

HEADS UP VENTURES LIMITED

(Formerly known as The Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, MIDC, Tarapur Industrial Area, Boisar, Dist : Palghar - 401506

19th August, 2022

To,
BSE Limited,
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, Plot No. C-1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir/ Madam,

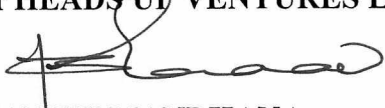
Sub: Submission of Annual Report 2021-22 pursuant to regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: BSE- 540210; NSE - HEADSUP

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of the Annual Report 2021-22 along with Notice of the 11th Annual General Meeting of the Company to be held on Thursday, 15th September, 2022.

Kindly take the above on your records and oblige.

Yours faithfully,
for **HEADS UP VENTURES LIMITED**


MANISH MANDHANA
(Chief Executive Officer)



Encl: As above

Heads UP Ventures Limited

(Formerly known as The Mandhana Retail Ventures Limited)

ANNUAL REPORT 2021-22

CONTENTS

	Page Nos.
CORPORATE OVERVIEW	
Corporate Information	01
STATUTORY REPORTS	
Directors' Report	02
Management Discussion and Analysis	15
Corporate Governance Report	17
FINANCIAL STATEMENTS	
Independent Auditors' Report	35
Balance Sheet	42
Statement of Profit and Loss	43
Statement of Cash Flows	44
Notes to the Financial Statements	45

Cautionary Statement:

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

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. M.V.P. Hanumantha Rao
Non-executive and Independent Director

Mr. Mitesh Shah
Non-executive and Independent Director

Mr. Pravin Navandar[§]
Non-executive and Independent Director

Mr. N. Venkateshwar Rao[§]
Non-executive and Independent Director

Mrs. Sangeeta Mandhana
Managing Director

Mr. Priyavrat Mandhana
Executive Director

Mr. Pradip Dubhashi[#]
Non-executive and Independent Chairman

Mr. Ramnath Pradeep[#]
Non-executive and Independent Director

BOARD COMMITTEES

Audit Committee

Mr. Pravin Navandar - Chairman
(appointed as Member on 17th August, 2021 and
appointed as Chairman on 4th February, 2022)

Mr. Mitesh Shah - Member
(Chairman up to 27th January, 2022)

Mr. M.V.P. Hanumantha Rao[§] - Member

Mr. Priyavrat Mandhana - Member

Mr. Pradip Dubhashi[#] - Member

Mr. Ramnath Pradeep[#] - Chairman

Nomination & Remuneration Committee

Mr. M.V.P. Hanumantha Rao[§] - Chairman

Mr. Pravin Navandar[§] - Member

Mr. N. Venkateshwar Rao[§] - Member

Mr. Pradip Dubhashi[#] - Member

Mr. Ramnath Pradeep[#] - Chairman

Stakeholders Relationship Committee

Mr. N. Venkateshwar Rao[§] - Chairman

Mrs. Sangeeta Mandhana - Member

Mr. Priyavrat Mandhana - Member

Mr. Ramnath Pradeep[#] - Chairman

Corporate Social Responsibility Committee

Mr. Mitesh Shah[§] - Chairman

Mr. M.V.P. Hanumantha Rao[§] - Member

Mrs. Sangeeta Mandhana - Member

Mr. Pradip Dubhashi[#] - Chairman

Mr. Ramnath Pradeep[#] - Member

Risk Management Committee

Mr. Pravin Navandar[§] - Chairman

Mr. Mitesh Shah[§] - Member

Mr. M.V.P. Hanumantha Rao[§] - Member

Mr. N. Venkateshwar Rao[§] - Member

Mr. Priyavrat Mandhana[§] - Member

Mr. Pradip Dubhashi[#] - Chairman

Mr. Ramnath Pradeep[#] - Member

Management Committee

Mrs. Sangeeta Mandhana[§] - Chairperson
(Member upto 16th August, 2021)

Mr. Priyavrat Mandhana[§] - Member
(Chairman upto 16th August, 2021)

Mr. Mitesh Shah - Member

KEY MANAGERIAL PERSONNEL

Mrs. Sangeeta Mandhana
Managing Director

Mr. Manish Mandhana
Chief Executive Officer

Mr. Vishal Parikh
Chief Financial Officer
(From 20th August, 2021)

Mr. Virendra Varma
Company Secretary
(up to 30th May, 2022)

Ms. Aishwarya Gupta
Company Secretary
(from 31st May, 2022)

STATUTORY AUDITORS

M/s. Ram Agarwal & Associates
Chartered Accountants

INTERNAL AUDITORS

M/s. MJPT & Co. LLP
Chartered Accountants
(From 28th October, 2021)

SOLICITORS

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

SECRETARIAL AUDITOR

Mr. Nitin R. Joshi
Practicing Company Secretary

BANKERS

ICICI Bank Limited

Corporation Bank

State Bank of India

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited
(Unit: Heads UP Ventures Limited)
C-101, 247 Park,
LBS Marg, Vikhroli (W),
Mumbai - 400 083
Tel: 91-22-49186000
Fax: 91-22-49186060
E-mail: mumbai@linkintime.co.in

Registered Office

Plot No. E-132, M.I.D.C.,
Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506
Tel: 91- 2525- 605706/272426

Corporate Office

209, Peninsula Centre,
Dr. S. S. Rao Road,
Parel, Mumbai - 400 012
Tel: 91-22-4353 9790
E-mail: cs@tmrvl.com
Website: www.mrvlindia.com

[§] From 17th August, 2021

[#] Upto 21st June, 2021

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 11th Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2022.

1. FINANCIAL HIGHLIGHTS

(₹ in Lakh)

Particulars	2021-2022	2020-2021
Total Turnover	97.31	44.15
Other Income	154.33	512.61
Profit Before Interest, Depreciation and Taxation	(483.90)	(253.80)
Less: 1. Interest	48.03	20.05
2. Depreciation	4.13	5.04
Profit Before Taxation	(536.06)	(278.89)
Less: Provision for Taxation	-	-
Current Tax	-	-
Deferred Tax	-	-
Net Profit for the Year	(536.06)	(278.89)
Less: Income Tax paid for earlier year	-	-
Profit after Taxation		
Add : Other Comprehensive Income for the Year	(1.03)	(7.69)
Total Comprehensive Income for the year	(537.08)	(286.58)
Less: Transfer to General Reserve	-	-
Balance carried forward	(537.08)	(286.58)

Note: Figures in brackets represent negative number.

2. COMPANY PERFORMANCE AND BUSINESS OVERVIEW

A detailed discussion of operations for the year ended 31st March, 2022 is provided in the Management Discussion and Analysis Report, which is presented in a separate section forming part of this Annual Report.

3. CHANGE IN NAME AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

As a part of corporate rebranding activity and to revamp and more suitably reflect the Company's persona, name of the Company was changed from "The Mandhana Retail Ventures Limited" to "Heads UP Ventures Limited". A fresh Certificate of Incorporation pursuant to the change of name of the Company was issued by the Registrar of Companies, Mumbai on 11th May, 2022. Accordingly, Memorandum of Association and Articles of Association have also been changed to the extent of change in name of the Company.

4. DIVIDEND

In view of losses, the Board of Directors ('Board') of your company does not recommend dividend for the year under review.

5. TRANSFER TO RESERVE

The Company does not propose to transfer amounts to the general reserve for the financial year 2021-2022.

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY,

AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

7. CORPORATE GOVERNANCE

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

All Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the financial year 2021-2022. A declaration to this effect signed by the Chief Executive Officer of the Company is contained in this annual report.

8. PUBLIC DEPOSIT

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

DIRECTORS' REPORT (Contd.)

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of Company, Mr. Priyavrat P. Mandhana retires by rotation and being eligible, offers himself for re-appointment. Brief details of Mr. Priyavrat P. Mandhana as required under Regulation 36(3) of Listing Regulations are provided in the notice of the ensuing Annual General Meeting. Necessary details shall also be annexed to the notice of the meeting in terms of Section 102(1) of the said Act.

During the year under review, Mr. Pradip Dubhashi has resigned from the directorship of the Company w.e.f. 21st June, 2021 due to his inability to attend the meetings of the Board and the Committees constituted by the Board on account of adverse circumstances caused by the COVID-19 pandemic. Mr. Ramnath Pradeep has also resigned as a Director of the Company w.e.f. 21st June, 2021 due to his ill-health. The Board places on record the contributions made by Mr. Dubhashi and Mr. Pradeep during their tenure with the Company.

In the previous Annual General Meeting held on 29th September, 2021, the Members of the Company has appointed Mr. Pravin R. Navandar (DIN 02810786) and Mr. N. Venkateshwar Rao (DIN 09261084) as Non-Executive & Independent Directors on the Board of the Company with effect from 17th August, 2021, till 16th August, 2026.

The Members of the Company in the 8th Annual General Meeting held on 29th August, 2019, have approved the appointment of Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana as the Managing Director and Executive Director of the Company, respectively, for a period of 3 (three) years effective from 1st September, 2019 to 31st August, 2022. Further, in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee and the Audit Committee of the Company at its respective meetings held on 26th May, 2022, the Board of Directors of the Company at its meeting held on even date has approved the re-appointment of Mrs. Sangeeta Mandhana as Managing Director and Mr. Priyavrat Mandhana as Executive Director for a further period of 3 years commencing from 1st September, 2022 on terms and conditions as set out in the resolutions mentioned in the Notice convening the 11th Annual General Meeting of the Company. The members' approval is being sought at the ensuing Annual General Meeting for the above re-appointments.

The Company has received declarations from all the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

On 17th August, 2021, Mr. Vishal Parikh has been appointed as the Chief Financial Officer of the Company w.e.f. 20th August, 2021. On 30th March, 2022, Mr. Virendra Varma has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. close of business hours of 30th May, 2022. The Board places on record the contributions made by Mr. Varma during his tenure with the Company. On 26th May, 2022, the Board, on recommendation of the Nomination and Remuneration Committee, has appointed Ms. Aishwarya Gupta as the Company Secretary and Compliance Officer of the Company w.e.f. 31st May, 2022.

During the year under review, none of the other KMP of the Company has resigned from their respective positions.

10. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual directors pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects.

The Company's Independent Directors met on 25th February, 2022 without the presence of Executive Directors or Members of the Management. All the Independent Directors attended the Meeting. The Independent Directors collectively opined that both the Executive Directors of the Company should participate more actively in the Board Meetings of the Company. It was further suggested that they should increase their focus in preserving the scarce Assets of the Company. Additionally, it was also recommended that the roles and responsibilities of the Executive Directors and the Chief Executive Officer of the Company should be defined more prudently. It was further suggested that the Company may consider to have a whole-time Chairman on the Board from the core sector in which the Company is operating which would not only enable the management to formulate its strategy stalwartly but would also assist the Company in outlining the responsibilities of the Executive Directors and the Chief Executive Officer.

11. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year, 5 (Five) Board Meetings (including 1 adjourned Meeting) was convened and held.

Details of meetings of the Board and its Committees along with the attendance of the Directors therein, have been disclosed in the Corporate Governance Report (annexed herewith).

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

The Company has established a Vigil Mechanism,

DIRECTORS' REPORT (Contd.)

which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics.

No Director/employee has been denied access to the Audit Committee of the Board of Directors. The Policy as approved by the Board may be accessed on the Company's website and the web-link to the same is <https://www.mrvlindia.com/codes-of-conduct-policies>

13. AUDIT COMMITTEE

As on 31st March, 2022, the Audit Committee comprised of four members viz. 3 Independent Directors and 1 Executive Director, given as under:

- | | |
|----|--------------------------------|
| 1. | Mr. Pravin Navandar - Chairman |
| 2. | Mr. Mitesh Shah |
| 3. | Mr. MVP Hanumantha Rao |
| 4. | Mr. Priyavrat Mandhana |

Note: Subsequent to resignation of Mr. Ramnath Pradeep (erstwhile Chairman of the Audit Committee) on 21st June, 2021, Mr. Mitesh Shah was appointed as Chairman of the Committee w.e.f. 17th August, 2021. Mr. Pravin Navandar and Mr. MVPH Rao were inducted in the Committee w.e.f. 17th August, 2021. Mr. Mitesh Shah had, vide a letter dated 27th January, 2022, informed about his inability to continue as the Chairman of the Audit Committee due to his pre-occupation in other strategic projects and time constrain. The Board of Directors has designated Mr. Pravin Navandar as the Chairman of the Audit Committee w.e.f. 4th February, 2022.

Further details on the Audit Committee are provided in the Corporate Governance Report (annexed herewith).

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There was no loan, Guarantee or investment made by the Company during the FY 2021-22. The balance of loans, guarantees and investments covered under the provisions of Section 186 of the Act as on 31st March, 2022, are provided below:

Particulars of Investment made Guarantee given and loan given	Name of the Entity	Amount (₹ in Crores)	Purpose for which Loan, Guarantee is proposed to be utilised by the recipient
Inter Corporate Loan	Munas Investment Pvt. Ltd.	1.80	General Corporate Purpose

17. RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material under Regulation 23 of Listing Regulations, however, though not required, the Company had additionally obtained approval of the members of the Company for acquiring the brands/trademarks, "HUP" and "Device of Turtle" by way of perpetual assignment alongwith all the rights, title and interest thereto from Mr. Manish Mandhana, Promoter & CEO of the Company at a cost amounting

14. NOMINATION AND REMUNERATION POLICY

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

The Policy also provides for remuneration of Directors, Members of Senior Management and Key Managerial Personnel.

The salient features of Nomination and Remuneration Policy are given under Annexure - 'A' to this Report and the detailed policy is available on the website of the Company at <https://www.mrvlindia.com/codes-of-conduct-policies>

15. RISK MANAGEMENT POLICY

The Company has an elaborate risk policy defining risk management governance model, risk assessment and Prioritization process. The risk management framework provides an integrated approach for identifying, assessing, mitigating, monitoring and reporting of all risks associated with the business of the Company. Although the Company is not mandatorily required to constitute the Risk Management Committee, in order to ensure effective risk management, the Board has constituted Risk Management Committee to monitor and review the key risks and adopt and implement measures to mitigate it.

The Audit Committee has additional oversight in the area of financial risks and controls.

to ₹ 6.90 lakh as incurred by Mr. Manish Mandhana and based on the certificate issued in this connection by an Independent Registered Valuer. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form No. AOC - 2 is not applicable. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed through the following link: <https://www.mrvlindia.com/codes-of-conduct-policies>. Your Directors draw attention of the members to Note No. 30 to the financial statements which sets out related party disclosures including Transaction, if any, with person or entity belonging to the promoter/ promoter

DIRECTORS' REPORT (Contd.)

group which hold(s) 10% or more shareholding in the Company.

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

- i. The percentage increase in remuneration of each Director, Chief Executive Officer and Company Secretary during FY 2021-2022 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2021-2022 are as under:

Sr. No.	Name of Director /KMP and Designation	% increase in remuneration in FY 2021-2022##	Ratio of remuneration of each Whole-Time Director to Median Remuneration of Employees
1.	Mrs. Sangeeta Mandhana - Managing Director	-17.35%	9.43
2.	Mr. Priyavrat Mandhana - Executive Director	-17.35%	9.43
3.	Mr. Pradip Dubhashi - Non-Executive Chairman and Independent Director&	N.A.	N.A.
4.	Mr. Ramnath Pradeep - Non-Executive and Independent Director&	N.A.	N.A.
5.	Mr. Mitesh Shah - Non-Executive and Independent Director	N.A.	N.A.
6.	Mr. MVPH Rao- Non-Executive and Independent Director	N.A.	N.A.
7.	Mr. Pravin Navandar - Non-Executive and Independent Director@	N.A.	N.A.
8.	Mr. N. Venkateshwar Rao - Non-Executive and Independent Director@	N.A.	N.A.
9.	Mr. Manish Mandhana - Chief Executive Officer	32.47%	N.A.
10.	Mr. Virendra Varma - Company Secretary#	22.64%	N.A.
11.	Mr. Vishal Parikh- Chief Financial Officer	N.A.	N.A.

& Mr. Pradip Dubhashi and Mr. Ramnath Pradeep resigned from the position of Non-Executive and Independent Directors of the Company w.e.f. 21st June, 2021.

@ Mr. Pravin Navandar & Mr. N Venkateshwar Rao were appointed as the Non-Executive & Independent Directors of the Company w.e.f. 17th August, 2021.

Mr. Virendra Varma has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 30th May, 2022.

There was no revision in remuneration during the FY 2021-22, however, the deviation in the remuneration was on account of change in rate of deductions made by the Company due to Covid-19 pandemic during the FY 2021-22.

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

- ii. The median remuneration of employees of the Company during FY 2021-2022 was ₹ 5.75 Lakh per annum;
- iii. In the financial year under review, there was an increase of 25.85% in the median remuneration of employees;
- iv. There were 19 permanent employees on the rolls of the Company as on 31st March, 2022;
- v. Average percentage increase in the salaries of employees other than the managerial personnel in the last financial year i.e. FY 2021-22 was 8.29% as compared to FY 2020-21. As regards comparison of Managerial Remuneration of FY 2021-22 over FY 2020-21, details of the same are given in the above table at sr. no. (i);
- vi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- Details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and

DIRECTORS' REPORT (Contd.)

Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate statement and forms part of the Annual Report. Further, this report is being sent to the Members excluding the said statement. The said statement is available for inspection of members upto the date of the Annual General Meeting and shall be made available to any shareholder on request made to Company Secretary at cs@tmrvl.com.

19. STATUTORY AUDITORS AND AUDITORS' REPORT

M/s. BSR & Co., LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022) stepped down as the Statutory Auditors of the Company w.e.f 12th November, 2020. Subsequently, the Members of the Company has through Postal Ballot process appointed M/s. Ram Agarwal & Associates, Chartered Accountants, (Firm Registration No. 140954W) as the Statutory Auditors of the Company to hold office from 11th December, 2020 till the conclusion of the 10th Annual General Meeting ('AGM') of the Company held on 29th September, 2021.

In accordance with section 139 of the Companies Act, 2013, the Members of the Company, at its previous AGM held on 29th September, 2021, approved the appointment of M/s. Ram Agarwal & Associates, Chartered Accountants, (Firm Registration No. 140954W), as the Statutory Auditors of the Company for a period of 5 years to hold office until the conclusion of the 15th AGM of the Company to be held in calendar year 2026.

The Statutory Auditor has given a disclaimer opinion on the financial statements of the Company for the financial year 2021-2022 for the going concern status of the Company due to termination of the Company's License Agreement, which was the core asset of the Company, with Being Human-The Salman Khan Foundation ('the Foundation') in the financial year 2019-2020, which was coincided with the COVID 19 pandemic that has disrupted the economy in general and retail in particularly. As the economic activities had started again to gain to some momentum post releasing unlock norms by the Central and State Governments, the company had resumed business development activities in line with its proposed business plans prepared by the Management and Board of Directors of the company. However, uncertainties do exist till date as caused by the cancellation of the license with the Foundation and exogenous global disruption due to the pandemic. Your Company, however, is reasonably confident of reviving Company's business given its rework strategy of launching new brand supported by the core team that is in place and positive networth and liquidity at hand.

The Company has acquired and registered brands/trademarks - HUP and Device of Turtle, and is in process of transferring in its name these Trademarks. Further, the company has developed its new range of products and made some progress in that direction. The commercial launch would be started somewhere in second quarter of the current financial year i.e. FY 2022-2023 as it was expected in third quarter of FY 2021-2022. The future business operations of the Company has certainty.

However, future cash flows and projected growth plans are critically dependent upon the materialization of the viability of these event. Your Company has not shown any intention to liquidate the Company and is quite confident that the Company will launch the new brand in AW 22 and the developments will materialize in near future. Accordingly, the financial results continue to be prepared on going concern basis which contemplates realization of assets and settlement of liabilities in the normal course of business and continuation of operations of the company under the brand

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

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

20. SECRETARIAL AUDIT REPORT

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

With respect to observation of Secretarial Auditor on Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which require that a maximum time gap of 120 days between any two board meetings in a year and the Company had exceeded the said time gap of 120 days between the meetings held on 9th February, 2021 and 17th August, 2021, the delay caused was due to the 2nd wave of COVID-19 pandemic coupled with resignation of two senior independent directors in the month of June, 2021. On resumption of normalcy, the Company had fulfilled the requirement of the prescribed composition of the Board of Directors and Committees thereof well within the time frame pursuant to the provisions of the said regulations.

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

21. CORPORATE SOCIAL RESPONSIBILITY

The Company is not falling under any of the applicability criteria's of CSR as mentioned under the provisions of Section 135 of the Companies Act, 2013 as amended. A brief outline/salient features of the Company's Corporate Social Responsibility ('CSR') Policy and the Annual Report on CSR activities undertaken by the

DIRECTORS' REPORT (Contd.)

Company as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is provided in Annexure - 'C' forming part of this Report.

22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no subsidiary, Joint Venture and Associate Company as on 31st March, 2022.

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

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

24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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

25. DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) in the preparation of the annual accounts for the financial year ended 31st March, 2022, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for the year under review;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual financial statements on a going concern basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and

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

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

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as per section 134(3)(2) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2022 are provided under Annexure - 'D' to this report.

