

MAXIMAA SYSTEMS LIMITED

29th ANNUAL REPORT

F.Y. 2018-19



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❖ **Corporate Informations:**

Board of Directors

- Mr. Manoj Shah: Chairman and Managing Director
- Mr. Mayur Shah: Joint Managing Director
- Mr. Mahesh Shah: Joint Managing Director
- Mr. Viral Chitalia: Independent Director
- Mr. Samirkumar Mapara: Independent Director
- Dr. Pratichi Mavani: Independent Woman Director

Chief Financial Officer

Mr. Hemant Khatri (Resigned w.e.f. 30.05.2019)

Ms. Mala Dattani (Appointed w.e.f. 30.05.2019)

Company Secretary

Mr. Nagraj Mogaveera (Company Secretary and Compliance Officer)

Statutory Auditor

M/s. C. D. Khakhkar & Co., Chartered Accountants

103, Tirupati Towers, Opp Heena Arcade, GIDC Char Rasta, Vapi – 396195, Gujarat.

Internal Auditor

NPV & Associates, Chartered Accountants, Mumbai, Maharashtra.

Secretarial Auditor

Mr. Kunjal Dalal (K. Dalal & Co.) Practicing Companies Secretaries, Surat, Gujarat.

Principal Bankers

NKGSB Co. Operative Bank Limited

Registrar and Share Transfer Agents

Purva Sharegistry (India) Private Limited,

Unit No. 9, Shiv Shakti Ind. Estate. J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E),
Mumbai- 400 011, Maharashtra. PH: 022- 2301 6761 / 8261, Fax: 022- 2301 2517

Registered Office

B-1, Yashkamal, Tithal Road, Valsad-396 001, Gujarat (INDIA)

PH: 02632- 222 402/403, Fax: 02632- 222 302

Email: cs@maximaasystems.com, Website: www.maximaagroup.com

Corporate office

115, B Wing, Western Edge - 2, Western Express Highway, Borivali (East), Mumbai - Maharashtra (INDIA)

PH: 022- 6243 8100 / 8122 / 8124

Plant Locations

Maximaa Systems Limited (Storage Systems):

Block No. 337/2, situated at village, Banti Taluka, Dharampur Dist., Valsad - 396050, (Gujarat), PH: 02633 - 242
114, Fax: 02632 - 222 302.

Maximaa Systems Limited (Pharma Division):

Plot No. 804-808, GIDC, Gundlav, Valsad – 396035, (Gujarat) PH: 02632-236 111, Fax: 02636-222302.

NOTICE OF 29TH AGM

NOTICE IS HEREBY GIVEN THAT 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAXIMAA SYSTEMS LIMITED (CIN: L27100GJ1990PLC014129) WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-1, YASHKAMAL, TITHAL ROAD, VALSAD-396 001, GUJARAT, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended **31st March, 2019** together with the Reports of the Board of Directors and Auditors thereon;
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended **31st March, 2019**, together with the Report of the Auditors thereon.
3. To appoint a Director in place of **Mr. Manoj Shah (DIN 00017594)**, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Re-Appointment of Mr. Viral Chitalia (DIN: 02174156) as a Non-Executive Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, **Mr. Viral Chitalia (DIN: 02174156)** who was appointed as an Independent Director of the Company at the 24th Annual General Meeting of the Company and holds office up to 30th September, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 30th September, 2019 up to 30th August, 2024.”

5. Re-Appointment of Mr. Samirkumar Mapara (DIN: 02771006) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, **Mr. Samirkumar Mapara (DIN: 02771006)** who was appointed as an Independent Director of the Company at the 24th Annual General Meeting of the Company and holds office up to 30th September, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 30th September, 2019 up to 30th August, 2024.”

Place: Valsad

Date: 05th September, 2019

Registered Office:

B-1, Yashkamal,
Tithal Road, Valsad – 396001,
Gujarat, India.

**By Order of the Board of Directors
For MAXIMAA SYSTEMS LIMITED**

**Sd/-
Nagraj Mogaveera
Company Secretary & Compliance Officer
M. No: A49737**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’) in respect of the business under Item Nos. 4 & 5 above is annexed hereto. The relevant details of the Directors seeking re-appointment / appointment under Item Nos. 3 to 5 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT VOTE EXCEPT ON A POLL. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING;**

Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organization.

3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. If 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 Member.
4. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
5. The Register of Members and Share Transfer Books shall remain closed from **24th September, 2019** to **30th September, 2019** (both days inclusive).
6. Members / Proxies are requested to bring duly filled in attendance slips to the meeting. The form of attendance slip is given at the end of this Annual Report.
7. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 20 of the Companies Act, 2013. Keeping this in view, shareholders are requested to update their e-mail ID with their DP.
8. Members holding shares in physical form are requested to forward all application for Transfer, Demat, and all other shares related correspondence, including intimation of change of address, if any, to the **Registrar and Transfer Agents** of the Company at the following address:

M/s. Purva Sharegistry (India) Pvt. Ltd.

No. 9, Shiv Shakti Industrial Estate, Ground Floor,
J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011, Maharashtra, India.

9. Members may please note that, Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in securities market, irrespective of the amount of such transactions. SEBI has mandated that for securities market transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company / Share Transfer Agent for registration of such transfer of Shares.

Members may please note that, SEBI has also made it mandatory for submission in the following cases, viz (i) Deletion of the name of the deceased shareholder(s); (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

10. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.

11. Members / Proxy Holders and Authorized Representatives are requested to bring to the Meeting, the duly filled in attendance slip(s) enclosed herewith. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Members are requested to carry their copy of the Annual Report to the AGM. Copies of the Annual Report will not be distributed at the Meeting.
12. A route map giving directions to reach the venue of the 29th AGM is given at the end of the Notice.
13. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
14. SEBI has mandated the submission of Permanent Account Number ('PAN') and bank account details by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN and Bank Account Details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN and bank account details to the Company or RTA, **M/s. Purva Shareregistry (India) Pvt Ltd.**
15. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Share and Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or RTA. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

16. Voting through electronic means:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- b. The facility for voting, either through electronic voting system or through ballot paper shall also be made available at the venue of the Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the meeting.
- c. Members can opt for only one mode of voting, i.e., either by Voting by polling paper at the meeting or e-voting facilities provided by the company. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
- d. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form **shall be treated as invalid.**

- e. A Member cannot exercise his vote by proxy on e-voting.
- f. The Company has appointed **Mr. Kunjal Dalal**, Proprietor of **M/s. K. Dalal & Co. Practicing Company Secretaries, Surat**, as a Scrutinizer for conducting the remote e-voting and the ballot voting process at the 29th Annual General Meeting in a fair and transparent manner.
- g. The instructions to members for voting electronically are as under:-

A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company / Depositories):

- i. Open the e-mail and also open PDF file, namely, "Maximaa e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login
- iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
- vii. Select "**EVEN**" (E-voting Event Number) of Maximaa Systems Limited which is **112078**. Now you are ready for e-voting as Cast Vote page opens.
- viii. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
- x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to maximaa.scrutinizer@gmail.com / k_dalal@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

B. In case a Member receives physical copy of the Notice of the 29th AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):

- i. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD;
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Other Instructions:

- i. The e-voting period commences on **Friday, 27th September, 2019 at 9.00 a.m.** and ends on **Sunday, 29th September, 2019 at 5.00 p.m.** During this period, Members holding shares either in physical form or in dematerialized form, as on **23rd September, 2019** i.e. **cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date i.e. **Monday, 23rd September, 2019**. 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, voting through ballot form, as well as voting at the meeting through polling paper.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **Monday, 23rd September, 2019** may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
- iv. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, would count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.maximaagroup.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to Stock Exchanges where the shares of the Company are listed.

**By Order of the Board of Directors
For MAXIMAA SYSTEMS LIMITED**

**Sd/-
Nagraj Mogaveera
Company Secretary & Compliance Officer
M. No: A49737**

Place: Valsad

Date: 05.09.2019

Registered Office:

B-1, Yashkamal, Tithal Road, Valsad - 396 001, Gujarat, India.

In pursuance of Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 “General Meetings”, details of Directors seeking appointment / re-appointment at the Annual General Meeting are as follows:

Name of Director	Mr. Manoj Shah	Mr. Viral Chitalia	Mr. Samirkumar Mapara
DIN	00017594	02174156	02771006
Date of Birth	04-12-1958	15-09-1976	16-11-1958
Age	60	43	60
Date of First Appointment	01-02-1994	30-08-2014	30-08-2014
Qualifications	M. Sc	M. Com	M. Sc
Nature of Expertise and Experience	Looking after Business Development of the entire group, excellent focus on Pharma Development, Production, Marketing, Purchase etc. He has over 30 years of experience in the industry and he is an In-charge of the Pharma Segment of the Company.	He has over 20 years of experience in the Industry. Expertise in Indian Financial Market, Fund Management and Corporate Finance.	He has over 25 years of experience in the Industry. Expertise in Finance and Fund Management.
Name of the other Companies / LLP in which he / she holds Directorship / Designated Partnership.	<ol style="list-style-type: none"> 1. Essenzaa Lifescience Limited 2. Proyurveda Lifescience Private Limited 	<ol style="list-style-type: none"> 1. Wealth4u Corporate Law Solutions Private Limited 2. Edgemakers Technologies India Private Limited 3. Sandbox Technologies Private Limited 4. High Tide Entertainment Private Limited 5. Knowledge Exchange Private Limited 6. Wealth 4 U Forex Advisors Private Limited 	NIL

		7. Wealth4u Accounting Solutions Private Limited 8. Wealth4u Labour Law Solutions Private Limited 9. Wealth4u Capital Market Solutions Private Limited	
Chairman / Member of Committees of the Board of other Companies in which he is a Director	NIL	NIL	NIL
Number of Shares in the Company	58,10,010 Equity Shares	NIL	NIL
Terms and Conditions of appointment / re-appointment	He will be liable to retire by Rotation as per section 152(6)	He will not be liable to retire by rotation.	He will not be liable to retire by rotation.
Relationship with other directors and KMPs.	Relative of Director	Not related	Not related
Justification for appointing as an Independent Director	NA	His association would be immense of benefit to the Company and it is desirable to avail services of him as an Independent Director.	His association would be immense of benefit to the Company and it is desirable to avail services of him as an Independent Director.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO. 4:**

Mr. Viral Chitalia, is currently an Independent Director of the Company and the Chairperson and Member of the Board Committees. **Mr. Viral Chitalia** was appointed as an Independent Director of the Company by the Members at the 24th Annual General Meeting of the Company held on 27th September, 2014 to hold office up to 30th September, 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. Based on the recommendations of the NRC, the Board of Directors propose the re-appointment of **Mr. Viral Chitalia** as an Independent Director of the Company, not liable to retire by rotation, for period commencing from 01st October, 2019 to 29th August, 2024, subject to the approval of the Members by a Special Resolution. The Company has in terms of Section 160(1) of the Companies Act, 2013 received a notice from a Member proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, given his background, experience and contribution, the Board is of the opinion that **Mr. Viral Chitalia's** continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from **Mr. Viral Chitalia** confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, **Mr. Viral Chitalia** has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. **Mr. Viral Chitalia** has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, **Mr. Viral Chitalia** is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board, **Mr. Viral Chitalia** fulfills the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is an independent of the Management. A copy of the letter for re-appointment of the Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be kept available at the venue of the AGM till the conclusion of the Annual General Meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of **Mr. Viral Chitalia** as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

Except **Mr. Viral Chitalia** and his relatives, none of the Directors or KMP of the Company and their respective relatives is concerned or interested in the resolution set out at Item No. 4 of the accompanying Notice. **Mr. Viral Chitalia** is not related to any other Director or KMP of the Company.

ITEM NO. 5:

Mr. Samirkumar Mapara, is currently an Independent Director of the Company and the Chairperson and Member of the Board Committees. **Mr. Samirkumar Mapara** was appointed as an Independent Director of the Company by the Members at the 24th Annual General Meeting of the Company held on 27th September, 2014 to hold office up to 30th September, 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. Based on the recommendations of the NRC, the Board of Directors propose the re-appointment of **Mr. Samirkumar Mapara** as an Independent Director of the Company, not liable to retire by rotation, for period commencing from 01st October, 2019 to 29th August, 2024, subject to the approval of the Members by a Special Resolution. The Company has in terms of Section 160(1) of the Companies Act, 2013 received a notice from a Member proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, given his background, experience and contribution, the Board is of the opinion that **Mr. Samirkumar Mapara's** continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from **Mr. Samirkumar Mapara** confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, **Mr. Samirkumar Mapara** has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. **Mr. Samirkumar Mapara** has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, **Mr. Samirkumar Mapara** is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board, **Mr. Samirkumar Mapara** fulfills the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is an independent of the Management. A copy of the letter for re-appointment of the Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be kept available at the venue of the AGM till the conclusion of the Annual General Meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of **Mr. Samirkumar Mapara** as an Independent Director is now placed for the approval of the Members by a Special Resolution. The Board commends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

Except **Mr. Samirkumar Mapara** and his relatives, none of the Directors or KMP of the Company and their respective relatives is concerned or interested in the resolution set out at Item No. 4 of the accompanying Notice. **Mr. Samirkumar Mapara** is not related to any other Director or KMP of the Company.

Place: Valsad

Date: 05.09.2019

REGISTERED OFFICE:

B-1, Yashkamal, Tithal Road,
Valsad - 396 001, Gujarat, India.

**By Order of the Board of Directors
For MAXIMAA SYSTEMS LIMITED**

Sd/-

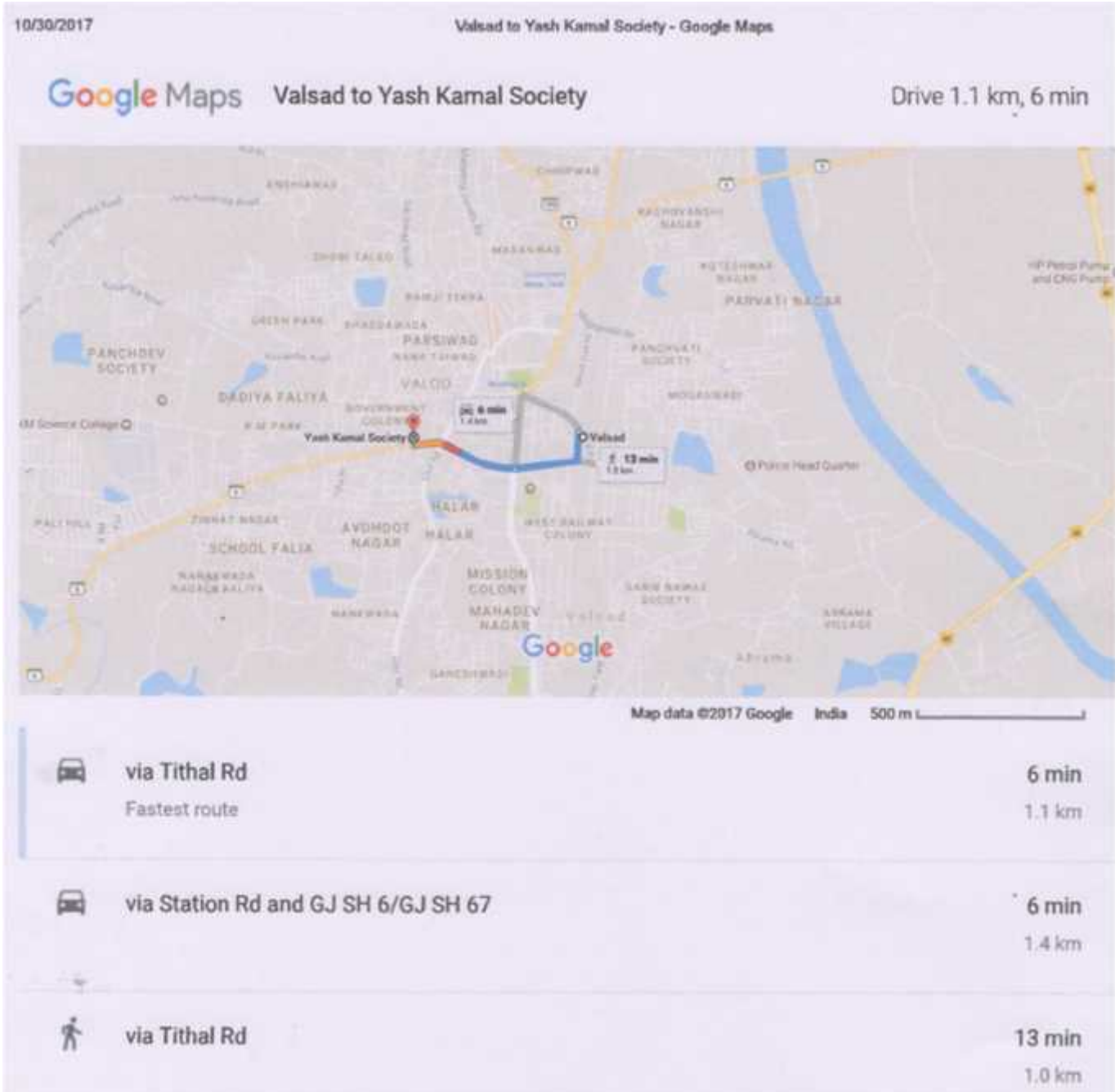
Nagraj Mogaveera

Company Secretary & Compliance Officer

M. No: A49737

ROUTE MAP TO THE VENUE OF 29TH AGM

B-1, Yashkamal, Tithal Road, Valsad – 396001, Gujarat, India.



DIRECTORS REPORT

To,

The Members,
Maximaa Systems Limited

Your Directors have pleasure in presenting their **29th Annual Report** on the business and operations of the Company and Audited Accounts for the financial year ended **31st March, 2019**.

1. FINANCIAL RESULTS & OPERATIONS:

The summarized financial performance of the Company for the financial year ended **31st March, 2019** as compared to previous year is as under: compared to previous year is as under:

	(Rs in Lakhs)			
	<i>Standalone</i>		<i>Consolidated</i>	
PARTICULARS	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018	For the Year ended 31st March 2019	For the Year ended 31st March, 2018
Revenue from Operations	1115.49	1217.35	1126.68	1222.184
Other Income	48.60	19.41	48.60	20.38
Total Revenue	1164.09	1236.76	1175.276	1242.565
Total Expenditure	1163.24	1236.51	1198.90	1269.03
Exceptional Items	-	-	-	-
Profit / Loss before Tax	0.85	0.25	(23.63)	(26.47)
Tax Expenses / Benefits	-	-	-	-
Profit / Loss after Tax for the year	0.85	0.25	(23.63)	(26.47)
Other Comprehensive Income	0.00	0.00	0.00	0.00
Total Comprehensive Income	0.85	0.25	(23.63)	(26.47)
Basic EPS	0.0005	0.052	(0.04)	(0.05)
Diluted EPS	0.0005	0.052	(0.052)	(0.436)

2. FINANCIAL HIGHLIGHTS / PERFORMANCE:**a. Standalone Results:**

During the financial year 2018-19 under review as per **Standalone Financial Results**, the Company has recorded decreased in **operating revenue** by **101.86 lakhs** compared with the operating revenue of previous year. **Profit & Loss before Tax** has been increased by **Rs. 0.6 Lakhs** and **Profit & Loss after Tax** have decreased by **0.6 Lakhs** compared with the **PBT** of previous year **2017-18**.

b. Consolidated Results:

During the financial year 2018-19 under review as per **Consolidated Financial Results**, the Company has recorded decreased in **operating revenue** by **95.50 lakhs** compared with the operating revenue of previous year. **Profit & Loss Before Tax** has been increased by **Rs. 2.84 Lakhs** and **Profit & Loss after Tax** have decreased by **2.84** compared with the loss of previous year **2017-18**.

3. DIVIDEND:

The Board of Directors did not recommend any dividend for the year ended **31st March, 2019**.

