placed on the recruitment and retention process of personnel and providing trainings to achieve high quality skills. The company believes that its success depends upon its ability to recruit, train and retain high quality professionals.

Training and Development: Your company believes that a strong focus on training and development is important for the sustenance and growth of the business. The importance of workplace based learning is recognised as an important facet of training and development programmes. Robust human resource and training team ensures different training activities for the employees covering –

- Product training
- Technical training
- Soft-skill development

As on 31st March, 2017, the employee base stands at 606.

INTERNAL SYSTEMS AND THEIR ADEQUACY

Your company encompasses vigorous internal control system designed to achieve operational efficiency, reliable financial reporting and compliance with laws and regulations. Internal audit is conducted for all the processes to identify risks and verify whether all systems and processes are commensurate with the business size and structure. Adequate internal control systems safeguards the assets of the company with timely identification and intervention to alleviate risks. The internal controls are verified by the Members of the Audit Committee to keep a check on the existing systems and take corrective action to further enhance the control measures.

Corporate Governance Report

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company's policy on Corporate Governance is based on the principles of full disclosure, fairness, equity, transparency and accountability in the various aspects of its functioning, leading to the protection of the stakeholders' interest and an enduring relationship with stakeholders. Your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings. The Company reiterates its commitment to adhere to the highest standards of Corporate Governance. The Company recognizes that good Corporate Governance is a continuing exercise and is committed to pursue the highest standard of governance in the overall interest of the stakeholders. The Management strives to adhere to all the Corporate Governance practices which form part of Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'). The Company's philosophy of Corporate Governance is not only compliant with the statutory requirements but also underlines our commitment to operate in the best interest of the stakeholders.

Corporate Governance Structure:

The Company has three tier Corporate Governance structure, viz.:

(i) **Strategic Supervision** – by the Board of Directors comprising the Executive and Non-Executive Directors.

(ii) **Executive Management** – by the Corporate Management comprising the Executive Directors and Chief Executive Officer ('CEO').

(iii) **Operational Management** – by the Operational Heads of Business Divisions.

The three-tier corporate governance structure not only ensures greater management accountability and credibility but also facilitates increased business autonomy, performance, discipline and development of business leaders.

II. BOARD OF DIRECTORS:

The strength of Board of Directors as at 31st March, 2017 was six. The Board of Directors comprises of Executive Directors and Non-Executive Directors including Independent Directors and a Woman Director. The Board is headed by Mr. Pradip Dubhashi, Non-Executive Chairman and Independent Director. Mrs. Sangeeta Mandhana is the Managing Director and Mr. Priyavrat Mandhana is an Executive Director.

The Board also comprises of Mr. Ramnath Pradeep and Mr. Kiran Vaidya, who are the Independent Directors and Mr. Sachin Jaju, Non-Executive Director. The Non-Executive Directors are accomplished professionals in their respective fields of expertise.

A. Details relating to the composition of the Board of Directors, number of Directorships, Memberships and Chairmanships of the Directors of the Company in other companies (as on 31st March, 2017) are as follows:

Name of the Director	Category of Director	Number of other Directorship held (including Private Companies)	Number of Committee Memberships in domestic Companies (including this Company)	
			As Chairman	As Member
Mr. Pradip Dubhashi	Non - Executive and Independent Chairman	5	1	2
Mr. Ramnath Pradeep	Non - Executive and Independent	8	2	8
Mr. Kiran Vaidya	Non - Executive and Independent	0	1	1
Mr. Sachin Jaju	Non - Executive	0	1	1
Mrs. Sangeeta Mandhana	Executive	0	0	0
Mr. Priyavrat Mandhana	Executive	2	0	2

Note: Membership/Chairmanship relates to membership of Committees referred to in Regulation 26(1) of the Listing Regulations, viz. Audit Committee and Stakeholders Relationship Committee of all public limited companies, whether listed or not and excludes private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013 / Section 25 of the Companies Act, 1956.

B. Details relating to the Board Meetings held during the Financial Year 2016-17 along with the attendance of each of the Director are as follows:

The Board met thirteen times during the financial year under review on the following dates:

(1) 7th April, 2016
(2) 25th April, 2016
(3) 13th May, 2016
(4) 14th June, 2016
(5) 25th July, 2016
(6) 5th August, 2016
(7) 16th August, 2016
(8) 2nd September, 2016,
(9) 27th September, 2016
(10) 7th October, 2016
(11) 12th December, 2016
(12) 19th January, 2017
(13) 23rd March, 2017

Attendance:

Sr. No.	Name of the Director	Number of meetings entitled to attend	Number of Meetings attended	Whether attended the last AGM (07.09.2016)
1.	Mr. Purushottam Mandhana*	6	6	N.A.
2.	Mr. Biharilal Mandhana*	6	6	N.A.
3.	Mr. Manish Mandhana*	6	6	N.A.
4.	Mr. Pradip Dubhashi#	4	4	N.A.
5.	Mr. Ramnath Pradeep#	4	4	N.A.
6.	Mr. Kiran Vaidya#	4	4	N.A.
7.	Mr. Sachin Jaju^	8	8	Yes
8.	Mrs. Sangeeta Mandhana^	8	8	Yes
9.	Mr. Priyavrat Mandhana^	8	8	Yes

**Mr. Purushottam Mandhana, Mr. Biharilal Mandhana and Mr. Manish Mandhana resigned as the Directors of the Company w.e.f. 8th August, 2016.*

#Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya were appointed as Additional Directors designated as Non-Executive and Independent Directors w.e.f. 7th October, 2016.

^Mr. Sachin Jaju, Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana were appointed as Additional Directors w.e.f. 5th August, 2016.

C. Disclosure of Relationships between Directors inter-se:

1.	Mrs. Sangeeta Mandhana	Cousin Sister in Law of Mr. Priyavrat Mandhana and Mr. Sachin Jaju
2.	Mr. Priyavrat Mandhana	Cousin Brother in Law of Mrs. Sangeeta Mandhana & Cousin Brother of Mr. Sachin Jaju
3.	Mr. Sachin Jaju	Cousin Brother of Mr. Priyavrat Mandhana and Cousin Brother in Law of Mrs. Sangeeta Mandhana

Except the above, none of the other Directors is related with each other.

D. Number of Shares and Convertible Instruments held by Non- Executive Directors:

Mr. Sachin Jaju, Non-executive Director, holds 35,333 equity shares of ₹ 10/- each of the Company as on 31st March, 2017. No other Non- executive Director holds any equity shares of the Company.

III. AUDIT COMMITTEE:

The Board of Directors at its Meeting held on 7th October, 2016, constituted the Audit Committee of the Board of Directors of the Company in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The terms of reference and scope of activities of the Audit Committee are in conformity with the Companies Act, 2013 and the Listing Regulations.

The Audit Committee comprises of the following Directors as on 31st March, 2017:

i. Mr. Kiran Vaidya -Chairman (Non-Executive Independent Director)

ii. Mr. Pradip Dubhashi -Member (Non-Executive Independent Director)

iii. Mr. Ramnath Pradeep -Member (Non-Executive Independent Director)

iv. Mr. Priyavrat Mandhana – Member (Executive Director)

The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The Audit Committee is responsible for overseeing the processes related to financial reporting and information dissemination. The primary objective of the Audit Committee of the Company is to monitor and effectively supervise the financial reporting process of the Company with a view to ensure accurate, timely and proper disclosures and transparency and integrity of financial reporting.

A. Brief description of the terms of reference of the Audit Committee, *interalia,* includes:

A. The role of the Audit Committee includes the following:

1) 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;

2) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

(a) 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;

(b) changes, if any, in accounting policies and practices and reasons for the same;

(c) major accounting entries involving estimates based on the exercise of judgment by management;

(d) significant adjustments made in the financial statements arising out of audit findings;

(e) compliance with listing and other legal requirements relating to financial statements;

(f) disclosure of any related party transactions;

(g) modified opinion(s) in the draft audit report;

5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8) approval or any subsequent modification of transactions of the Company with related parties;

9) scrutiny of inter-corporate loans and investments;

10) valuation of undertakings or assets of the listed entity, wherever it is necessary;

11) evaluation of internal financial controls and risk management systems;

12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13) 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;

14) discussion with internal auditors of any significant findings and follow up there on;

15) 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;

16) 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;

17) 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;

18) to review the functioning of the whistle blower mechanism;

19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20) carrying out any other function as is mentioned in the terms of reference of the audit committee; and

21) to ensure prior approval to all related party transaction pursuant to applicable section of the Companies Act, 2013 and the Listing Regulations.

B. 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;

5) the appointment, removal and terms of remuneration of the chief internal auditor are subject to review by the audit committee; and

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).

B. Meetings and Attendance:

Three Audit Committee Meetings were held from the date of constitution of the Audit Committee (i.e. 7th October, 2016) till 31st March, 2017 viz. 12th December, 2016, 19th January, 2017 and 23rd March, 2017 respectively.

Sr. No.	Name of the Member	Category	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Kiran Vaidya (Chairman)	Non – Executive, Independent	3	3
2.	Mr. Pradip Dubhashi	Non – Executive, Independent	3	3
3.	Mr. Ramnath Pradeep	Non – Executive, Independent	3	3
4.	Mr. Priyavrat Mandhana	Executive	3	3

IV. NOMINATION & REMUNERATION COMMITTEE:

The Board of Directors at its Meeting held on 7th October, 2016, constituted the Nomination and Remuneration Committee of the Board of Directors of the Company in conformity with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The terms of reference and scope of activities of the Nomination and Remuneration Committee is in conformity with the Companies Act, 2013 and the Listing Regulations.

The Nomination and Remuneration Committee comprises of the following Directors as on 31st March, 2017:

i. Mr. Ramnath Pradeep - Chairman (Non-Executive Independent Director)

ii. Mr. Pradip Dubhashi - Member (Non-Executive Independent Director)

iii. Mr. Kiran Vaidya - Member (Non-Executive Independent Director)

The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee.

A. Brief description of the terms of reference of the Nomination and Remuneration Committee, *interalia,* includes:

1) 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;

2) formulation of criteria for evaluation of performance of independent directors and the board of directors and Key Managerial Personnel of the Company;

3) devising a policy on diversity of board of directors;

4) 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.

5) whether to extend, terminate or continue the term of appointment of the independent director, Key Managerial Personnel of the Company, on the basis of the report of performance evaluation of independent directors.

B. Meetings and Attendance:

From the date of constitution of the Committee (i.e. 7th October, 2016) till 31st March, 2017, one Meeting of the Committee was held on 23rd March, 2017.

Sr. No.	Name of the Member	Category	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Ramnath Pradeep (Chairman)*	Non – Executive, Independent	N.A.	N.A.
2.	Mr. Pradip Dubhashi	Non – Executive, Independent	1	1
3.	Mr. Kiran Vaidya	Non – Executive, Independent	1	1
4.	Mr. Sachin Jaju*	Non – Executive	1	1

**Nomination and Remuneration Committee was re-constituted by the Board of Directors at its Meeting held on 23rd March, 2017 whereby Mr. Ramnath Pradeep was appointed as the Chairman of the Committee and Mr. Sachin Jaju ceased to be a Member of the Committee.*

C. Performance evaluation criteria for Independent Directors:

The relevant information on performance evaluation for Independent Directors is covered under sub-heading 'Independent Directors' in this report.

V. REMUNERATION OF DIRECTORS:

A. Pecuniary relationship or transactions of the non-executive directors *vis-à-vis* the Company:

Except the sitting fees paid to the Non-Executive Directors for attending the Board and Committee Meetings, there were no other pecuniary relationships or transactions of Non-Executive Directors *vis- à-vis* the Company.

B. Criteria of making payments to non-executive directors:

The Non-Executive and Independent Directors are paid ₹ 50,000/- per meeting for attending the Meetings of the Board and Audit Committee and ₹ 25,000/- per meeting for attending the Meetings of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee, which is within the limits prescribed under the provisions of the Act.