27. ANNUAL RETURN

Pursuant to the provisions of Section 92(1) read with Rule 12 of Companies (Management & Administration) Rules, 2014 and Section 134(3)(a) of the Companies Act, 2013 ('Act') as amended, the Annual Return in Form MGT-7 is uploaded on the website of the Company and the web link of which is: <https://www.mrvlindia.com/services>

28. COST RECORDS AND COST AUDIT

Maintenance of cost records and requirements of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

29. OTHERS

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

1. The details relating to deposits, covered under Chapter V of the Act, since neither the Company has accepted deposits during the year under review nor there were any deposits outstanding during the year.
2. Details relating to issue of sweat equity shares, stock options, and shares with differential rights as to dividend, voting or otherwise, since there was no such issue of shares.
3. None of the Whole-Time Directors of the Company received any remuneration or commission from any of its subsidiaries.
4. During the financial year under review, no application was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review.
5. During the financial year under review, there was no instance of one-time settlement of loans / financial assistance taken from Banks or Financial Institutions, hence the Company was not required to carry out valuation of its assets for the said purpose.

DIRECTORS' REPORT (Contd.)

Your Directors further state that the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and during the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

For and on behalf of the Board of Directors

Heads UP Ventures Limited

(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana

Managing Director

DIN: 06934972

Priyavrat Mandhana

Executive Director

DIN: 02446722

Place : Mumbai

Date : 26th May, 2022

30. ACKNOWLEDGEMENT

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

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

ANNEXURE - 'A' TO DIRECTORS' REPORT

SALIENT FEATURES OF NOMINATION AND REMUNERATION POLICY ALONG WITH THE CHANGES MADE THEREIN

The Nomination and Remuneration Policy ('NR Policy') of the Company has been formulated with a view to:

1. devise a transparent system of determining the appropriate level of remuneration throughout all levels of employees and teams in the Company;
2. encourage personnel to perform to their highest level;
3. provide consistency in remuneration throughout the Company;
4. offer incentives on the premise of aligning the performance of the business with the performance of key employees and teams within the Company; and
5. set out the approach to diversity on the Board.

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

The NR Policy applies to the Company's senior management employees, including its Key Managerial Personnel and Board of Directors.

The NR Policy also acts as a guide in evaluating the performance of the officers of the Company which are two level below the Board and states that such evaluation shall be carried out by the Managing Director in consultation with CEO and Head-HR and a summary of the evaluation carried out shall also be placed annually before the Nomination and Remuneration Committee for its approval.

The policy represents the overreaching approach of the Company to the remuneration of Directors, KMPs and other employees. The detailed policy is available on the Company's website at <https://www.mrvlindia.com/codes-of-conduct-policies>

For and on behalf of the Board of Directors

Heads UP Ventures Limited

(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana

Managing Director

DIN: 06934972

Priyavrat Mandhana

Executive Director

DIN: 02446722

ANNEXURE - 'B' TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

To

The Members,

Heads UP Ventures Limited

(Formerly known as The Mandhana Retail Ventures Limited)

209, 2nd Floor, Peninsula Centre,

Dr. S. S. Rao Road, Parel,

Mumbai - 400012.

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March, 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made under that Act;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made under that Act;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent applicable to Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB);
- (v) The following Regulations and Guidelines prescribed under the SEBI Act, 1992:
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;

- (c) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (d) The SEBI (Share Based Employee Benefits and Sweet Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**
- (e) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- (f) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The SEBI (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
- (h) The SEBI (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

- (vi) I further report that, having regard to the compliance system prevailing in the Company, considering and relying upon representation made by the Company and its officers for system and mechanism formed by the Company, I am of the opinion that the Company has complied with the following laws applicable specifically to the Company:

- I. The Legal Metrology Act, 2009
- II. The Trade Marks Act, 1999

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

- (i) Applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Equity Listing Agreement, to the extent applicable, entered into by the Company with National Stock Exchange of India Limited and BSE Limited; and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to me and the representations made by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent of observations as mentioned below:

- (i) Whereas under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations

ANNEXURE - 'B' TO DIRECTORS' REPORT (Contd.)

& Disclosure Requirements) Regulations, 2015 which require that a maximum time gap of 120 days between any two board meetings in a year, the Company had exceeded the said time gap of 120 days between the meetings held on 9th February, 2021 and 17th August, 2021. As per the Management, the delay caused was due to the 2nd wave of COVID-19 pandemic coupled with resignation of two senior independent directors in the month of June, 2021. On resumption of normalcy, the Company had fulfilled the requirement of the prescribed composition of the Board of Directors and Committees thereof well within the time frame pursuant to the provisions of the said regulations.

- (ii) Whereas under Regulation 33 of SEBI (LODR) Regulations, 2015, there was a delay in submission of Audited Financial Results for the quarter and financial year ended 31st March, 2021 by the Company, after written submissions/review application made by the Company for waiver of penalty levied by the Stock Exchanges in regard, response from both the Stock Exchanges is awaited as on the date of this report.
- (iii) Whereas under Regulation 33 of SEBI (LODR) Regulations, 2015, there was a delay in submission of unaudited financial results for the quarter ended 30th June, 2021 by the Company, after written submissions/review application made by the Company for waiver of penalty levied by the Stock Exchanges in regard, response from both the Stock Exchanges is awaited as on the date of this report.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the

composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

I further report that during the audit period;

- i. Mr. Vishal Parikh appointed on the post of Chief Financial Officer ("CFO") of the Company w.e.f. 20.08.2021 in place of Mr. Pankaj Gharat, erstwhile Chief Financial Officer ("CFO") who resigned from the Company w.e.f. 22.02.2021.

(NITIN R. JOSHI)

FCS No. 3137 C.P. No 1884

UDIN: F003137D000385596

Date : 25.05.2022

Place: Mumbai

Note: This report is to be read with my letter of even date which is annexed as Annexure-1 and forms an integral part of this report.

ANNEXURE-1 TO SECRETARIAL AUDIT REPORT

To
The Members,
Heads UP Ventures Limited
(Formerly known as The Mandhana Retail Ventures Limited.
209, 2nd Floor, Peninsula Centre,
Dr. S.S. Rao Road, Parel, Mumbai - 400 012.

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

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

NITIN R. JOSHI

FCS No. 3137 C.P. No 1884

Date : 25.05.2022

Place: Mumbai

ANNEXURE - 'C' TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility activities for the financial year 2021-2022

1. A BRIEF OUTLINE OF THE COMPANY'S CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY:

Over the years, we have been focusing on sustainable business practices encompassing economic, environmental and social imperatives that not only cover business but also the communities around us. The Company is dedicated towards its social responsibility and aims to contribute to society by supporting and enabling the social and economic development of local communities in India.

2. COMPOSITION OF THE CSR COMMITTEE

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year*	Number of meetings of CSR Committee attended during the year*
1.	Mr. Mitesh Shah	Chairman/ Non - Executive and Independent Director	2	2
2.	Mr. MVPH Rao	Member/ Non - Executive and Independent Director	2	2
3.	Mrs. Sangeeta Mandhana	Member/ Executive Director	2	2

*including 1 adjourned meeting.

Note: Mr. Pradip Dubhashi and Mr. Ramnath Pradeep ceased to be members of the Committee w.e.f. 21st June, 2021 consequent to their resignation as a Director of the Company and thereby Mr. Mitesh Shah and Mr. MVPH Rao were inducted in the Committee as Chairman and Member respectively w.e.f. 17th August, 2021.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

- The web-link, where Composition of CSR committee is disclosed on the website of the Company is: <https://www.mrvlindia.com/codes-of-conduct-policies-copy-5>
- The web-link, where CSR Policy of the Company is disclosed on the website of the Company is: <https://www.mrvlindia.com/codes-of-conduct-policies>
- As the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company for the FY 2021-22, the requirement of identifying the CSR projects by the CSR Committee and the Board of Directors of the Company is not applicable to the Company for the FY 2021-22. Therefore, the requirement of disclosure of the same on the website of the Company is not applicable.

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable (N.A.)

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: N.A.

Our CSR philosophy, amongst other, aims at promoting following crucial activities:

- Education;
- Health care (including preventative health care);
- Employment enhancing vocational skills;
- Livelihood enhancement; and
- Environment sustainability projects.

The CSR policy is placed on the website of the Company and link for the same is <https://www.mrvlindia.com/codes-of-conduct-policies>

6. AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5): N.A.

7. (a) Two percent of average net profit of the company as per section 135(5): N.A.

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(c) Amount required to be set off for the financial year, if any: N.A.

(d) Total CSR obligation for the financial year (7a+7b-7c): N.A.

8. (a) CSR amount spent or unspent for the financial year: N.A.

(b) Details of CSR amount spent against ongoing projects for the financial year: N.A.

(c) Details of CSR amount spent against other than ongoing projects for the financial year: N.A.

(d) Amount spent in Administrative Overheads: N.A.

(e) Amount spent on Impact Assessment, if applicable: N.A.

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): N.A.

ANNEXURE - 'C' TO DIRECTORS' REPORT (Contd.)**(g) Excess amount for set off, if any: N.A.**

Sl. No.	Particular	Amount (In ₹)
1	Two percent of average net profit of the company as per section 135(5)	N.A.
2	Total amount spent for the Financial Year	N.A.
3	Excess amount spent for the financial year [(ii)-(i)]	N.A.
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	N.A.
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	N.A.

9. (a) Details of Unspent CSR amount for the preceding three financial years: NIL**(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL****10. In case of creation or acquisition of capital asset, the details relating to the asset so created or acquired through CSR spent in the financial year: N.A.****11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): N.A.**

For and on behalf of the Board of Directors

Heads UP Ventures Limited

(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana

Managing Director

DIN: 06934972

Mitesh Shah

Chairman-CSR Committee

DIN: 07202696

Date : 26th May, 2022

Place: Mumbai

ANNEXURE - 'D' TO DIRECTORS' REPORT

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

(A) CONSERVATION OF ENERGY :

The Company is engaged in the continuous process of energy conservation through improved operational and maintenance practices.

The operations of your Company are not energy intensive. However, wherever possible your company strives to curtail the consumption of energy on a continued basis by using energy-efficient equipment. As energy costs comprise a very small part of your Company's total expenses, the financial implications of these measures are not material.

The Company consciously makes all efforts to conserve energy across all its operations.

(B) TECHNOLOGY ABSORPTION:

The Company continues to use the latest technologies for improving productivity and quality of its products. There has been no import of technology during the year under review.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

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

Earnings : ₹ NIL

Outgo : ₹ NIL

For and on behalf of the Board of Directors

Heads UP Ventures Limited

(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana

Managing Director

DIN: 06934972

Priyavrat Mandhana

Executive Director

DIN: 02446722

Date : 26th May, 2022

Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

The novel Corona Virus aka COVID-19 pandemic was an unforeseen health catastrophe, which has had enormous impact on the global economy. Across the globe, Countries went into a lockdown to control the spread of the virus, deeply affecting both lives and livelihoods. Consequently governments and central banks across the world has announced favourable fiscal policies and offered monetary stimulus to curtail the economic meltdown and support the recovery. Vaccination drives across countries are a source of optimism and an enabler of continuity in an environment of uncertainty, considering new strains emerging in some countries. Recovery is expected to be unequal across countries and sectors, depending on variation in pandemic-induced disruptions, effectiveness of policy intervention, access to medical support, cross-country exposure and other structural factors affecting economic growth.