4. SHARE CAPITAL:

During the **financial year 2018-19**, Company has allotted **74,15,000 Equity Shares** of face value of **Rs. 2/- each** issued at **Rs. 8.25/-** per equity share including premium of **Rs. 6.25/-** per equity share to Promoter and Non-Promoters of the Company and **47,15,000 Convertible Equity Warrants** of the face value of **Rs. 2 each** were allotted to Non-Promoters of the Company on preferential basis at the issue price of **Rs. 8.25/- per warrants** including premium of **Rs. 6.25/- per warrants**.

After the allotment of equity shares and warrants during the year as on **31st March, 2019**, the paid up share capital of the Company stood at **Rs.11,60,02,510 /-(Rupees Eleven Crores Sixty Lakhs Two Thousands Five Hundred and Ten Only)** divided into **5,80,01,255** (Five Crores Eighty Lakhs One Thousand Two Hundred and Fifty Five Only) Equity shares of **Rs. 2/-** (Rupees Two) each.

5. RESERVES:

The Board proposes to carry Reserves of **Rs. 739.03 Lakhs**.

6. BRIEF DESCRIPTION OF THE COMPANY'S WORKINGS / STATE OF COMPANY'S AFFAIRS:
Segment Information for the year ended 31st March, 2019:

Particulars	Storage Systems Division		Pharma Division	
	Current Year	Previous Year	Current Year	Previous Year
<u>SEGMENT REVENUE</u>				
Sales	863.17	879.30	252.32	229.21
Other Income	0.34	19.10	48.25	0.31
Net Sales/Income From Operations	863.52	898.40	300.57	229.52
<u>SEGMENT RESULT</u>				
Profit before Tax, Depreciation & Interest	20.33	(52.19)	145.90	61.81
Less : Depreciation	13.6	14.00	150.85	48.00
Profit After Depreciation	6.69	(66.19)	(4.95)	13.81
Less : Interest	0.01	0.057	0.87	1.86
Profit before Extra-Ordinary Item	6.67	(66.25)	(5.82)	11.95
Less: Extra-Ordinary Items	0	0	0	0
Less: Provision for Taxation	0	0	0	0
NET PROFIT	6.67	(66.25)	(5.82)	11.95
OTHER INFORMATION				
Segment Assets	1622.90	1323.300	2449.09	1764.400
Segment Liabilities	1564.98	1543.850	2507.00	1896.730

7. 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:

There has been no material changes and commitment 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.

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

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

9. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the Financial Year ended 31st March, 2019.

10. RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL:

Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Company has adopted proper system of Internal Control and Risk Management to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorized, recorded and reported quickly.

The Board of Directors have developed & implemented a risk management policy which identifies the key elements of risks that threatens the existence of the Company. The Audit Committee reviews the status of key risks and steps taken by the Company to mitigate such risks at regular intervals.

11. PUBLIC DEPOSITS:

Your Company has not accepted any fixed deposits as defined under Section 73 of Companies Act, 2013 and rules framed thereunder.

12. BOARD OF DIRECTORS AND KMP:

Retirement by rotation:

In accordance with the provisions of Section 152(6) and the Articles of Association of the Company, **Mr. Manoj Shah (DIN: 00017594)** will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.

Appointments / Resignations from the Board of Directors:**Resignation:**

During the financial year 2018-19 under review, no resignation was made by any directors of the Company.

Appointment:

During the year under review, **Dr. Pratichi Jeet Mavani**, was regularized on the Board from the designation of Additional Director to Non-Executive Independent Woman Director of the Company at the 28th AGM held on 29th September, 2018.

Declaration of Independent Directors:

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Company's policy relating to directors appointment, payment of remuneration and discharge of their duties:

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and also remuneration for Key Managerial Personnel and other employees is attached herewith and marked as '**Annexure III**'.

Appointments / Resignations of the Key Managerial Personnel:

During the financial year **2018-19**, **Mr. Praveen Sethia**, was resigned from the post of **CFO (Chief Financial Officer)** of the Company i.e. w.e.f. **31st October, 2018** and in his place **Mr. Hemant Khatri**, was appointed as the **CFO (Chief Financial Officer)** of the Company i.e. w.e.f. **14th November, 2018**.

Annual Performance Evaluation by the Board:

Pursuant to the provisions of the Section 134(3) Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders' Relationship Committees. The Board has devised questionnaire to evaluate the performances of each of Executive and Non-Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance at Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;

iv. Providing perspectives and feedback going beyond information provided by the management.

The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

13. MEETINGS OF THE BOARD:

The Board of Directors met **12 times** during the financial year 2018-19 under review. The details of the Board meetings and attendance of the directors are provided in the Corporate Governance Report annexed as form part of Annual Report.

14. COMPOSITION OF AUDIT COMMITTEE:

The Board has re-constituted the Audit Committee which comprises of 3 Non-Executive Independent Directors and 1 Executive Director as under:

Sr. No	Name of the Members	Designation	Chairman / Member
1	Mr. Viral Chitalia	Non-Executive Independent Director	Chairman
2	Mr. Mayur Shah	Executive Director	Member
3	Mr. Samir Kumar Mapara	Non-Executive Independent Director	Member
4	Dr. Pratichi Mavani	Non-Executive Independent Woman Director	Member

More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

15. WHISTLE BLOWER POLICY / VIGIL MECHANISM:

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behavior in all its operations, the company had formulated a 'Vigil Mechanism Policy' in addition to the existing code of conduct that governs the actions of its employees. This Whistleblower Policy aspires to encourage all employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) that affect Company's interest / image.

A copy of the Policy is available on the website of the Company and may be accessed through the web link <http://www.maximaagroup.com/regulatory-compliance.htm>.

16. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) and Section 92(3) of the Companies Act, 2013, an extract of the Annual Return as at March 31, 2019 in the prescribed format is given in **Annexure - I** and forms part of this Report.

17. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under section 134(5) read with section 134(3) (c) of the Companies Act, 2013, with respect to Directors Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2018 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. PARTICULARS OF MANAGERIAL REMUNERATION AND OTHER DETAILS:

Disclosure with respect to the remuneration of Directors and employees as required under Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith and marked as '**Annexure-IV**'.

19. STATUTORY AUDITORS:

As per the provisions of section 139 of the Companies Act, 2013 and rules made thereunder, **M/s. C.D. Khakhhar & Co.** Chartered Accountants [**Firm Registration No. 141767**], Statutory Auditor of the Company was appointed by the Board and aforesaid appointment was approved by the Members of the Company at its Annual General Meeting held on **30th September, 2016 for the period of 5 years** from the conclusion of AGM held on **30th September, 2016** till the conclusion of AGM will be held in the **financial year 2021-22** subject to the ratification by the Members of the Company at every Annual General Meeting on such remuneration as may be agreed upon. And the aforesaid ratification of appointment of statutory auditor at every Annual General Meeting is presently not necessary as per the recent notification and Companies Amendment Act, 2017.

20. SUBSIDIARY COMPANY:

Company had one subsidiary company i.e. **Proyurveda Lifescience Private Limited**. During the financial year 2018-19, the Board of Directors has reviewed the affairs of the subsidiary company in accordance with the provisions of Section 129(3) of the Companies Act, 2013, we have prepared Consolidated Financial Statements of the Company and its subsidiary, which form part of the Annual Report. Further, a statement containing the salient features of the financial statements of the subsidiary in the prescribed format **AOC-1** is attached herewith and marked as '**Annexure V**'. The statement also provides the details of performance and financial position of subsidiary company.

In accordance with the provision of Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of its subsidiary, are available on our website www.maximaagroup.com These documents will also be available for inspection at the registered office of the Company and of the subsidiary company during business hours on all working days and during the Annual General Meeting.

21. AUDITOR'S REPORT:

Auditor's Report is self-explanatory and do not call for any explanation and clarification by directors.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT 2013:

All the related party transactions are entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. prior omnibus approval of the Audit Committee is also obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review and approval on a quarterly basis.

The details of the transactions with Related Party are provided in the accompanying financial statements in **Form AOC-2 as Annexure VII**.

24. SECRETARIAL AUDITORS:

Pursuant to Section 204 of the Companies Act, 2013 the Board of Directors had re-appointed **Mr. Kunjal Dalal (K. Dalal & Co) Practicing Company Secretaries (M. No; 3530, CP No: 3863)** as a Secretarial Auditor to undertake the Secretarial Audit of the Company for the year 2018-19. The report of the Secretarial Auditor is annexed with this Annual Report.

25. INTERNAL AUDITORS:

The Company has appointed **M/s. NPV & Associates, Chartered Accountants, Mumbai** as its Internal Auditors. The Internal Auditors give their reports on quarterly basis to the Audit Committee. Based on the report of internal audit, management undertakes corrective action in respective areas and thereby strengthens the controls.

26. CORPORATE GOVERNANCE:

Your Company has complied with the Corporate Governance requirements as per the Regulation 27 of SEBI (LODR) Regulations, 2015. A separate report on Corporate Governance along with a Certificate of Compliance from the Auditors annexed as a forms part of this Annual Report.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report of financial condition and results of operations of the Company for the year under review as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is given as separate statement forming part of the Annual Report.

28. REMARKS ON QUALIFICATION BY STATUTORY AUDITOR AND SECRETARIAL AUDITOR:

Statutory Auditor's Report does not have any qualification / observation / adverse remark and is self-explanatory.

With respect to the observations made by Secretarial Auditor in their report, we would like to state an under:

Company has not produced before us the proof of dispatch of notice of Board meeting dated 17.05.2018, 19.05.2018 and 22.05.2018.

As per records produced before us the notice of board meeting dated 16.05.2018 and 30.05.2018 is not sent to all the directors of the company.

Company has not produced before us the proof of meeting of independent directors as required under Companies Act and SEBI Regulations.

Company has not filed form MGT-7 (Annual Return) and Form AOC-4 (financial Statements) for the year ended 31/03/2018 within stipulated time as required under the Companies Act, 2013.

Company has not obtained in principle approval from Metropolitan Stock Exchange for trading of its securities on stock exchange as required under Regulation 107 (1) & 108 (2) of SEBI (ICDR) Regulations, 2009.

29. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint on sexual harassment during the year under review.

30. LISTING OF SECURITIES:

The Company's shares are listed on **BSE Limited (BSE)** under the script code **526538** and is also listed on **MSEI** under the Symbol **MAXIMAA**. The Company has paid listing fees to its Stock Exchanges for the financial year 2018-19.

31. STATUTORY INFORMATION

A. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the registered office of the company during business hours of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2017-18.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure VI** and forms part of this Report.

32. INDUSTRIAL RELATIONS:

The industrial relations continued to be cordial during the year under review.

33. CAUTIONARY STATEMENT:

Statements in the Directors' Report and the Management Discussion and Analysis Report, may be forward looking within the meaning of the applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Certain factors that could affect the Company's operations include increase in price of inputs, availability of raw materials, changes in government regulations, tax laws, economic conditions and other factors.

34. ACKNOWLEDGMENTS:

Your Directors would like to express their sincere appreciation for the cooperation and assistance received from the Authorities, Stock Exchanges, Registrar and Share Transfer Agents, Business Associates, employees, customers, suppliers, company's bankers as well as our Shareholders at large during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the satisfactory performance during the year.

**For and on behalf of the Board
Maximaa Systems Limited**

Sd/-

**Mr. Manoj Shah
Chairman and Managing Director
DIN: 00017594**

**Place: Valsad
Date: 30.05.2019**

ANNEXURE I
FORM NO MGT-9
EXTRACT OF ANNUAL RETURN
For the financial year ended on 31ST March, 2019

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

Form No. MGT-9
1. REGISTRATION AND OTHER DETAILS:

CIN	L27100GJ1990PLC014129
Registration Date	3 rd August, 1990
Name of the Company	Maximaa Systems Limited
Category / Sub-Category of the Company	Company Limited By Shares / Indian Non-Government Company
Address of the Registered Office and contact details	B-1, Yashkamal, Tithal Road, Valsad – 396001, Gujarat, India.
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Ind. Est. J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai- 400 011 PH: 022- 2301 0771 / 8261 / 6761 Fax: 022- 2301 2517

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

SL. No.	Name and Description of main Products / Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Pharmaceuticals	24233	22.62%
2	Storage	63023	77.38%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SL. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Proyurveda Lifescience Private Limited	U24233GJ2015PTC082953	Subsidiary Company	77.58	2 (87)

4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):
i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual / HUF	15074125	0	15074125	29.80	18074125	0	18074125	31.16	+1.36
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1):	15074125	0	15074125	29.80	18074125	0	18074125	31.16	+1.36
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	15074125	0	15074125	29.80	18074125	0	18074125	31.16	+1.36
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	2500	0	2500	0.004	0.004
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0

i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1):	0	0	0	0	2500	0	2500	0.004	0.004
(2) Non- Institutions									
a) Bodies Corporate									
i) Indian	2543441	132450	2675891	5.29	935639	132450	1068089	1.84	-3.45
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individual									
i) Individual Shareholders holding nominal share capital up to Rs. 2 Lakh	11364194	1007150	12371344	24.46	10842931	984125	11827056	20.39	-4.07
ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakh	14202666	0	14202666	28.08	20456450	0	20456450	35.27	7.19
c) Other (Specify)									
i) N.R.I. (Repat & Non-Repat.)	4382980	85	4383065	8.66	4730203	85	4730288	8.16	0.50
ii) Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0
iii) Trust	85	0	85	0.00	85	0	85	0.00	0
iv)Hindu Undivided Family	910390	0	910390	1.80	815994	0	815994	1.41	-0.39
v)Employee	0	0	0	0	0	0	0	0	0
vi)Clearing Members	961580	0	961580	1.90	239559	0	239559	0.41	-1.49
Sub-Total (B)(2):									
Total Public Share holding (B)= (B)(1) +(B)(2)	34372445	1139685	35512130	70.20	38807870	1119260	39927130	68.84	1.36
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	49421860	1164395	50586255	100	56884495	1116760	58001255	100	14.66

ii. Shareholding of Promoters

Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of Change in share holding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Manoj Shah	2810010	5.55	0	5810010	10.02	0	4.47
Mahesh Shah	4801345	9.49	0	4801345	8.28	0	1.21
Mayur Shah	4633205	9.16	0	4633205	7.99	0	-1.17
Mahesh Balubhai Shah	942750	1.86	0	942750	1.63	0	-0.23

HUF							
Mayur B Shah HUF	1084500	2.14	0	1084500	1.87	0	-0.27
Manoj B Shah HUF	787500	1.56	0	787500	1.36	0	-0.20
Manan Mahesh Shah	14815	0.03	0	14815	0.03	0	0
Total	15074125	29.80	0	18074125	31.16	0	1.36

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

Mr. Manoj Shah	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
For Each Top 10 Share Holders				
At the beginning of the year	2810010	5.55	2810010	5.55
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc): (3000000 Equity Shares allotted on preferential basis on 19 th and 22 nd May, 2018)	3000000	4.47	5810010	10.02
At the end of the year	5810010	10.02	5810010	10.02

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

For Each Top 10 Share Holders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. MALIREDDY SRINIVASULU REDDY	4253000	8.41	4253000	7.33
2. DAMAVARAPU KAMALAMMA	2500000	4.94	2500000	4.31
3. DIVYESH PRAVINCHANDRA SHAH	1500000	2.97	1500000	2.59
4. YUTI KUNAL JHAVERI	0	0	1200000	2.07
5. DAMAVARAPU RADHAKRISHNA REDDY	999800	1.98	999800	1.72
6. RAJ KUMAR	1304017	2.58	973400	1.68
7. RAJMANI GORWARA	912387	1.80	912387	1.57
8. RABINDRA KAPUR	0	0	778000	1.34
9. DESAI MILAN GULABBHAI	750000	1.48	750000	1.29
10. JAPAN VYAS	586200	1.16	674417	1.16

Shareholding of Directors and Key Managerial Personnel
Name of Director / KMP:

For Each Directors and 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. Manoj Shah – Managing Director				
At the beginning of the year	2810010	5.55	2810010	5.55
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc): (3000000 Equity Shares allotted on preferential basis on 19 th and 22 nd May, 2018)	3000000	4.47	5810010	10.02
At the end of the year	5810010	10.02	5810010	10.02

For Each Directors and 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
2. Mr. Mayur Shah – Jt. MD				
At the beginning of the year	4633205	9.16	4633205	9.16
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	4633205	7.99	4633205	7.99

For Each Directors and 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
3. Mr. Mahesh Shah – Jt. MD				
At the beginning of the year	4801345	9.49	4801345	9.49
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	4801345	8.28	4801345	8.28

For Each Directors and 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
4. Mr. Viral Vinod Chitalia – Independent Director				
At the beginning of the year	0	0	0	0
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	0	0	0	0

For Each Directors and 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
5. Mr. Samirkumar Mapara – Independent Director				
At the beginning of the year	0	0	0	0
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	0	0	0	0

For Each Directors and 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
6. Dr. Pratchi Mavani – Woman Director				
At the beginning of the year	0	0	0	0
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	0	0	0	0

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	7,72,10,150	40,00,000	13,00,000	8,25,10,150
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	7,72,10,150	40,00,000	13,00,000	8,25,10,150
Change in Indebtedness during the financial year				
Addition		-	-	-
Reduction	-	13,00,000	-	13,00,000
Net Change	-	(35,17,835)	13,00,000	(22,17,835)
Indebtedness at the end of the financial year				
i. Principal Amount	7,72,10,150	17,82,165	-	7,89,92,315
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	7,72,10,150	17,82,165	-	7,89,92,315

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Mr. Manoj Shah	Mr. Mayur Shah	Mr. Mahesh Shah	Total Amount
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	8,40,000	8,40,000	8,40,000	25,20,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Options	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify....	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	8,40,000	8,40,000	8,40,000	25,20,000

B. Remuneration to other Directors:

Sr. No	Particulars of Remuneration	Name of Director	Name of Director	Name of Director	Total Amount
1.	Independent Director	Mr. Samirkumar Mapara	Mr. Viral Chitalia	Dr. Pratchi Mavani	
	-Fee for attending Board/Committee Meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	- Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil
	-Fee for attending Board/Committee Meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	- Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total B= 1+2	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Other Ceiling as per Act	Nil	Nil	Nil	Nil

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

Sr. No.	Particulars of Remuneration	Name of KMP			Total
		Mr. Pravin Shethia (CFO) (April 18 to October 18)	Mr. Hemant Khatri (CFO) (November 18 to March 19)	Mr. Nagraj Mogaveera (CS)	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	3,76,258	312500	3,72,000	10,60,758
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Options	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- Others, specify....	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	3,76,258	312500	3,72,000	10,60,758

7. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: -NOT APPLICABLE

Type	Section of the Companies Act	Brief Description	Details of Penalties/ Punishment/ Compounding Fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure II**Form No. MR-3****SECRETARIAL AUDIT REPORT****For the Financial Year ended on 31st March, 2019**

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

To,

The Members,

Maximaa Systems Limited

B-1, Yashkamal, Tithal Road, Valsad - 396001, Gujarat, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Maximaa Systems Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory Annual compliances / periodical compliances and expressing our opinion thereon.

Based on our 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. We hereby report that in our opinion, the company has, during the Audit period covering the financial year ended on **31st March, 2019** and complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on **31st March, 2019** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - e) 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);**

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
 - g) 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;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period); and**
 - i) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period);**
- vi. Other laws specifically applicable to the company namely:-
- a) The Drugs and Cosmetics act, 1940
 - b) Food and Safety Standard Act, 2006

We have relied on the representation made by the company and its management for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations to the Company. We report that the Company has complied with the provisions of those Acts that are applicable to Company.

As regards other sectoral laws referred to in item vi above, We have been informed that no periodic compliances by way of filing of forms / returns is required, however the required registration has been obtained and renewed with in the stipulated period.

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

- i. Secretarial Standards (**SS-1 & SS-2** issued by **The Institute of Company Secretaries of India** with respect to Board and General Meetings.
- ii. Listing Agreements entered into by the Company with Stock Exchanges, where the shares of the Company are listed.