C. Disclosures with respect to remuneration in addition to disclosures required under the Companies Act, 2013:

Details of sitting fees paid to the Non-executive Directors for the financial year 2016-17*:

Sr. No.	Name of the Non-Executive Director	Sitting fees paid
1.	Mr. Pradip Dubhashi	₹ 4,00,000/-
2.	Mr. Ramnath Pradeep	₹ 4,00,000/-
3.	Mr. Kiran Vaidya	₹ 3,75,000/-
4.	Mr. Sachin Jaju	₹ 2,50,000/-

**The Non-Executive Directors are paid sitting fees with effect from 7th October, 2016.*

Details of the remuneration paid to the Managing Director and Executive Director for the financial year 2016-17*:

Sr. No.	Name of the Director	Remuneration paid/payable	Perquisites	Total
1.	Mrs. Sangeeta Mandhana	₹ 56,00,000	₹ 2,41,920	₹ 58,41,920
2.	Mr. Priyavrat Mandhana	₹ 56,00,000	₹ 2,41,920	₹ 58,41,920

**The Executive Directors are paid remuneration with effect from the date of their appointments viz. 1st September, 2016.*

Notes:

a. *Salaries and Perquisites include Salary, allowances, company's contribution to provident fund and monetary value of perquisites, if any. The terms of appointment of Executive Directors as approved by shareholders, are contained in their respective Agreements entered into with the Company. The tenure of office of the Executive Directors is three years from their respective dates of appointments. The notice period for termination of appointment is determinable as per company's policy. While there is no specific provision for payment of severance fees for any of the Executive Directors, the Board is empowered to consider the same at its discretion, taking into account attendant facts and circumstances.*

b. *The Company has not provided any Stock Options to its Directors or employees.*

VI. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors at its Meeting held on 7th October, 2016, constituted the Stakeholders Relationship Committee of the Board of Directors of the Company in conformity with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

A. Brief description of the terms of reference of the Stakeholders Relationship Committee inter alia includes:

Considering and resolving the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The Stakeholders Relationship Committee comprises of the following Directors as on 31st March, 2017:

i. Mr. Sachin Jaju - Chairman (Non-Executive Director)

ii. Mr. Priyavrat Mandhana -Member (Executive Director)

iii. Mr. Ramnath Pradeep -Member (Non-Executive Independent Director)

The Company Secretary acts as secretary to the Stakeholders Relationship Committee and is designated as the Compliance Officer of the Company.

B. Meetings and Attendance:

From the date of constitution of the Committee (i.e. 7th October, 2016) till 31st March, 2017, one Meeting of the Committee was held on 23rd March, 2017.

Sr. No.	Name of the Member	Category	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Sachin Jaju (Chairman)	Non-Executive	1	1
2.	Mr. Priyavrat Mandhana	Executive	1	1
3.	Mr. Ramnath Pradeep	Non-Executive, Independent	1	1

C. Shareholders' Complaints during the period 14th December, 2016 (date of Listing) to 31st March, 2017:

Number of complaints received during the period	1
Number of complaints resolved during the period	1
Number of complaints remaining unresolved at the end of the year	Nil

The SCORES website of SEBI for redressal of grievances of the investors is being visited at regular intervals by the Company and there are no pending complaints registered with SCORES as on 31st March, 2017.

There are no pending cases of share transfer as on 31st March, 2017.

As per Regulation 46(2)(j) of the Listing Regulations, the e-mail ID of the grievance redressal and other relevant details of the Company is cs@mandhanaretail.com.

As per Regulation 46(2)(k) of the Listing Regulations, the contact information of designated official of the Company viz. Mr. Virendra Varma, Company Secretary of the Company is cs@mandhanaretail.com; Tel. No. 022-43539191.

VII. INDEPENDENT DIRECTORS:

A. Meeting of Independent Directors:

The Company's Independent Directors met on 23rd March, 2017 without the presence of Executive Directors or members of the Management. All the Independent Directors attended the Meeting.

The Independent Directors at the Meeting found it prudent that, the evaluation of the performance of the Executive and Non-Executive Directors, the Committees and the Board as whole be conducted after the ensuing Annual General Meeting of the Company, as some additional time would allow the Independent Directors to evaluate the performance more precisely.

B. Web link where details of familiarisation programmes imparted to independent directors is disclosed:

The Company has established a Familiarisation Programme for Independent Directors. The details of the familiarization programme are available on the website of the Company at http://www.mandhanaretail.com/admin/Documents/DOC58eb27a500b19.pdf

VIII. GENERAL BODY MEETINGS:

A. Particulars of the last 3 Annual General Meetings (AGM):

Particulars	Date and Time	Venue	Details of Special Resolutions passed
5th AGM (FY 2015-16)	7th September, 2016 at 11.00 a.m.	Plot No. E-132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist. Palghar - 401506	i. Adoption of new set of Articles of Association containing regulations in accordance with the Companies Act, 2013 ii. Alteration of Memorandum of Association in accordance with the Companies Act, 2013 iii. Change in the name of the Company iv. Increase in the borrowing powers of the Company v. To make investments, provide loans, Guarantees and securities beyond the prescribed limits
4th AGM (FY 2014-15)	30th September, 2015 at 11.00 a.m.	Plot No. E-132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist. Palghar - 401506	Nil
3rd AGM (FY 2013-14)	30th September, 2014 at 4.00 p.m.	205-214, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai - 400012	i. Increase in the borrowing powers of the Company ii. Creation of charge/ mortgage on movable and immovable properties of the Company, both present and future in favour of lenders iii. To make investments, provide loans, Guarantees and securities beyond the prescribed limits

B. Special Resolutions passed through Postal Ballot during the year under review:

No Special Resolution was passed by the Company through Postal Ballot during the year under review.

However, during the year under review, the Company conducted Postal Ballot Process for appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company (Ordinary Resolution) and for appointment of Mr. Manish Mandhana as the Chief Executive Officer of the Company (Ordinary Resolution).

Ordinary resolution for appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company was passed on 16th March, 2017 and Ordinary Resolution for appointment of Mr. Manish Mandhana as the Chief Executive Officer of the Company was passed on 4th May, 2017.

C. Person who conducted the postal ballot exercise:
Mr. Nitin R. Joshi, Practicing Company Secretary was appointed as the Scrutinizer to conduct the aforesaid two Postal Ballot processes (including e-voting) in a fair and transparent manner.

D. Whether any special resolution is proposed to be conducted through postal ballot:
Till the date of this report, the Company does not intend or propose to pass any Special Resolution through Postal ballot.

E. Procedure for Postal Ballot:
Pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendments or re-enactment thereof for the time being in force), Listing Regulations and other applicable laws and regulations, the Company had provided to its members the facility to cast their votes by way of postal ballot process (including e-voting) on both the resolutions as stated above. The Company appointed Central Depository Services Limited (CDSL) for facilitating e-voting.

Both the resolutions were passed with requisite majority. Postal Ballot Notice, Postal Ballot Form and results of the Postal Ballot Voting are available on the Company's website: www.mandhanaretail.com.

IX. MEANS OF COMMUNICATIONS:

A. Quarterly Results:
The financial results are regularly submitted to the Stock Exchanges where the securities of the Company are listed pursuant to the Listing Regulations requirements and are published in the newspapers. The financial results are also displayed on the Company's website i.e. www.mandhanaretail.com.

B. Newspapers wherein results normally published:
The results of the Company are normally published in Economic Times (in English) and Maharashtra Times (in Marathi).

C. Website where the results are displayed:
www.mandhanaretail.com.

D. Whether the website also displays official news releases:
The Company has maintained a functional website i.e. www.mandhanaretail.com containing basic information about the Company like the details of its business, financial information, shareholding pattern, codes and policies etc. The disclosures made by the Company to the Stock Exchanges where the securities of the Company are listed are also hosted on the website of the Company.

E. Presentations made to institutional investors or to the analysts:
The presentations made by the Company to institutional investors/ analysts are available on the website of the Company i.e. www.mandhanaretail.com.

X. GENERAL SHAREHOLDER INFORMATION:

The Company was incorporated on 12th February, 2011, as Mandhana Retail Ventures Limited. The name of the Company was changed from 'Mandhana Retail Ventures Limited' to 'The Mandhana Retail Ventures Limited' w.e.f. 26th September, 2016, pursuant to the change of name certificate received from Registrar of Companies, Mumbai.

Corporate Identification Number (CIN) of the Company is L52390MH2011PLC213349.

The Equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited (NSE) on 14th December, 2016.

A.	**Annual General Meeting**		
	Date and Time	:	20th September, 2017 at 12 noon
	Venue	:	Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, District Palghar – 401 506
B.	**Financial Year**	:	1st April, 2016 to 31st March, 2017
C.	**Dividend payment date**	:	N.A.
D.	**The name and address of Stock Exchange(s) at which the Company's equity shares are listed and a confirmation about payment of annual listing fee to each of the stock exchanges**		BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 The Company has paid the listing fees to the Stock Exchanges within the prescribed time frame.
E.	**Security Code / Symbol**		
	ISIN	:	INE759V01019
	Security Code for BSE	:	540210
	Symbol for NSE	:	TMRVL

F. The Market Price data during the period 14th December, 2016 ('the date of Listing') to 31st March, 2017 is given below:

Month	BSE				NSE			
	High ₹	Date	Low ₹	Date	High ₹	Date	Low ₹	Date
December 2016	246.00	16.12.2016	165.25	27.12.2016	247.00	16.12.2016	165.25	27.12.2016
January 2017	217.50	18.01.2017	178.00	31.01.2017	217.40	18.01.2017	177.25	31.01.2017
February 2017	195.90	08.02.2017	166.35	01.02.2017	197.00	27.02.2017	167.00	01.02.2017
March 2017	245.40	17.03.2017	178.00	06.03.2017	246.30	17.03.2017	177.50	03.03.2017

Trading Volumes

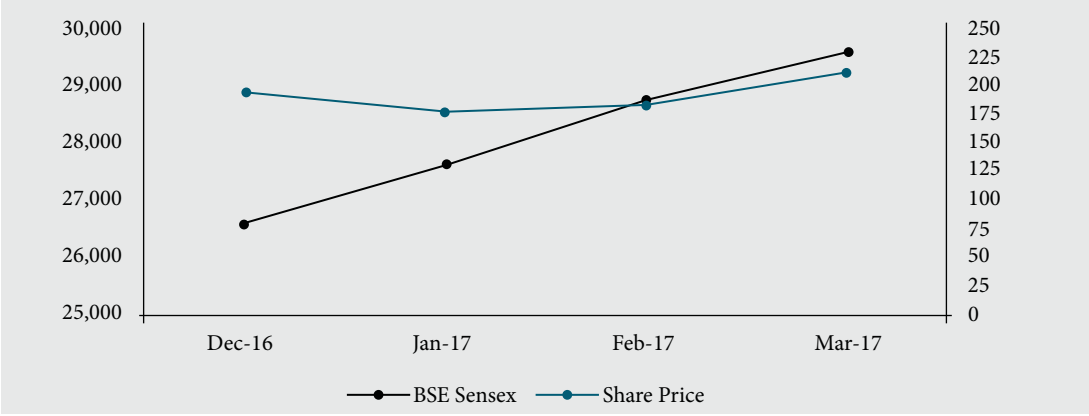
The traded volume of shares at BSE and NSE during the period 14th December, 2016 ('the date of Listing') to 31st March, 2017 are as below:

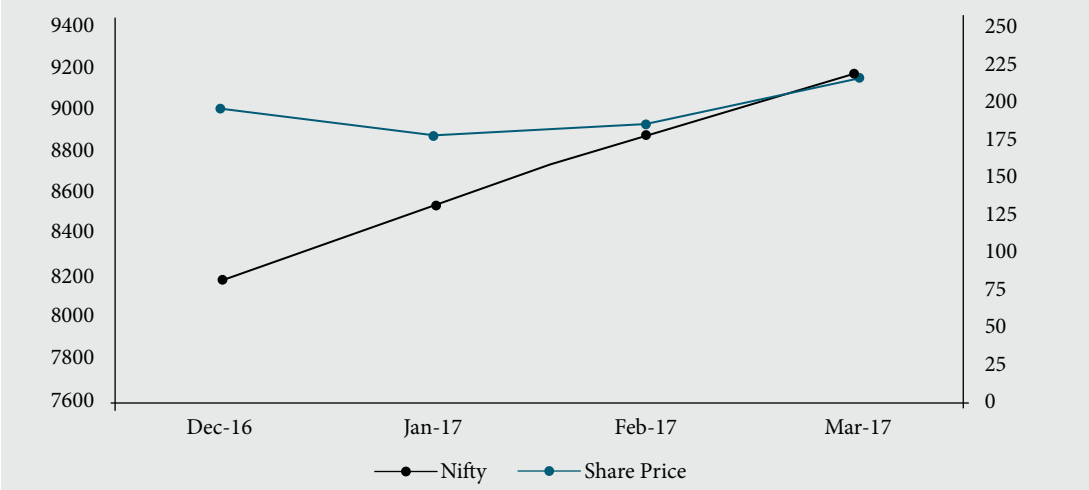
Month	BSE (Shares)	NSE (Shares)	Total (Shares)
December 2016	22,33,702	34,14,046	56,47,748
January 2017	7,00,952	21,81,582	28,82,534
February 2017	3,67,895	10,18,147	13,86,042
March 2017	11,70,454	34,44,487	46,14,941

G. Stock Performance in comparison to broad-based indices such as BSE/NSE Sensex (month-end closing):

(in ₹)

Month	BSE		NSE	
	Share Price	Sensex	Share Price	Nifty
December 2016	195.30	26,626.46	195.65	8,185.80
January 2017	178.50	27,655.96	178.40	8,561.30
February 2017	185.85	28,743.32	185.95	8,879.60
March 2017	214.55	29,620.50	214.75	9,173.75





H. In case the securities are suspended from trading, reason thereof:

Not applicable, since the securities of the Company have not been suspended from trading.