According to IMF, the global economy enters 2022 in a weaker position than previously expected. As the new Omicron COVID-19 variant spreads, countries have re-imposed mobility restrictions. Rising energy prices and supply disruptions have resulted in higher and more broad-based inflation than anticipated, notably in the United States and many emerging market and developing economies. The ongoing retrenchment of China's real estate sector and slower-than-expected recovery of private consumption also have limited growth prospects.

Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022—half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies.

Indian Economy

According to the Organisation for Economic Co-operation and Development, Economic Forecast Summary (December 2021), after the second infection wave that peaked in May, the Indian Economy has recovered and is gaining momentum. The GDP is projected to grow at 9.4% in fiscal year (FY) 2021-22 before reverting to 8.1% in FY 2022-23 and 5½ per cent in FY 2023-24. Inflation has remained close to the upper band of the Reserve Bank of India (RBI), but should ebb as supply chain disruptions are overcome. Financial markets remain strong and capital inflows support the build-up in reserves. The appearance of a new virus variant, especially if combined with a relaxation of attitudes, is the major downside risk, together with a less supportive global economic and financial environment.

Indian Retail

Over the last 7-8 years, rapid urbanization, rising incomes, aspirations for a better lifestyle, and social and economic development of rural areas have led to an average demand growth of 15-20 percent CAGR in quantitative terms for home textiles, as per a report published in Indian retailer.com

In the FY 2021-2022, the apparel and accessories industry faces some new challenge including logistics, social media, marketing, the changing behavior of the consumers and various other factors. The Consumer ratings business ICRA is confident that FY 2022-2023 will see a stabilisation of India's

textile sector with cotton spinning and apparel export segments faring especially well. Cotton spinning and apparel exports could increase by 15% to 20% in the financial year 2022-23.

Fabrics and domestic apparel segments could grow by between 30% to 35% and 35% to 40%, respectively. India has emerged as one of the world's fastest-growing fashion markets over the past few years. It is projected to grow at 15 per cent CAGR till 2022 and become a \$102 billion market for apparel and accessories, as per a recent report.

India has the largest youth population, with the lowest median age across developed and developing nations. This, aided with a general propensity towards healthier lifestyles and engagement with activities related to fitness, athleisure and active wear have emerged as a new apparel category across segments and price points. The category has also gained prominence due to the new "work from home" setting brought upon by the impact of the pandemic. The growth in this category will continue long after the impact of the pandemic recedes and hence it's a permanent shift that way.

The apparel retail industry's shift from unorganised to organised has become quicker, as aspirations for better fashion and brands is being coupled with wider and deeper supplies. The Indian apparel market is the 2nd largest retail market after food and grocery. Growth in all apparel segments such as athleisure, active wear, casual wear and innerwear will gain aggressive momentum and provide opportunities to scale branded play.

REVIEW OF COMPANY'S BUSINESS OPERATIONS, OPPORTUNITIES AND THREATS/RISKS AND ITS MITIGATION

During the FY 2021-22, the Management's constant endeavor and meticulous forecast to venture into new business segment has materialized and the result of which is the proposal to enter into the apparels and accessories business under the brand/trademark, "HUP" and "Device of Turtle" by way of perpetual assignment.

The Company has been in process of acquiring/ registering the new brands for the purpose of its operations. While the Company has been in talks for various business proposals, it has considered acquiring couple of trademarks from one of its promoters, Mr. Manish Mandhana who is also presently designated as Chief Executive Officer of the Company. It is pertinent to note that acquiring the registered trademarks would save substantial time for the Company unlike going through the lengthy process of the registration under the Trademarks Act, 1999 and the Copyright Act, 1957. As the proposed trademarks to be acquired are not the established brands, it is proposed to acquire these trademarks from the Assignor at the cost as incurred by him i.e. without any profit or loss to the Assignor whereby the Company shall not pay any premium to the Assignor over and above the costs incurred by him. ₹ 6.90 lakh is the cost incurred by the Assignor for registration of the trademarks as certified by an Independent Registered Valuer.

By way of perpetual assignment of brands/trademarks, the Company shall acquire all the rights, title and interest of the said brands in perpetuity. By acquiring the said brand/

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

trademark, the Company would enter into all fashion apparels and accessories business including Caps, Hats, Facemask, Belts, Wallets, Underwear, Trunks, Boxers, Pyjamas, etc. and such different categories of products, as may be decided by the Company from time to time.

As the Company is exploring new business alternative, an inherent risk of new business operations becoming futile is the ultimate risk which the Company is facing. However, with

the core talent team having extensive experiences in handling the challenges associated while starting new business operations, the Management is assertive that the Company would be able to achieve the same success level which it has previously achieved while starting the operations under the Being Human trademark. As there were no business operations during the FY 2021-22, the details pertaining to segment-wise revenue could not be provided.

Performance Review

During the year, we achieved sales of ₹ 251.64 lakh, reflecting a (decline) of 54.80% over ₹ 556.76 Lakh in FY21. Our EBITDA margin decreased to (497.26%) %, from (574.88)% in FY21. Net loss after tax stood at ₹ 536.06 Lakh, as compared to net loss of ₹ 278.89 Lakh in FY21.

(₹ in lakh, except earnings per share)

Particulars	Year ended		
	31.03.2022	31.03.2021	31.03.2020
Total Income	251.64	556.76	16073.17
Net Profit/(Loss) for the Period before tax	(536.06)	(278.89)	(2193.91)
Net Profit / (Loss) for the Period after tax	(536.06)	(278.89)	(3105.02)
Total Comprehensive Income for the Period (Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after Tax)	(537.08)	(286.58)	(3082.50)
Equity Share Capital	2208.26	2208.26	2208.26

Human Assets

Our people are at the heart of everything we do and we implement a variety of initiatives to augment their operational capabilities. As on 31st March, 2022, our workforce strength is recorded at 19 (excluding the Executive Directors of the Company).

INTERNAL CONTROLS AND THEIR ADEQUACY

We have set up a comprehensive system of internal controls, along with a structured internal audit process, vested with the task of safeguarding the assets of the organisation, and ensuring reliability and accuracy of the accounting and other operational data. Internal audit is conducted for all the processes to identify risks and verify whether all systems and processes are commensurate with the business size and structure. These internal controls are verified by the Audit Committee to monitor existing systems and take corrective measures, wherever required.

Key Financial Ratios

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof, including:

Sr Nos	Ratio	Formula	31 st March 2022	31 st March 2021	Varaince
1	Current Ratio	= Cuurent Assets Current Liabilities	4.93	4.12	20%
2	Return On Equity Ratio	= Net Profit After Tax - Prefrence Dividend (Networth / Equity shareholder's Fund)	(19.34)	(10.32)	87%
3	Trade Receivables Turnover Ratio	= Credit Sales Average Account Receivable	0.14	0.03	443%
4	Trade Payables Turnover Ratio	= Credit Purchase Average Account Payables	0.28	0.00	7456%
5	Net Profit Ratio	= Net Profit Sales	(551.92)	(649.14)	(15%)
6	Return On Capital Employed	= EBIT (Earning before Interest and Tax) Capital Employed	(17.37)	(7.74)	124%

Note : Kindly Refer Note no.37 for major variations in the Ratio

Figures in brackets represent negative number.

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on code of Corporate Governance:

The Company's corporate governance is a reflection of the value system encompassing our culture, policies and relationship with our stakeholders. Integrity and transparency are key to our corporate governance practices to gain and retain the trust of our stakeholders at all times. Our corporate governance philosophy encompasses regulatory and legal requirements, which aims at a high level of business ethics, effective supervision and enhancement of value for all stakeholders. The Management strives to adhere to all the Corporate Governance practices which form part of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Company's philosophy of Corporate Governance is not only compliant with the statutory requirements but also underlines our commitment to operate in the best interest of the stakeholders.

Corporate Governance Structure:

The Company follows a dynamic governance structure with an appropriate flow of authority, which is aligned with the responsibility and obligations of each employee. Tenet of the Corporate Governance structure is the three tier governance philosophy adopted by the Company, outlined below:

- (i) Tactical Supervision – The Board of Directors ('Board') comprising of the Executive and Non-Executive Directors, sites the overall strategy for the Company. The focus is on the fiduciary and trusteeship role exercised by the Board to align and direct the actions of the organization towards creating wealth and stakeholder value.

- (ii) Executive Management – The Corporate Management comprising of the Executive Directors, Chief Executive Officer, Chief Financial Officer and the Company Secretary, shares the responsibility of driving the organization towards achieving the goals anchored by the Board of Directors.

- (iii) Operational Management – The Head of each Operations are responsible for managing the day to day affairs of the Company.

This three-tier Corporate Governance Structure not only ensures greater management accountability and credibility but also facilitates increased business autonomy, performance, discipline and development of business leaders.

2. Board of Directors:

There were six Directors on the Board of the Company as on 31st March, 2022. The Board of Directors comprises of Executive Directors and Non-Executive & Independent Directors including a Woman Director. The Board was headed by Mr. Pradip Dubhashi, Chairman, Non-Executive and Independent Director upto 21st June, 2021. Mrs. Sangeeta Mandhana is the Managing Director and Mr. Priyavrat Mandhana is an Executive Director.

The Board also comprises of Mr. Ramnath Pradeep (upto 21st June, 2021), Mr. Mitesh Shah and Mr. MVPH Rao, Mr. Pravin Navandar (w.e.f. 17th August, 2021) and Mr. N. Venkateshwar Rao (w.e.f. 17th August, 2021), who are Non-Executive and Independent Directors. The Non-Executive Directors are accomplished professionals in their respective fields of expertise.

a) Details relating to the composition and category of the Board of Directors, number of Directorships, Memberships and Chairmanships of the Directors of the Company in other companies (as on 31st March, 2022) are as follows:

Name of the Director	Category of Director	Number of other Directorship held (including Private Limited Companies)	Number of Committee positions held in other public Companies		Directorship in other listed entity (including Category of Directorship held)
			As Chairman	As Member	
Mr. Mitesh Shah	Non - Executive and Independent	1	-	-	-
Mr. MVPH Rao	Non - Executive and Independent	1	-	-	-
Mr. Pravin Navandar	Non - Executive and Independent	1	-	-	-
Mr. N Venkateshwar Rao	Non - Executive and Independent	1	-	-	-
Mrs. Sangeeta Mandhana	Managing Director	-	-	-	-
Mr. Priyavrat Mandhana	Promoter and Executive Director	2	-	-	-

Notes:

1. Mr. Pravin Navandar and Mr. N. Venkateshwar Rao have been appointed as Directors (Non-Executive and Independent) w.e.f. 17th August, 2021.
2. The Directorship relates to the Directorships of the Directors in other public/ private limited companies (excluding Heads UP Ventures Limited).
3. Membership/Chairmanship relates to membership of Committees referred to in Regulation 26(1) of the Listing Regulations, viz. Audit Committee and Stakeholders Relationship Committee of all other public limited companies (excluding Heads UP Ventures Limited), whether listed or not and excludes private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013.