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except to the extent that:*

1. *Company has not produced before us the proof of dispatch of notice of Board meeting dated 17.05.2018, 19.05.2018 and 22.05.2018.*
2. *As per records produced before us the notice of board meeting dated 16.05.2018 and 30.05.2018 is not sent to all the directors of the company.*
3. *Company has not produced before us the proof of meeting of independent directors as required under Companies Act and SEBI Regulations.*
4. *Company has not filed form MGT-7 (Annual Return) and Form AOC-4 (financial Statements) for the year ended 31/03/2018 within stipulated time as required under the Companies Act, 2013.*
5. *Company has not obtained in principle approval from Metropolitan Stock Exchange for trading of its securities on stock exchange as required under Regulation 107 (1) & 108 (2) of SEBI (ICDR) Regulations, 2009.*

We further report that: The compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts along with sector specific laws have not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

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

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, were taken unanimously, **however proof of dispatch of notice(s) of certain board meetings and are not produced before us as mentioned above.**

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

We further report that as per the explanations given to us and the representation made by the Management and relied upon by us 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.

We further report that during the period under review, the company has allotted **74,15,000** Equity Shares, face value of **Rs. 2/-each** at **Rs. 8.25/-** including the premium of **Rs. 6.25/-** to Promoter and Non-Promoter Investors and **47,15,000** Convertible Equity Warrants face value of **Rs. 2/-each** at **Rs. 8.25/-** including the premium of **Rs. 6.25/-** to Non-Promoter Investors on Preferential Basis.

We further report that during the audit period there were no instances of:

- i. Public / Right / Debentures / Sweat Equity, etc. except Preferential Issue of Equity Shares and Warrants.
- ii. Redemption / Buy-Back of Securities.
- iii. Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / Amalgamation / Reconstruction etc.
- v. Foreign Technical Collaborations.

**For K. Dalal & Co.
Practicing Company Secretaries**

Place: Surat

Date: 05.09.2019

**sd/-
Mr. Kunjal Dalal
Proprietor
FCS No. 3530 COP No. 3863**

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

Annexure 'A'

To,

The Members

Maximaa System Limited

B-1, Yashkamal, Tithal Road, Valsad-396001, Gujarat, India.

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

1. Maintenance of Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the 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 my opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the company.

Place: Surat

Date: 05/09/2019

**For K. Dalal & Co.
Practicing Company Secretaries**

**Sd/-
Kunjal Dalal
Proprietor
FCS No. 3530 COP No. 3863**

Annexure III**POLICY ON CRITERIA FOR APPOINTMENT OF DIRECTORS, EVALUATION OF PERFORMANCE AND REMUNERATION****OBJECTIVE OF THE POLICY:**

The Policy on Appointment of Directors, Evaluation of Performance and Remuneration, is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

This Policy applies to the Company's senior management, including its Key Managerial Persons and Board of Directors of **Maximaa Systems Limited**.

CRITERIA FOR APPOINTMENT OF DIRECTORS:

The criteria for appointment of a person as a Director on the Board of Directors of the Company are given below:

Appointment of Directors:

The Company shall appoint only those persons who possess formal qualification, relevant experience, proven track record, integrity etc.

Qualifications:

Any person to be appointed as a Director on the Board of Director of the Company, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.

Any person to be appointed as an Independent director shall also fulfill the criteria of Independence as laid down under Section 149(6) of Companies Act, 2013.

Further, any Director who is proposed to be appointed as a member of the Audit Committee shall also possess the following additional qualifications:

1. He / She should be financially literate, which means he / she possess the ability to read and understand basic financial statements i.e. Balance Sheet, Profit and Loss Account and Cash Flow Statement;
2. He / She should have accounting or related financial management expertise. A person will be considered to have accounting or related financial management expertise, if he or she possesses experience in finance or accounting or requisite professional certification in accounting, or any other comparable experience or

background which results in the financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

Experience:

Any person to be appointed as a Director on the Board of the Company shall possess the relevant experience and shall be able to provide policy directions to the Company, including directions on good corporate governance. Prior experience of being a Chief Executive Officer, Managing Director or a Whole-time director of any company shall be given utmost importance while considering appointment.

Positive attributes:

The person to be appointed as a Director of the Company shall not only possess the relevant formal qualifications and experience but shall also possess attributes like integrity and proven track record and shall demonstrate commitment to the organization.

For assessing the integrity and suitability features like past criminal records, financial position, refusal of admission to or expulsion from professional bodies and previous questionable business practices etc. shall be considered.

A person shall not be to appointed as Director if he/she possesses the disqualifications as contained under Section 164 (1) of the Companies Act, 2013.

The Committee is requested to consider and recommend the same to the Board for approval.

CRITERIA FOR FIXING THE REMUNERATION:

The Nomination and Remuneration Committee determines and recommends to the Board a policy relating to remuneration for directors, key managerial personnel and other employees.

GUIDING PRINCIPLES:

The Nomination and Remuneration Committee while deciding the remuneration package for directors, key managerial personnel and other employees shall take not only take into consideration the legal provision of Section 197 of the Companies Act, 2013 but also the following items;

1. Compensation will be a major driver of performance;
2. Compensation will be competitive and benchmarked with a select group of companies from the Industry;
3. Compensation will be transparent, fair and simple to administer;
4. Compensation will be based on employment scenario in the Industry;
5. Compensation will be tax friendly and legally compliant.

CRITERIA FOR MAKING PAYMENTS TO SENIOR MANAGEMENT:

The annual variable pay of senior managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives.

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:

The remuneration to non-executive directors is linked with the relevant market performance, balance between financial and sectoral market, comparative scales, alignment to corporate goals, roles assumed and number of board meetings attended, contribution at the Board and committee meetings and time spent on the operational matters other than at the meetings.

The Non-Executive Directors (NEDs) will be paid remuneration by way of Commission and Sitting Fees:

1. The Company may pay sitting fees per meeting to the Non-Executive Directors (NEDs) for attending the meetings of the Board, Committee of the Board, Nomination and Remuneration Committee, Audit Committee, Stakeholders Committee etc. constituted by the Board from time to time and;
2. The Commission will be paid out of the net profits of the company at a rate not exceeding the rate as mentioned under Section 197 of the Companies Act, 2013 and relevant rules as may be applicable from time to time.
3. The Company will also reimburse the out-of-pocket expenses incurred by the Directors for attending the meetings.
4. The distribution of commission amongst the Non-Executive Directors (NEDs) will be placed before the Board.
5. Severance compensation will be guided by the terms of appointment letter.

CRITERIA FOR PERFORMANCE APPRAISAL / EVALUATION PROCESS OF INDEPENDENT DIRECTOR:

The Nomination Committee shall lay down the evaluation criteria for performance evaluation of independent directors.

Guiding principles:

The performance of the Independent directors as well as the performance of the entire Board along with its Committees shall be evaluated annually.

Performance evaluation of Independent directors shall be done by the entire Board of Directors (excluding the director being evaluated).

The Independent directors shall at the separate meeting without the attendance of non-independent directors and members of management shall:

1. review the performance of non-independent directors and the Board as a whole;
2. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
3. assess the quality, quantity and timeliness of flow of information between the company management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

An Indicative list of factors that may be considered while evaluating the Performance of directors are as follows:

1. How well prepared and well informed the directors are for the board meetings?
2. Whether the attendance of directors at meetings are satisfactory?
3. Do the directors show willingness to spend time and effort learning about the company and its business?
4. Are the directors willing to participate in events outside board meetings such as site visits etc.?
5. What has been the quality and value of director's contributions at board meetings?
6. What has been their contribution to the development of (i) Strategy and (ii) Risk management
7. How successfully the directors have brought their knowledge and experience to the benefit of the Company?
8. Where necessary, how firm are they in holding to their views and resisting pressure from others?
9. How effectively have they followed up matters about which they have expressed concern?
10. How good are their relationship with other board members, the company secretary and senior management?
11. How actively and successfully do they refresh their knowledge and skill?
12. How up-to-date they are with the latest developments in the areas such as the corporate governance framework, financial reporting and market conditions?
13. How well do they communicate with other board members, senior management and others? (e.g. shareholders)
14. Can they present their views convincingly, yet diplomatically?
15. Do they listen to the views of others?

DISCLOSURE OF INFORMATION:

The Company shall disclose the Remuneration Policy in its Annual Report.

Annexure IV
A. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended:

(I)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2018-19, the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2018-19:		
Sr. No	Name of the Director / KMP	Ratio of remuneration to the median remuneration of the employees	% Increase / Decrease over the last F.Y. 2017-18
1	Mr. Manoj Shah (Managing Director)	7.83 : 1	NIL
2	Mr. Mayur Shah (Joint Managing Director)	7.83 : 1	NIL
3	Mr. Mahesh Shah (Joint Managing Director)	7.83 : 1	NIL
4	Mr. Praveen Sethia (Chief Financial Officer)	6.24 : 1	3.57%
5	Mr. Hemant Khatri (Chief Financial Officer)	6.34: 1	NA
5	Mr. Nagraj Mogaveera (Company Secretary & Compliance Officer) (appointed w.e.f 29.05.2017)	3.72 : 1	3.33%
Note: Non-Executive Directors of the Company are not paid any sitting fees or commission.			
(II)	The percentage increase in the median remuneration of employees in the financial year 2018-19		18 %
(III)	The number of permanent employees on the rolls of the company		68
(IV)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.		Average percentile increase in Employee's other than Managerial Remuneration is 10.50 % while managerial Remuneration is increased by NIL

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

B. Information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Details of top ten employee drawing remuneration pursuant to the provisions of Rule, 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

Employee Name	Designation	Educational Qualification	Age (Years)	Experience (In Years)	Date of Employment	Gross Remuneration paid
Mr. Manan Shah	Executive President	Inter CA	31	7	07.03.2011	16,32,000
Mr. Manoj Shah	Managing Director	M. Sc	60	28	03.08.1990	8,40,000
Mr. Mayur Shah	Jt. Managing Director	M. Com	65	28	03.08.1990	8,40,000
Mr. Mahesh Shah	Jt. Managing Director	Chemical Engineering	58	28	03.08.1990	8,40,000
Mr. Mohan Palankar	General Manager, Marketing	M. Sc, Diploma MM	64	5	11.04.2013	8,04,000
Mr. Yash Shroff	Export Manager	BSc.	29	4	08.11.2017	7,65,253
Mr. Kunal Shah	Executive President	M. d (AM)	32	7	07.03.2011	6,42,432
Mr. Anand Rao	Production Manager	B. com	51	8	01.11.2010	6,00,000
Mrs. Bhakti Parekh	Admin Manager	B.com	38	4	26.04.2007	4,30,200
Mr. Nagraj Mogaveera	Company Secretary	CS and B. Com	28	2	29.05.2017	3,72,000

Notes:

1. All appointments are permanent except of Managing Director and Whole Time Director whose appointments are contractual and terminable by notice on either side.
2. Remuneration includes salary and various allowances,
3. None of the employees of the Company was drawing remuneration of Rs. 8,50,000/- p.m. or Rs. 1,02,00,000/- p.a. or more during the year.

**For and on behalf of the Board
Maximaa Systems Limited**

**Sd/-
Mr. Manoj Shah
Chairman and Managing Director
DIN: 00017594**

**Place: Valsad
Date: 30.05.2019**

Annexure-V
Form AOC-I

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

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures.

Part "A" Subsidiary / ies

Particulars	Proyurveda Lifescience Private Limited
Reporting Period	31/03/2019
Share Capital	1,16,01,000
Reserves & Surplus	(2,45,81,050)
Total Assets	2,13,05,295
Total Liabilities	2,13,05,295
Investments (except in subsidiary companies)	NIL
Turnover	11,18,710
Profit/(Loss) before Taxation	(24,47,640)
Provision for Taxation	NIL
Profit/(Loss) after Taxation	(24,47,640)
Proposed Dividend	NIL
% of Shareholding	77.58%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: N.A.
2. Names of subsidiaries which have been liquidated or sold during the year: N.A

Part "B": Associates and Joint Ventures

Not Applicable as the Company does not have any Associate and Joint Venture.

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

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder.

A) Conservation of Energy

- b. Energy conservation measures taken: **None at present;**
- c. Additional investment and proposals, if any, being implemented for reduction of consumption of energy: **There are no proposals.**
- d. Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: **Does not arise.**
- e. Total energy consumption and energy consumption per unit of production as per Form "A" to annexure in respect of industries specified in the schedule thereto: **Not Applicable.**

B) Technology Absorption

Research & Development (R & D):

- a. Specific area in which R & D carried by the company: **None at Present;**
- b. Benefits derived as a result of the above R & D: **Does not arise;**
- c. Future plan of action: At present it is not under consideration;
- d. Expenditure on R & D: **NIL**

Technology absorption, adaptation and innovation:

- a. Efforts being made towards technology absorption, adaptation and innovation: **None**
- b. Benefits derived as a result of the above efforts e.g. Product improvement cost, reduction, product development, import substitution etc. : **None**
- c. Imported technology: Not applicable as technology has not been imported.

C) Foreign Exchange Earnings and Outgo:

Particulars	IT Services Division	
	31.03.2019	31.03.2018
REVENUE FROM FOREIGN EXCHANGE:		
Sales	0	1,08,83,693
Other Income	0	(1,17,181)
Net Sales/Income From Operations (In Rupees)	0	1,07,66,512
(In Dollars)	0	1,65,449

**Annexure VII
Form No. AOC-2**

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

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

Note: All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Related Party Transactions
(a)	Name(s) of the related party	Proyurveda Lifescience Private Limited Essenzaa Lifescience Limited
(b)	Nature of Relationship	Subsidiary Company Control exist
(c)	Nature of contracts / arrangements / transactions	Advances
(d)	Duration of the contracts /arrangements /transactions.	4 years
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
(f)	Date(s) of approval by the Board	30.05.2019
(g)	Amount paid as advances, if any:	16,28,412 /-

Note: Form shall be signed by the persons who have signed the Board's report.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For MAXIMAA SYSTEMS LIMITED

Sd/-

MANOJ SHAH
Managing Director
DIN: 00017594

Sd/-

MAYUR SHAH
Jt. Managing Director
DIN: 00016358

Sd/-

MAHESH SHAH
Jt. Managing Director
DIN: 00017559

Place: Valsad

Date: 30.05.2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)**INDUSTRY STRUCTURE DEVELOPMENTS AND OUTLOOK:**

The Members are aware about the Company entered into Pharmaceutical Sector and with its excellent Manufacturing Unit have tremendously increased the production and distribution and selling of **PROYURVEDA** range of products. PLPL was incorporated to promote and sell the Company's premium and patented "**Proyurveda**" range of products through OTC (Over the Counter) Marketing Route. OTC Market contributes more than 20 % of the total pharmaceutical revenue of the Country. The Company has ambitious plans and within two years will sell the products all across the country.

Demand (both domestic as well as international) for Pharma and Storage Systems remains satisfactory. The Company is optimistic and very confident about the future prospects. And further the company has a clear objective to enhance the sales volumes in the domestic as well as international market.

STRENGTHS & OUTLOOK ON OPPORTUNITIES:

Since the Company is now investing in Pharma Segment and having cutting edge technology of Probiotic which is protected by way of patents worldwide, Company will have a strong presence and favorable position in all around the world. (National & Global Market).

FINANCIAL PERFORMANCE AND BUSINESS REVIEW:**A. Financial Performance:**

The Audited Financial Results are given for the financial year ended on 31st March, 2019. The report contains review of the operations of the Company. The Company earned Revenue of **Rs.1115.49 Lakhs** as against Revenue of **Rs.1217.35 Lakhs** in the previous year and the Net Profit after Tax recorded by the Company is **Rs.0.85 Lakhs** as against the Net Profit after Tax of **Rs 0.25 Lakhs** in the previous year.

B. Overall Performance:

The overall performance during the year 2018-19 was not satisfactory due to sluggish demand and increase in cost. The details of entire financial performance is given in Board's Report.

C. Business Review:

As compared to the earlier years, our company is setting for the positive growth. Despite competition at global level, there are positive signs for efficient and innovative companies and your companies is set to and your company is set to follow the best practices to perform well.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

Segment wise performance together with discussion on financial performance with reference to operational performance has been dealt with in the Directors Report which should be treated as forming part of this Management Discussion and Analysis. This is also mentioned as segment information in the Balance Sheet.

RISK MANAGEMENT:

The Company has national as well global business interests and is exposed to business risks which may be internal as well as external. The Company has a comprehensive risk management system in place, which enables it to recognize and analyze risks early and to take the appropriate action.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Company has in place a well-defined organizational structure and adequate internal controls for efficient operations. The team has in place internal policies, and is aware of applicable laws and regulations, particularly those related to protection of intellectual property, resources and assets, and the accurate reporting of financial transactions.

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

HUMAN RESOURCE DEVELOPMENT:

Your Company gives utmost importance to Human Resource. It considers Human Resource as Human Capital and believes in development of Human Resource. Over the years, your Company has developed an environment, which fosters excellence in performance by empowering its people, who are always on continuous improvement path with an ultimate aim to add value to their intellectual and knowledge resources. The key focus is to attract, retain and develop talent as a resource through rewards mechanism, performance evaluation and harmonious & constructive working climate.

The Management recognizes that HR is the core of the Company, influencing change, building culture and capabilities. The HR processes are continuously evolving and aligning with the changing business requirements. The Company provides congenial work environment, performance oriented work culture, knowledge acquisition / dissemination, creativity and responsibility. The Company enjoys cordial relations with the employees at all levels.

EMPLOYEE RELATIONS:

Peaceful and cordial relations continue with the employees of the Company. The Management wishes to place on record its acknowledgement and appreciation for the support extended by all the employees of the Company.

CAUTIONARY STATEMENT:

The Statements in this **Management Discussion and Analysis Report** could differ materially from those expressed or implied. Important factors that could make a difference to the Company's

operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts its business and other incidental factors.

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Board of Directors have reviewed the Management Discussion and Analysis Report prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

**By Order of the Board
For MAXIMAA SYSTEMS LIMITED**

Sd / -

**Mr. Manoj Shah
Chairman and Managing Director
DIN: 00017594
Date: 30/05/2019**

CORPORATE GOVERNANCE REPORT

(Pursuant to Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE:

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of all stakeholders. It is not a mere compliance of laws, rules and regulations, but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholders value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion.

Company's Philosophy on the Corporate Governance is aimed at strengthening the confidence of the Stakeholders and building a long term relationship of trust with them by maintaining highest level of accountability, transparency, timely disclosures, dissemination of price sensitive information and ensuring compliance with all applicable laws and regulations. The Company believes in maintaining high standards of quality and ethical conduct in its operations.

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stems from the culture and mindset of the organization. Corporate Governance is an integral part of management, execution of business plans, policies and processes as the Company believes that it is a tool to attain and enhance the competitive strengths in business and ensure sustained performance for continuously enhancing the value for every stakeholder. Accordingly, Maximaa Systems Limited (MSL) endeavors to adhere to the highest levels of transparency, accountability and ethics in all its operations fully realizing at the same time its social responsibilities.

Through its corporate governance measures, the Company aims to maintain transparency in its financial reporting and keep all its stakeholders informed about its policies, performance and developments. Maximaa Systems Limited (MSL) will contribute to sustain stakeholder confidence by adopting and continuing good practices, which is at the heart of effective corporate governance. It envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations.

The Company has a strong legacy of fair, transparent and ethical governance practices and it believes that

Good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholder's value.

2. BOARD OF DIRECTORS:

The Board comprises of directors of repute, who are experienced businessmen, professionals and executives. The Executive Directors include senior directors commanding respect in the industry for their valuable experience and contribution. They look after their areas of responsibilities independently and seek guidance from the Chairman, Managing Director and Joint Managing Directors in all critical matters. The Company's Management team is endeavors to adhere to the directions of the Board.