I. Registrar to an issue and share transfer agents:

Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

J. Share Transfer System:

Link Intime India Private Limited is the Registrar and Transfer Agents of the Company. Transfer of physical shares are approved by the Board of Directors or the Stakeholders Relationship Committee which meets at opportune time and if the documents are complete and in order in all respects, the same are registered and returned to the transferees within the stipulated time.

K.

i. Distribution of Shareholding as on 31st March, 2017:

Shares range	No. of Shareholders	% of Shareholders	No. of Shares	% of total issued capital
1 – 500	5,820	82.98	6,33,424	2.87
501 – 1000	484	6.90	3,75,459	1.70
1001- 2000	273	3.89	4,15,965	1.88
2001 – 3000	92	1.31	2,33,439	1.06
3001 – 4000	57	0.81	2,04,790	0.93
4001 – 5000	42	0.60	1,98,426	0.90
5001 – 10000	82	1.17	6,15,652	2.79
10001 & Above	164	2.34	1,94,05,454	87.87
Total	**7,014**	**100.00**	**2,20,82,609**	**100.00**

ii. Shareholding Pattern as on 31st March, 2017:

Sr. No.	Category of Shareholder	No. of Shareholders	Total no. of Shares	Total Shareholding as a percentage of total no. of Shares
(A)	**Shareholding of Promoter and Promoter Group(A)***	18	94,84,682	42.95
(B)	**Public Shareholding**			
(1)	**Institutions**			
(a)	Mutual Funds	0	0	0
(b)	Venture Capital Funds	0	0	0
(c)	Alternate Investment Funds	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0
(e)	Foreign Portfolio Investor	2	6,31,315	2.86
(f)	Financial Institutions / Banks	3	4,62,098	2.09
(g)	Insurance Companies	0	0	0
(h)	Provident Funds / Pension Funds	0	0	0
	Sub Total (B) (1)	**5**	**10,93,413**	**4.95**
(2)	**Central Government/ State Government(s)/ President of India**	**0**	**0**	**0**
	Sub Total (B) (2)	**0**	**0**	**0**
(3)	**Non-Institutions**			
(a)	Individuals			
	i. Individual shareholders holding nominal share capital upto ₹ 2 Lakhs	6,256	27,09,951	12.27
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 Lakhs	44	51,54,472	23.34
(b)	NBFC's registered with RBI	0	0	0
(c)	Employee Trusts	0	0	0
(d)	Overseas depositories (holding DRs)	0	0	0
(e)	Any other			
	i. Hindu Undivided Family	229	5,18,526	2.35
	ii. NRI (Non-repatriate)	34	40,597	0.18
	iii. Directors or Director's Relatives	2	35,333	0.16
	iv. NRI (Repatriate)	91	1,18,405	0.54

Sr. No.	Category of Shareholder	No. of Shareholders	Total no. of Shares	Total Shareholding as a percentage of total no. of Shares
	v. Clearing Members	149	2,35,333	1.07
	vi. Bodies Corporate	178	26,91,897	12.19
	Sub Total (B) (3)	**6,983**	**1,15,04,514**	**52.09**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**6,988**	**1,25,97,927**	**57.05**
	Total (A) + (B)	**7,006**	**2,20,82,609**	**100.00**
(C)	**Non Promoter - Non Public**			
(1)	**Shares Underlying DRs**	**0**	**0**	**0**
(2)	**Shares Held By Employee Trust**	**0**	**0**	**0**
	Grand Total (A)+(B)+(C)	**7,006**	**2,20,82,609**	**100.00**

**In the Promoters and Promoters' Group, the shareholding spread across various demat accounts of the Promoters are consolidated on the basis of Permanent Account Numbers. However, total number of demat accounts / Folios of the shareholders under this category stands at 26.*

L. Dematerialization of shares:

The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Link Intime India Private Limited to offer depository services to its shareholders and has paid respective charges for the benefit of the Members.

Your Company confirms that the entire Promoters' holding is in dematerialized form and the same is in line with the directives issued by the Securities and Exchange Board of India.

The shares of your Company are regularly traded at the BSE Limited and the National Stock Exchange of India Limited and hence have good liquidity.

Out of the total 2,20,82,609 equity shares of the Company, 2,20,77,664 equity shares representing 99.97% are in dematerialized form as on 31st March, 2017.

M. Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

NIL

N. Commodity price risk or foreign exchange risk and hedging activities:

NIL

O. Plant Locations:

The Company is not in the business of manufacturing of goods and does not have a manufacturing plant.

P. Address for Correspondence:

The Mandhana Retail Ventures Limited,
006-008, Peninsula Centre, Dr. S. S. Rao Road, Mumbai – 400 012
Tel: 022 - 4353 9191
Fax: 022 - 4353 9358
Email: cs@mandhanaretail.com

XI. OTHER DISCLOSURES:

A. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

NIL

B. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

NIL

C. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the Audit Committee:

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism / Whistle Blower Policy are posted on the website of the Company and the weblink to the same is http://www.mandhanaretail.com/ investorRelation.php. No Director / employee has been denied access to the Audit Committee.

D. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company constantly ensures compliance with all the mandatory requirements of the Listing Regulations. The status of compliances with the non-mandatory requirements specified in Part E of Schedule II have been included in this Report.

E. Weblink where policy for determining material subsidiaries is disclosed:

Not applicable as Company does not have a Subsidiary Company.

F. Weblink where policy on dealing with related party transactions is disclosed:
http://www.mandhanaretail.com/admin/Documents/DOC58eb27c15fb83.pdf

G. Disclosure of commodity price risks and commodity hedging activities:
Not applicable.

XII. DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE LISTING REGULATIONS:

A. The Board:
The Company has a Non-Executive Chairman.
No separate office is provided to the Chairman. The Non-Executive Chairman is provided secretarial and other assistance whenever needed, to enable him to discharge his responsibilities effectively.

B. Shareholder Rights:
The Company's financial results are furnished to the Stock Exchanges and are also published in the newspapers and on the website of the Company and therefore results were not separately sent to the Members. The financial results of the Company are displayed on the website of the Company i.e. www.mandhanaretail.com.

C. Modified opinion(s) in audit report:
The financial statements of the Company do not contain any modified opinion.

D. Separate posts of chairperson and chief executive officer:
Mr. Pradip Dubhashi, Non- Executive Independent Director, is the Chairman of the Board with effect from 7th October, 2016. Further, the Company has appointed Mr. Manish Mandhana as the Chief Executive Officer of the Company with effect from 1st April, 2017.

E. Reporting of internal auditor:
The Internal Auditor reports to the Audit Committee.

XIII. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46:

The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub - regulation (2) of Regulation 46.

For and on behalf of the Board of Directors
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Place: Mumbai
Date: 29th May, 2017

Disclosure in compliance with Part F of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year 2016-17

1.	Aggregate no. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year	NIL
2.	Aggregate no. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account during the year	Shareholders – 6 Outstanding Equity Shares – 241
3.	No. of shareholders who approached the issuer for transfer of shares from the Suspense Account during the year	NIL
4.	No. of shareholders to whom shares were transferred from Suspense account during the year	NIL
5.	Aggregate no. of shareholders and the outstanding shares lying in the Suspense Account at the end of the year	Shareholders – 6 Outstanding Equity Shares – 241
6.	The voting rights on the aforesaid shares lying in the Suspense Account shall remain frozen till the rightful owners of such shares claims the shares.	

For and on behalf of the Board of Directors
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Place: Mumbai
Date: 29th May, 2017

Declaration by the CEO under Schedule V (D) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct:

To the best of my knowledge and belief, this is to affirm and declare, on behalf of the Board of Directors of the Company and senior management personnel, that:

a. The Board of Directors has laid down a Code of Conduct, Ethics and Business Principles for all Board Members and Senior Management of the Company ['the Code of Conduct'];

b. The Code of Conduct has been posted on the website of the Company;

c. All the Board Members and Senior Management Personnel have affirmed their compliance and adherence with the provisions of the Code of Conduct for the financial year ended 31st March 2017.

For and on behalf of the Board of Directors
and Senior Management Personnel

Manish Mandhana
Chief Executive Officer

Place: Mumbai
Date: 29th May, 2017

Compliance Certificate pursuant to Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

To,
The Board of Directors,
The Mandhana Retail Ventures Limited

We, undersigned in our capacity as the Managing Director and Chief Executive Officer of The Mandhana Retail Ventures Limited ("the Company"), to the best of our knowledge and belief, certify that:

a) We have reviewed the financial statements and the Cash flow statement for the year ended 31st March, 2017 and based on our knowledge and belief:

   i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of the Company's affair and are in compliance with the existing Accounting Standards, applicable Laws and Regulations.

b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's Code of Conduct.

c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Internal control systems of the Company pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls.

d) We have indicated to the Auditors and Audit Committee:

   i. significant changes, if any, in the internal control over financial reporting during the year;

   ii significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and

   iii. instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an Employee having a significant role in the Company's internal control system over financial reporting.

For **The Mandhana Retail Ventures Limited**
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Manish Mandhana
Chief Executive Officer

Place: Mumbai
Date: 29th May, 2017

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To the Members of
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

1. This certificate is issued in accordance with the terms of our agreement dated 24th December, 2016.

2. This report contains details of compliance of conditions of corporate governance by The Mandhana Retail Ventures Limited (formerly known as Mandhana Retail Ventures Limited) ('the Company') for the year ended 31st March, 2017 as stipulated in regulations 17-27, clause (b) to (i) of regulation 46 (2) 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') pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof adapted 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.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2017.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

8. In our opinion, and to the best of our information and according to 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.

9. We 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.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Bhatt
Partner
Membership No: 036647

Place: Mumbai
Date: 29th May, 2017

Independent Auditor's Report

To the Members of
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of The Mandhana Retail Ventures Limited (formerly known as Mandhana Retail Ventures Limited) ("the Company"), which comprise the Balance sheet as at 31 March 2017, the Statement of Profit and Loss, and the Cash Flow Statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in sub-section 5 of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended till date ('the Rules'). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

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

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

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

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

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

OPINIONS

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 31 March 2017 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by sub-section 3 of Section 143 of the Act, we report that:

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

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

   (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

Independent Auditor's Report

(d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended;

(e) on the basis of the written representations received from the Directors as on 31 March 2017 and taken on record by the Board of Directors, none of the Directors are disqualified as on 31 March 2017 from being appointed as a Director in terms of sub-section 2 of Section 164 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 the "Annexure B"; and

(g) with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company does not have any pending litigations which would impact its financial position;

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

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. the Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of accounts maintained by the Company and as produced to us by the Management. Refer note 37 to the financial statements.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Bhatt
Partner
Membership No: 036647

Place: Mumbai
Date: 29th May, 2017

Annexure A to the Independent Auditor's Report – 31 March 2017

(Referred to in our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all the fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In our opinion and according to information and explanations given to us, no material discrepancies were noticed upon such verification during the year.

(c) The Company does not own any immovable properties as disclosed in note 13 on fixed assets to the financial statements. Therefore the provisions of clause 3 (i) (c) of the Order are not applicable to the Company.

(ii) The inventory have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and these have been dealt with appropriately in the books of account.

(iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of clause 3 (iii) of the Order is not applicable to the Company.

(iv) The Company has not granted any loans, made any investments or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Therefore the provisions of clause 3 (iv) of the Order are not applicable to the Company.

(v) According to the information and explanations given to us, the Company has not accepted any deposits as per the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 of the Act and the rules framed thereunder. Therefore the provisions of clause 3 (v) of the Order are not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under sub-section 1 of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of clause 3 (vi) of the Order are not applicable to the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance fund, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities, except in case of advance income tax where there are significant delays.

According to the information and explanations given to us, no undisputed amounts payable in respect of employees state insurance fund, sales tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable except for the following dues of income-tax.

Name of the statute	Nature of dues	Amount in INR Lakh	Assessment year	Due date
Income-tax Act, 1961	Advance tax for the quarter ended 30 June 2016	186	2017-18	15 June 2016
Income-tax Act, 1961	Advance tax for the quarter ended 30 September 2016	372	2017-18	15 September 2016

The total advance tax pertaining to AY 2017-18 for ₹ 1,240 Lakh is yet to be deposited with the relevant authorities.

(b) According to the information and explanations given to us, there are no dues of income-tax, sales tax, value added tax, duty of customs, duty of excise and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute.

Annexure A to the Independent Auditor's Report – 31 March 2017

(Referred to in our report of even date)

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any dues to any financial institutions nor has it issued any debentures during the year.