CORPORATE GOVERNANCE REPORT (Contd.)

b. Details relating to the Board Meetings held during the Financial Year 2021-2022 along with the attendance of each of the Directors are as follows:

The Board met five times (including 1 Adjourned Board Meeting) during the financial year under review on the following dates:

1. 17th August, 2021
2. 25th August, 2021
3. 28th October, 2021
4. 3rd February, 2022
5. 4th February, 2022
(adjourned from 3rd February, 2022)

Attendance:

Sr. No.	Name of the Director	Number of meetings entitled to attend	Number of Meetings attended	Whether attended the last AGM (29.09.2021)
1.	Mr. Pradip Dubhashi [@]	Nil	N.A.	N.A.
2.	Mr. Ramnath Pradeep [@]	Nil	N.A.	N.A.
3.	Mr. Mitesh Shah	5	4	No
4.	Mr. MVPH Rao	5	5	Yes
5.	Mr. Pravin Navandar [#]	4	4	Yes
6.	Mr. N. Venkateshwar Rao [#]	4	4	Yes
7.	Mrs. Sangeeta Mandhana	5	5	Yes
8.	Mr. Priyavrat Mandhana	5	3	Yes

[#] Mr. Pravin Navandar and Mr. N. Venkateshwar Rao were appointed as Directors w.e.f. 17th August, 2021.

[@] Mr. Pradip Dubhashi and Mr. Ramnath Pradeep resigned w.e.f. 21st June, 2021.

c. Disclosure of Relationships between Directors inter-se:

1.	Mrs. Sangeeta Mandhana	Cousin Sister in Law of Mr. Priyavrat Mandhana
2.	Mr. Priyavrat Mandhana	Cousin Brother in Law of Mrs. Sangeeta Mandhana

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

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

None of the Non-Executive Directors hold any equity shares of the Company as of 31st March, 2022. The Company has not issued any convertible instruments.

e. The Company had imparted familiarization programme for the Independent Directors of the Company for them to get acquainted with the nature of business of the company. The details of which are provided on the website of the Company at www.mrvlindia.com under

the tab 'Familiarization Programme for Independent Directors'. The web link for the same is <https://www.mrvlindia.com/codes-of-conduct-policies>

f. The Board has identified the following core skills/ expertise/ competencies fundamental for the effective functioning of the Company which are currently possessed by all the Directors on the Board:

Sr. No.	Particulars
	Skills
1	Written communication in English
2	Speaking skills in English and Hindi
3	Conversational skills in business matters
4	Ability to communicate one's point of view on business issues to members of the board and management who may have experience and educational qualifications superior to one's own; and doing that without fear
5	Skill to handle gender diversity at the board and management level
6	Ability to read financial statements and comfort with financial business terms
7	Basic skills in numerate disciplines like mathematics and statistics
8	Costing
9	Pricing
10	Interpersonal Skills
	Expertise
1	SWOT analysis
2	Financial analysis including cash flow. Ratio Analysis and their interpretations
3	Marketing with specific expertise in: • Consumer Behaviour w.r.t. fashion garments and apparels • Product Marketing of consumer products • Merchandising and Display • Retailing • Forecasting • Franchising • Brand building • Advertising • Market Research • Fashion Trends
4	Product Costing and Pricing
5	Envisioning value chain and analysis
6	Supply Chain analysis
7	Textile markets operations and impact on sourcing
8	Licensing of brands
9	Managing creativity; managing and motivating young and creative workforce
10	People Management, Performance Systems, Incentive planning
11	Statutory matters regarding stock markets, exchanges and financial markets in general
12	Sources of Finance and capital structuring
13	Contracts Law and other laws pertaining to taxation, labour.
14	Stock planning, logistics and control

CORPORATE GOVERNANCE REPORT (Contd.)

Sr. No.	Particulars
15	Accounting Standards, Ind AS provisions
16	Companies Act and SEBI regulations and direct and Indirect Taxation and transfer pricing
Competencies	
1	Strategy including Competitive Strategy
2	Business Strategy in the Apparel Market
3	Visualise and integrate cost-competition-consumer for a profitable value proposition
4	Ability to take on board interests of diverse stake holders such as shareholders, licensors, suppliers, channel partners in making board level decisions
5	Ability to read consumer trends, market trends, economic trends in real time to help management
6	Competence to signal and communicate culture, ethos to diverse set of stakeholders for achieving collective good
7	Competence to integrate societal good to firm's wellbeing by influencing managerial actions and behavior
8	Ability to read and discern long term trends
9	Competence to help management combat chaos and inevitable periodic disruptions in a fickle consumer market for fashion apparels

g. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 along with rules framed thereunder. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

h. Mr. Pradip Dubhashi and Mr. Ramnath Pradeep have resigned w.e.f. 21st June, 2021. Mr. Pradip Dubhashi has resigned due to his inability to attend the meetings of the Board and Committees constituted by the Board due to adverse circumstances caused by Covid-19 pandemic and Mr. Ramnath Pradeep has resigned due to his ill-health. Both Mr. Dubhashi and Mr. Pradeep has also confirmed that there exist no other material reasons other than the above reason for their resignation. Mr. Pravin Navandar and Mr. N. Venkateshwar Rao have been appointed as Non-Executive and Independent Directors w.e.f. 17th August, 2021.

3. Audit Committee:

The Board of Directors has constituted Audit Committee in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The terms of reference and scope of activities of the Audit Committee are in conformity with the Companies Act, 2013 and the Listing Regulations.

The Audit Committee comprised of the following Directors as on 31st March, 2022:

1.	Mr. Pravin Navandar (Member from 17 th August, 2021 and Chairman from 4 th February, 2022)	Chairman (Non-Executive & Independent Director)
2.	Mr. Mitesh Shah (Chairman upto 27 th January, 2022)	Member (Non-Executive & Independent Director)
3.	Mr. MVPH Rao (from 17 th August, 2021)	Member (Non-Executive & Independent Director)
4.	Mr. Priyavrat Mandhana	Member (Executive Director)

Note: Subsequent to resignation of Mr. Ramnath Pradeep (erstwhile Chairman of the Audit Committee) on 21st June, 2021, Mr. Mitesh Shah was appointed as Chairman of the Committee w.e.f. 17th August, 2021. Mr. Pravin Navandar and Mr. MVPH Rao were inducted in the Committee w.e.f. 17th August, 2021. Mr. Mitesh Shah had, vide a letter dated 27th January, 2022, informed about his inability to continue as the Chairman of the Audit Committee due to his pre-occupation in other strategic projects and time constraint. The Board of Directors thereafter designated M. Pravin Navandar as the Chairman of the Audit Committee w.e.f. 4th February, 2022.

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

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

A. Brief description of the terms of reference of the Audit Committee *inter alia* includes:

- I. The role of the Audit Committee includes the following:
 - 1) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 - 2) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
 - 3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - 4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;

CORPORATE GOVERNANCE REPORT (Contd.)

- (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
 - 5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - 6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - 7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - 8) approval or any subsequent modification of transactions of the Company with related parties;
 - 9) scrutiny of inter-corporate loans and investments;
 - 10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - 11) evaluation of internal financial controls and risk management systems;
 - 12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - 14) discussion with internal auditors of any significant findings and follow up there on;
 - 15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - 16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - 17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - 18) to review the functioning of the whistle blower mechanism;
 - 19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - 20) carrying out any other function as is mentioned in the terms of reference of the audit committee;
 - 21) to ensure prior approval to all related party transaction pursuant to applicable section of the Companies Act, 2013 and the Listing Regulations.
 - 22) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 - 23) to consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc. on company and its shareholders.
- II. The audit committee mandatorily reviews the following information:
- 1) management discussion and analysis of financial condition and results of operations;
 - 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - 4) internal audit reports relating to internal control weaknesses;
 - 5) the appointment, removal and terms of remuneration of the chief internal auditor are subject to review by the audit committee; and
 - 6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).
- B. Meetings and Attendance:**
- Four Audit Committee Meetings were held during the year under review. The dates on which the meetings held are as follows:
1. 25th August, 2021
 2. 28th October, 2021
 3. 3rd February, 2022
 4. 25th March, 2022

CORPORATE GOVERNANCE REPORT (Contd.)

Attendance:

Sr. No.	Name of the Member	Category	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Pravin Navandar (Chairman)	Non - Executive Independent	4	4
2.	Mr. Mitesh Shah	Non - Executive Independent	4	4
3.	Mr. MVPH Rao	Non - Executive Independent	4	4
4.	Mr. Priyavrat Mandhana	Executive	4	3

Note: Subsequent to resignation of Mr. Ramnath Pradeep (erstwhile Chairman of the Audit Committee) on 21st June, 2021, Mr. Mitesh Shah was appointed as Chairman of the Committee w.e.f. 17th August, 2021. Mr. Pravin Navandar and Mr. MVPH Rao were inducted in the Committee w.e.f. 17th August, 2021. Mr. Mitesh Shah had, via a letter dated 27th January, 2022, informed about his inability to continue as the Chairman of the Audit Committee due to his pre-occupation in other strategic projects and time constraint. The Board of Directors thereafter appointed Mr. Pravin Navandar as the Chairman of the Audit Committee w.e.f. 4th February, 2022.

4. Nomination & Remuneration Committee:

The Board of Directors has constituted the Nomination and Remuneration Committee of the Board of Directors of the Company in conformity with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The terms of reference and scope of activities of the Nomination and Remuneration Committee is in conformity with the Companies Act, 2013 and the Listing Regulations.

The Nomination and Remuneration Committee comprised of the following Directors as on 31st March, 2022:

1.	Mr. MVPH Rao	Chairman (Non-Executive & Independent Director)
2.	Mr. Pravin Navandar	Member (Non-Executive & Independent Director)
3.	Mr. N Venkateshwar Rao	Member (Non-Executive & Independent Director)

Note: Mr. Pradip Dubhashi and Mr. Ramnath Pradeep ceased to be member of the Committee on 21st June, 2021 owing to their resignation from directorship of the Company and w.e.f. 17th August, 2021, Mr. Pravin Navandar and Mr. N Venkateshwar Rao were inducted in the Committee as a Member and Mr. MVPH Rao was appointed as the Chairman of the Committee.