The Board is consistently working towards the compliance of the composition pursuant to the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”). As per the Listing Agreement if the Chairman is Executive, at least one half of the Board should consist of Independent Directors. As on 31st March, 2019 your Board of Directors consists of 6 Directors, out of which 3 Executive Directors and 3 are Non-Executive Independent Directors including 1 Woman Independent Director, constituting 50% of total size of Board and the Board has complied with the provisions.

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholders’ value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Board composition is in conformity with the Act and the Listing Regulations.

During the year 2018-19, **Dr. Pratichi Jeet Mavani**, were regularized on the Board as a Non-Executive Independent Woman Director of the Company from the designation of Additional Director for a period of 5 years from the date of her appointment on the Board dated 19th January, 2018 to 18th January, 2023.

a. COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THERE OF:

Sr. No.	Name of Director	Category	No. of Directorship in each Companies		No. of Membership / Chairmanship of other Board Committees	
			Public	Private	Member	Chairman
1	Mr. Manoj Shah	Managing Director; Executive	2	1	1	-
2	Mr. Mayur Shah	Joint Managing Director; Executive	1	-	1	-
3	Mr. Mahesh Shah	Joint Managing Director; Executive	1	-	-	-
4	Mr. Samirkumar Mapara	Independent Director; Non Executive	1	-	3	-
5	Mr. Viral Chitalia	Independent Director; Non Executive	1	9	3	3
6	Dr. Pratichi Mavani	Independent Woman Director; Non-Executive	1	-	3	-

Notes:

- i. Directorship held by Directors in other companies does not include alternate directorships, directorships in foreign companies, Section 8 and Private Limited Companies;

- II. In accordance with the Listing Agreement, Chairmanships / Memberships only in Audit Committee & Shareholders Grievance Committee of public limited companies have been considered for committee positions;
- III. In compliance with the listing Agreement, Members of the Board do not have Directorships in more than Twenty Companies and in more than 10 Public Companies or membership of more than ten Board-level Committee's or Chairman of more than five such Committees.
- IV. Separate Meeting of Independent Directors:** As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 23rd March, 2019 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole and the flow of information between the Board and the Management of the Company.
- V. Directors Familiarization Programme:** The Company undertakes and makes necessary provision of an appropriate induction programme for new coming Directors and ongoing training for existing Directors. The new directors are introduced to the company culture, through appropriate training programmes. Such kind of training programmes help to develop relationship of the directors with the company and familiarize them with company processes. The management provides such information and training either at the meeting of Board of Directors or at other occasions.

The induction process is designed to:

- Build an understanding of the Company processes and
- Fully Equip Directors to perform their role on the Board effectively.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

b. ATTENDANCE AT BOARD MEETING AND ANNUAL GENERAL MEETING:

During the financial year 2018-19 under review, **12 (Twelve)** Board Meetings were held on 17th May, 2018; 19th May, 2018; 22nd May, 2018; 30th May, 2018; 07th June, 2018; 15th June, 2018; 14th August, 2018; 05th September, 2018; 14th November, 2018; 22nd December, 2018; 14th February, 2019; and 28th February, 2019; and the gap between two Board Meetings did not exceed 120 days.

The Annual General Meeting of the Company for the financial year 2018-19 was held on 29th September, 2018.

The details of Meetings attended by the Directors during the year are given below:

Name of the Directors	No of Board Meetings entitled to attend	No of Board Meetings attended	Attendance of Last AGM
Mr. Manoj Shah	12	12	Yes
Mr. Mayur Shah	12	12	Yes
Mr. Mahesh Shah	12	1	No
Mr. Samirkumar Mapara	12	1	No
Mr. Viral Chitalia	12	12	Yes
Dr. Pratichi Mavani	12	4	Yes

c. BOARD'S FUNCTIONING & PROCEDURES: -

The Board has complete access to any information within the Company. At meetings of the Board, it welcomes the presence of Senior Management who can provide additional insights into the items being discussed.

The items placed at the Meeting of the Board include the following:-

- Unaudited Quarterly / Half Yearly Financial Results and Audited Annual Accounts of the Company, results and capital employed, for consideration and approval;
- Minutes of Meetings of Audit Committee, Stakeholders Relationship Committee / Shareholders / Investors Grievance Committee and Nomination and Remuneration Committee and Minutes of Subsidiary Company;
- Abstracts of circular resolutions passed;
- General notices of interest;
- Sale and / or purchase of investments, fixed assets;
- Review compliance of all laws applicable to the Company including the requirements of the Listing Agreement with the Stock Exchanges and steps taken by the Company to rectify instances of non compliances, if any;
- Related Party Transactions;
- Reviewing the business plan and strategy of the Company.

The Agenda is prepared in consultation with the Chairman of the Board of Directors and the Chairman of the other Committees and the same together with the appropriate supporting documents are circulated well in advance of the meeting.

All the items in the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial / business plans and financial results, detailed presentations are made. The Agenda and the relevant notes are sent to the Board to enable the Board to take informed decisions.

The Minutes of the Meetings of the Board are circulated through email to all Directors and confirmed at the subsequent Meeting. The Minutes of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee / Shareholders' Grievance Committee are also circulated through email to all Directors and thereafter tabled for discussion at the subsequent Board Meeting.

d. APPOINTMENT / RE- APPOINTMENT OF DIRECTORS:

Mr. Manoj Shah (DIN: 00017594), the Director who is liable to retire by rotation and being eligible offer himself for re-appointment.

Mr. Viral Chitalia (DIN: 02174156), the Non-Executive Independent Director of the Company has re-appointed for the second consecutive term of 5 years subject to approval of Members at the ensuing Annual General Meeting of the Company from the conclusion of 29th AGM. Aforesaid re-appointment has approved by the Board of Directors at their meeting held on 05th September, 2019.

Mr. Samirkumar Mapara (DIN: 02771006), the Non-Executive Independent Director of the Company has re-appointed for the second consecutive term of 5 years subject to approval of Members at the ensuing Annual General Meeting of the Company from the conclusion of 29th AGM. Aforesaid re-appointment has approved by the Board of Directors at their meeting held on 05th September, 2019.

During the year 2018-19, **Dr. Pratichi Mavani (DIN: 08045398)** was regularized as Non-Executive Independent Woman Director from the designation of Additional Director at the 28th AGM held on **29th September, 2018.**

e. CODE OF CONDUCT:

Pursuant to Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Bombay Stock Exchange, the Company has adopted code of conduct for Directors and Senior Management Personnel. All the members of the Board and Senior Managerial Personnel have affirmed compliance to the Code of Conduct as on March 31, 2019 and a declaration to that effect signed by the Managing Director is attached and forms part of this Report.

3. BOARD COMMITTEES:

In terms of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted three committees i.e. Audit Committee, Shareholders / Investors Grievance Committee and Nomination & Remuneration Committee.

A. AUDIT COMMITTEE:

Audit committee acts as a link between the Statutory and Internal Auditors and the Board of Directors. The Primary objective of the Audit Committee is to provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures.

a. SIZE AND COMPOSITION :-

The composition of the Audit Committee as on March 31, 2019 is as under:-

- a. Mr. Viral Chitalia, Non-Executive Independent Director as Chairman;
- b. Mr. Samirkumar Mapara, Non-Executive Independent Director as Member;
- c. Mr. Mayur Shah, Executive Director as Member;
- d. Dr. Pratichi Mavani, Non-Executive Independent Woman Director as Member.

The Members of the Committee are well versed in finance / accounts / legal matters and general business Practices.

b. ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS:-

During the financial year 2018-19 under review, Audit Committee met **8 (Eight) times** viz. 17th May, 2018; 19th May, 2018; 22nd May, 2018; 30th May, 2018; 14th August, 2018; 05th September, 2019; 14th November, 2018; 14th February, 2019; as stipulated the gap between two Audit Committee Meetings did not exceed 120 days.

Name of the Members	Designation	No. of Meetings attended
Mr. Viral Chitalia	Chairman	8
Mr. Mayur Shah	Member	8
Mr. Samirkumar Mapara	Member	8
Dr. Pratichi Mavani	Member	8

c. THE SCOPE OF ACTIVITIES AND TERMS OF REFERENCE OF THE AUDIT COMMITTEE ARE AS UNDER:-

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;
3. Approval of payment to statutory auditors for any other services rendered by them;
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:
 - i. 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;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for their 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor 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 company, 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;
Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;

The vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. The Audit Committee shall mandatorily review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

21. The Audit Committee shall have powers, which should include the following:

- a. To investigate any activity within its terms of reference:

The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company;

- b. To seek information from any employee;
- c. To obtain outside legal or other professional advice;
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary;

22. The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company;
23. All Related Party Transactions shall require prior approval of the Audit Committee:
Approval or any subsequent modification of transactions of the company with related parties.

d. REMUNERATION OF DIRECTORS:-

Non-Executive Directors Compensation & Disclosures:

No Sitting Fees was paid to any Director. No Commission was paid to any Director.

Note:

- a. No bonuses, stock options and pension were paid to the Directors;
- b. No incentives linked with performance are given to the Directors;
- c. The Company has no stock option scheme and so no stock options are held by the Executive Directors;
- d. The term of Executive Directors is for a period of 5 years from the respective date of appointment. The Company does not have any service contract with any of the directors;
- e. Besides above remuneration, all the Executive Directors are also entitled to Company's contribution to Provident Fund, Gratuity and encashment of leave, as per rules of the Company.

B. STAKEHOLDER'S RELATIONSHIP COMMITTEE / SHAREHOLDER'S GRIEVANCE COMMITTEE:

The Stakeholder's Relationship Committee is empowered to oversee the redressal of investors' complaints pertaining to Share transfers, Non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfer / transmission / demat / remat of shares and other miscellaneous complaints. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

a. SIZE AND COMPOSITION:-

The Composition of the Stakeholders Relationship Committee / Shareholders / Investors Grievance Committee as on March 31st, 2019 is as under:-

1. Mr. Viral Chitalia, Non-Executive Independent Director as the Chairman;
2. Mr. Samir Kumar Mapara, Non-Executive Independent Director as Member.
3. Mr. Manoj Shah, Executive Director as Member;
4. Dr. Pratichi Mavani, Non-Executive Independent Woman Director as Member.

b. MEETING OF THE STAKEHOLDER'S RELATIONSHIP COMMITTEE / SHAREHOLDER'S / INVESTOR'S GRIEVANCE COMMITTEE:

During the financial year 2018-19 under review, the Stakeholder's Relationship Committee / Shareholders / Investors Grievance Committee met **4 (Four) times** viz. **18th May, 2018; 03rd August, 2018; 30th October, 2018; and 12th February, 2019;**

Attendance of the members at the Stakeholder's Relationship Committee Meetings held during the financial year 2018-19 are given below:

Name of Members	Designation	No. of Meetings attended
Mr. Viral Chitalia	Chairman	4
Mr. Manoj Shah	Member	4
Mr. Samir Kumar Mapara	Member	4
Dr. Pratichi Mavani	Member	4

The committee specifically looks into the redressal of shareholders and investor's complaints on matters relating to transfer of shares, dematerialization / rematerialisation, Split of shares, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report, non-receipt of declared dividends etc. in addition, the committee advises on matters which can facilitate better investor services and relations. As per the Certificate issued by our Registrar and Share Transfer Agents (RTA), Purva Sharegistry (India) Private Limited, during the year under review; whatever complaint was received from shareholders / investors, was replied / resolved to the satisfaction of the shareholders and nothing was pending as at March 31, 2019.

C. NOMINATION AND REMUNERATION COMMITTEE:

a. COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and the Regulation 19 and Schedule II of Part D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year 2018-19 under review, Nomination and Remuneration Committee met **2 (two) times** viz. **03rd September, 2018;** and **12th November, 2018;**

b. MEETING AND ATTENDANCE AT NRC DURING THE YEAR:

Name of Members	Designation	No. of Meetings attended
Mr. Viral Chitalia	Chairman	2
Mr. Samir Kumar Mapara	Member	2
Dr. Pratichi Mavani	Member	2

c. REMUNERATION OF DIRECTORS:

The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the year 2018-19.

The Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by them of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managing Director) Rules, 2014.

No Sitting Fees was paid to any Director. No Commission was paid to any Director.

Details of remuneration / sitting fees paid and number of Equity shares held by the Directors during the year ended 31st March, 2019 are as follows.

Name of Directors	Salary	Perquisites / Allowances	Contribution to PF & Others	Sitting Fees	Total	No of Shares held
Mr. Manoj Shah	8,40,000	-	-	-	8,40,000	58,10,010
Mr. Mayur Shah	8,40,000	-	-	-	8,40,000	46,33,205
Mr. Mahesh Shah	8,40,000	-	-	-	8,40,000	48,01,345
Mr. Viral Chitalia	-	-	-	-	-	-
Mr. Samir Kumar Mapara	-	-	-	-	-	-
Dr. Pratichi Mavani	-	-	-	-	-	-

Note:

- No bonuses, stock options and pension were paid to the Directors;
- No incentives linked with performance are given to the Directors;
- The Company has no stock option scheme and so no stock options are held by the Executive Directors;
- The term of Executive Directors is for a period of 5 years from the respective date of appointment. The company does not have any service contract with any of the directors.
- Besides above remuneration, all the Executive Directors are also entitled to company's contribution to Provident Fund, Gratuity and encashment of leave, as per rules of the Company.

d. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of this Committee are wide enough covering the matters specified for remuneration to the Directors under Regulation 19 and Schedule II of Part D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee is empowered to—

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.

- Formulate a policy relating to remuneration for the Directors, Key Managerial Personnel and also the Senior Management Employees.

e. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

Pursuant to the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of each Independent Director. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors are comprises of the following key areas:

1. Attendance at Board and Committee Meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of the Company and its performances;
4. Providing perspectives and feedback going beyond information provided by the management.

f. REMUNERATION POLICY:

The details of the Remuneration policy forms part of this Annual Report.

iv. SUBSIDIARY COMPANY:

As on 31st March, 2019 the company has 1 (One) Subsidiary Company i.e. **Proyurveda Lifescience Private Limited.**

i. GENERAL BODY MEETINGS:

- i) The details of Annual General Meetings held in last 3 years are as under:

Year	Day, Date and Time	Venue
2017-18	Saturday, 29 th September, 2018 at 10.30 A.M.	At Registered Office of the Company at B-1, Yashkamal, Tithal Road, Valsad, Gujarat - 396001.
2016-17	Thursday, 28 th day of September, 2017 at 9.30 A.M.	At Registered Office of the Company at B-1, Yashkamal, Tithal Road, Valsad, Gujarat- 396001.
2015-16	Friday, 30 th day of September, 2016 at 9.30 A.M.	At Registered Office of the Company at B-1, Yashkamal, Tithal Road, Valsad, Gujarat- 396001.

ii) Special Resolutions passed:

- a. At the 28th Annual General Meeting held on 29th day of September, 2018, one special resolution were passed;
 - b. At the 27th Annual General Meeting held on 28th day of September, 2017, no special resolutions were passed;
 - c. At the 26th Annual General Meeting held on 30th day of September, 2016, seven special resolutions were passed;
- iii) The Company did not pass any resolution by way of Shareholders approval through postal ballot during the year. No special resolution has been proposed to be passed by way of Postal Ballot.
- iv) The Company has passed one special resolution by way of Shareholders approval through EGM held on 10th July, 2018.

ii. DISCLOSURES:**a. Disclosures on materially significant related party transactions:**

There is no significant or material related party transactions that have taken place during the year, which have any potential conflict with the interest of the Company at large. The detailed related party information and transactions have been provided in Notes to accounts.

All related party transactions are negotiated at arm's length basis and are only intended to further the interest of the Company.

b. Details of Non-Compliance by the Company, Penalties, and Stricture imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authorities or any matter related to capital markets.

There is an instance of non-compliance by the Company with MSEI with regard to delay in making in-principle and listing application to MSEI for preferential allotment made by the company during the year and aforesaid Non-Compliance was condoned by SEBI letter dated 24/09/2018.

c. Whistle blower Mechanism:

The Company has a whistle blower mechanism wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practices.

d. CEO and CFO Certification:

The CEO and the Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the financial year ended 31st March, 2019.

e. Accounting Treatment in preparation of financial statements:

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

f. Disclosure of Risk Management:

The Company has laid down procedure to inform Board members about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Board.

g. Compliance by the Company:

The Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no penalties or strictures imposed either by SEBI or Stock Exchange or any other statutory authorities for non-compliance of any matter relating to capital market during the last three years.

h. Review of Directors' Responsibility Statement:

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2019 have been prepared as per Ind-AS and policies and that sufficient care has been taken for maintaining adequate accounting records.

i. Code for Prevention of Insider Trading Practices:

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015, the Company has laid down a comprehensive Code of Conduct for prevention of Insider Trading for its Directors, Senior Management, Officers & other employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company.

j. Disclosure with respect to demat suspense account/unclaimed suspense account:

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2019. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

k. Code of Conduct and Auditors' Certificate on compliance of Corporate Governance:

The Board of Directors has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All the Board members have affirmed their compliance with the Code of Conduct. A copy of the said Code of Conduct is available on the website of the Company at www.maximaagroup.com. A declaration by the Managing Director of the Company affirming the compliance of the same during the financial year ended on 31st March, 2019 approved by the members of the Board and the Senior Management Personnel as applicable to them, forms part of this Annual Report, which along with the Auditors' Certificate on compliance of Listing Regulations by the Company are annexed to this Annual Report.

iii. MEANS OF COMMUNICATION:

The Company regularly intimates and publishes its audited / un-audited results in all the editions of Chanakya (English) and Newline (Gujarati) newspaper in the State of Gujarat where Registered Office of the Company is situated. Quarterly Financial Results were sent to the Stock Exchanges immediately within 30 minutes after the Board approved them. The financial results, official releases and other relevant information are regularly and promptly updated on the website of the Company namely www.maximaagroup.com.

During the year the Company displayed official news releases.

No presentations were made to the institutional investors or to analysts during the year under review.

Annual Report containing, inter alia, Notice of AGM, Audited Standalone and Consolidated Annual Accounts, Directors' Report, Auditor's Report, MDAR, CGR and other important information is circulated to members and others entitled thereto.

iv. COMPLIANCE CERTIFICATE:

The certificate regarding compliance of conditions of clause 49 of the Listing Agreement from the Practicing Company secretary of the company is annexed hereto.

v. GENERAL SHAREHOLDERS INFORMATION:**1. Annual General Meeting**

Date: Monday, 30th September, 2019.

Time: 10.00 A.M.

Venue: B-1, Yash Kamal, Tithal Road, Valsad-396 001, Gujarat, India.

2. Financial Calendar:

Financial year: 1st April, 2018 to 31st March, 2019

3. Tentative calendar of Board Meetings and Annual General Meeting for the Financial Year 2019-20:

First Quarter - On or before 14th August, 2019

Second Quarter - On or before 14th November, 2019

Third Quarter - On or before 14th February, 2020

Fourth Quarter - On or before 30th May, 2020

AGM for the year ended 31st March, 2020 – On or before 30th September, 2020.

4. Book Closure:

The book closure period is from **24th September, 2019** to **30th September, 2019**, inclusive of both days.

5. Cut-off date for Voting and Remote e-VOTING of 29th AGM:

The remote e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. **Monday, 23rd September, 2019**.

6. Dividend:

The Company has not declared any dividend during the year 2018-19.

7. Listing on Stock Exchanges:

a) The Company's Equity shares are listed and traded on the following Stock Exchanges from the year 1994.

Name of Stock Exchange	Stock Code
Bombay Stock Exchange Limited (BSE)	526538

b) The Company's Equity shares are further listed on the following Stock Exchange from the year 2016.

Name of Stock Exchange	Symbol
Metropolitan Stock Exchange of India (MSEI)	MAXIMAA

c) Annual listing fees to BSE and MSEI for the year 2018-19 has been paid by the Company and pending for F.Y. 2019-20.