(ix) According to the information and explanations given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Therefore the provisions of clause 3 (ix) of the Order are not applicable to the Company.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on the examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Therefore the provisions of clause 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with related parties are in compliance with the provisions of Sections 177 and 188 of the Act, where applicable. The details of such related parties transactions have been disclosed in the financial statements as required under Accounting Standard (AS 18), Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore the provisions of clause 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore the provisions of clause 3(xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Bhatt
Partner
Membership No: 036647

Place: Mumbai
Date: 29th May, 2017

Annexure B to the Independent Auditor's Report – 31 March 2017

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 The Mandhana Retail Ventures Limited (formerly known as Mandhana Retail Ventures Limited) as of 31 March 2017 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

AUDITOR'S RESPONSIBILITY

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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 ICAI.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Bhatt
Partner
Membership No: 036647

Place: Mumbai
Date: 29th May, 2017

Balance Sheet

as at 31 March 2017

(₹ In Lakh)

	Note	31 March 2017	31 March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	2,208.26	5.00
Reserves and surplus	4	6,156.84	6,357.99
		8,365.10	6,362.99
Non-current liabilities			
Long-term borrowings	5	-	212.56
Deferred tax liabilities (net)	6	0.79	36.91
Other long- term liabilities	7	886.80	895.98
Long-term provisions	8	53.69	-
		941.28	**1,145.45**
Current liabilities			
Short-term borrowings	9	591.20	529.68
Trade payables			
- Dues of micro enterprises and small enterprises	10	826.98	-
- Dues to others	10	3,293.41	2,967.74
Other current liabilities	11	471.80	1,577.99
Short-term provisions	12	1,298.30	2,197.38
		6,481.69	**7,272.79**
TOTAL		**15,788.07**	**14,781.23**
ASSETS			
Non-current assets			
Fixed assets	13		
-Tangible assets		2,442.60	2,421.05
-Intangible assets		43.45	46.80
-Capital work-in-progress		4.06	-
		2,490.11	2,467.85
Long-term loans and advances	14	1,731.80	1,555.88
		4,221.91	**4,023.73**
Current assets			
Inventories	15	3,940.30	3,999.57
Trade receivables	16	7,442.97	6,609.99
Cash and bank balances	17	45.58	18.45
Short-term loans and advances	18	48.25	80.12
Other current assets	19	89.06	49.37
		11,566.16	**10,757.50**
TOTAL		**15,788.07**	**14,781.23**
Significant accounting policies	2		
Notes to the financial statements	3-41		

The notes referred above form an integral part of the financial statements.

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Bhatt
Partner
Membership No: 036647

Place: Mumbai
Date: 29th May, 2017

For and on behalf of the Board of Directors of
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)
CIN: L52390MH2011PLC213349

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Virendra Varma
Company Secretary
Membership No: 30786

Place: Mumbai
Date: 29th May, 2017

Statement of Profit and Loss

for the year ended 31 March 2017

(₹ In Lakh)

	Note	31 March 2017	31 March 2016
Revenue from operations			
Sale of products	20	21,617.96	21,576.36
Other operating revenue	20	212.21	236.32
		21,830.17	**21,812.68**
Other income	21	105.43	122.90
Total Revenue		**21,935.60**	**21,935.58**
Expenses			
Purchases of stock-in-trade	22	10,836.41	13,142.51
Changes in inventories of stock-in-trade	23	59.27	(1,633.63)
Employee benefits expenses	24	2,001.63	1,867.51
Finance costs	25	472.36	442.79
Depreciation and amortisation	13	340.02	298.90
Other expenses	26	5,019.92	4,541.33
Total Expenses		**18,729.61**	**18,659.41**
Profit before tax		3,205.99	3,276.17
Tax expense			
- Current tax		1,240.00	1,137.63
- Deferred tax (credit)		(36.12)	(3.00)
Profit for the year		**2,002.11**	**2,141.54**
Earnings per equity share:	33		
Nominal value of share of ₹ 10 each (31 March 2016 ₹ 10 each)			
- Basic and diluted		**9.07**	**9.70**
Significant accounting policies	2		
Notes to the financial statements	3-41		

The notes referred above form an integral part of the financial statements.

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Bhatt
Partner
Membership No: 036647

Place: Mumbai
Date: 29th May, 2017

For and on behalf of the Board of Directors of
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)
CIN: L52390MH2011PLC213349

Sangeeta Mandhana
Managing Director
DIN: 06934972

Place: Mumbai
Date: 29th May, 2017

Priyavrat Mandhana
Executive Director
DIN: 02446722

Virendra Varma
Company Secretary
Membership No: 30786

Cash Flow Statement

for the year ended 31 March 2017

(₹ In Lakh)

		31 March 2017	31 March 2016
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net profit before taxation	3,205.99	3,276.17
	Adjustments for:		
	Depreciation and amortization	340.02	298.90
	Interest income	(10.74)	-
	Finance costs	204.19	442.79
	Interest on income-tax	268.17	-
	Operating cash flow before working capital changes	4,007.62	4,017.86
	Changes in working capital :		
	(Decrease)/ increase in other long-term liabilities	(9.19)	400.58
	Increase in trade payables	1,152.65	1,733.40
	(Decrease)/ increase in other current liabilities	(1,123.31)	571.72
	Decrease/ (increase) in inventories	59.27	(1,633.63)
	(Increase) in trade receivables	(832.98)	(2,041.49)
	Decrease in short-term loans and advances	31.87	75.47
	(Increase)/ decrease in other current assets	(39.68)	171.50
	(Increase) in long-term loans and advances	(175.92)	(151.33)
	Decrease in provisions	54.52	-
	Cash generated from operations	3,124.86	3,144.08
	Income tax (paid) (net)	(2,408.09)	-
	Net cash flow generated from operating activities	**716.77**	**3,144.08**
B	**Cash flow from investing activities**		
	Purchase for fixed assets including expenditure on capital WIP and capital advances	(345.14)	(586.19)
	Net cash flow (used in) investing activities	**(345.14)**	**(586.19)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from borrowings	591.20	-
	Short-term borrowings repaid	(529.68)	(1,147.07)
	Repayment of term-loans	(212.56)	(1,000.00)
	Interest received	10.74	-
	Finance cost paid	(204.19)	(442.79)
	Net cash flow (used in) financing activities	**(344.49)**	**(2,589.86)**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	**27.13**	**(31.97)**
	Cash and cash equivalents at the beginning of the year		
	Cash in hand	9.24	10.74
	Bank balances	9.21	39.68
	Cash and cash equivalents at the end of the year (refer note 17)	**45.58**	**18.45**
	Notes:		
	1. The Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 ('AS 3') on Cash Flow Statement prescribed in Section 133 of the Companies (Accounts) Rules, 2014, as amended		
	2. Cash and cash equivalents represent		
	-cash on hand	7.39	9.24
	-in current accounts	38.19	9.21
		45.58	**18.45**
	3. Negative figures represents cash outgo		

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Bhatt
Partner
Membership No: 036647

Place: Mumbai
Date: 29th May, 2017

For and on behalf of the Board of Directors of
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)
CIN: L52390MH2011PLC213349

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Virendra Varma
Company Secretary
Membership No: 30786

Place: Mumbai
Date: 29th May, 2017

Notes

to the Financial Statements for the year ended 31 March 2017

1. COMPANY OVERVIEW

The Mandhana Retail Ventures Limited (formerly known as Mandhana Retail Ventures Limited) ("the Company") was incorporated under the Companies Act, 1956 ("the Act") on 12 February 2011. The Company has been converted into a Public Limited Listed Company by getting its shares listed on the Bombay Stock Exchange and the National Stock Exchange w.e.f. 14 December 2016 . The Company is engaged in the business of designing, retailing, marketing and distributing men's wear, women's wear and accessories under "Being Human" trademark.

Pursuant to the approval of the scheme of demerger, the Company has acquired the demerged undertaking of Mandhana Industries Limited ("MIL") which was engaged in the above mentioned business under the global exclusive trademark license agreement with The Salman Khan Foundation.

The Salman Khan Foundation has entered into a new agreement with the Company till 31 March 2020 to be its global license partner.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended till date, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

b) Use of estimates

The preparation of financial Statements in conformity with generally accepted accounting principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and the disclosure of contingent liabilities on the date of the financial Statements. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on date financial statements. The actual outcome may diverge from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c) Classification of assets and liabilities

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(i) it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;

(ii) it is held primarily for the purpose of being traded;

(iii) it is expected to be realized within twelve months after the reporting date; or

(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(i) it is expected to be settled in the Company's normal operating cycle;

(ii) it is held primarily for the purpose of being traded;

(iii) it is due to be settled within twelve months after the reporting date; or

(iv) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating cycle

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

Notes

to the Financial Statements for the year ended 31 March 2017

d) Revenue recognition

Revenue from sale of goods in the ordinary activities is recognized when all significant risks and rewards of their ownership are transferred to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding the collection. The amount recognized as revenue is exclusive of sales tax and value added tax and is net of returns, trade discounts and rebates.

Export incentives are recognized in the year on the basis of claims submitted to the appropriate authorities provided there is no uncertainty to expect ultimate collection at the time of making the claim.

Interest income is recognized on a time-proportion basis taking into account outstanding and the interest rate applicable.

e) Fixed assets and depreciation/ amortization

Tangible assets

Tangible fixed assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost of an item of tangible fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Tangible assets not ready for the intended use on the date of balance sheet are disclosed as "Capital work-in-progress".

Losses arising from the retirement of, and gains or losses arising from the disposal of tangible assets which are carried at cost are recognized in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the written down value method ('WDV') as per the useful life prescribed under Schedule II of the Act, which, in management's opinion, reflect the estimates useful economic lives of fixed assets.

Leasehold improvements are amortized over the lease term.

Depreciation for the year is recognised in the Statement of Profit and Loss.

Advance paid for acquisition/construction of fixed assets which are not ready for their intended use at each balance sheet date are disclosed under long-term loans and advances as capital advances.

Intangible assets

Intangible assets are recognized only when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of such assets can be measured reliably. Intangible assets are stated at cost less accumulated amortization and impairment loss if any. All costs relating to the acquisition are capitalized.

Intangible assets are amortised in the Statement of Profit and Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. The Company's intangible assets comprise of computer software which are being amortised over their estimated useful life of three years.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

Amortisation for the year is recognised in the statement of profit and loss.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset 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.

e) Impairment of assets

The management periodically assesses using external and internal sources, whether there is any indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. If at the balance sheet date there is an indication that a previously assessed impairment no longer exists or has decreased, the assets recoverable amount is estimated and the carrying amount of the asset is increased to

Notes

to the Financial Statements for the year ended 31 March 2017

its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of say accumulated amostisation or depreciation) has no impairment have been recognized for the asset.

f) Inventories

Inventories comprise of stock-in-trade which are carried at the lower of cost and net realisable value. Cost is determined on first in first out ("FIFO") basis.

Cost of stock-in-trade comprises of all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make sale.

g) Leases

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit. Initial direct costs incurred specifically for an operating lease are deferred and charged to the Statement of Profit and Loss over the term.

h) Foreign currency transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognized in the statement of profit and loss of the period.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the statement of profit and loss. Non-monetary foreign currency items are carried at cost.

i) Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the employee service is recognised as an expense as the related service is rendered by the employee.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution to Provident Fund, ESIC and Labour Welfare Fund are recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders related service.

Defined Benefit Plan

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any assets are deducted. The calculation of the Company's obligation under each of the two plans is performed annually by a qualified actuary using the projected unit credit method at the balance sheet date.

The Company recognises all actuarial gains and losses arising from the defined benefits plans immediately in the statement of profit and loss. All expenses related to defined benefit plans are recognised in employee benefits in the statement of profit and loss. When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in the Statement of Profit and Loss on a straight line basis over the average period until the benefits become vested. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

j) Taxation

Income-tax expense comprise current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or

Notes

to the Financial Statements for the year ended 31 March 2017

credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income-tax expense is recognized in the Statement of Profit and Loss except that tax expense related to items recognized directly in reserves is also recognized in those reserves.

Current tax is measured at that amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognized in respect of timing differences between taxable income and accounting income i.e. differences that orginate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent of reasonable certainty that the assets can be realized in future, however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably. Virtually certain (as the case maybe) to be realized.

k) Earnings per share ('EPS')

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which may be issued on conversion of all dilutive potential shares, unless the results would be anti – dilutive.

l) Borrowing costs

Borrowing costs that are directly attributable to the acquisition / construction of the qualifying fixed assets are capitalized as a part of the respective asset to the extent identifiable, upto the date of acquisition/ completion of construction. Costs are recognized as expense in the period in which they are incurred.

m) Provisions and contingent liabilities

Provisions are recognized when the Company recognizes that it has a present obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in financial statements.

o) Segment reporting

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment assets include all operating assets used by the business segment and consist principally of fixed assets, trade receivables and inventories. Segment liabilities include operating liabilities pertaining to the segment.

Segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each segment as also the amount allocable on a reasonable basis.

Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated assets and liabilities respectively. Income and expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segment are reflected as unallocated income and expense.