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

A. Brief description of the terms of reference of the Nomination and Remuneration Committee inter alia includes:

- 1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 2) For every appointment of an independent director,

the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- 3) formulation of criteria for evaluation of performance of independent directors and the board of directors and Key Managerial Personnel of the Company;
 - 4) devising a policy on diversity of board of directors;
 - 5) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - 6) whether to extend, terminate or continue the term of appointment of the independent director, Key Managerial Personnel of the Company, on the basis of the report of performance evaluation of independent directors.
 - 7) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

B) Meetings and Attendance:

During the year under review, one Meeting of the Committee was held on 25th August, 2021.

Attendance:

Sr. No.	Name of the Member	Category	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. MVPH Rao (Chairman)	Non – Executive Independent	1	1
2.	Mr. Pravin Navandar [#]	Non – Executive Independent	1	1
3.	Mr. N Venkateshwar Rao [#]	Non – Executive Independent	1	1

[#] Appointed w.e.f. 17th August, 2021.

C. Performance evaluation criteria for Independent Directors:

The relevant information on performance evaluation for Independent Directors is covered under sub-heading

CORPORATE GOVERNANCE REPORT (Contd.)

'Independent Directors' in this report.

5. Remuneration of Directors:

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

Except for the sitting fees paid to the Non-Executive Directors for attending the Board and Committee Meetings, there were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. Mr. Mitesh Shah and Mr. MVPH Rao have waived off the sitting fees payable to them for the Board and Committee Meetings attended by them upto 24th August, 2021 during the financial year 2021-22.

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

The sitting fees for FY 2021-22, payable to Non-Executive and Independent Directors is ₹ 25,000/- per meeting for attending the Meetings of the Board and ₹ 10,000/- per meeting for attending the Meetings of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee, which is within the limits prescribed under the provisions of the Act.

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

Details of sitting fees paid to the Non-Executive Directors for the financial year 2021-2022:

Sr. No.	Name of the Non-Executive Director	Sitting fees paid (₹ in Lakh)
1.	Mr. MVPH Rao	1.35
2.	Mr. Mitesh Shah	1.00
3.	Mr. Pravin Navandar*	1.25
4.	Mr. N Venkateshwar Rao*	0.95
5.	Mr. Pradip Dubhashi®	N.A.
6.	Mr. Ramnath Pradeep®	N.A.

* Appointed w.e.f. 17th August, 2021.

® Resigned w.e.f. 21st June, 2021.

During the year, there were no other pecuniary relationships or transactions of Non-Executive Directors with the Company.

Details of the remuneration paid to the Managing Director and the Executive Director of the Company for the financial year 2021-2022:

Sr. No.	Name of the Director	Remuneration paid/payable (₹ in Lakh)	Perquisites (₹ in Lakh)	Total (₹ in Lakh)
1.	Mrs. Sangeeta Mandhana	50.07	4.15	54.22
2.	Mr. Priyavrat Mandhana	50.07	4.15	54.22

Notes:

- a. Salaries and Perquisites include Salary, allowances, company's

contribution to provident fund and monetary value of perquisites, if any. The terms of appointment of Executive Directors as approved by shareholders, are contained in their respective Agreements entered into with the Company. The tenure of office of the Executive Directors is three years from their respective dates of appointments and their tenure is due to expire on 31st August, 2022. It has been proposed in the ensuing Annual General Meeting of the Company to consider and approve their re-appointment for a further term of 3 years w.e.f. 1st September, 2022 on such terms and conditions as recommended by the Nomination and Remuneration Committee and Audit Committee of the Board of Directors. The notice period for termination of appointment is determinable as per company's policy. While there is no specific provision for payment of performance linked incentives and severance fees for any of the Executive Directors, the Board is empowered to consider the same at its discretion, taking into account attendant facts and circumstances.

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

- c. In view of the COVID-19 outbreak in India, which has exacted a huge toll on the societal, economic and industrial health of the nation and its impact on performance of the Company, Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana, have waived around 46% of their salary during FY 2021-22.

6. Stakeholders Relationship Committee:

The Board of Directors has constituted the Stakeholders Relationship Committee of the Board of Directors of the Company in conformity with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The terms of reference and scope of activities of the Stakeholders Relationship Committee is in conformity with the Companies Act, 2013 and the Listing Regulations.

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

- Considering and resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of declared dividends, general meetings, etc.;
- Issue of duplicate/ split/ consolidated share certificates;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Allotment and listing of shares; and
- Reference to statutory and regulatory authorities regarding investor grievances.

CORPORATE GOVERNANCE REPORT (Contd.)

The Stakeholders Relationship Committee comprised of the following Directors as on 31st March, 2022:

- i. Mr. N Venkateshwar Rao - Chairman, heading the Committee (Non-Executive Independent Director)
- ii. Mrs. Sangeeta Mandhana - Member (Managing Director)
- iii. Mr. Priyavrat Mandhana - Member (Executive Director)

Note: Mr. N. Venkateshwar Rao was inducted in the Committee w.e.f. 17th August, 2021 on account of resignation of Mr. Ramnath Pradeep w.e.f. 21st June, 2021. Mr. Rao has been appointed as the Chairman of the Committee w.e.f. 17th August, 2021.

Mr. Virendra Varma, Company Secretary, acted as secretary to the Stakeholders Relationship Committee and was designated as the Compliance Officer of the Company for the financial year ended 31st March, 2022.

B. Meetings and Attendance:

During the year under review, one Meeting of the Committee was held on 3rd February, 2022.

Attendance:

Sr. No.	Name of the Member	Category	Number of meetings entitled to attend	Number of Meetings attended
1.	Mr. N Venkateshwar Rao*	Chairman-Non-Executive Independent	1	1
2.	Mr. Ramnath Pradeep®	Erstwhile Chairman-Non-Executive Independent	NIL	N.A.
3.	Mrs. Sangeeta Mandhana	Executive	1	1
4.	Mr. Priyavrat Mandhana	Executive	1	1

* Appointed w.e.f. 17th August, 2021.

® Resigned w.e.f. 21st June, 2021.

C. Shareholders' Complaints during the Year:

Number of complaints received during the year	Nil
Number of complaints not solved to the satisfaction of shareholders	Nil
Number of pending complaints	Nil

The SCORES website of SEBI for redressing grievances of the investors is being visited at regular intervals by the Company and there are no pending complaints registered with SCORES as on 31st March, 2022.

There are no pending cases of share transfer as on 31st March, 2022.

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

As per Regulation 46(2)(k) of the Listing Regulations, the contact information of designated official of the Company upto the financial year ended 31st March, 2022 viz. Mr. Virendra Varma, Company Secretary of the Company is cs@tmrvl.com; Tel. No. 022-43539790.

7. Independent Directors:

Meeting of Independent Directors:

The Company's Independent Directors met on 25th February, 2022 without the presence of Executive Directors or members of the Management. All the Independent Directors attended the Meeting.

At the meeting held on 25th February, 2022, the Independent Directors *inter-alia* reviewed the following:

1. Performance of the Non-Independent Directors;
2. Performance of the Chairman and Independent Directors and noting the performance assessments received from Non-Independent Directors; and
3. Assessed the quality, quantity and timelines of flow of information between the Company Management and the Board and performance of the Board as a whole and its Committees.

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared and circulated after covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A consolidated summary of the ratings given by each Director was then prepared, evaluated and discussed.

The Independent Directors collectively opined that both the Executive Directors of the Company should participate more actively in the Board Meetings of the Company. It was further suggested that they should increase their focus in preserving the scarce Assets of the Company. Additionally, it was also recommended that the roles and responsibility of the Executive Directors and the Chief Executive Officer of the Company should be defined more prudently. It was further suggested that the Company may consider to have a whole-time Chairman on the Board from the core sector in which the Company is operating which would not only enable the management to formulate its strategy stalwartly but would also assist the Company in outlining the responsibilities of the Executive Directors and the Chief Executive Officer.

CORPORATE GOVERNANCE REPORT (Contd.)

8. General body Meetings:

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

Particulars	Date and Time	Venue	Details of Special Resolutions passed
10 th AGM (FY 2021-22)	29 th September, 2021 at 2.30 p.m.	Through Video Conferencing/ Audio Visual Means without physical presence of the members at a common venue	No special resolutions were passed.
9 th AGM (FY 2020-21)	28 th November, 2020 at 11.30 a.m.	Through Video Conferencing/ Audio Visual Means without physical presence of the members at a common venue	No special resolutions were passed.
8 th AGM (FY 2019-20)	29 th August, 2019 at 12 noon	Sarovar Residency, P-180, Tarapur M.I.D.C. Area, Near Hotel Sarovar, Chitralaya, Boisar (W), Dist. Palghar - 401 506	Re-appointment of Mrs. Sangeeta Mandhana as Managing Director of the Company and remuneration payable to her. Re-appointment of Mr. Priyavrat Mandhana as Executive Director of the Company and remuneration payable to him.

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

During the financial year ended 31st March, 2022, following special resolution was proposed by the Company, the result of which was declared on 19th April, 2022:

- 1) Approval for change in the name of the Company alongwith consequent alteration to Memorandum and Articles of Association.

C. Person who conducted the Postal Ballots exercise:

Mr. Nitin R. Joshi, Practicing Company Secretary, acted as Scrutinizer for conducting Postal Ballot process.

D. Whether any special resolution is proposed to be conducted through postal ballot:

Till the date of this report, the Company does not intend or propose to pass any Special Resolution through Postal ballot in the current financial year.

E. Procedure for Postal Ballot:

Pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendments or re-enactment thereof for the time being in force), Listing Regulations and other applicable laws & regulations, the Company had provided to its members the facility to cast their votes by way of postal ballot process (including e-voting) on the resolutions as set out in the Postal Ballot Notice dated 10th March, 2022. The Company had availed the services of Link Intime India Pvt. Ltd., Registrar & Transfer Agents of the Company, for facilitating e-voting for the postal ballot. The resolution was passed with requisite majority. Postal Ballot Notice and results of the Postal Ballot Voting, are available on the Company's website: www.mrvlindia.com.

9. Means of Communications:

A. Quarterly Results:

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

B. Newspapers wherein results normally published:

The results of the Company are normally published in Financial Express (in English language) and Mahasagar (in Marathi language).

C. Website where the results are displayed:

www.mrvlindia.com.

D. Whether the website also displays official news releases:

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

E. Presentations made to institutional investors or to the analysts:

The presentations made by the Company to institutional investors/ analysts, if any, are available on the website of the Company i.e. www.mrvlindia.com.