The ISIN Number (or demat number) of Maximaa Systems Limited on both NSDL and CDSL is INE161B01036. The Company has paid the annual custody fee for the financial year 2018-19 & 2019-20 to both the depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

8. Stock Data:

Table given below shows the monthly high and low share prices and volumes of Maximaa Systems Limited at the Bombay Stock Exchange Limited, Mumbai (BSE) for the year ended March 31, 2019.

Monthly Share Price Data and Volumes at BSE:

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover
Apr 18	7.46	8.97	7.46	7.74	8,39,949	840	67,49,084
May 18	7.98	8.39	7.16	7.47	16,38,314	1,914	1,26,99,464
Jun 18	7.24	7.29	5.55	5.61	18,84,564	1,736	1,20,36,918
Jul 18	5.70	5.75	4.57	5.20	13,49,603	1,210	70,50,911
Aug 18	5.44	6.75	4.75	6.26	5,50,406	768	30,79,106
Sep 18	6.45	6.55	5.11	5.28	1,49,080	321	8,31,094
Oct 18	5.02	5.40	4.51	5.29	2,08,074	346	10,29,028
Nov 18	5.43	5.64	4.80	5.11	1,03,083	240	5,28,425
Dec 18	5.29	5.29	4.29	4.70	1,71,846	356	8,05,525
Jan 19	4.90	5.80	4.63	5.05	2,21,940	577	11,06,570
Feb 19	5.09	5.34	2.66	3.20	13,40,462	1,223	47,15,989
Mar 19	3.11	4.58	3.07	4.25	4,83,378	621	19,14,692

Source: BSE Website

9. Share transfer system:

In terms of SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002, the Company is providing facility of a common agency for all the work related to share registry in terms of both physical and electronic at a single point by its **Registrar and Share Transfer Agents, (RTA) i.e., Purva Sharegistry (India) Private Limited**, whose address is given below:

Purva Sharegistry (India) Private Limited

Unit no 9, Shiv Shakti Ind Estt, JR Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai – 400011, Maharashtra.

Tel: 022 – 23016761 / 23010773 / 23018261.

E-mail id – support@purvashare.com
purvashr@gmail.com,

Contact Person: **Ms. Deepali Dhuri (Compliance Officer)**



10. Reconciliation of Share Capital Audit Report:

The Securities and Exchange Board of India has directed vide circular no. D & CC / FITTC / CIR-16 /2002 dated December 31, 2002 that all issuer companies shall submit a certificate of capital integrity, reconciling the total shares held in both the Depositories, viz. NSDL and CDSL and in physical form with the total issued / paid up capital.

The said certificate, duly certified by the Practicing Company Secretary is submitted to the Stock Exchanges where the securities of the Company are listed within 30 days of the end of each quarter as per the SEBI Regulations.

11. Shareholding Pattern:

Table given below shows the shareholding pattern of Maximaa Systems Limited as on 31.03.2019

a. Distribution of Shareholding by size, as on March 31, 2019:

Category		Number of shareholders	% of Total	Amount of Shares (In Rs.)	% of Total
From	To				
1	5000	6044	87.13	6598876	5.69
5001	10000	404	5.82	3075418	2.65
10001	20000	204	2.94	3102730	2.67
20001	30000	73	1.05	1848524	1.59
30001	40000	32	0.46	1156608	1.00
40001	50000	29	0.42	1339010	1.15
50001	100000	55	0.79	3745414	3.23
100001	Above	96	1.38	95135930	88.01
		6937	100	116002510	100



b. Categories of Shareholding as on 31st March, 2019:

S/No.	Category	Shares held (No.)	% of holding
1	Promoters and Promoters Group	18074125	31.16
2	Mutual Funds & UTI	0	0
3	Banks, Financial Institutions, Insurance Companies, State Gov. Institutions / Non-governmental Institutions, Venture Capital	0	0
4	Central Govt.	2500	0
4	Foreign Institutional Investors (FIIs)	0	0
5	Body Corporates	1068089	1.84
6	Resident Individuals	32283506	55.66
7	Trusts	85	0.00
8	Hindu Undivided Family	815994	1.41
9	NRI (NON - REPAT)	4319970	7.45
10	NRI (REPAT)	410318	0.71
11	Clearing Members	239559	0.41
12	LLP	787109	1.36
	TOTAL	58001255	100

c. Dematerialization of shares as on 31st March, 2019:

Form	No. of Shares	% of Total
Held in Dematerialized form in CDSL	20748225	35.77
Held in Dematerialized form in NSDL	36136270	62.30
Physical form	1116760	1.93
Total	58001255	100



The Company's shares are regularly traded on Bombay Stock Exchange Limited, in electronic form.

d. Outstanding GDRs / ADRs / Warrants or any Convertible Instrument, Conversion Dates and likely impact on Equity:

During the year 2018-19 The Company has not issued any Global Depository Receipts American Depository Receipts / Warrants or any Convertible Instruments.

e. Plant Location:

Maximaa Systems Limited (Storage Systems Segment)

Block No. 337/2, situated at village Bamti Taluka,
Dharampur Dist., Valsad (Gujarat),
PH: 02633 - 242 114, Fax: 02632 - 222 302

Maximaa Systems Limited (Pharma Segment)

Plot No. 804-808, GIDC,
Gundlav, Valsad (Gujarat).
PH: 02632-236111, Fax: 02636-222302.

f. Address for Correspondence:

Investors and Shareholders can correspond with the company at the following address:-

a. The Company Secretary

115, B Wing, Western Edge - 2, Western Express Highway,
Borivali (East), Mumbai – 400066, Maharashtra.
PH: 022-6243 8100 / 8124

b. The Registrar and Share Transfer Agent of the Company:-

Purva Sharegistry (India) Private Limited

Mr. Rajesh Shah / Ms. Deepali Dhuri
Unit No.9, Shiv Shakti Ind Estate, JR Boricha Marg,
Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai- 400011.
PH: 022 2301 0771 / 2301 8261
Fax: 022-23012517

E-mail id – support@purvashare.com

purvashr@gmail.com

**FOR AND ON BEHALF OF THE BOARD
MAXIMAA SYSTEM LIMITED**

**Place: Valsad
Date: 30.05.2019**

**Sd/-
Mr. Manoj Shah
Managing Director
DIN: 00017594**



AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIREMENTS UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To,

**The Members,
Maximaa Systems Limited**

We have examined the records concerning compliance of the conditions of Corporate Governance by **Maximaa Systems Limited** for the year ended **31st March, 2019** as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Uniform Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has, in all material respect, complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange.

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

**For and on behalf of,
C. D. Khakhkhar & Co.
Chartered Accountants
Firm's Registration No: 141767W**

Sd/-

**Mr. Chetan D. Khakhkhar
Proprietor
Membership No: 122647**

**Place: Valsad
Date: 30.05.2019**



DECLARATION

To,

**The Members,
MAXIMAA SYSTEMS LIMITED**

I, **Mr. Manoj Shah**, Chairman and Managing Director of **Maximaa Systems Limited**, hereby declare that, as on **31st March, 2019**, all the Board Members and Senior Management have affirmed compliance with Code of Conduct laid down by the Company.

For Maximaa Systems Limited

Sd/-

**Mr. Manoj Shah
Managing Director
DIN: 00017594**

Place: Valsad

Date: 05.09.2019



PRACTICING COMPANY SECRETARY'S REPORT ON CORPORATE GOVERNANCE

To,

**The Members,
Maximaa Systems Limited**

We have examined the compliance of conditions of Corporate Governance by **Maximaa Systems Limited** as at **31st March 2019**, as stipulated in the Listing Agreement of the Company with Stock Exchange(s) in India.

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

In our opinion and to our best information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**FOR K DALAL & CO.
PRACTICING COMPANY SECRETARIES**

Sd/-

**Mr. Kunjal Dalal
C.P. No. 3863
M. No. 3530**

**Place: Surat
Date: 05.09.2019**



PRACTICING COMPANY SECRETARY'S REPORT ON CORPORATE GOVERNANCE

To,
The Members,
Maximaa Systems Limited

We have examined the compliance of conditions of Corporate Governance by **Maximaa Systems Limited** as at **31st March 2019**, as stipulated in the Listing Agreement of the Company with Stock Exchange(s) in India.

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

In our opinion and to our best information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

FOR K DALAL & CO.
PRACTICING COMPANY SECRETARIES

Sd/-

Mr. Kunjal Dalal

C.P. No. 3863

M. No. 3530

Place: Surat

Date: 05.09.2019



Independent Auditor's Report on Standalone Financial Statements

To,
The Members,
MAXIMAA SYSTEMS LIMITED

We have audited the accompanying Standalone Financial Statements of **MAXIMAA SYSTEMS LIMITED ("the Company")** which comprise the Balance Sheet as at **March 31, 2019**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended 31st March, 2019 and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind-AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

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



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone 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 standalone financial statements.

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.



- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For and on behalf of,
C. D. Khakhkhar & Co.
Chartered Accountants
Firm’s Registration No: 141767W**

**Sd /-
Mr. Chetan D. Khakhkhar
Proprietor
Membership No: 122647**

Place: Vapi
Date: 30.05.2019



“Annexure A” to the Independent Auditors’ Report – 31st March, 2019.

With reference to the Independent Auditors’ Report to the Members of the Company on the standalone financial statements for the year ended 31st March 2019, we report the following:

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and investment properties.
 - (b) The Property, Plant and Equipment have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the property, plant and equipment has been physically verified by the management during the year and no material discrepancies between the books records and the physical property, plant and equipment have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has granted interest free loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act and as detailed in the related party transactions disclosure in the notes. According to the information and explanations given to us and in our opinion the terms and condition on which such advances have been given to parties listed in register maintained under section 189 of the Companies Act are not prima facie prejudicial to the interest of the Company. The parties are regular in repaying the advances, or they are either being adjusted or being repaid regularly.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.



- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of dues to banks. The Company has not taken any fresh loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has made allotment of **74,15,000** equity shares to Promoter and Non-Promoter Investors and **47,15,000** convertible equity warrants to Non-Promoter Investors on preferential basis during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are applicable to the Company and hence commented upon.

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of,

C. D. Khakhkar & Co.

Chartered Accountants

Firm's registration number: 141767W

Sd/-

Mr. Chetan D. Khakhkar

Proprietor

Membership No: 122647

Place: Vapi

Date: 30.05.2019

Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements:

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

Opinion:

We have audited the internal financial controls over financial reporting of **MAXIMAA SYSTEMS LIMITED** (“the Company”) as of **March 31, 2019** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls:

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the size of the Company and the nature of its business with regard to purchase of inventory and property, plant and equipment and for the sale of goods & services.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility:

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 March 31, 2019, based on the size of the Company and the nature of its business with regard to purchase of inventory and property, plant and equipment and for the sale of goods & services.

For and on behalf of,

C. D. Khakhkar & Co.

Chartered Accountants

Firm's registration number: 141767W

Sd/-

Mr. Chetan D. Khakhkar

Proprietor

Membership number: 122647

Place: Vapi

Date: 30.05.2019

**MAXIMAA SYSTEMS LIMITED
STANDALONE BALANCE SHEET AS AT 31ST MARCH 2019**

Particulars	Note No	As at March 31, 2019	As at March 31, 2018
I ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	118,605,933	133,330,730
(b) Intangible Assets	4	7,952,987	9,553,658
(c) Financial Assets			-
(i) Investments	5	20,090,000	20,090,000
(ii) Others financial assets	6	21,188,024	7,577,483
2 Current assets			
(a) Inventories	7	206,364,390	184,181,443
(b) Financial Assets			
(i) Trade Receivables	8	31,704,646	33,643,861
(ii) Cash and cash equivalents	9	565,092	414,633
(iii) Others current financial assets	10	-	-
(c) Other current assets	11	728,327	846,037
Total Assets		407,199,391	389,637,846
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	12	125,727,200	101,172,510
(b) Other Equity	13	73,902,691	42,806,435
2 Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	81,875,151	77,210,151
(b) Deferred Tax Liability	15	-	-
3 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	95,746,882	112,126,987
(ii) Trade payables	17	17,638,600	24,872,296
(iii) Other financial liabilities	18	1,015,000	1,300,000
(b) Other current liabilities	19	1,316,821	28,472,962
(c) Provisions	20	9,977,046	1,676,504
Total Equity and Liabilities		407,199,391	389,637,846

See accompanying notes to the financial statements

For and on behalf of the Board

For C.D. Khakhkar & Co.
Chartered Accountants
F.R. No: 141767W

Mr. Manoj Shah
Managing Director
DIN: 00017594

Mr. Mayur Shah
Jt. Managing Director
DIN: 00016358

MR. CHETAN KHAKHKHAR
Proprietor
Membership No: 122647

Mr. Mahesh Shah
Jt. Managing Director
DIN: 00017559

Mr. Nagraj Mogaveera
Company Secretary
A49737

Place: Valsad
Date: 30/05/2019

MAXIMAA SYSTEMS LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	For the year ended March 31st 2019	For the year ended March 31st 2018
I Revenue From Operations	16	111549312.8	121,734,693
II Other Income	17	4859579.22	1,941,344
III Total Income (I+II)		116,408,892	123,676,037
IV EXPENSES			
Cost of Material Consumed	18	71476504	79,963,630
Changes in inventories of finished goods, stock-in trade and work in progress	19	-17372876	(5,392,382)
Employee benefits expense	20	30567553	20,971,982
Finance costs	21	88144	186,806
Impairment of financial assets	22	0	-
Depreciation, amortization and impairment	3	16449127	7,006,268
Other expenses	24	15115375	20,914,990
Total Expenses (IV)		116,323,827	123,651,294
V Profit/(loss) before exceptional items and tax (I- IV)		85,065	24,750
VI Exceptional Items			
VII Profit/(loss) before tax (V-VI)		85,065	24,750
Tax expense:			
VIII (1) Current tax		-	-
(2) Deferred tax		-	-
IX Profit (Loss) for the period from continuing operations (VII-VIII)		85,065	24,750
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Unrealised foreign exchange gain/loss			-
(ii) Income tax relating to items that will not be reclassified to profit or loss			-
X (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss	23	-	-
Total other comprehensive income		-	-
Total Comprehensive Income for the period (Comprising Profit(Loss) and Other Comprehensive Income for the period) [IX+X]		85,065	24,750
Earnings per equity share			
XII Basic		0.0015	0.0005
Diluted		0.0015	0.0005

See accompanying notes to the financial statements
As per our Attached Report of Even Date

For and on behalf of the Board

For C.D. Khakhkhar & Co.
Chartered Accountants
F.R. No: 141767W

Mr. Manoj Shah
Managing Director
DIN: 00017594

Mr. Mayur Shah
Jt. Managing Director
DIN: 00016358

MR. CHETAN KHAKHKHAR
Proprietor
Membership No: 122647

Mr. Mahesh Shah
Jt. Managing Director
DIN: 00017559

Mr. Nagraj Mogaveera
Company Secretary
A49737

Place: Valsad
Date: 30/05/2019

MAXIMAA SYSTEMS LIMITED
STANDALONE STATEMENT OF CHANGES IN EQUITY 31ST MARCH, 2019

1 Equity Share Capital

Particulars	Amount (Rs.)
Balance as at March 31, 2018	101,172,510
Changes in equity share capital during FY 2018-19	14,830,000.00
Balance as at March 31, 2019	116,002,510

2 Other Equity

Particulars	Reserves and Surplus			Comprehensive Income	Total
	Securities Premium Reserve	General Reserve	Retained Earnings	Remeasurement of Defined benefit obligation	
Balance as at March 31, 2018	49,418,430	12,180,000	-18,791,995	-	42,806,435
Profits for the year			85,065		85,065
Other Comprehensive Income (Net of Tax)				-	-
Any other change (to be specified)	46343750		-15332559		31,011,191
Balance as at March 31, 2019	95,762,180	12,180,000	-34,039,489	-	73,902,691

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	Equity Share Capital	Other Equity					Other Comprehensive income	Total equity attributable to equity holders of the Company
		Reserves & Surplus						
		Retained earnings	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve		
Balance as of March 31, 2018	101,172,510	(18,791,995)	12,180,000	-	49,418,430	-	-	143,978,945
Exchange loss / Gain	-	-	-	-	-	-	-	-
Deferred Tax	-	-	-	-	-	-	-	-
Interest	-	-	-	-	-	-	-	-
Impairment	-	-	-	-	-	-	-	-
Interest cost	-	-	-	-	-	-	-	-
Addition	14,830,000	(15,332,559)						
Profit for the year	-	85,065	-	-	46,343,750	-	-	46,428,815
Balance as of March 31, 2019	116,002,510	(34,039,489)	12,180,000	-	95,762,180	-	-	190,407,760

Significant Accounting Policies

Notes on Financial Statements

As per our Report of even date

MAXIMAA SYSTEMS LIMITED
STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	For the year ended	For the year ended
	31st March, 2019	31st March, 2018
	Amount	Amount
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before exceptional and tax as Statement Profit & Loss	85065	24,750
<u>Adjusted for :-</u>		
Finance Cost	88144	186,806
Interest Income	-	1,994,030
Sundry Balance W/Off	2,631,834	-
Depreciation	16449127	7,006,268
Adjustments for pending Foreign Exchange Realisations	-	(117,181)
Loss on sale of Property, Plant and Equipmet	-	-
Operating Profit before Working Capital Changes	19,254,170	9,094,673
<u>Adjusted for:-</u>		
Increase /(Decrease) in Trade Payables	(7,233,696)	(32,236,704)
(Increase)/Decrease in Inventory	(22,182,947)	(6,423,137)
(Increase)/Decrease in Trade Receivables	1,939,215	25,467,814
Cash Generated From Operations	(8,223,258)	(4,097,354)
Net Cash used in Operating Activities Before Extraordinary Items	(8,223,258)	(4,097,354)
Less:- Extraordinary Items	-	-
Cash Generated From Operations	(8,223,258)	(4,097,354)
Less:- Taxes Paid	-	-
Net Cash Flow/(used)From Operating Activites	(8,223,258)	(4,097,354)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	15,444	-
Proceeds From Sales/written off of Fixed Assets	-	-
Interest received	-	(456,587)
Net Cash Flow/(used) in Investing Activities	15,444	(456,587)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Receipt of Share Application Money	-	-
Repayment of Borrowings	-	-
Loans and Advances Repaid	8,270,113	-
Interest paid	88,144	186,806
Net Cash Flow/(used) From Financing Activities	8,358,257	186,806
Net Increase/(Decrease) in Cash and Cash Equivalent	150,451	(4,367,127)
Opening balance of Cash and Cash Equivalent	414,641	4,781,768
Closing balance of Cash and Cash Equivalent (Including overdraft)	565,092	414,641

See accompanying notes to the financial statements

For and on behalf of the Board

For C.D. Khakhkhar & Co.