Notes

to the Financial Statements for the year ended 31 March 2017

(₹ In Lakh)

		31 March 2017	31 March 2016
3	**SHARE CAPITAL**		
	Authorised		
	30,000,000 (31 March 2016 : 30,000,000) equity shares of ₹ 10 each	**3,000.00**	**3,000.00**
	Issued, subscribed and fully paid up		
	22,082,609 (31 March 2016 : 50,000) equity shares of ₹ 10 each fully paid-up	2,208.26	5.00
		2,208.26	**5.00**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the year:

	31 March 2017		31 March 2016	
	No. of shares	Amount	No. of shares	Amount
Equity Shares				
At the commencement of the year	50,000	5.00	50,000	5.00
Shares cancelled during the year	(50,000)	(5.00)	-	-
Issue of equity share capital (refer note c below)	2,20,82,609	2,208.26	-	-
At the end of the year	2,20,82,609	2,208.26	50,000	5.00

(b) Rights, preferences and restrictions attached to equity shares:

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

(c) Pursuant to the scheme of arrangement ('the Scheme') between Mandhana Industries Limited (MIL) with the Company under Sections 391 to 394 of the Companies Act, 1956 (or re-enactment thereof upon effectiveness of the Companies Act, 2013) as sanctioned by Honourable High Court of Judicature of Bombay vide its Order dated 29 March 2016, which has been adopted by the Board of Directors of the Company on 22 November 2014 and filed with the Registrar of Companies on 31 March 2016 to make the scheme effective, the entire retail business and all assets and liabilities of MIL were transferred and vested in the Company effective from the appointed date, i.e. 1 April 2014. Accordingly the Scheme has been given effect to in the financial statements for the year ended 31 March 2016.

In consideration of the transfer of the business as a going concern, the Company has issued 2 fully paid up equity shares of ₹10 each for every 3 fully paid up equity shares of ₹10 each of the Transferor Company to the equity shareholders of the Transferor Company. Accordingly, 22,082,609 equity shares of the Company of ₹ 10 each fully paid up are issued to the shareholders of the Transferor Company. The initial share capital of 50,000 equity share of ₹ 10 each issued by the Company stands cancelled.

Salient features of the scheme of demerger

Mandhana Industries Limited ('Transferor company') is a public listed company incorporated under the Companies Act, 1956 on 25 July 1984. It is engaged in business of textile processes like calendering, sizing, dyeing, bleaching, shrinking finishing, mercerzing, texturing printing stamping and other textile processes of yarn, threads, woven / non woven fabrics, hosiery and apparels made from cotton, jute silk nylon wool and etc. It also had retail business for which it held exclusive license for manufacturing and merchandising of products under the brand "Being Human".

The demerger is intended to drive simplification by separating both Companies on to a such that the Company gets strategic flexibility to build a vibrant platform, enable a dedicated management focus and to accelerate growth of retail business and to have access to various sources of funds for rapid business growth.

The appointed date for the purpose of this scheme was 1 April 2014 and effective date was 1 April 2016.

Notes

to the Financial Statements for the year ended 31 March 2017

In accordance with the approved scheme, the accounting for this demerger was done in accordance with the pooling of interest method as prescribed by the Accounting Standard 14 "Accounting for Amalgamations" notified under the Companies (Accounting standard) Amendment Rules, 2016 (as amended on time to time basis).

Accordingly, the Company accounted for the Scheme in its books of accounts with effect from the appointed date i.e. 1 April 2014 as under –

(i) With effect from the appointed date, all the assets and liabilities appearing in the books of accounts of the Transferor Company were transferred to and vested in the Company and have been recorded in the financial statement of the Company at their respective book values

(ii) In consideration of the transfer of the business as a going concern, the Company has issued 2 fully paid up equity shares of ₹ 10 each for every 3 fully paid up equity shares of ₹ 10 each of the Transferor Company to the equity shareholders of the Transferor Company.

(iii) Accordingly, 22,082,609 equity shares of the Company of ₹ 10 each fully paid up are issued to the shareholders of the Transferor Company.

(iv) The initial share capital of 50,000 equity share of ₹ 10 each issued by the Company stands cancelled.
Further, on 14 December 2016, the Company got its shares listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE)."

(v) The value of assets and liabilities of the Transferor Company amalgamated with the Company is as under:

(₹ In Lakh)

Particulars		Amount
Non-current assets		
Tangible fixed assets (including Capital work in progress)		1,833.23
Long-term loans and advances		1,308.28
Current Assets		
Inventories		1,741.89
Trade receivables		2,359.84
Cash and bank balances		282.17
Short-term loans and advances		234.42
Sub total	**A**	**7,759.83**
Non-current liabilities		
Long-term borrowings		3,212.56
Current Liabilities		
Trade payables		628.03
Other current liabilities		1,710.98
Sub total	**B**	**5,551.57**
Total Net Assets as at 1 April 2014	**C = (A-B)**	**2,208.26**
Less: Reserves	**D**	-
Balance in share capital	**E = C-D**	**2,208.26**

(vi) The transactions of the business of MIL with effect from 1 April 2014 have been incorporated in the Company's accounts on the basis of the audited Financial Statements of the business as at 31 March 2014, as audited by M/s. Vishal H Shah & Associates, Chartered Accountants, the statutory auditors of the MIL.

(vii) The amount of share capital of the Transferor company is ₹ 2208.26 Lakh as stated in note 3.e.iv above. The consideration for the demerger being the value of the new equity shares issued and allotted by the Company is ₹ 2208.26 Lakh as stated in note 3.e.iii above. There is no difference between the two, and hence no Goodwill or Capital Reserve has arised on account of said demerger.

Notes

to the Financial Statements for the year ended 31 March 2017

(d) Shareholders holding more than 5% of the equity share capital

	31 March 2017		31 March 2016	
Equity shares	**No. of Shares**	**% holding**	**No. of Shares**	**% holding**
Purushottam Mandhana	13,33,333	6.04%	8,316.00	17%
Manish Mandhana	13,86,206	6.28%	6,238.00	12%
Priyavrat Mandhana	11,19,894	5.07%	8,368.00	17%
Rakesh Jhunjhunwala	28,13,274	12.74%	-	0%
Biharilal Mandhana	-	-	6,238.00	12%
Prema Mandhana	-	-	8,316.00	17%
Sudha Mandhana	-	-	6,237.00	12%
Sangeeta Mandhana	-	-	6,287.00	13%

(₹ In Lakh)

		31 March 2017	31 March 2016
4	**RESERVES AND SURPLUS**		
	a) Capital reserve		
	At the commencement of the year	2,208.26	2,208.26
	Add : Share cancelled pursuant to demerger	5.00	-
	Less : on issue of equity share capital (refer note 3 c) above	(2,208.26)	-
	At the end of the year	**5.00**	**2,208.26**
	c) Surplus in the Statement of Profit and loss		
	At the commencement of the year	4,149.73	2,008.19
	Add: Profit/ (loss) for the year	2,002.11	2,141.54
		6,151.84	**4,149.73**
	Total reserves and surplus	**6,156.84**	**6,357.99**

(₹ In Lakh)

		Non-current		Current	
		31 March 2017	31 March 2016	31 March 2017	31 March 2016
5	**LONG-TERM BORROWINGS**				
	Term loan from bank (secured)	-	212.56	212.56	1,250.00
		-	**212.56**	**212.56**	**1,250.00**

Notes

The term loan from Axis Bank Limited carries an interest rate of 12.15% P.A. and is repayable in 20 quarterly instalments commencing from 26 June 2014.

Aforesaid term loan is secured by way of paripassu charge over all the fixed assets procured including hypothecation of movable properties acquired for retail business of "Being Human".

Current maturity of term loan of ₹ 212.56 Lakh (Previous year ₹ 1,250 Lakh) is disclosed under ' Other current liabilities'. (Refer Note 11)

Notes

to the Financial Statements for the year ended 31 March 2017

(₹ In Lakh)

			31 March 2017	31 March 2016
6	**DEFERRED TAX LIABILITIES (NET)**			
	Deferred tax Liability			
	Excess of net block of fixed assets as per books of accounts over net block for tax purpose		19.66	36.91
		A	**19.66**	**36.91**
	Deferred tax Asset			
	Expenditure covered by Section 43B and 40A(7) of the Income-tax Act, 1961		18.87	
		B	**18.87**	-
	Net deferred tax liabilities (A-B)	**(A-B)**	**0.79**	**36.91**

(₹ In Lakh)

		31 March 2017	31 March 2016
7	**OTHER LONG-TERM LIABILITIES**		
	Deposits received		
	-Deposit from franchise	425.20	398.50
	-Deposit from distributors	206.80	250.00
	-Deposit from Shop in Shop	254.80	247.48
		886.80	**895.98**

(₹ In Lakh)

		31 March 2017	31 March 2016
8	**LONG-TERM PROVISIONS**		
	Provision for employee benefits		
	Gratuity (Refer notes 12 and 34)	53.69	-
		53.69	-

(₹ In Lakh)

		31 March 2017	31 March 2016
9	**SHORT-TERM BORROWINGS**		
	Secured		
	- Cash credit facility from bank *	591.20	-
	Unsecured		
	Loan from related parties**		
	- Directors	-	22.50
	- Mandhana Industries Limited	-	507.18
		591.20	**529.68**

* Cash credit facility taken from HDFC Bank Limited is secured by hypothecation by way of first and exclusive charges on all present and future current assets inclusive of all stock and book debts carries an interest based on prevalent MCLR plus margin and the same is repayable on demand.

** Interest free loans from the directors and group company

Notes

to the Financial Statements for the year ended 31 March 2017

(₹ In Lakh)

		31 March 2017	31 March 2016
10	**TRADE PAYABLES**		
	Due to	826.98	-
	- To micro enterprises and small enterprises (refer note 30)	3,293.41	2,967.74
	- To Others	**4,120.39**	**2,967.74**

(₹ In Lakh)

		31 March 2017	31 March 2016
11	**OTHER CURRENT LIABILITIES**		
	Current maturity of long-term borrowing (refer note 5)	212.56	1,250.00
	Interest accrued and due		
	- on term loan	4.39	15.63
	Statutory liabilities (includes tax deducted at source, value added tax		
	central sales tax, provident fund, profession tax and ESIC)	112.57	149.63
	Others		
	-Employees benefits payable	125.15	162.73
	-Payable towards capital expenditure	17.13	-
		471.80	**1,577.99**

(₹ In Lakh)

		31 March 2017	31 March 2016
12	**SHORT-TERM PROVISIONS**		
	Provision for employee benefits		
	- Gratuity (Refer notes 8 and 34)	0.83	-
	Provision for Income tax (Net off advance tax of INR 2,408.09 Lakh (31 March 2016: INR Nil)	1,297.47	2,197.38
		1,298.30	**2,197.38**

(₹ In Lakh)

Description of Asset	Gross Block				Depreciation				Net Block
	Balance as on 1 April 2016	Additions	Deletion / Adjustment	Balance as on 31 March 2017	Balance as on 1 April 2016	For the year ended	Deletion / Adjustment	Balance as on 31 March 2017	As at 31 March 2017
13 FIXED ASSETS									
A Tangible Assets									
1 Leasehold improvements	1,639.30	68.50	-	1,707.81	300.49	158.08	-	458.57	1,249.23
2 Computers and accessories	114.65	2.57	-	117.22	70.30	25.64	-	95.94	21.28
3 Office equipments	132.06	9.81	-	141.87	48.01	25.46	-	73.47	68.40
4 Air conditioners	34.33	0.41	-	34.74	9.88	6.56	-	16.44	18.30
5 Furniture and fixtures	1,078.93	268.15	-	1,347.08	149.53	112.16	-	261.69	1,085.39
Total	**2,999.27**	**349.44**	**-**	**3,348.72**	**578.21**	**327.90**	**-**	**906.11**	**2,442.60**
B Intangible Assets									
1 Computer Software	57.75	8.77	-	66.53	10.95	12.12	-	23.07	43.45
Total	**57.75**	**8.77**	**-**	**66.53**	**10.95**	**12.12**	**-**	**23.07**	**43.45**
C Capital work-in-progress	-	4.06	-	4.06	-	-	-	-	4.06
Total	**-**	**4.06**	**-**	**4.06**	**-**	**-**	**-**	**-**	**4.06**

Description of Asset	Gross Block				Depreciation				Net Block
	Balance as on 1 April 2015	Additions	Deletion / Adjustment	Balance as on 31 March 2016	Balance as on 1 April 2015	Additions	Deletion / Adjustment	Balance as on 31 March 2016	As at 31 March 2016
A Tangible Assets									
1 Leasehold improvements	1,474.46	164.84	-	1,639.30	155.02	145.47	-	300.49	1,338.81
2 Computers and accessories	99.97	14.68	-	114.65	37.12	33.17	-	70.29	44.36
3 Office equipments	121.08	10.98	-	132.06	24.31	23.71	-	48.02	84.04
4 Air conditioners	21.86	12.46	-	34.32	5.05	4.83	-	9.88	24.44
5 Furniture and fixtures	717.55	361.38	-	1,078.93	67.03	82.50	-	149.53	929.40
Total	**2,434.92**	**564.34**	**-**	**2,999.25**	**288.53**	**289.68**	**-**	**578.21**	**2,421.05**
B Intangible Assets									
1 Computer Software	35.91	21.84	-	57.75	1.73	9.22	-	10.95	46.80
Total	**35.91**	**21.84**	**-**	**57.75**	**1.73**	**9.22**	**-**	**10.95**	**46.80**
C Capital work-in-progress	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Notes

to the Financial Statements for the year ended 31 March 2017

(₹ In Lakh)