CORPORATE GOVERNANCE REPORT (Contd.)**10. General Shareholder information:**

The Company was incorporated on 12th February, 2011, as Mandhana Retail Ventures Limited. The name of the Company was changed from 'Mandhana Retail Ventures Limited' to 'The Mandhana Retail Ventures Limited' w.e.f. 26th September, 2016, pursuant to the change of name certificate received from the Registrar of Companies, Mumbai. The name of the Company was further changed from 'The Mandhana Retail Ventures Limited' to 'Heads UP Ventures Limited' w.e.f. 11th May, 2022.

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

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

A. Annual General Meeting	
- Date and Time	: Thursday, 15 th September, 2022 at 02:30 p.m. (IST)
- Venue	: Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")
B. Financial Year	
	: 1 st April, 2021 to 31 st March, 2022
C. Dividend payment date	
	: N.A.
D. The name and address of Stock Exchange(s) at which the Company's equity shares are listed and a confirmation about payment of annual listing fee to each of the stock exchanges	
	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051
	The Company has paid the listing fees to the Stock Exchanges within the prescribed time frame.
E. Security/Stock Code / Symbol	
ISIN	: INE759V01019
Security/Stock Code for BSE	: 540210
Symbol for NSE	: TMRVL

F. The Market Price data during the year is given below:

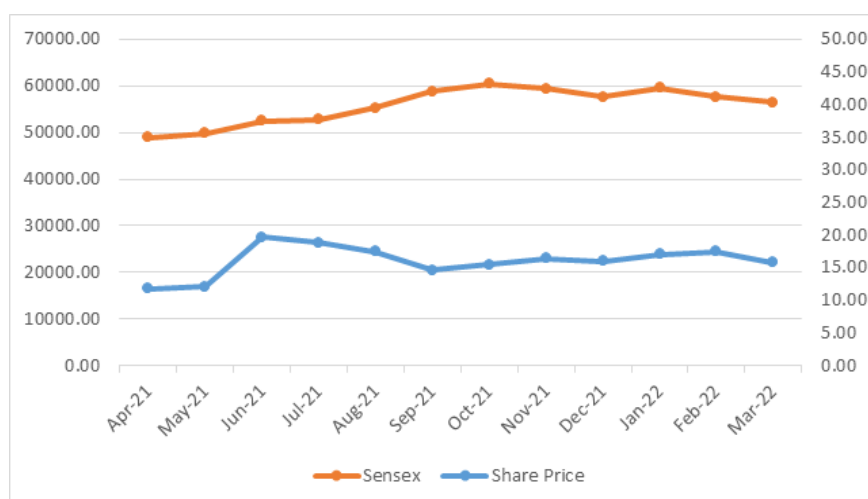
Month	BSE			NSE		
	High (in ₹)	Low (in ₹)	Traded Volume	High (in ₹)	Low (in ₹)	Traded Volume
April 2021	13.25	10.35	1,26,396	13.20	10.30	6,86,652
May 2021	14.46	10.91	4,44,416	14.35	11.00	10,83,953
June 2021	25.00	13.77	12,78,051	24.45	13.70	14,66,390
July 2021	21.70	17.20	5,04,960	21.70	17.75	9,58,629
August 2021	20.80	15.05	3,66,194	20.60	15.00	13,33,206
September 2021	16.70	12.60	7,24,146	16.40	12.85	29,39,569
October 2021	21.37	12.71	31,48,904	21.40	12.75	1,53,79,347
November 2021	18.45	14.70	4,28,044	18.00	14.80	21,88,771
December 2021	17.10	14.20	5,33,092	17.00	14.80	23,58,504
January 2022	19.85	15.25	14,11,576	19.85	15.50	54,50,406
February 2022	22.00	13.65	8,37,442	22.05	14.00	52,75,442
March 2022	17.80	14.20	4,87,175	17.25	14.10	20,50,334

CORPORATE GOVERNANCE REPORT (Contd.)

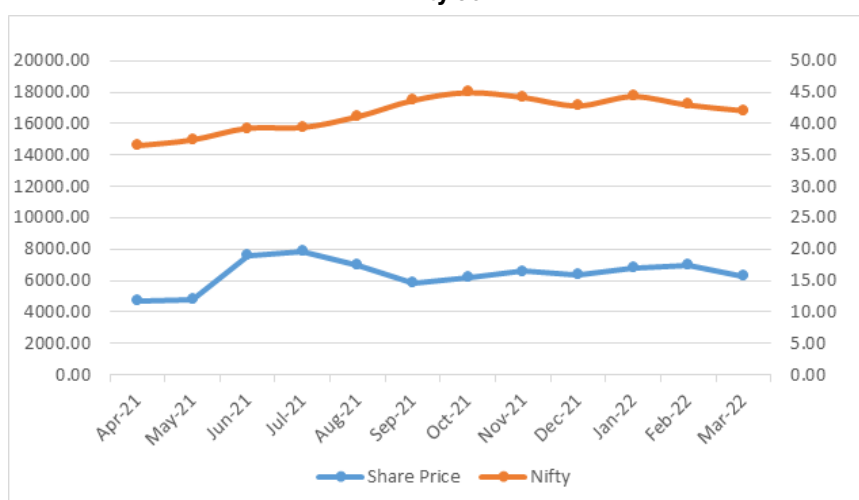
G. Performance in comparison to broad-based indices such as BSE/NSE Sensex (Average closing):

Month	BSE (Average closing price)		NSE (Average closing price)	
	Share Price	BSE Sensex	Share Price	Nifty 50
April 2021	11.76	48,877.90	11.77	14,613.85
May 2021	12.08	49,822.90	12.04	14,983.53
June 2021	19.63	52,399.70	19.03	15,733.68
July 2021	18.79	52,694.25	19.66	15,783.10
August 2021	17.45	55,237.51	17.43	16,470.46
September 2021	14.67	58,780.95	14.65	17,508.61
October 2021	15.50	60,421.92	15.47	18,020.22
November 2021	16.44	59,416.48	16.46	17,718.89
December 2021	15.94	57,663.12	15.93	17,174.27
January 2022	17.09	59,586.75	17.08	17,770.62
February 2022	17.51	57,697.50	17.51	17,225.94
March 2022	15.79	56,404.37	15.76	16,864.67

BSE Sensex



Nifty 50



CORPORATE GOVERNANCE REPORT (Contd.)**H. In case the securities are suspended from trading, reason thereof:**

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

I. Registrar to issue and share transfer agents:

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

J. Share Transfer System:

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

K.**i. Distribution of Shareholding as on 31st March, 2022:**

Shares range	No. of Shareholders	% of Shareholders	No. of Shares	% of total issued capital
1 - 500	22064	85.96	2184551	9.89
501 - 1000	1737	6.77	1450645	6.57
1001- 2000	888	3.46	1366851	6.19
2001 - 3000	331	1.29	858065	3.89
3001 - 4000	125	0.49	452530	2.05
4001 - 5000	132	0.51	632112	2.86
5001 - 10000	200	0.78	1507656	6.83
10001 & Above	191	0.74	13630199	61.72
Total	25668	100.00	22082609	100.00

ii. Shareholding pattern as on 31st March, 2022:

Sr. No.	Category of Shareholder	No. of Shareholders	Total no. of Shares	Total Shareholding as a percentage of total no. of Shares
(A)	Shareholding of Promoter and Promoter Group(A)*	14	73,24,641	33.17
(B)	Public Shareholding			
(1)	Institutions			
(a)	Mutual Funds	0	0	0
(b)	Venture Capital Funds	0	0	0
(c)	Alternate Investment Funds	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0
(e)	Foreign Portfolio Investor (Corporate)	1	93,126	0.42
(f)	Financial Institutions/ Banks	0	0	0
(g)	Insurance Companies	0	0	0
(h)	Provident Funds / Pension Funds	0	0	0
	Sub Total (B) (1)	1	93,126	0.42
(2)	Central Government/ State Government(s)/ President of India	0	0	0
	Sub Total (B) (2)	0	0	0
(3)	Non-Institutions			
(a)	Individuals			
i.	Individual shareholders holding nominal share capital upto ₹ 2 Lakhs	24,618	89,77,098	40.65
ii.	Individual shareholders holding nominal share capital in excess of ₹ 2 Lakhs	57	25,56,955	11.58
(b)	NBFC's registered with RBI	0	0	0
(c)	Employee Trusts	0	0	0
(d)	Overseas depositories (holding DRs)	0	0	0

CORPORATE GOVERNANCE REPORT (Contd.)

Sr. No.	Category of Shareholder	No. of Shareholders	Total no. of Shares	Total Shareholding as a percentage of total no. of Shares
(e)	Any other:			
i.	Hindu Undivided Family	344	7,56,434	3.43
ii.	NRI (Non-repatriate)	66	1,33,457	0.60
iii.	NRI (Repatriate)	136	2,85,050	1.29
iv.	LLP	1	200	0.00
v.	Clearing Members	31	62,527	0.28
vi.	Bodies Corporate	78	18,93,121	8.57
	Sub Total (B) (3)	25,331	1,46,64,842	66.41
	Total Public Shareholding (B) = (B)(1) + (B)(2)+(B)(3)	25,332	1,47,57,968	66.83
	Total (A) + (B)	25,346	2,20,82,609	100
(C) Non Promoter - Non Public				
(1)	Shares Underlying DRs	0	0	0
(2)	Shares Held By Employee Trust	0	0	0
	Grand Total (A)+(B)+(C)	25,346	2,20,82,609	100

The shareholding spread across various demat accounts are consolidated on the basis of Permanent Account Number pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2017/ 128 dated 19th December, 2017.

L. Dematerialization of shares:

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

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

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

Out of the total 2,20,82,609 equity shares of the Company, 2,20,81,095 equity shares representing 99.99% are in dematerialized form as on 31st March, 2022.

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

NIL

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

The Company's operation does not involve dealings in traded commodities and hence the disclosure pursuant to SEBI Circular dated 15th November, 2018 is not applicable. During the financial year 2021-2022, the Company had negligible foreign exchange risk thereby no hedging activities were carried out.

O. Plant Locations:

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

P. Address for Correspondence:

Heads UP Ventures Limited
(Formerly known as The Mandhana Retail Ventures Limited)
209, Peninsula Centre, Dr. S. S. Rao Road, Parel,
Mumbai - 400 012
Tel: 022 - 4353 9790
Email: cs@tmrvl.com

Q. During financial year 2021-2022, the Company has not obtained any credit rating from rating agency.

11. Other Disclosures:

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

NIL

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

During the previous financial year 2021-22, on account of Corona Virus (Covid-19) Pandemic, there were certain delays in compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which are enumerated hereinbelow:

- Under Regulation 17(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which require that a maximum time gap of 120 days between any two board meetings in a year, the Company had exceeded the said time gap of 120 days between the meetings held on 9th February,

CORPORATE GOVERNANCE REPORT (Contd.)