Chartered Accountants

F.R. No: 141767W

MR. CHETAN KHAKHKHAR
Proprietor

Membership No: 122647

Place: Valsad

Date: 30/05/2019

Mr. Manoj Shah

Managing Director
DIN: 00017594

Mr. Mahesh Shah
Jt. Managing Director
DIN: 00017559

Mr. Mayur Shah

Jt. Managing Director
DIN: 00016358

Mr. Nagraj Mogaveera
Company Secretary
A49737

MAXIMAA SYSTEMS LIMITED

Notes forming part of IND AS financial statement

5 Non current financial asset- Investment

Particulars	As at 31st March 2019	As at 31st March 2018
Trade Investment (Unquoted)		
1 Investment in Equity Instruments		
Investment in Subsidiary (Fully Paid up) :		
Equity Share With Essenza Life Science Ltd	2,090,000	2,090,000
Equity Share With Proyurveda Lifescience Pvt. Ltd.	18,000,000	18,000,000
Total	20,090,000	20,090,000

6 Other non-current financial assets

Particulars	As at 31st March 2019	As at 31st March 2018
Security Deposit	8,265,654	7,566,983
Advance Income Tax & TDS	3,399,558	10,500
Other Loans & Advances	9,522,812	
Total	21,188,024	7,577,483

7 Inventories

Particulars	As at 31st March 2019	As at 31st March 2018
Raw Materials	62,014,370	58,514,279
Stock in Process	95,307,490	78,989,600
Finished Goods	49,042,530	46,677,564
Stock in Trade	-	-
Plant and machinery held for sale		
Total	206,364,390	184,181,443

8 Trade Receivables

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured considered good	31,704,646	33,643,861
Others	-	-
Total	31,704,646	33,643,861

9 Cash and cash equivalents

Particulars	As at 31st March 2019	As at 31st March 2018
(a) Balances with bank		
Bank balances	413,909	120,109
(b) Cash on hand	151,183	294,524
Total	565,092	414,633

10 Other current financial assets

Particulars	As at 31st March 2019	As at 31st March 2018
Accrued foreign exchange gain/loss		
Interest Accrued on deposits / debentures	-	-
Total	-	-

11 Other current assets

Particulars	As at 31st March 2019	As at 31st March 2018
Advance to employees	63,606	444,501
Impaired Assets	383,031	
Prepaid Expenses	-	45,874
Balances with Tax Authorities	-	175,662
Other Loans and Advances	281,690	180,000
Total	728,327	846,037

SYSTEMS LIMITED
 forming part of IND AS financial statement

Share Capital

The details of Authorised, Issued, Subscribed and paid up capital are as under :-

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
Authorised Share Capital				
Equity Shares of ₹ 2/- each fully paid up (P/Y ₹ 2/- per share fully paid up)	101,000,000	202,000,000	101,000,000	202,000,000
Issued, Subscribed and Paid up				
Equity Shares of ₹ 2/- each fully paid up	58,001,255.00	116,002,510	50,586,255.00	101,172,510.00
Share application money received pending allotment		9,724,690		
	58,001,255	125,727,200		101,172,510

The Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year is as under :-

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	50,586,255	101,172,510	50,586,255	101,172,510
Shares Issued during the year	7415000	14830000	-	-
Shares bought back during the year	0	0	-	-
Shares outstanding at the end of the year	58,001,255	116,002,510	50,586,255	101,172,510

The details of shareholders holding more than 5% equity shares as at reporting date are as under :-

Name of Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares held (basis : Face Value of ₹ 2/- per share)	% of Holding	No. of Shares held (basis : Face Value of ₹ 2/- per share)	% of Holding
Manoj Shah	5,810,010	10.02%	2,810,010	5.55%
Mayur Shah	4,633,205	7.99%	4,633,205	9.16%
Mahesh Shah	4,801,345	8.28%	4,801,345	9.49%
Malireddy Srinivasulu Reddy	4,253,000	7.33%	4,253,000	8.41%

MAXIMAA SYSTEMS LIMITED
Notes forming part of IND AS financial statement

13 Other Equity

Particulars	As at 31st March 2019	As at 31st March 2018
Securities Premium Reserve	-	-
Opening balance	49,418,430	49,418,430
additions	46,343,750	-
transfer	-	-
Closing Balance	95,762,180	49,418,430
Capital Reserve	-	-
Opening balance	12,180,000	12,180,000
additions	-	-
transfer	-	-
Closing Balance	12,180,000	12,180,000
Retained Earnings	-	-
Opening Balance	-18,791,995	-18,791,995
Add: Profit During the year	85,065	-
Add: Adjustment	-	-
Interest Cost for the year	-	-
Deferred Tax Expense	-	-
Closing Balance	-34,039,489	-18,791,995
Other Comprehensive Income	-	-
Foreign Currency Translation Reserve	-	-
Opening Balance	-	-
Add: During the year	-	-
Closing Balance	-	-
Remeasurment of Defined Benefit Plan	-	-
Total	73,902,691	42,626,435

14 Borrowing

Particulars	As at 31st March 2019	As at 31st March 2018
Secured	-	-
Corporate Loan	81,875,151	77,000,000
Total	81,875,151	77,000,000

A Nature of Security

Nature of Security : Term Loan is secured by exclusive and specific charge on the Land & Building and Machinery at Dharpur.

Term of Repayment: Repayable in 84 equated monthly installments of Rs. 3,88,751/- from December installment - November 2018. Rate of Interest 15.70% p.a.

B Nature of Security : Term Loan is secured by exclusive and specific charge on the Building at GIDC Gundlav

Nature of Security : Term Loan amounting is secured by exclusive and specific charge on the Plant & Machinery at GIDC Gundlav

C GIDC Gundlav

Term of Repayment: Repayable in 72 equated monthly installments of Rs. 5,55,555/- from November installment - October 2020. Rate of Interest 15.70% p.a.

Nature of Security : Term Loan amounting to Rs.47,94,000/- is secured by Hypothecation over Vehicle of Directors)

D of Directors)

15 Deferred Tax Liabilities (Net)

Particulars	As at 31st March 2019	As at 31st March 2018
On account of Fixed Assets	-	-
Total	-	-

16 Short Term Borrowing

Particulars	As at 31st March 2019	As at 31st March 2018
Secured and Unsecured	95,746,882	112,126,987
Total	95,746,882	112,126,987

A Nature of Security

Credit Facilities are secured by:

(Secure by Hypothecation of Raw Materials, Work In Progress and Finished Goods, Book Debts and personal guarantee of Directors and further secured by first Equitable Mortgage of Land, Building, Plant & Machinery, Machinery Stores, Tools, Fixtures, Furniture, Fitting Acces., Equipments, Electrical Installation both Present & -

17 Trade Payable

Particulars	As at 31st March 2019	As at 31st March 2018
Trade Payable		
Micro and small medium enterprise	-	-
Others	17,638,600	24,872,296
Total Trade payables	17,638,600	24,872,296
Total	17,638,600	24,872,296

18 Other Current Financial Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Dealers deposit	1,015,000	1,300,000
Total	1,015,000	1,300,000

19 Other Current Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Advance from Customers	-	19,085,915
Advance from directors	-	4,370,131
Duties & Taxes Payable	1,316,821	949,889
Other liability	-	4,067,027
Total	1,316,821	28,472,962

20 Provision

Particulars	As at 31st March 2019	As at 31st March 2018
Provision for employee benefits:		
Provision for Gratuity	972,567	1,676,504
Salary & Wages Payable	5,192,122	-
Contribution to PF	71,034	-
Other provisions	3,741,323	-
Total	9,977,046	1,676,504

MAXIMAA SYSTEMS LIMITED
Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2019
25 Income tax expenses relating to continuing operations (Ind AS 12)

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
(a) Tax expenses		
Current tax		
in respect of current year	-	-
in respect of earlier years	-	-
Deferred tax		
in respect of current year	-	-
Total tax expenses	-	-

(b) The income tax expenses for the year can be reconciled to accounting profit as follows:

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Profit before tax from continuing operations	85,065.01	24,750.29
Income tax expenses calculated at 30.9%	-	-
Tax on others	0	-
Total income tax expenses recognised for the year relating to continuing operations (current and deferred)	-	-

26 Related party disclosure (Ind AS 24)
(a) List of related parties where control exists:

Name	Principal place of business	Shareholding and voting power (in%)	
		As at March 31, 2019	As at March 31, 2018
Subsidiary company:			
Proyurveda Lifesciences Pvt Limited	Mumbai	77.58	77.58

(b) List of other related parties with whom there were transactions:

Parties	Relationship
Mr. Manoj Shah - Managing Director	Key Managerial Personnel
Mr. Mayur Shah - Joint Managing Director	Key Managerial Personnel
Mr. Mahesh Shah - Joint Managing Director	Key Managerial Personnel
Mr. Viral Chitalia - Independent Director	Key Managerial Personnel
Mr. Samirkumar Mapara - Independent Director	Key Managerial Personnel
Dr. Pratichi Mavani - Women Director	Key Managerial Personnel

(c) List of other related parties

Parties	Relationship
Mr. Kunal Shah	Relative of Key Managerial Personnel
Mr. Manan Shah	Relative of Key Managerial Personnel
Manoj B Shah HUF	Concern in which director is interested
Mayur B Shah HUF	Concern in which director is interested
Mahesh B Shah HUF	Concern in which director is interested

(A) The following transactions were carried out with related parties:

Nature of transaction	Nature of relationship	Year ended March 31,2019	Year ended March 31,2018
Directors remuneration	Enterprises owned by directors or major shareholders where control exist	2520000	1,200,000.00
Salary	Relatives of KMP	2732000	1,200,000.00
Sale of traded goods	Enterprises owned by directors or major shareholders where control exist	797,510.00	-

(B) Outstanding balances:

Nature of transaction	Nature of relationship	As at March 31,2019	As at March 31,2018
Advances given	Enterprises owned by directors or major shareholders where control exist	-	-
Sundry debtors	Enterprises owned by directors or major shareholders where control exist	797,510.00	-
Security deposit given	Key managerial personnel	-	-
Share application money received	Enterprises owned by directors or major shareholders where control exist	-	-
Unsecured loans accepted	Enterprises owned by directors or major shareholders where control exist and relatives of KMP	-	-

(C) Compensation of key managerial personnel of the Company:

Nature of transaction	As at March 31,2019	As at March 31,2018
Short term employee benefits	2520000	2,520,000.00
Other long term benefits	-	-
Share based payments	-	-

26 Earning per share (EPS) (Ind AS 33)

Particulars	Year ended 31 March,2019	Year ended 31 March,2018
Basic and dilutive earning per share From continuing operations	0.0015	0.0005

Footnote:

The earnings and weighted average no.of equity shares used in the calculation of basic and dilutive earning per shares are as follows:

(a) Profit/loss for the year from continuing operations	85065.01	24,750.29
(b) Weighted average no.of equity shares used in the calculation of basic and diluted earning per share from continuing operations	58001255	50,586,255.00

MAXIMAA SYSTEMS LIMITED

Notes on Standalone Financial Statements for the year ended March 31, 2019

Note __: Fair Value Measurement

Financial Instruments by category

(Amount in ₹)

Particulars	March 31, 2018			March 31, 2018		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments						
- in Subsidiary	-	-	18,000,000	-	-	18,000,000
- in Equity Instruments	2,090,000	-	-	2,090,000	-	-
Trade Receivables	-	-	31704646	-	-	33,643,861
Cash & Cash Equivalents	-	-	565092.01	-	-	414,633
Other Bank Balances	-	-	-	-	-	-
Loans	-	-	-	-	-	-
Other Financial Assets	-	-	-	-	-	-
Total financial assets	-	-	972,200,485	18,883,705	-	972,200,485
Financial liabilities						
Borrowings	-	-	177622033	-	-	189,337,138
Trade Payables	-	-	17638600	-	-	24,872,296
Other financial liabilities	-	-	1015000	-	-	1,300,000
Total financial liabilities	-	-	196,275,633	-	-	2,130,482,647

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2019	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Subsidiary	-	-	18,000,000	18,000,000
- in Equity Instruments	-	-	-	-
Trade Receivables	-	-	31,704,646	31,704,646
Cash & Cash Equivalents	-	-	565,092	565,092
Other Bank Balances	-	-	-	-
Loans	-	-	-	-
Other Financial Assets	-	-	-	-
Total financial assets	-	-	50,269,738	50,269,738
Financial liabilities				
Borrowings	-	-	177,622,033	177,622,033
Trade Payables	-	-	17,638,600	17,638,600
Other financial liabilities	-	-	1,015,000	1,015,000
Total financial liabilities	-	-	196,275,633	196,275,633

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows:

Note __: Fair Value Measurement (Contd.)

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. Considering that all significant inputs required to fair value such instruments are observable, these are included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation technique used to determine fair value

The fair value of financial instrument is determined using discounted cash flow analysis.

For Assets and liabilities not discounted:

The carrying amounts of trade receivables, loans, cash and bank balances, trade payable and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For assets and liabilities discounted:

The fair values for Unbilled revenue were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

MAXIMAA SYSTEMS LIMITED

Notes forming part of IND AS financial statement

3 Property, Plant and Equipment

The components of Property, Plant and Equipment are as follows:

(Amount in `)

Cost/ Valuation	Lease Hold Land	Land Development	Buildings	Plant & Machinery	Electric Installation	Furniture & Fixtures	Vehicles	Office Equipement	Computers	Total
1. Deemed cost (gross carrying amount)										
At 31 March 2018	193,175	242,069	54,030,253	101,478,187	-	4,986,878	9,268,071	4,289,669	4,157,375	178,645,677
Additions	-	-	-	3,750	-	-	-	-	11,694	15,444
Disposals	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
At 31 March 2019	193,175	242,069	54,030,253	101,481,937	-	4,986,878	9,268,071	4,289,669	4,169,069	178,661,121
Depreciation and impairment										
At 31 March 2018	-	-	9,389,028	23,523,002	-	2,042,587	4,986,514	2,750,115	2,515,486	45,206,732
Depreciation expense	-	-	3241118	10290683	-	16714	914100	359696	26145	14,848,456
Impairment	-	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	-	-	-	-	-	-
At 31 March 2019	-	-	12,630,146	33,813,685	-	2,059,301	5,900,614	3,109,811	2,541,631	60,055,188
Net Carrying Amount										
At 31 March 2019	193,175	242,069	41,400,107	67,668,252	-	2,927,577	3,367,457	1,179,858	1,627,438	118,605,933
At 31 March 2018	193,175	242,069	44,631,225	77,955,185	-	2,944,291	4,182,779	1,539,554	1,641,889	133,330,167

4 Intangible Assets

Cost/ Valuation	Formulation & Patents	Total
1. Deemed cost (gross carrying amount)		
At 31 March 2018	22,866,728	22,866,728
Additions	-	-
Impairment	-	-
Other	-	-
At 31 March 2019	22,866,728	22,866,728
Depreciation and impairment		
At 31 March 2018	13,313,070	13,313,070
Impairment	1,600,670	1,600,670
Disposal	-	-
At 31 March 2019	14,913,740	14,913,740
Net Carrying Amount		
At 31 March 2019	7,952,988	7,952,988
At 31 March 2018	9,553,658	9,553,658

**MAXIMAA SYSTEMS LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2019**

Particulars	Note No	As at March 31, 2019	As at March 31, 2018
I ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	118,611,645	133,343,468
(b) Intangible Assets	4	7,952,987	9,553,658
(c) Financial Assets		-	
(i) Investments	5	11,090,000	20,090,000
(ii) Others financial assets	6	30,653,228	33,622,483
		-	
2 Current assets			
(a) Inventories	7	207,195,717	187,522,744
(b) Financial Assets		-	
(i) Trade Receivables	8	32,778,737	34,621,575
(ii) Cash and cash equivalents	9	631,103	498,059
(iii) Others current financial assets	10	-	307,161
(c) Other current assets	11	10,591,273	19,728,684
Total Assets		419,504,690	439,287,833
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	12	125,727,200	112,773,510
(b) Other Equity	13	49,321,644	20,697,776
2 Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	114,291,282	122,392,761
(b) Deferred Tax Liability	15	-	-
3 Minority Interest		2,601,000	-
4 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	95,746,882	108,126,987
(ii) Trade payables	17	18,883,346	43,100,460
(iii) Other financial liabilities	18	1,015,000	1,300,000
(b) Other current liabilities	19	1,941,290	29,219,834
(c) Provisions	20	9,977,046	1,676,504
Total Equity and Liabilities		419,504,690	439,287,833

See accompanying notes to the financial statements

0

As per our attached report of even date

For and on behalf of the Board

For C.D. Khakhkar & Co.
Chartered Accountants
F.R. No: 141767W

MR. CHETAN KHAKHKHAR
Proprietor
Membership No: 122647

Place: Valsad
Date: 30/05/2019

Mr. Manoj Shah
Managing Director
DIN: 00017594

Mr. Mayur Shah
Jt. Managing Director
DIN: 00016358

Mr. Mahesh Shah
Jt. Managing Director
DIN: 00017559

Mr. Nagraj Mogaveera
Company Secretary
M. No: A49737

MAXIMAA SYSTEMS LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	For the year ended March 31st 2019	For the year ended March 31st 2018
I Revenue From Operations	21	112,668,023	122,218,416
II Other Income	22	4,859,579	2,038,113
III Total Income (I+II)		117,527,602	124,256,529
IV EXPENSES			
Cost of Material Consumed	23	74,698,540	79,963,631
Changes in inventories of finished goods, stock-in trade and work in progress	24	(17,372,876)	(3,893,966)
Employee benefits expense	25	30,775,601	21,320,717
Finance costs	26	88,144	187,850
Impairment of financial assets	27	-	-
Depreciation, amortization and impairment	3	16,456,153	7,024,728
Other expenses	29	15,244,613	22,300,115
Total Expenses (IV)		119,890,175	126,903,075
V Profit/(loss) before exceptional items and tax (I- IV)		(2,362,573)	(2,646,546)
VI Exceptional Items			
VII Profit/(loss) before tax (V-VI)		(2,362,573)	(2,646,546)
Tax expense:			
VIII (1) Current tax			
(2) Deferred tax		-	-
IX Profit (Loss) for the period from continuing operations (VII-VIII)		(2,362,573)	(2,646,546)
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Unrealised foreign exchange gain/loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
X (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss	23	-	-
Total other comprehensive income		-	-
Total Comprehensive Income for the period (Comprising Profit(Loss) and Other Comprehensive Income for the period) [IX X]		(2,362,573)	(2,646,546)
XII Earnings per equity share			
Basic		-0.04	-0.05
Diluted		(0.04)	(0.05)

See accompanying notes to the financial statements
As per our attached report of even date

For C.D. Khakhkhar & Co.
Chartered Accountants
F.R. No: 141767W

MR. CHETAN KHAKHKHAR
Proprietor
Membership No: 122647

Place: Valsad
Date: 30/05/2019

For and on behalf of the Board

Mr. Manoj Shah Mr. Mayur Shah
Managing Director Jt. Managing Director
DIN: 00017594 DIN: 00016358

Mr. Mahesh Shah Mr. Nagraj Mogaveera
Jt. Managing Director Company Secretary
DIN: 00017559 M. No: A49737

1 Equity Share Capital

Particulars	Amount (Rs.)
Balance as at March 31, 2018	101,872,510
Changes in equity share capital during FY 2017-18	14,830,000
Balance as at March 31, 2019	116,702,510

2 Other Equity

Particulars	Reserves and Surplus			Total
	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as at March 31, 2018	60,919,430	12,180,000	-67,758,963	5,228,188
Profits for the year	46343750		(2,362,573)	43,981,177
Other Comprehensive Income (Net of Tax)				-
Any other change (to be specified)				-
Balance as at March 31, 2019	107,263,180	12,180,000	-70,121,536	49,209,365

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	Equity Share Capital	Other Equity					Total equity attributable to equity holders of the Company
		Reserves & Surplus				Other Comprehensive income	
		Retained earnings	Capital Reserve	Securities Premium	General Reserve		
Balance as of March 31, 2018	101,172,510	(67,758,963)	-	60,919,430	12,180,000	-	15,273,071
Exchange loss / Gain		-	-	-	-	-	-
Deferred Tax	-	-	-	-	-	-	-
Interest	-	-	-	-	-	-	-
Impairment	-	-	-	-	-	-	-
Interest cost	-	-	-	-	-	-	-
Profit for the year	14,830,000	(2,362,573)	-	46,343,750	-	-	58,811,177
Balance as of March 31, 2019	116,002,510	(70,121,536)	-	107,263,180	12,180,000	-	74,084,247