	31 March 2017	31 March 2016
14 LONG-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
To parties other than related parties		
Security deposits		
- Deposit to mall management	744.05	599.45
- Deposit to statutory authorities	14.77	1.57
- Deposit for rental premises	971.67	953.55
- Deposit to others	1.31	1.31
	1,731.80	**1,555.88**

(₹ In Lakh)

	31 March 2017	31 March 2016
15 INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)		
Traded goods		
- Garments	3,806.81	3,912.04
- Accessories	133.49	87.53
	3,940.30	**3,999.57**

(₹ In Lakh)

		31 March 2017	31 March 2016
16 TRADE RECEIVABLES			
(Unsecured)			
Outstanding for a period exceeding six months from the date they become due for payment:			
Considered good		347.62	93.22
Considered doubtful		-	-
Less: Provision for doubtful receivable		-	-
	(A)	**347.62**	**93.22**
Other receivables:			
Considered good		7,095.35	6,516.77
Considered doubtful		-	-
Less: Provision for doubtful receivable		-	-
	(B)	**7,095.35**	**6,516.77**
	(A+B)	**7,442.97**	**6,609.99**

(₹ In Lakh)

	31 March 2017	31 March 2016
17 CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash on hand	7.39	9.24
Balances with banks		
- on current accounts	38.19	9.21
	45.58	**18.45**

Notes

to the Financial Statements for the year ended 31 March 2017

(₹ In Lakh)

		31 March 2017	31 March 2016
18	**SHORT-TERM LOANS AND ADVANCES**		
	(Unsecured, considered good unless otherwise stated)		
	To parties other than related parties		
	-Advances to suppliers	33.01	77.64
	-Advances to employees	5.36	-
	-Prepaid expenses	3.09	2.48
	-Balance with government authorities	6.79	-
		48.25	**80.12**

(₹ In Lakh)

		31 March 2017	31 March 2016
19	**OTHER CURRENT ASSETS**		
	(Unsecured, considered good unless otherwise stated)		
	Insurance claim recoverable	15.97	15.34
	Duty drawback subsidy receivable	73.07	34.03
	Interest Receivable	0.02	-
		89.06	**49.37**

(₹ In Lakh)

		31 March 2017	31 March 2016
20	**REVENUE FROM OPERATIONS**		
	Sale of products		
	Traded goods		
	Domestic sales	18,408.49	17,401.50
	Export sales	3,209.47	4,174.86
	Sale of products (net)	21,617.96	21,576.36
	Other operating revenue		
	Export incentives	212.21	236.32
		21,830.17	**21,812.68**

(₹ In Lakh)

		31 March 2017	31 March 2016
21	**OTHER INCOME**		
	Interest income from bank	10.74	-
	Gain on foreign exchange fluctuation (net)	31.82	122.52
	Miscellaneous income	62.87	0.38
		105.43	**122.90**

(₹ In Lakh)

		31 March 2017	31 March 2016
22	**PURCHASE OF STOCK-IN-TRADE**		
	Traded Goods	10,836.41	13,142.51
		10,836.41	**13,142.51**

Notes

to the Financial Statements for the year ended 31 March 2017

(₹ In Lakh)

	31 March 2017	31 March 2016
23 CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Traded goods		
Inventories at the beginning of the year		
- Garments	3,912.04	2,365.94
- Accessories	87.53	-
Inventories at the end of the year		
- Garments	3,806.81	3,912.04
- Accessories	133.49	87.53
Decrease / (increase) in inventories	**59.27**	**(1,633.63)**

(₹ In Lakh)

	31 March 2017	31 March 2016
24 EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and bonus	1,847.29	1,779.77
Contribution to provident fund and other fund	123.17	73.53
Gratuity (refer note 34)	10.86	-
Staff welfare expenses	20.31	14.21
	2,001.63	**1,867.51**

(₹ In Lakh)

	31 March 2017	31 March 2016
25 FINANCE COSTS		
Interest expense		
- on term loan	122.63	277.52
- on cash credit	3.53	-
- on short term loans	6.47	67.81
- on micro, small and medium enterprises development (refer note 30)	47.64	-
- on Income Tax	268.17	-
- on others (includes interest on deposits from distributors and franchise)	23.92	97.46
	472.36	**442.79**

(₹ In Lakh)

	31 March 2017	31 March 2016
26 OTHER EXPENSES		
Advertisement & sales promotion expenses	767.51	950.17
Auditor remuneration	13.83	4.60
Bank charges	68.23	145.68
Travelling expenses	140.55	198.50
Commission expenses	10.40	-
Communication expenses	31.47	103.21
Director sitting fees	16.39	-
Electricity charges	91.79	101.19
Freight & transportation charges	192.96	130.79
General expenses	23.25	20.79
Housekeeping charges	14.64	11.50
Insurance charges	8.09	10.05
Legal charges	27.45	66.81
License fees	1,188.73	829.44
Printing & stationery	8.57	33.73
Professional fees	312.00	180.63

Notes

to the Financial Statements for the year ended 31 March 2017

(₹ In Lakh)

		31 March 2017	31 March 2016
26	**OTHER EXPENSES (CONTD.)**		
	Rates & taxes	85.73	115.69
	Rent, CAM & utility charges	1,939.68	1,559.94
	Repairs & maintenance	30.34	19.16
	Shortage / excess	2.26	12.18
	Subscription & membership fees	7.70	3.74
	Watch & ward expenses	38.35	43.53
		5,019.92	**4,541.33**

(₹ In Lakh)

Particulars		31 March 2017	31 March 2016
27	**VALUE OF IMPORTS ON CIF BASIS (ACCRUAL BASIS)**		
	Garments Import	1,009.22	1,789.25

(₹ In Lakh)

Particulars		31 March 2017	31 March 2016
28	**EARNINGS IN FOREIGN CURRENCY (ACCRUAL BASIS)**		
	Export of Goods calculated on FOB Value	3,209.47	4,174.86

(₹ In Lakh)

Particulars		31 March 2017	31 March 2016
29	**EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)**		
	Foreign Travelling	31.79	43.89

30 DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2002, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the Management, the following are the amounts due to Micro, Small and Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006, as set out in the following disclosure:

(₹ In Lakh)

Particulars	31 March 2017	31 March 2016
Principal amount remaining unpaid to any supplier at the year end	826.98	-
Interest due on the above mentioned principal amount remaining unpaid to any supplier at the year end	47.64	-
Amount of the interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day	47.64	-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act, 2006.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid	-	-

Notes

to the Financial Statements for the year ended 31 March 2017

31 RELATED PARTY DISCLOSURES

1 List of related parties and relationships

Key Management Personnel and their Relatives	Relationship	
Shri Priyavrat Mandhana	Director	
Smt. Sangeeta M. Mandhana	Director	
Shri Sachin Jaju	Director	
Shri Purushottam Mandhana	Father of Shri Priyavrat Mandhana	(Director upto 8 August 2016)
Shri Biharilal Mandhana	Father in Law of Smt. Sangeeta M. Mandhana	(Director upto 8 August 2016)
Shri Manish Mandhana	Husband of Smt. Sangeeta M. Mandhana	(Director upto 8 August 2016)
Smt. Sudha Mandhana	Mother in Law of Smt. Sangeeta M. Mandhana	
Ms. Preeti Mandhana	Sister of Shri Priyavrat Mandhana	
Smt. Prema Mandhana	Mother of Shri Priyavrat Mandhana	
Smt. Preeti Mandhana	Wife of Shri Priyavrat Mandhana	
Entities over which Key Management personnel and their relatives are able to exercise significant influence	Mandhana Industries Limited	
	Golden Seams Industries Pvt Ltd	
	Mandhana WD Limited	
	Mahan Synthetics Textiles Private Limited	
	Balaji Corporation	

2 Transactions with related parties

(₹ In Lakh)

Particulars	Key management personnel and their relatives	Enities over which management personnel and their relatives are able to exercise significant influence
Purchases of goods	-	**626.53**
	-	*(3,543.64)*
Rent	**54.61**	**55.33**
	(24.39)	-
Remuneration	**112.00**	-
	-	-
Deposits against premises	-	**18.13**
	(888.55)	-
Recovery of Expenses	-	**43.66**
	-	-
Reimbursement of expenses	-	**332.23**
	-	-
Repayment of loans	**22.50**	**507.18**
	-	-

Note:- Figures in brackets represents previous years figure.

Notes

to the Financial Statements for the year ended 31 March 2017

3 Closing balances

(₹ In Lakh)

	Receivables		Payables		Loans	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016	31 March 2017	31 March 2016
Mandhana Industries Limited	-	-	18.13	-	-	507.18
Shri Priyavrat Mandhana	-	-	451.05	451.05	-	-
Shri Manish Mandhana	-	-	437.50	437.50	-	-
Remuneration						
Shri Priyavrat Mandhana	-	-	0.65	-	-	-
Smt. Sangeeta Mandhana	-	-	0.65	-	-	-

32 OPERATING LEASE OBLIGATIONS

The Company has entered in to non-cancelable operating lease. The tenure of such agreements ranges from thirty six month to one hundred eight months. There are no purchase option in these agreements. Lease agreements provide the option to Company to renew the lease period at the end of lease period.

(₹ In Lakh)

Particulars	31 March 2017	31 March 2016
Not later than one year	1,481.44	1,313.33
Later than one year and not later than five year'	5,373.04	3,497.52
later than five year	685.08	902.18
Total	**7,539.55**	**5,713.03**
Operating lease rentals debited to Statement of Profit and Loss (net)	1,686.97	1,018.27
Operating lease capitalized to fixed Assets	NIL	NIL

The Company's significant leasing arrangements are in respect of operating leases for premises (office, stores, wasrehouse, etc). The leasing arrangements which are not non-cancellable, range between 5 years to 9 years and are usually renewed by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss.

Particulars	2016-17	2015-16
33 EARNINGS PER SHARE (EPS)		
Basic earnings per share before extra ordinary items		
Profit attributable to the shareholders (₹ in Lakh)	2,002.11	2,141.54
Weighted average number of Equity Shares outstanding during the year	2,20,82,609	2,20,82,609
Nominal value of equity shares (₹)	10.00	10.00
Basic Earnings per share (₹)	9.07	9.70
Diluted earnings per share before extra ordinary items :		
Profit attributable to the shareholders (₹ in Lakh)	2,002.11	2,141.54
Weighted average number of equity shares outstanding during the year	2,20,82,609	2,20,82,609
Nominal value of equity shares (₹)	10.00	10.00
Diluted earning per share (₹)	9.07	9.70
	No. of Shares	No. of Shares
Weighted average number of Equity Shares outstanding during the year for Basic EPS	2,20,82,609	2,20,82,609
Add : Dilutive potential Equity Shares	-	-
Weighted average number of Equity Shares outstanding during the year for Dilutive EPS	2,20,82,609	2,20,82,609

34 DISCLOSURES PURSUANT TO ACCOUNTING STANDARD -15 "EMPLOYEE BENEFITS"

i) Defined contribution plans

The Company makes contributions, determined as a specific percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contibutions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expnese towards contribution to Provident Fund for the year aggregated to INR 95.11 Lakh (31 March 2016: INR 73.53 Lakh)

Notes

to the Financial Statements for the year ended 31 March 2017

ii) Defined benefit plan in respect of gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. The amount recognised as an expense in the statement of profit and loss for the year towards the gratuity benefits is INR 10.86 Lakh (31 March 2016: INR Nil).

The amounts recognised in the Company's financial statements as at the year end are as follows:

(₹ In Lakh)

	As at 31 March 2017
Amounts recognised in the balance sheet in respect of gratuity	
Present value of the unfunded defined benefit obligation at the end of the year	54.52
Expenses recognised in the statement of profit and loss	
Current service cost	21.62
Interest on defined benefit obligations	3.41
Net actuarial (gain)/loss recognised during the year	(14.17)
Net gratuity cost	**10.86**
Reconciliation of present value of the obligation:	
Opening defined benefit obligation	43.66
Current service cost	21.62
Interest cost	3.41
Actuarial (gain)/loss	(14.17)
Benefits paid	-
Closing defined benefit obligation	**54.52**
Experience adjustment	
Defined benefit obligation	54.52
Fair value of plan assets	-
Surplus/(deficit)	**(54.52)**
Experience adjustment on plan liabilities:	NA*
Experience adjustment on plan assets:	NA
**Being the first actuarial valuation*	
Actuarial assumptions	
Discount rate	7.40%
Rate of growth in salary levels	5.10%
Withdrawal rate	5% at younger ages and 1% at older ages

(iii) Notes

a) Previous year comparative numbers are not available since this is the first year, the Company's management has undertaken an actuarial valuation. The opening defined benefit obligation indicates the amount of liability taken over from Mandhana Industries Limited (MIL) in the scheme of demerger.

b) Gratuity is payable to all eligible employees of the Company on superannuation, death, and permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.

c) The discount rate is based on the prevailing market yields Indian Government securities as at the balance sheet date for the estimated term of the obligations.

d) The Company does not have a carry forward or an encashment policy for compensated absences and hence no liability has been accrued in the financial statements.