Significant Accounting Policies

Notes on Financial Statements

As per our Report of even date

MAXIMAA SYSTEMS LIMITED
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	For the year ended	For the year ended
	31st March, 2019	31st March, 2018
	Amount	Amount
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before exceptional and tax as Statement Profit & Loss	(2,362,573)	(2,646,546)
<u>Adjusted for :-</u>		
Finance Cost	88,144	187,850
Interest received	-	1,994,030
Impairment of assets		-
Depreciation	16,456,153	7,024,728
Adjustments for pending Foreign Exchange Realisations	-	(117,181)
Loss on sale of Property, Plant and Equipmet		
Operating Profit before Working Capital Changes	14,181,724	6,442,881
<u>Adjusted for:-</u>		
Increase / (Decrease) in Trade Payables	24,217,114	(52,032,694)
(Increase)/Decrease in Inventory	(19,672,972)	(6,943,837)
(Increase)/Decrease in Trade Receivables	1,842,838	30,293,129
(Increase)/Decrease in Other Financial Liabilities	285,000	16,924,817
Adjustment for Increase/Decrease in other current Liabilities	(35,304,430)	(847,801)
Adjustment for Increase/Decrease in Other Current Assets	9,419,097	(11,662,935)
Cash Generated From Operations	(5,031,629)	(17,826,439)
Net Cash used in Operating Activities Before Extraordinary Items	(5,031,629)	(17,826,439)
Less:- Extraordinary Items		
Cash Generated From Operations	(5,031,629)	(17,826,439)
Less:- Taxes Paid		
Net Cash Flow/(used)From Operating Activites	(5,031,629)	(17,826,439)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	15,444	
Proceeds From Sales/written off of Fixed Assets		
Proceeds from Investment or Equity Instruments		
Interest received	-	(456,587)
Net Cash Flow/(used) in Investing Activities	15,444	(456,587)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Procurement of Borrowings	-	14,575,630
Repayment of Borrowings	10,901,947	
Loans and advances given	-	223,976
Loans and advances Received	(5,840,867)	
Repayment of Loans & Advances given	-	
Interest paid	88,144	(1,032,214)
Net Cash Flow/(used) From Financing Activities	5,149,224	13,767,392
Net Increase/(Decrease) in Cash and Cash Equivalent	133,045	(4,515,628)
Opening balance of Cash and Cash Equivalent	498,059	5,013,687
Closing balance of Cash and Cash Equivalent (Including overdraft)	631,104	498,059

See accompanying notes to the financial statements

For and on behalf of the Board

For C.D. Khakhkhar & Co.
Chartered Accountants
F.R. No: 141767W

Mr. Manoj Shah
Managing Director
DIN: 00017594

Mr. Mayur Shah
Jt. Managing Director
DIN: 00016358

MR. CHETAN KHAKHKHAR
Proprietor
Membership No: 122647

Mr. Mahesh Shah
Jt. Managing Director
DIN: 00017559

Mr. Nagraj Mogaveera
Company Secretary
A49737

Place: Valsad
Date: 30/05/2019

MAXIMAA SYSTEMS LIMITED

Consolidated Notes forming part of IND AS financial statement

5 Non current financial asset- Investment

Particulars	As at 31st March 2019	As at 31st March 2018
Trade Investment (Unquoted)		
1 <u>Investment in Equity Instruments</u>		
Investment in Subsidiary (Fully Paid up) :		
Equity Share With Essenza Life Science Ltd	11,090,000	20,090,000
Total	11,090,000	20,090,000

6 Other non-current financial assets

Particulars	As at 31st March 2019	As at 31st March 2018
Security Deposit	8265654	7,611,983
Advance Income Tax & TDS	3399558	10,500
Advance to Bennette Coleman & Co	18988016	26,000,000
MAT Credit Entitelment		
Total	30,653,228	33,622,483

7 Inventories

Particulars	As at 31st March 2019	As at 31st March 2018
Raw Materials	62,845,697	58,514,279
Stock in Process	95,307,490	78,989,600
Finished Goods	49,042,530	50,018,865
Stock in Trade	-	-
Plant and machinery held for sale	-	-
Total	207,195,717	187,522,744

8 Trade Receivables

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured considered good	32,778,737	33,643,861
Others		977,714
Less: ECL Provision		-
Total	32,778,737	34,621,575

9 Cash and cash equivalents

Particulars	As at 31st March 2019	As at 31st March 2018
(a) Balances with bank		
Bank balances	426969.0	160,334
Fixed Deposits	0	
(b) Cash on hand	204134	337,725
Total	631,103	498,059

10 Other current financial assets

Particulars	As at 31st March 2019	As at 31st March 2018
Accrued foreign exchange gain/loss		
Other Current Assets	-	307,161
Total	-	307,161

11 Other current assets

Particulars	As at 31st March 2019	As at 31st March 2018
Advance to employees	63,606	444,501
Prepaid Expenses	-	45,874
Advance to vendors	-	-
Balances with Tax Authorities	52,610	175,662
Advance to related parties	-	18,882,647
Less: ECL Allowance	-	(0)
Other Loans and Advances	10,475,057	180,000
Total	10,591,273	19,728,684

MAXIMAA SYSTEMS LIMITED

Consolidated Notes forming part of IND AS financial statement

12 Share Capital

a The details of Authorised, Issued, Subscribed and paid up capital are as under :-

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
Authorised Share Capital				
Equity Shares of ` . 2/- each fully paid up (P/Y ` . 2/- per share fully paid up)	101,000,000	202,000,000	101,000,000	202,000,000
Issued, Subscribed and Paid up				
Equity Shares of ` . 2/- each fully paid up	58,001,255.00	116,002,510	50,586,255.00	101,172,510.00
Share application money received pending allotment		9,724,690		
	58,001,255	125,727,200		101,172,510

b The Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year is as under :-

Particulars	As at March 31, 2019 Equity Shares		As at March 31, 2018 Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	50,586,255	101,872,510		
Shares Issued during the year	7415000	14830000	50,236,255	101,172,510
Shares bought back during the year	0	0	350,000	700,000
Shares outstanding at the end of the year	58,001,255	116,702,510	-	-
			50,586,255	101,872,510

c. The details of shareholders holding more than 5% equity shares as at reporting date are as under :-

Name of Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% of Holding	No. of Shares held (basis : Face Value of ` 1/- per share)	% of Holding
Manoj Shah	5,810,010	10.02%		
Mayur Shah	4,633,205	7.99%	2,810,010	5.55%
Mahesh Shah	4,801,345	8.28%	4,633,205	9.16%
Malireddy Srinivasulu Reddy	4,253,000	7.33%	4,801,345	9.49%
			4,253,000	8.41%

MAXIMAA SYSTEMS LIMITED
Consolidated Notes forming part of IND AS financial statement
13 Other Equity

Particulars	As at 31st March 2019	As at 31st March 2018
Securities Premium Reserve	-	
Opening balance	60,919,430	49,418,430
additions	46,343,750	11,501,000
transfer	-	
Closing Balance	107,263,180	60,919,430
Capital Reserve	-	
Opening balance	12,180,000	12,180,000
additions		
transfer		
Closing Balance	-	12,180,000
Retained Earnings		
Opening Balance	-67,758,963	-49,779,858
Add: Profit During the year	-2,362,573	-2,621,796
Add: Adjustment	-	
Interest Cost for the year 2015-16	-	
Deferred Tax Expense	-	
Closing Balance	-70,121,536	-52,401,654
Other Comprehensive Income		
Foreign Currency Translation Reserve		
Opening Balance	-	-
Add: During the year	-	-
Closing Balance	-	-
Remeasurment of Defined Benefit Plan	-	
Total	49,321,644	20,697,776

14 Borrowing

Particulars	As at 31st March 2018	As at 31st March 2018
Secured		
Corporate Loan	81875151	77,210,151
Unsecured Loans	6416131	19,182,610
Share Warrants (Wherein number of equitys sh	26000000	26,000,000
Total	114,291,282	122,392,761

A Nature of Security

Nature of Security : Term Loan is secured by exclusive and specific charge on the Land & Building and Plant & Machinery at Dharpur.

Term of Repayment: Repayable in 84 equated monthly installments of Rs. 3,88,751/- from December 2011. Last installment - November 2018. Rate of Interest 15.70% p.a.

B Nature of Security : Term Loan is secured by exclusive and specific charge on the Building at GIDC Gundlav

Nature of Security : Term Loan amounting is secured by exclusive and specific charge on the Plant & Machinery at GIDC Gundlav

C Term of Repayment: Repayable in 72 equated monthly installments of Rs. 5,55,555/- from November 2014 Last installment - october 2020. Rate of Interest 15.70% p.a.

D Nature of Security : Term Loan amounting to Rs.47,94,000/- is secured by Hypothecation over Vehicles in the name of Directors)

E Current maturities of long term borrowing has been shown under "Other Current Liabilities" (refer note no. 8)

15 Deferred Tax Liabilities (Net)

Particulars	As at 31st March 2019	As at 31st March 2018
On account of Fixed Assets	-	-
Total	-	-

16 Short Term Borrowing

Particulars	As at 31st March 2019	As at 31st March 2018
Secured and Unsecured	95746882	108,126,987
Total	95,746,882	108,126,987

A Nature of Security

Credit Facilities are secured by:

(Secure by Hypothecation of Raw Materials, Work In Progress and Finished Goods, Book Debts and personal guarantee of Directors and further secured by first Equitable Mortgage of Land, Building, Plant & Machinery, Machinery Stores, Tools, Fixtures, Furniture, Fitting Acces., Equipments, Electrical

17 Trade Payable

Particulars	As at 31st March 2019	As at 31st March 2018
Trade Payable		
Micro and small medium enterprise		-
Others	18883346	43,100,460
Total Trade payables		
Total	18,883,346	43,100,460

18 Other Current Financial Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Current Maturity of Long Term Borrowing	0	-
Dealers deposit	1015000	1,300,000
Total	1,015,000	1,300,000

19 Other Current Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Advance from Customers	0	19,085,915
Advance from directors	0	4,370,131
Duties & Taxes Payable	1316822	991,400
Sundry creditors for advertisement & others	0	-
Other liability	624468	4,772,388
Total	1,941,290	29,219,834

20 Provision

Particulars	As at 31st March 2019	As at 31st March 2018
Provision for employee benefits:		
Provision for Gratuity	972567	1,676,504
Salary & Wages Payable	5192122	
Contribution to PF	71034	
Professional Tax Payable	0	
Insurance Deduction	0	
Other provisions	3741323	
Total	9,977,046	1,676,504

MAXIMAA SYSTEMS LIMITED
Consolidated Notes forming part of IND AS financial statement
21 Revenue from Operations

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Sale of Products		
Sale of manufactured products	109,670,146	109,449,152
Sale of traded products	1,118,710	300
Sale of services	1,879,167	12,768,964
Other operating revenue		-
Total	112,668,023	122,218,416

22 Other Income

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Commission	-	-
Interest Income	-	-
Foreign Exchange Gain (Net)	-	-117,181
Sundry Balances Written Back	2,685,850	2,057,711
Discount Received	-	50,323
Other income	2,173,729	47,260
Total	4,859,579	2,038,113

23 Cost of Raw Material Consumed

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Opening Stock of Raw materia/ Material in process	61,855,580	57,483,524
Add: Purchases	75,688,657	80,994,386
	137,544,237	138,477,910
Less:		
Closing Stock of Raw material/ Material in process	62,845,697	58,514,279
Total	74,698,540	79,963,631

24 Changes in Inventories of finished goods, stock-in-trade and work in progress

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Opening Stock of Finished Goods, stock in trade and work-in-progress	126,977,144	123,095,383
Add: Purchase		2,019,116
	126,977,144	125,114,499
Less:		
Closing Stock of Finished Goods, stock in trade and work-in-progress	144,350,020	129,008,465
Total	-17,372,876	-3,893,966

25 Employee Benefit Expenses

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Salaries, Bonus and Wages etc.	26,049,519	17,824,672
Contribution to provident/ pension & other funds	664,800	156,482
Staff welfare expenses	280,947	255,366
Directors remuneration	3,459,960	2,520,000
Conveyance	-	415
Bonus	320,375	101,685
Gratuity	-	462,097
Total	30,775,601	21,320,717

26 Finance Cost

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest charges	88,144	187,850
Interest Charge on Unsecured Loan	-	-
Total	88,144	187,850

27 Impairment of financial assets

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Impairment of subsidiary and associate	-	-

28 Other Comprehensive Income

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Unrealised foreign exchange gain/loss	-	-

29 Other expenses

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Manufacturing Expenses		
Processing Charges	-	-
Freight & Carriage Expenses	870,000	958,117
Information Technology Service Expenses	-	2,043,049
Other Factory Expenses	3,790,725	3,039,745
Packing Expenses	3,702	676,623
Power & Fuel	1,070,357	2,375,739
Repairs And Maintenance - Factory Building	73,938	38,440
Repairs And Maintenance - Plant & Machinery	-	-
Administrative & Selling Expenses		
Advertising expense	66,062	125,553
Audit fees	35,000	-
Bank charges	29,835	91,055
Commission & Brokerage	-	373,291
Custody and RTA charges	274,267	216,844
Electricity Expense	250,250	370,468
Rates and Taxes	435,365	1,167,011
Insurance	-	143,584
Travelling and Conveyance	-	-
Legal and Professional	1,067,484	882,221
Listing fees	405,000	430,000
Misc. Expenses	542,857	1,842,115
Sundry Dr Bal W/Off	1,172,809	561,377
Postage & Couries Expenses	69,818	131,419
Printing & Stationery Expenses	251260	217,363
Rent/Office expense	76500	918,983
		90,412
Repairs & Maintenance - Others	471799	-
Selling & Distribution/ Business Promotion Expenses	990143	2,079,337
Telephone & Mobile Expenses	123223	257,641
Travelling & Conveyance Expenses	2640029	2,860,434
		409,294
Vehicle Expenses/Tempo expense	534190	-
Total	15,244,613	22,300,115

MAXIMAA SYSTEMS LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2019

25 Income tax expenses relating to continuing operations (Ind AS 12)

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
(a) Tax expenses		
Current tax		
in respect of current year	-	-
in respect of earlier years		
Deferred tax		
in respect of current year	-	-
Total tax expenses	-	-

(b) The income tax expenses for the year can be reconciled to accounting profit as follows:

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Profit before tax from continuing operations	(2,646,546.10)	(21,047,886.18)
Income tax expenses calculated at 30.9%	-	-
Tax on others	-	-
Total income tax expenses recognised for the year relating to continuing operations (current and deferred)	-	-

26 Related party disclosure (Ind AS 24)
(a) List of related parties where control exists:

Name	Principal place of business	Shareholding and voting power(in%)	
		As at March 31, 2019	As at March 31, 2018
Subsidiary company:			
Proyurveda Lifesciences Pvt Limited	Mumbai	77.58	77.58

(b) List of other related parties with whom there were transactions:

Parties	Relationship
Mr. Manoj Shah- Managing Director	Key Managerial Personnel
Mr. Mayur Shah- Joint Managing Director	Key Managerial Personnel
Mr. Mahesh Shah- Joint Managing Director	Key Managerial Personnel
Mr. Viral Chitalia- Independent Director	Key Managerial Personnel
Mr. Samirkumar Mapara - Independent Director	Key Managerial Personnel
Dr. Pratichi Mavani- Women Director	Key Managerial Personnel

(c) List of other related parties

Parties	Relationship
Mr.Kunal Shah	Relative of Key Managerial Personnel
Mr.Manan Shah	Relative of Key Managerial Personnel
Manoj B Shah HUF	Concern in which director is interested
Mayur B Shah HUF	Concern in which director is interested
Mahesh B Shah HUF	Concern in which director is interested

(A) The following transactions were carried out with related parties:

Nature of transaction	Nature of relationship	Year ended March 31, 2019	Year ended March 31, 2018
Directors remuneration	KMP	2,520,000.00	1,200,000.00
Salary	Relatives of KMP	2,732,000.00	1,200,000.00

(B) Outstanding balances:

Nature of transaction	Nature of relationship	As at March 31, 2019	As at March 31, 2018
Salary Payable	KMP and relatives of KMP	2,030,522.00	683,303.00
Sundry debtors	Enterprises owned by directors or major shareholders where control exist	-	-
Security deposit given	Key managerial personnel	-	-
Share application money received	Enterprises owned by directors or major shareholders where control exist	-	-
Unsecured loans accepted	KMP and relatives of KMP	-	9,891,000.00

(C) Compensation of key managerial personnel of the Company:

Nature of transaction	As at March 31, 2019	As at March 31, 2018
Short term employee benefits	2,520,000.00	3,203,303.00
Other long term benefits	-	-
Share based payments	-	-

27 Earning per share (EPS) (Ind AS 33)

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Basic and dilutive earning per share		
From continuing operations	(0.04)	(0.05)

Footnote:

The earnings and weighted average no. of equity shares used in the calculation of basic and dilutive earning per shares are as follows:

(a) Profit/loss for the year from continuing operations	(2,362,573.36)	(2,646,546.10)
(b) Weighted average no. of equity shares used in the calculation of basic and diluted earning per share from continuing operations	58001255	50,586,255.00

MAXIMAA SYSTEMS LIMITED

Notes on Consolidated Financial Statements for the year ended March 31, 2019

Note 28: Fair Value Measurement
Financial instruments by category

(Amount in ₹)

Particulars	March 31, 2019			March 31, 2018		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments						
- in Equity Instruments	2,090,000	-	-	2,090,000	-	-
Trade Receivables	-	-	32778737	-	-	34,621,575
Cash & Cash Equivalents	-	-	631103	-	-	498,059
Other Bank Balances	-	-	-	-	-	-
Loans	-	-	-	-	-	-
Other Financial Assets	-	-	-	-	-	-
Total financial assets	2,090,000	-	33,409,840	2,090,000	-	35,119,634
Financial liabilities						
Borrowings	-	-	210038164	-	-	230,519,748
Trade Payables	-	-	18883346	-	-	43,100,460
Other financial liabilities	-	-	1015000	-	-	1,300,000
Total financial liabilities	-	-	229,936,510	-	-	274,920,208

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

	(Amount in ₹)			
Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2018	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Equity Instruments	-	-	2,090,000	2,090,000
Trade Receivables	-	-	32,778,737	32,778,737
Cash & Cash Equivalents	-	-	631,103	631,103
Other Bank Balances	-	-	-	-
Loans	-	-	-	-
Other Financial Assets	-	-	-	-
Total financial assets	-	-	35,499,840	35,499,840
Financial liabilities				
Borrowings	-	-	210,038,164	210,038,164
Trade Payables	-	-	18,883,346	18,883,346
Other financial liabilities	-	-	1,015,000	1,015,000
Total financial liabilities	-	-	229,936,510	229,936,510

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

Note 28: Fair Value Measurement (Contd.)

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. Considering that all significant inputs required to fair value such instruments are observable, these are included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation technique used to determine fair value

The fair value of financial instrument is determined using discounted cash flow analysis.

For Assets and liabilities not discounted:

The carrying amounts of trade receivables, loans, cash and bank balances, trade payable and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For assets and liabilities discounted:

The fair values for Unbilled revenue were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

MITED
 IND AS financial statement

d Equipment

roperty, Plant and Equipment are as follows:

	Lease Hold Land	Land Development	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipment	Computers	Total
(Amount in `)									
Carrying amount)									
	193,175	242,069	54,030,253	101,480,449	4,986,878	9,268,071	4,300,145	4,157,375	178,658,415
	-	-	-	3,750	-	-	-	11,694	15,444
	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
	193,175	242,069	54,030,253	101,484,199	4,986,878	9,268,071	4,300,145	4,169,069	178,673,859
Salvment									
	-	-	9,389,028	23,523,002	2,042,587	4,986,514	2,750,115	2,515,486	45,206,732
	-	-	3241118	10291092	16714	914100	366313	26145	14,855,482
	-	-	-	-	-	-	-	-	-
	-	-	12,630,146	33,814,094	2,059,301	5,900,614	3,116,428	2,541,631	60,062,214
	193,175	242,069	41,400,107	67,670,105	2,927,577	3,367,457	1,183,717	1,627,438	118,611,645
	193,175	242,069	44,631,225	77,957,447	2,944,291	4,182,779	1,550,030	1,641,889	133,342,905

4 Intangible Assets

Cost/ Valuation	Formulation & Patents	Total
1. Deemed cost (gross carrying amount)		
At 31 March 2018	22,866,728	22,866,728
Additions	-	-
Impairment	-	-
Other	-	-
At 31 March 2019	22,866,728	22,866,728
Depreciation and impairment	Formulation & Patents	Total
At 31 March 2018	13,313,070	13,313,070
Impairment	1,600,670	1,600,670
Disposal	-	-
At 31 March 2019	14,913,740	14,913,740
Net Carrying Amount	Formulation & Patents	Total
At 31 March 2019	7,952,988	7,952,988
At 31 March 2018	9,553,658	9,553,658

Note 1: Company Overview and Significant Accounting Policies**Company Overview:**

Maxima Systems Limited (“the Company”) is a public Company, limited by shares, incorporated and domiciled in India under the provisions of Companies Act applicable in India with its registered office in Valsad District of Gujarat. Its equity shares are listed on the Bombay Stock Exchange (BSE) in India. The core strength of the company is, its specific expertise in designing, manufacturing and installing.