35 SEGMENTAL INFORMATION

i) Primary segment

The Company has a single business segment – Garments, which comprise almost 98% of the total business activities. Therefore the Company has only one reportable business segment viz Garment.

Notes

to the Financial Statements for the year ended 31 March 2017

ii) Secondary segment

The operations of the Company are in India and all assets and liabilities (except certain receivables and payables) are located in India. An analysis of the segment revenue and segment assets by geographical market is given below :

(A) On the basis of Geographical Segments –

(₹ In Lakh)

Particulars	31 March 2017			31 March 2016		
	Domestic	Exports	Total	Domestic	Exports	Total
External revenues	18,408.49	3,421.68	21,830.17	17,401.50	4,411.18	21,812.68
Other allocable income	73.61	31.82	105.43	0.38	122.52	122.90
Total Revenues	**18,482.10**	**3,453.50**	**21,935.60**	**17,401.88**	**4,533.70**	**21,935.58**
Less: Elimination	-	-	-	-	-	-
Net revenue	**18,482.10**	**3,453.49**	**21,935.59**	**17,401.88**	**4,533.70**	**21,935.58**
Segment result	**2,768.63**	**909.73**	**3,678.35**	**2,966.90**	**752.07**	**3,718.97**
Other non-allocable incomes/ (expenses)				-	-	-
Finance cost	-	-	(472.36)	-	-	(442.79)
Provision for tax	-	-	(1,203.88)	-	-	(1,134.63)
Net profit	**-**	**-**	**2,002.11**	**-**	**-**	**2,141.54**
Other information						
Segment assets	14,003.71	535.34	14,539.05	13,491.11	1,290.12	14,781.23
Unallocable corporate assets	1,052.38	196.64	1,249.02	-	-	-
Total assets	**15,056.09**	**731.98**	**15,788.07**	**13,491.11**	**1,290.12**	**14,781.23**
Segment liabilities	886.80	-	886.80	6,687.82	1,730.42	8,418.24
Unallocable liabilities	5,507.13	1,029.04	6,536.17			
Total liabilities	**6,393.93**	**1,029.04**	**7,422.97**	**6,687.82**	**1,730.42**	**8,418.24**
Capital expenditure						
Total cost incurred to acquire segment assets	336.65	-	336.65	574.06	12.13	586.19
Total cost incurred to acquire unallocable corporate assets	18.17	3.40	21.57	-	-	-
Total capital expenditure	**354.82**	**3.40**	**358.22**	**574.06**	**12.13**	**586.19**
Depreciation and amortisation						
Segment depreciation and amortisation	270.24	-	270.24	284.56	14.34	298.90
Unallocable depreciation and amortissation	58.79	10.99	69.78	-	-	-
Total depreciation and amortisation	**329.03**	**10.99**	**340.02**	**284.56**	**14.34**	**298.90**

(B) Notes

i) Accounting policies: Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

ii) Segment assets and liabilities: Segment assets include all operating assets used by a segment and consist principally of trade receivables, inventories and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to the segments on a reasonable basis. Segment liabilities include all operating liabilities and consist principally of trade payables and accrued liabilities. Segment assets and liabilities do not include those relating to income taxes.

36 CONTINGENT LIABILITITES AND COMMITMENTS

i) The Company does not have any contingent liabilitiy ₹ NIL (31 March 2016: NIL) which it has not provided for in the books of accounts

ii) The estimated amount of contracts remaining to be executed on capital account to the extent not provided for ₹ 30.05 Lakh (Previous year ₹ NIL)

Notes

to the Financial Statements for the year ended 31 March 2017

37 DISCLOSURE ON SPECIFIED BANK NOTES (SBN'S)

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R 308(E) dated 31 March 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBN's and other notes as per the notification given below:

(₹ In Lakh)

Particulars	SBN's	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	2.23	4.19	**6.42**
Transaction between 9 November 2016 to 30 December 2016			
(+) Permitted cash receipts		231.07	**231.07**
(-) Permitted payments		8.62	**8.62**
(-) Amount deposited in banks	2.23	225.42	**227.65**
Closing cash in hand as on 30 December 2016		1.21	**1.21**

38 UNHEDGED FOREIGN CURRENCY EXPOSURE

(₹ In Lakh)

	As at 31 March 2017		As at 31 March 2016	
	In foreign currency	INR In Lakh	In foreign currency	INR In Lakh
Trade receivables				
US Dollars	**5,14,927**	**333.87**	3,75,765	250.10
Euros	**1,85,379**	**128.37**	3,09,704	224.17
Trade payables				
US Dollars	3,74,142	242.59	3,10,104	205.91

39 TRANSFER PRICING

The Company's management is of the opinion that its domestic transactions are at arm's length as per the independent accountants report for the year ended 31 March 2016.

Management continues to believe that its domestic transactions post 31 March 2016 are at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision of taxation.

40 PREVIOUS YEAR FIGURES

Previous year's financial statements were audited by a firm of chartered accountants other than B S R & Co. LLP. The previous years figures have been regrouped/ reclassified wherever necessary.

41 OTHER MATTERS

Information with regard to other matters specified in Schedule III to the Companies Act, 2013 is either nil or not applicable to the Company for the year.

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Bhatt
Partner
Membership No: 036647

Place: Mumbai
Date: 29th May, 2017

For and on behalf of the Board of Directors of
The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)
CIN: L52390MH2011PLC213349

Sangeeta Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Virendra Varma
Company Secretary
Membership No: 30786

Place: Mumbai
Date: 29th May, 2017

Notes


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MRVL
MANDHANA RETAIL VENTURES LTD.

THE MANDHANA RETAIL VENTURES LIMITED

(formerly known as Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506

Tel: +91-2525-697301 to 306 • Fax: +91 22 4353 9358 • E-mail: cs@mandhanaretail.com

Website: www.mandhanaretail.com

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Website: www.mandhanaretail.com

NOTICE OF THE 6TH ANNUAL GENERAL MEETING

To,
The Members,

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of **The Mandhana Retail Ventures Limited** ('Company') will be held at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, District Palghar – 401506 on Wednesday, the 20th day of September 2017 at 12.00 noon, for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Sachin Jaju, (DIN: 01852535) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

3. **Appointment of Statutory Auditors**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and are hereby appointed as the auditors of the Company, to hold office of the auditors of the Company from the conclusion of this meeting until the conclusion of the 11th Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting) and that any of the Executive Director in consultation with the Auditors, be and is hereby authorized to fix the remuneration payable to them plus Goods and Service Tax ("GST") and / or any other tax, as may be applicable, and re-imbursement of travelling and out-of pocket expenses, if any, incurred by them for audit purpose."

SPECIAL BUSINESS:

4. **Appointment of Mr. Pradip Dubhashi (DIN: 01445030) as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Pradip Dubhashi (DIN: 01445030), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Pradip Dubhashi as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 6th October, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution."

5. **Appointment of Mr. Ramnath Pradeep (DIN: 02608230) as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to

as 'Listing Regulations') and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Ramnath Pradeep (DIN: 02608230), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Ramnath Pradeep as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 6th October, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution."

6. Appointment of Mr. Kiran Vaidya (DIN: 02548532) as an Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Kiran Vaidya (DIN: 02548532), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Kiran Vaidya as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 6th October, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution."

By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:
Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401506

Place: Mumbai
Date: 29th May, 2017

NOTES:

1. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act') in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations'), of person/s seeking appointment/ re-appointment as Director/s Forms part of this notice.

2. A Member entitled to attend and vote at the Annual General Meeting ('AGM') is entitled to appoint a proxy to attend and vote instead of himself/herself/itself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total paid-up share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 14th September, 2017 to Wednesday, 20th September, 2017, both days inclusive, ('Book Closure period') for the purpose of holding Annual General Meeting.

4. Mr. Sachin Jaju, Non-Executive Director is liable to retire by rotation. He being eligible, offers himself for re-appointment.

   None of the Directors or Key Managerial Personnel or their relatives except Mr. Sachin Jaju himself is concerned or interested in the said resolution.

5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ('NECS'), Electronic Clearing Service ('ECS'), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant ('DP'). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agent ('RTA'), M/s. Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Private Limited.

   Members holding Shares in physical form are requested to communicate any change in address, immediately to the RTA

6. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

7. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her/its queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.

8. Pursuant to the provisions of sections 20(2), 101, 136(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, the Company can send the documents like Notices, Annual Reports, etc. in electronic form to its Members, whose email addresses are registered with the Company / RTA / Depositories. Accordingly, this Notice of the 6th AGM along with the Annual Report for FY 2016-17 is being sent by electronic mode to those shareholders whose email addresses are registered with the Company / RTA / Depositories, unless any Member has specifically requested for a physical copy. For Members who have not registered their email address, the physical copies are being sent by permitted mode of dispatch.

9. We hereby request the Members to note that the documents viz. Annual Report, Notice, etc. will be uploaded on the website of the Company viz. www.mandhanaretail.com and made available for inspection at the Registered Office as well as the Head Office/ Corporate Office (viz. 006-008, Peninsula Center, Dr. S.S. Rao Road, Parel, Mumbai - 400012) of the Company during the business hours. However, in case a Member wishes to receive a physical copy of the said documents, he/she/it is required to send a letter or an e-mail to rnt.helpdesk@linkintime.co.in or to cs@mandhanaretail.com duly quoting his / her/ its DP ID & Client ID or Folio number, as the case may be, and the said documents will be dispatched to the Members.

10. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 6th AGM by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). In addition, the facility for voting through Ballot Papers shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

11. Based on the shareholding of the Members, whose names appear in the Register of Members / List of beneficial owners, received from National Securities Depository Limited ('NSDL') / CDSL as on close of the business hours on Wednesday, 13th September, 2017 ('cut-off date'), a member shall be entitled to vote by way of remote voting or at the AGM. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

12. 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.

13. The remote e-voting period commences on Saturday, 16th September, 2017 (09:00 a.m.) (IST) and ends on Tuesday, 19th September, 2017 (5:00 p.m.) (IST).

14. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 13th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

15. The instructions for remote e-voting are as under:

(i) Open your web browser and log on to the e-voting website www.evotingindia.com during the voting period.

(ii) Click on "**Shareholders**" tab.

(iii) 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.

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

(v) 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.

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

a) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided as follow: a) For Members to whom the notice of the AGM has been sent through e-mail, the sequence number has been provided in the body of the e-mail; b) For Members to whom the Notice of the AGM has been sent physically, the sequence number has been provided on the cover page of the Annual Report 2016-17.
DOB*	Enter the Date of Birth as recorded in your Demat Account or in the Company records for the said Demat Account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

** Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or the Company, please enter the User ID in the Dividend Bank Details field as mentioned in instruction no. (iii).*

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

c) 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 can also be used by the demat acountholders for voting on 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.

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

(vii) Now, click on the Electronic Voting Sequence Number ('EVSN') of the Company i.e. 170727010. This will take you to the voting page.

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

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

(x) 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.

(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

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

(xiv) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- 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 account(s) should be mailed to helpdesk.evoting@cdslindia.com and on approval of the account(s) they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney ('POA') which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xv) In case you have any queries or issues/grievance regarding e-voting, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at https://www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. In this regard, you may also write an e-mail to the Company Secretary at cs@mandhanaretail.com.

16. Mr. Nitin Joshi, Practicing Company Secretary (Membership No. FCS: 1884) (Address: 415, Marathon Max, Next to Udyog Shetra, Junction of L.B.S. Marg and Goregaon Link Road, Mulund (W), Mumbai 400 080) has been appointed as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. Scrutinizer's email address is: n_r_joshi@yahoo.com.

17. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Wednesday, 13th September, 2017.

19. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. Wednesday, 13th September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Company at cs@mandhanaretail.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, then you can reset your password by using 'Forgot User Details/Password' option available on helpdesk.evoting@cdslindia.com or contact CDSL at its toll free no.: 18002005533.

20. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

21. The Chairman shall, at the AGM, at the end of discussion on all the resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the "remote e-voting" facility.

22. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall submit, within 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him or Board of Directors, who shall countersign the same and declare the result of the voting forthwith.

23. The voting results shall be displayed in the prescribed format on the Notice Board of the Company at its Registered Office as well as the Head Office/ Corporate Office. The voting results declared along with the report of the Scrutinizer shall also be placed on the website of the Company, viz. www.mandhanaretail.com and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The voting results shall also be forwarded to the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited & National Stock Exchange of India Limited.

24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office as well as the Head Office/ Corporate Office of the Company during normal business hours (10:30 a.m. to 2.30 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:
Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401506

Place: Mumbai
Date: 29th May, 2017

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

Item No. 2, 4, 5 and 6:

Appointment / Re-appointment of Non - Executive and/or Independent Directors

Mr. Sachin Jaju, Non-Executive Director is liable to retire by rotation. He being eligible, offers himself for re-appointment.

Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya were appointed as Additional Directors and designated as Non-Executive and Independent Directors on the Board of the Company with effect from 7th October, 2016. As per the provisions of section 161 of the Companies Act, 2013, an Additional Director holds office up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier. The Company has received notice from three Members of the Company under section 160 of the Companies Act, 2013, signifying their intention to propose appointment of Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya respectively, as Independent Directors of the Company, along with a deposit of ₹ 1,00,000/- (Rupees One Lakh only) each.

In terms of Sections 149, 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya, being eligible to be appointed as Independent Directors, are proposed to be appointed as the Independent Directors of the Company.

Further, the Company has received the following documents from Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya:

a. Letter of consent to act as Director in prescribed Form No. DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Director) Rules, 2014.

b. Certificate of Independence under Section 149(7) of the Act.

c. Intimation by Director in prescribed Form No. DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act.

d. Disclosure of Interest in Form No. MBP-1 pursuant to Section 184(1) read with Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014.

The Board considers that the association of Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya would be of immense benefit to the Company and accordingly the Board recommends the resolutions set forth in Item No. 4, 5 and 6 for the approval of the Members as an Ordinary Resolution.

Except the Director proposed to be appointed, none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 2, 4, 5 and 6.

Brief profile of Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya who are proposed to be appointed as Independent Directors and Mr. Sachin Jaju, who retires by rotation at this Annual General Meeting, as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is given herein below:

Name of the Director	**Mr. Pradip Dubhashi**	**Mr. Ramnath Pradeep**
Age	68 years	65 years
Qualifications	BE in Electrical Engineering and post graduate diploma in management	Post graduate in Economics and Law
Experience/ Resume/Expertise	Mr. Dubhashi has spent 44 years in Development Banking Industry and Strategy Consulting. He has his own strategy consulting firm. Over the last two decades he has consulted for several Indian and foreign companies including start-ups in technology and novel services area.	Mr. Ramnath Pradeep has served in the Banking Industry for more than 37 years in various positions. He had earlier been appointed as Chief Vigilance Officer in a Nationalised Bank. He was also appointed by the Reserve Bank of India to head various committees of the Banks. He has also been associated with various companies as an Advisor in the area of restructuring, planning and monitoring.
Terms and conditions of re-appointment	To perform the duties of Independent Directors in accordance with the provisions of the Companies Act, 2013 and such other statues, rules and regulations as may be applicable to the Company.	
Remuneration to be paid to the Director	NIL	
Remuneration last drawn by the Director	NIL	
Date of first appointment on the Board	7th October, 2016	
Shareholding	NIL	
Relationship with other Directors, Manager and KMP	Not related to any Director, Manager or KMP	
Number of Board meetings attended during the financial year (2016-17)	4	4

Directorships, Membership/ Chairmanship of Committees in other Companies* **Membership/Chairmanship of Audit and Stakeholders Relationship Committee only is provided*	**He is a Director in the following Companies:** Prime Securities Limited Microline (India) Pvt. Ltd. Divgi Metalwares Pvt. Ltd. Roop Automotive Ltd. Aeron Systems Pvt. Ltd. He is the Chairman of the Audit Committee of Prime Securities Ltd.	**He is a Director in the following Companies:** Rolta India Ltd. Vidli Restaurants Ltd. Gajanan Industries Ltd. Anand Teknow Aids Engineering India Ltd. Kanchansobha Finance Pvt. Ltd. Indian MSME Helpline Pvt. Ltd. Credit Rating & Risk Advisory Services Pvt. Ltd. Finmen Advisors Pvt. Ltd. He is the Chairman of the Audit Committee of Vidli Restaurants Ltd. and Anand Teknow Aids Engineering India Ltd. He is a Member of the Audit Committee of Rolta India Ltd. He is a Member in the Stakeholders Relationship Committee of Rolta India Ltd., Vidli Restraurants Ltd. and Anand Teknow Aids Engineering India Ltd.
Justification	The Company believes that the knowledge and vast experience of Mr. Pradip Dubhashi and Mr. Ramnath Pradeep will be of immense benefit to the Company.	

Name of the Director	**Mr. Kiran Vaidya**	**Mr. Sachin Jaju**
Age	56 years	40 years
Qualifications	Commerce graduate from Bangalore University and Associate member of Institute of Cost and Works Accountants of India	Commerce graduate, Masters in Accounts and Masters in Marketing
Experience/Resume/Expertise	Mr. Vaidya has over 35 years of experience in various industries in the fields of Finance, accounts, costing, budgeting, project finance, working capital management, equity raising through IPO, QIP and private equity, mergers and acquisition, general overall business Management and strategic planning.	Mr. Jaju, has hands on experience of 18 years in various industries in the fields of Finance, accounts, health and personal care segment.
Terms and conditions of re-appointment	To perform the duties of Independent Directors in accordance with the provisions of the Companies Act, 2013 and such other statues, rules and regulations as may be applicable to the Company.	To perform the duties of directors in accordance with the provisions of the Companies Act, 2013 and such other statues, rules and regulations as may be applicable to the Company.
Remuneration to be paid to the Director	NIL	
Remuneration last drawn by the Director	NIL	
Date of first appointment on the Board	7th October, 2016	5th August, 2016
Shareholding in the Company	NIL	35,333
Relationship with other Directors, Manager and KMP	Not related to any Director, Manager or KMP.	He is a cousin brother of Mr. Priyavrat Mandhana and cousin brother in law of Mrs. Sangeeta Mandhana.
Number of Board meetings attended during the financial year (2016-17)	4	8
Directorships, Membership/ Chairmanship of Committees in other Companies* **Membership/Chairmanship of Audit and Stakeholders Relationship Committee only is provided*	He does not hold Directorship in any other Company.	He does not hold Directorship in any other Company.
Justification	The Company believes that the knowledge and vast experience of Mr. Kiran Vaidya and Mr. Sachin Jaju will be of immense benefit to the Company.	

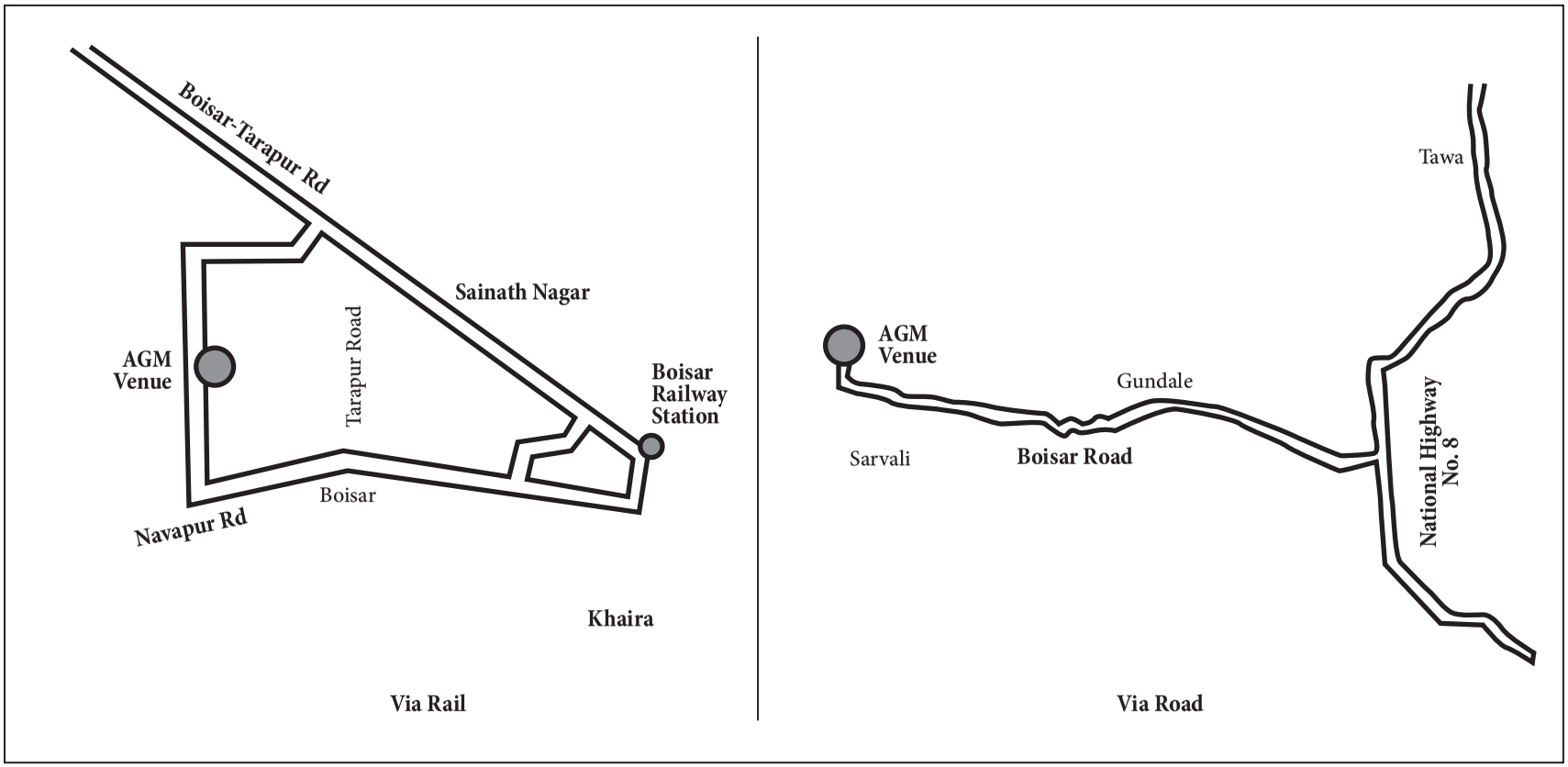
By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:
Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401506

Place: Mumbai
Date: 29th May, 2017

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



The Mandhana Retail Ventures Limited

(formerly known as Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506

Tel: +91-2525-697301 to 306 • **Fax:** +91 22 4353 9358 • **E-mail:** cs@mandhanaretail.com

Website: www.mandhanaretail.com

ATTENDANCE SLIP

I/We, hereby record my/our presence at the 6th ANNUAL GENERAL MEETING of the Company held on Wednesday, 20th September, 2017 at 12.00 noon at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, Palghar – 401506.

Registered Folio No./ DP ID & Client ID*	
No. of Shares held	
Name and address of the Member	
Joint Holder 1	
Joint Holder 2	

*DP ID & Client ID is applicable for members holding shares in electronic form.

If Member, please sign here	If proxy, please mention name and sign here	
	Name of Proxy	Signature

Note:

Shareholder/Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the AGM venue.

The Mandhana Retail Ventures Limited

(formerly known as Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506

Tel: +91-2525-697301 to 306 • **Fax:** +91 22 4353 9358 • **E-mail:** cs@mandhanaretail.com

Website: www.mandhanaretail.com

Form No. MGT -11

PROXY FORM

(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. / DP ID & Client ID	

I/We, being the member (s) of …..…. Shares of the above named Company, hereby appoint:

1. Name:	Email ID:
Address:	Signature:

or failing him/her

2 Name:	Email ID:
Address:	Signature:

or failing him/her

3. Name:	Email ID:
Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Wednesday, the 20th day of September, 2017 at 12.00 noon at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, Palghar – 401506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Optional*	
	Ordinary Business	**For**	**Against**
1.	Ordinary resolution for adoption of the Audited Financial Statements for the financial year ended 31st March, 2017		
2.	Ordinary resolution for appointment of a Director in place of Mr. Sachin Jaju, (DIN: 01852535) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment		
3.	Ordinary resolution for appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company		
	Special Business		
4.	Ordinary resolution for appointment of Mr. Pradip Dubhashi (DIN: 01445030) as an Independent Director of the Company		
5.	Ordinary resolution for appointment of Mr. Ramnath Pradeep (DIN: 02608230) as an Independent Director of the Company		
6.	Ordinary resolution for appointment of Mr. Kiran Vaidya (DIN: 02548532) as an Independent Director of the Company		

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

Signed this …….....Day of ……..... 2017

Signature of Member (s) …….....….....

Signature of Proxy holder (s) …….....……

Affix ₹ 1 Revenue Stamp

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 be member of the Company.
3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the Proxy Form.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.