Significant Accounting Policies:**(a) Statement of Compliance:**

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, the relevant provisions of the Companies Act, 2013 (“the Act”) and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The financial statements for the year ended March 31, 2019 are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. Accordingly, the Company has prepared an Opening Ind AS Balance Sheet as on April 1, 2016 and comparative figures for the year ended March 31, 2017 are also in compliance with Ind AS. An explanation of how the transition to Ind AS has effected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 55.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting.

(b) Basis of Preparation and Presentation:**Basis of Preparation:**

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- (i)** Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- (ii)** Assets held for sale — measured at the lower of its carrying amount and fair value less costs to sell; and
- (iii)** Employee Benefit Plans based on liability incurred by the company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Functional and Presentation Currency:

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Classification of Assets and Liabilities into Current / Non-Current:

The Company has ascertained its operating cycle as twelve months for the purpose of Current / Non-Current classification of its Assets and Liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

- (i) It is expected to be realized, or is intended to be sold or consumed, in the normal operating cycle; or
- (ii) It is held primarily for the purpose of trading; or
- (iii) It is expected to realize the asset within twelve months after the reporting period; or
- (iv) The asset is a 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 period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

- (i) It is expected to be settled in the normal operating cycle; or
- (ii) It is held primarily for the purpose of trading; or
- (iii) It is due to be settled within twelve months after the reporting period; or
- (iv) The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

(c) Property, Plant and Equipment (PPE):

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 - Property, Plant and Equipment.

(d) Depreciation:

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions / disposals is provided on a pro-rata basis up to the month preceding the month of deduction / disposal.

(e) Intangible Assets and Amortization:

- **Internally generated Intangible Assets: (Research and Development expenditure):**

Expenditure pertaining to research is expensed as incurred. Expenditure incurred on development is capitalized if such expenditure leads to creation of an asset, otherwise such expenditure is charged to the Statement of Profit and Loss.

- **Intangible Assets acquired separately:**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment, if any. The Company determines the amortization period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortization method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

- Class of intangible assets and their estimated useful lives are as under:

Over the period of the relevant agreement such that the cumulative amortization is not less than the cumulative rebate availed by the Company.

(f) Non-current assets (or disposal groups) classified as held for disposal:

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as “Asset held for disposal” the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line “Assets held for disposal”. Once classified as held for disposal, intangible assets and PPE are no longer amortized or depreciated.

(g) Impairment of Non-Financial Assets:

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(h) Inventories:

Inventories are valued as follows:

- **Raw materials, fuel, stores & spare parts and packing materials:** Valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.
- **Work-in- progress (WIP), finished goods, stock-in-trade and trial run inventories:** Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.
- **Waste / Scrap:** Waste / Scrap inventory is valued at NRV. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(i) Borrowing Costs:

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing cost includes interest expense, amortization of discounts, hedge related cost incurred in connection with foreign currency borrowings, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

(j) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

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

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

(k) Revenue Recognition:

- Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, volume rebates, outgoing sales taxes and are recognized when all significant risks and rewards of ownership of the goods sold are transferred.
- Dividend income is accounted for when the right to receive the income is established.

Difference between the sale price and carrying value of investment is recognized as profit or loss on sale / redemption on investment on trade date of transaction.

(l) Employee benefits:

Short-term, long term and other employee benefits are accounted for as and when the liability arises. No actuarial valuation has been carried out during or at the end of the Financial Year.

The Company contributes towards Provident Fund and Family Pension Fund, which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution as required.

Gratuity liability as on 31st March, 2019 has been recognized in Balance Sheet. No provision is made for leave encashment.

(m) Income Taxes:

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the Statement of Profit and Loss. MAT Credits are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence it is grouped with Deferred Tax Asset.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

(n) Earnings per Share:

The basic Earnings per Share (“EPS”) is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(o) Foreign Currency transactions:

In preparing the financial statements of the Company, transactions in currencies other than the Company’s functional currency (i.e. foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

Exchange differences on monetary items are recognized in the Statement of Profit and Loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences relating to qualifying effective cash flow hedges and qualifying net investment hedges in foreign operations.

(p) Investment in Subsidiaries, Associates and Joint Ventures:

The Company's investment in its Subsidiary and Associates are carried at cost.

(q) Financial Instruments:

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortized Cost:

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

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets. Classification and Subsequent Measurement: Financial liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL: Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognizes a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 — Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

On de-recognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

Cash and cash equivalents:

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

Financial liabilities and equity instruments: Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

- **Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognized at the proceeds received.

Key assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Useful Lives of Property, Plant & Equipment:

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

(ii) Fair value measurement of financial instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

**Independent Auditor's Report on the Consolidated
Financial Statements**

To,
The Members,
MAXIMAA SYSTEMS LIMITED

Report on the Consolidated Financial Statements:

Opinion:

We have audited the accompanying consolidated financial statements of **MAXIMAA SYSTEMS LIMITED (hereinafter referred to as "the Holding Company")** and its subsidiary **PROYURVEDA LIFESCIENCE PRIVATE LIMITED (the Holding Company and its subsidiary together referred to as "the Group")** comprising of the Consolidated Balance Sheet as at **March 31, 2019**, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity, the Consolidated Cash Flow Statement for the year then ended, Notes to Consolidated Financial Statements and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements:

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the Indian Accounting Standards (Ind-AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10)

of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated 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 Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind-AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, and its consolidated profit, consolidated total comprehensive income, consolidated statement of changes in equity and its consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

As required by Section 143(3) of the Act, based on our audit, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Act.
- (e) on the basis of the written representations received from the Directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company and its subsidiary company incorporated in India and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the

operating effectiveness of such controls, refer to our separate Report in “Annexure A” which is based on the auditor’s reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for the reasons stated therein.

- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

In our opinion and according to the information and explanations given to us and based on the report of the statutory auditor of such subsidiary company incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary company incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary company incorporated in India is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For and on behalf of,
C. D. Khakhkhar & Co.
Chartered Accountants
Firm’s Registration No: 141767W

Sd/-

Mr. Chetan D. Khakhkhar
Proprietor
Membership number: 122647
Place: Vapi
Date: 30.05.2019

“Annexure A” to the Independent Auditors’ Report – 31st March, 2019.

Referred to in paragraph under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date on the consolidated financial statements of **Maximaa Systems Limited**.

Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion:

In conjunction with our audit of the consolidated financial statements of **Maximaa Systems Limited ("the Holding Company")** as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company incorporated in India (the Holding Company and its subsidiary company incorporated in India together referred to as the "Group"), as of that date.

In our opinion, the Holding Company and such subsidiary companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March, 2019, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls:

The respective company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. 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 the respective 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 Act.

Auditors' Responsibility:

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial Statements. 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 with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Consolidated financial statements:

A company's internal financial control with reference to financial statements 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 reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of 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 with reference to consolidated financial statements:

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For and on behalf of,
C. D. Khakhkhar & Co.
Chartered Accountants
Firm's Registration No: 141767W**

Sd/-

**Mr. Chetan D. Khakhkhar
Proprietor
Membership number: 1226**

Place: Valsad
Date: 30.05.2019

Note 1: Company Overview and Significant Accounting Policies

Company Overview:

Maxima Systems Limited (“the Company”) is a public Company, limited by shares, incorporated and domiciled in India under the provisions of Companies Act applicable in India with its registered office in Valsad District of Gujarat. Its equity shares are listed on the Bombay Stock Exchange (BSE) in India. The core strength of the company is, its specific expertise in designing, manufacturing and installing.

Significant Accounting Policies:**(n) Statement of Compliance:**

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, the relevant provisions of the Companies Act, 2013 (“the Act”) and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The financial statements for the year ended March 31, 2019 are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. Accordingly, the Company has prepared an Opening Ind AS Balance Sheet as on April 1, 2016 and comparative figures for the year ended March 31, 2017 are also in compliance with Ind AS. An explanation of how the transition to Ind AS has effected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 55.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting.

(o) Basis of Preparation and Presentation:**Basis of Preparation:**

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- (iii)** Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- (iv)** Assets held for sale — measured at the lower of its carrying amount and fair value less costs to sell; and
- (v)** Employee Benefit Plans based on liability incurred by the company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics

of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Functional and Presentation Currency:

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Classification of Assets and Liabilities into Current/Non-Current:

The Company has ascertained its operating cycle as twelve months for the purpose of Current/ Non-Current classification of its Assets and Liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

- (vi) It is expected to be realized, or is intended to be sold or consumed, in the normal operating cycle; or
- (vii) It is held primarily for the purpose of trading; or
- (viii) It is expected to realize the asset within twelve months after the reporting period; or
- (ix) The asset is a 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 period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

- (x) It is expected to be settled in the normal operating cycle; or
- (xi) It is held primarily for the purpose of trading; or
- (xii) It is due to be settled within twelve months after the reporting period; or
- (xiii) The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

(p) Property, Plant and Equipment (PPE):

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 - Property, Plant and Equipment.

(q) Depreciation:

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the month preceding the month of deduction/disposal.

(r) Intangible Assets and Amortization:

- **Internally generated Intangible Assets: (Research and Development expenditure):**

Expenditure pertaining to research is expensed as incurred. Expenditure incurred on development is capitalized if such expenditure leads to creation of an asset, otherwise such expenditure is charged to the Statement of Profit and Loss.

- **Intangible Assets acquired separately:**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment, if any. The Company determines the amortization period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortization method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

- Class of intangible assets and their estimated useful lives are as under:

Over the period of the relevant agreement such that the cumulative amortization is not less than the cumulative rebate availed by the Company.

(s) Non-current assets (or disposal groups) classified as held for disposal:

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as “Asset held for disposal” the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line “Assets held for disposal”. Once classified as held for disposal, intangible assets and PPE are no longer amortized or depreciated.

(t) Impairment of Non-Financial Assets:

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual

asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(u) Inventories:

Inventories are valued as follows:

- **Raw materials, fuel, stores & spare parts and packing materials:** Valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.
- **Work-in- progress (WIP), finished goods, stock-in-trade and trial run inventories:** Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.
- **Waste / Scrap:** Waste / Scrap inventory is valued at NRV. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(v) Borrowing Costs:

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing cost includes interest expense, amortization of discounts, hedge related cost incurred in connection with foreign currency borrowings, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

(w) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

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

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

(x) Revenue Recognition:

- Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, volume rebates, outgoing sales taxes and are recognized when all significant risks and rewards of ownership of the goods sold are transferred.
- Dividend income is accounted for when the right to receive the income is established.
- Difference between the sale price and carrying value of investment is recognized as profit or loss on sale / redemption on investment on trade date of transaction.

(y) Employee benefits:

Short-term, long term and other employee benefits are accounted for as and when the liability arises. No actuarial valuation has been carried out during or at the end of the Financial Year.

The Company contributes towards Provident Fund and Family Pension Fund, which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution as required. Gratuity liability as on 31st March, 2019 has been recognized in Balance Sheet. No provision is made for leave encashment.

(z) Income Taxes:

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the Statement of Profit and Loss. MAT Credits are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence it is grouped with Deferred Tax Asset.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

(n) Earnings Per Share:

The basic Earnings Per Share (“EPS”) is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(o) Foreign Currency transactions:

In preparing the financial statements of the Company, transactions in currencies other than the Company’s functional currency (i.e. foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

Exchange differences on monetary items are recognized in the Statement of Profit and Loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences relating to qualifying effective cash flow hedges and qualifying net investment hedges in foreign operations.

(p) Financial Instruments:

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortized Cost:

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

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets. Classification and Subsequent Measurement: Financial liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL: Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognizes a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 — Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

On de-recognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The

difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset. A cumulative

gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

(q) Cash and cash equivalents:

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

(r) Financial liabilities and equity instruments:

- **Classification as debt or equity:**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

- **Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognized at the proceeds received.

Key assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(xiv) Useful Lives of Property, Plant & Equipment: The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

(xv) Fair value measurement of financial instruments: When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

CEO / CFO CERTIFICATION

To,
The Board of Directors,

Maximaa Systems Limited

We, the undersigned, in our respective capacities as Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company hereby certify that, to the best of our knowledge and belief:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2019 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement 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 affairs and are in compliance with existing accounting standards and Ind-AS, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls and evaluating the effectiveness of the same for financial reporting for the financial year ended March 31, 2019 and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the financial year;
 - ii. significant changes, if any, in the accounting policies during the said financial 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 the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Mr. Manoj Shah
CEO & Managing Director
DIN: 00017594

Place: Valsad

Date: 30.05.2019

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No.17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request the Members to furnish the following details for updation of Register of Members and enable the Company to send all communication to them through electronic mode:

Folio No:

Name of the Shareholder:

Father's/Mother's/Spouse's Name:

Address (Registered Office Address in case the Member is a Body Corporate):

E-mail Id:

PAN or CIN:

UIN (Aadhar Number):

Occupation:

Residential Status:

Nationality:

In case member is a minor, name of the guardian:

Date of birth of the Member:

Note: Members holding shares in DEMAT mode may furnish these details to their respective DPs.

Place:

Date:

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the **Registrar & Share Transfer Agent** of the Company viz "**Purva Sharegistry (India) Private Limited**, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400011, Maharashtra, India.

The E-mail ID provided shall be updated subject to successful verification of Members' signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

For Maximaa Systems Limited

Nagraj Mogaveera

Company Secretary & Compliance Officer

MAXIMAA SYSTEMS LIMITED

CIN: L27100GJ1990PLC014129

Regd. Off: B-1, Yash Kamal, Tithal Road, Valsad-396 001, Gujarat (INDIA)

ATTENDANCE SLIP**29th Annual General Meeting on 30th September, 2019****[Please fill the Attendance Slip and hand over at the Entrance of the Meeting Hall]**

Name and address of shareholder(s)	
Regd. Folio No. / DP ID & Client ID	
Joint Holder 1	
Joint Holder 2	
No. of share(s) held	

I/We hereby record my/our presence at the **29th Annual General Meeting** of the **MAXIMAA SYSTEMS LIMITED** to be held on **Monday, 30th September, 2019**, at **10:00 a.m.** at the Registered Office of the Company at B-1, Yash Kamal, Tithal Road, Valsad - 396 001, Gujarat, India.

(Signature of Member / Proxy / Representative)

Note:

1. Please fill and sign this Attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
2. Please read the instructions given for E-Voting in the Notice of AGM. E-Voting period starts from **Friday, 27th September, 2019 (09.00 a.m.)** and end on **Sunday, 29th September, 2019 (5.00 PM)**.
3. The E-Voting Module shall be disabled by NSDL for E-Voting thereafter.

MAXIMAA SYSTEMS LIMITED**L27100GJ1990PLC014129****Regd. Office: B-1, Yashkamal, Tithal Road, Valsad – 396001, Gujarat (INDIA)****Email: cs@maximaasystems.com, Tel: 022-62438100 / 8124****PROXY FORM – Form MGT-11**

**(Pursuant to section 105(6) of the Companies Act, 2013 and
rules 19 (3) of the Companies
(Management and administration) Rules 2014)**

CIN : L27100GJ1990PLC014129
 Name of the Company : MAXIMAA SYSTEMS LIMITED
 Registered Office : B-1, Yash Kamal, Tithal Road, Valsad – 396001, Gujarat.

Name of the Member (s) / Joint Holder (s)	
Registered Address	
Email Id	
Folio No / DP Id & Client Id	

I / We, being a Member (s) of _____ shares of **Maximaa Systems Limited**, hereby appoint:-

1. _____ of _____ having Email Id _____ or falling him
2. _____ of _____ having Email Id _____ or falling him
3. _____ of _____ having Email Id _____ or falling him

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **29th Annual General Meeting** of the Company, to be held on **Monday, 30th September, 2019 at 10.00 A.M.** at B-1, Yash Kamal, Tithal Road, Valsad 396001, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolutions	Favour	Against
Ordinary Business:		
1. Adoption of Audited Standalone Financial Statements for the year ended 31st March 2019 , and the Directors' and Auditors' Reports thereon.		
2. Adoption of Audited Consolidated Financial Statements for the year ended 31st March 2019 , and Auditors' Reports thereon.		
3. Re-appointment of Mr. Manoj Shah (holding DIN 00017594), who is liable to retires by rotation.		
Special Business:		
4. Re-Appointment of Mr. Viral Chitalia (DIN: 02174156) as a Non-Executive Independent Director of the Company.		
5. Re-Appointment of Mr. Samirkumar Mapara (DIN: 02771006) as a Non-Executive Independent Director of the Company.		

Signed this _____ day of _____ 2018.

Signature of Shareholder: _____

Signature of Proxy Shareholder(s): _____

Affix Revenue Stamp

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

PURVA SHAREGISTRY (I) PVT. LTD.

(SEBI Regn. INR000001112, Category 1 Registrars to IPO & Share Transfer Agents)

CIN No. U67120MH1993PTC074079

Office Address: 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011

Email: purvakyc18@gmail.com Website: www.purvashare.com Tel. No.: 23016761 / 8261

Ref. No. PURVA/PREMIERCAP/01/18-19

Register/Speed Post

Date:

To,

Dear Shareholders,

MAXIMAA SYSTEMS LIMITED

ISIN: INE161B01036

The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated submission of Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form. Further, SEBI has given a notification on June 8th, 2018 stating that **physical transfer of shares will be allowed until December 4th, 2018** vide Circular No. SEBI/LAD/NRO/GN/2018/24. Hence, kindly send your shares for transfer before December 4th, 2018 or demat your shares with your Depository Participant at any time after updating your KYC information with us. Kindly submit the following details and documents to the address mentioned below within 21 days of receipt of this communication. **As per our records, your folio needs to be updated with the PAN / Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.**

I/We hereby, declare that the particulars given below are correct and complete and undertake to inform the Company of any subsequent change(s) in the above particulars.

Registered Folio No.:												
Mobile No.												
Email Id												
Name of the first/sole shareholder												
Address:												
IFSC Code												
Bank Name of First Holder												
Branch												
Bank Account Number												
Account Type (Please tick the option) (√)	Saving			Current			Cash Credit			Others		
MICR No.												
Name	PAN No.						Signature					
1.												
2.												
3.												

Note:

1. Please fill in the information in CAPITAL LETTERS and ENGLISH ONLY.
2. Kindly enclose:-
 - a. Copy of Self attested Pan Cards of all the shareholder(s)
 - b. Copy of address proof of First Holder (Preferably Aadhar Card)
 - c. Copy of cancelled cheque of First Holder
 - d. In case of updation / change of signature, please provide the signature attested by bank manager with his name, employee code no., address of the bank and bank seal.

Purva Sharegistry (India) Pvt. Ltd (Unit –LIMITED - INE)
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg,
Near Lodha Excelus, Lower Parel East, Mumbai – 400 011, Maharashtra.

BOOK POST

If undelivered please return to:

MAXIMAA SYSTEMS LIMITED

115, B WING, WESTERN EDGE – 2, WESTERN EXPRESS
HIGHWAY, BORIVALI (EAST), MUMBAI – 400066,
MAHARASHTRA (INDIA)

PH: 022- 6243 8100 / 8122 / 8124 / 8125