2021 and 17th August, 2021. As per the Management, the delay caused was due to the 2nd wave of COVID-19 pandemic coupled with resignation of two senior independent directors in the month of June, 2021. On resumption of normalcy, the Company had fulfilled the requirement of the prescribed composition of the Board of Directors and Committees thereof well within the time frame pursuant to the provisions of the said regulations.

- 2) Under Regulation 33 of SEBI (LODR) Regulations, 2015, there was a delay in submission of Audited Financial Results for the quarter and financial year ended 31st March, 2021 by the Company, after written submissions/review application made by the Company for waiver of penalty levied by the Stock Exchanges in regard, response from both the Stock Exchanges is awaited as on the date of this report.
- 3) Under Regulation 33 of SEBI (LODR) Regulations, 2015, there was a delay in submission of unaudited financial results for the quarter ended 30th June, 2021 by the Company, after written submissions/review application made by the Company for waiver of penalty levied by the Stock Exchanges in regard, response from both the Stock Exchanges is awaited as on the date of this report.

During the previous financial year 2020-21, on account of Covid-19 Pandemic, there were certain delays in compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which are enumerated hereinbelow:

- 1) Notices received from Stock Exchanges for noncompliance of Regulation 44(3) of the Listing Regulations pertaining to delay in submission of Postal Ballot Results. Basis the representations made to the Stock Exchanges by the Company for waiver of penalty, National Stock Exchange of India Ltd. (NSE) has waived the fine and similar waiver is expected from BSE Ltd. (BSE).
- 2) Notices received from NSE for non-compliance of Regulation 17(1) of the Listing Regulations pertaining to non-compliance with minimum number of directors on the Board of the Company. Based on the submissions made by the Company for waiver of penalty, NSE has waived the penalty imposed on the Company.
- 3) Notices received from Stock Exchanges for non-compliance of Regulation 33 of the Listing Regulations for non-submission/delayed submission of Audited Financial Results for FY 2019-20. Basis the representations made by the Company to the Stock Exchanges, the NSE has waived the fine and similar waiver is expected from BSE.

- 4) Notices received from Stock Exchanges for non-compliance of Regulation 23(9) of the Listing Regulations for delay in submission of details of Related Party Transactions for the half year ended 30th September, 2020. The Company has paid the fine to both the Stock Exchanges.
- 5) Notices received from Stock Exchanges for non-compliance of Regulation 29 of the Listing Regulations viz., calling the Board Meeting at shorter notice period than provided under the aforesaid Regulation for declaration of audited financial results for the quarter and financial year ended 31st March, 2020. Basis the representations made by the Company, both the Stock Exchanges have waived the fine imposed on Company.

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

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behaviour, actual or suspected fraud or any instances of leak of unpublished price sensitive information or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism / Whistle Blower Policy are posted on the website of the Company and the weblink to the same is <https://www.mrvlindia.com/code-of-conduct-policies>. No Director / employee has been denied access to the Audit Committee.

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

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

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

Not applicable as Company does not have any Subsidiary Company.

F. Weblink where policy on dealing with related party transactions is disclosed:

<http://www.mrvlindia.com/code-of-conduct-policies>

G. Disclosure of commodity price risks and commodity hedging activities:

Not applicable as the Company does not deal in the traded commodities.

H. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

Not applicable as during the financial year 2021-22 the Company did not raise funds through preferential allotment or qualified institutional placement.

CORPORATE GOVERNANCE REPORT (Contd.)

I. A certificate has been received from Mr. Nitin R. Joshi, Practicing Company Secretary, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed herewith.

J. During the financial year 2021-2022, there were no instances where the Board of Directors of the Company had not accepted any recommendation of any of its committee which is mandatorily required to be constituted.

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

Please refer to note no. 32 of notes to accounts.

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

a. number of complaints filed during the financial year : NIL

b. number of complaints disposed of during the financial year : NIL

c. number of complaints pending as on end of the financial year: NIL

M. Disclosure of Loans and advances (in the nature of loans) given by the Company to any firms/companies, in which directors are interested:

As on 31st March, 2022, the Company has not given any Loans and advances (in the nature of loans) to any firms/companies, in which directors are interested.

6. Discretionary requirements as specified in Part E of Schedule II of the Listing Regulations:

A. The Board:

The Company had a Non-Executive Chairman (upto 21st June, 2021). No separate office is provided to the Chairman. The Non-Executive Chairman is provided secretarial and other assistance whenever needed to enable him to discharge his responsibilities effectively.

B. Shareholder Rights:

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

C. Modified opinion(s) in audit report:

Details are mentioned in the "Statutory Auditors and Auditors' Report" paragraph in the Directors Report, forming part of the Annual Report.

D. Separate posts of chairperson and chief executive officer

Mr. Pradip Dubhashi, Non- Executive and Independent Director, had been the Chairman of the Board upto 21st June, 2021. Mr. Manish Mandhana is the Chief Executive Officer of the Company.

E. Reporting of internal auditor

The Internal Auditor reports to the Audit Committee.

7) The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46:

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

For and on behalf of the Board of Directors

Heads UP Ventures Limited

(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana

Managing Director

DIN: 06934972

Priyavrat Mandhana

Executive Director

DIN: 02446722

Place: Mumbai

Date: 26th May, 2022

CORPORATE GOVERNANCE REPORT (Contd.)**Disclosure in Compliance with Part F of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year 2021-2022**

1.	Aggregate no. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year	Shareholders – 4 Outstanding Equity Shares – 139
2.	No. of shareholders who approached the issuer for transfer of shares from the Suspense Account during the year	
3.	No. of shareholders to whom shares were transferred from Suspense account during the year	
4.	Aggregate no. of shareholders and the outstanding shares lying in the Suspense Account at the end of the year	Shareholders – 4 Outstanding Equity Shares – 139

The voting rights on the aforesaid shares lying in the Suspense Account shall remain frozen till the rightful owners of such shares claims the shares.

For and on behalf of the Board of Directors**Heads UP Ventures Limited**

(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana

Managing Director

DIN: 06934972

Priyavrat Mandhana

Executive Director

DIN: 02446722

Place: Mumbai

Date: 26th May, 2022

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

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

- The Board of Directors has laid down a Code of Conduct, Ethics and Business Principles for all Board Members and Senior Management of the Company [‘the Code of Conduct’];
- The Code of Conduct has been posted on the website of the Company;
- All the Board Members and Senior Management Personnel have affirmed their compliance and adherence with the provisions of the Code of Conduct for the financial year ended 31st March 2022.

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

Manish Mandhana

Chief Executive Officer

Place: Mumbai

Date: 26th May, 2022

CORPORATE GOVERNANCE REPORT (Contd.)

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

To,
The Board of Directors,
Heads UP Ventures Limited
(Formerly The Mandhana Retail Ventures Limited)

We, undersigned in our capacity as the Chief Executive Officer and Chief Financial Officer of **Heads UP Ventures Limited** (Formerly known as The Mandhana Retail Ventures Limited) ("the Company"), to the best of our knowledge and belief, certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2022 and based on our knowledge and belief:
 - i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affair and are in compliance with the existing Accounting Standards, applicable Laws and Regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's Code of Conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls.
- d) We have indicated to the Auditors and Audit Committee:
 - i. significant changes, if any, in the internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Heads UP Ventures Limited

(Formerly The Mandhana Retail Ventures Limited)

Manish Mandhana
Chief Executive Officer

Vishal Parikh
Chief Financial Officer

Place : Mumbai

Date : 26th May, 2022

CORPORATE GOVERNANCE REPORT (Contd.)**Certificate of Non-Disqualification of Directors**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
HEADS UP VENTURES LIMITED
(Formerly known as The Mandhana Retail Ventures Limited)
Plot No. E -132, M.I.D.C.,
Tarapur Industrial Area,
Boisar, Palghar-401506

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of THE MANDHANA RETAIL VENTURES LIMITED having CIN L52390MH2011PLC213349 and having registered office at Plot No. E- 132, M.I.D.C., Tarapur Industrial Area, Boisar, Palghar-401506 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	PRIYAVRAT PURUSHOTTAM MANDHANA	02446722	05/08/2016
2	SANGEETA MANISH MANDHANA	06934972	05/08/2016
3	MITESH JITENDRA SHAH	07202696	20/10/2020
4	VENKATAPATTABHI HANUMANTHARAO MULLAPUDI	08912400	20/10/2020
5	PRAVIN RAMESHWAR NAVANDAR	02810786	17/08/2021
6	VENKATESWAR RAO NELLUTLA	09261084	17/08/2021

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

(NITIN R JOSHI)

FCS 3137 CP 1884

('Peer Reviewed Firm')

UDIN F003137D000347756

Place : Mumbai

Date : 19th May, 2022

CORPORATE GOVERNANCE REPORT (Contd.)

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

To the Members of

Heads UP Ventures Limited

(Formerly The Mandhana Retail Ventures Limited)

1. This certificate is issued in accordance with the terms of our engagement letter dated 29th September, 2021.
2. This report contains details of compliance of conditions of corporate governance by Heads UP Ventures Limited formerly known as The Mandhana Retail Ventures Limited ('the Company') for the year ended 31 March 2022 as stipulated in regulations 17-27, clause (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations') pursuant to the Listing Agreement of the Company with the National Stock Exchange of India Limited and the BSE Limited (collectively referred to as the 'Stock exchanges').

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

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

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended 31st March, 2022.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations except as stated in sub-clause B of clause 11 of corporate governance report, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions on use

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

For Ram Agarwal & Associates

Chartered Accountants

Firm's Registration No. 140954W

Rammahesh Agarwal

Partner

Membership No. 110146

UDIN: 22110146AMVU2J4575

Place : Mumbai

Date : 26th May, 2022

INDEPENDENT AUDITOR'S REPORT

To the Members of

HEADS UP VENTURES LIMITED

(Formerly known as THE MANDHANA RETAIL VENTURES LIMITED)

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the accompanying financial statements of **Heads UP Ventures Limited** formerly known as **The Mandhana Retail Ventures Limited** ("the Company"), which comprise the balance sheet as at 31 March 2022 and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

We do not express an opinion on the accompanying financial statements of the Company. In view of the significance of the matter described in the "Basis for Disclaimer of Opinion" section of our report, we have not been able to obtain sufficient appropriate audit evidence regarding whether the use of going concern assumption is appropriate or not. Therefore, we are unable to conclude as to whether the aforesaid financial statements are presented in accordance with the applicable accounting standards and other recognized accounting practices and policies.

Basis for Disclaimer of Opinion

We draw attention to Note No. 37 of the standalone financial statements regarding preparation of the financial statements on going concern basis. Although, a company has registered a new brand "HUP" under its name, developed wide range of sample merchandises and is in the process of commercial launch of the brand but these plans are yet to be materialized. Hence, there still exists uncertainty regarding the future prospects of the business and the company's ability to continue as going concern. However, the Company has cash surplus and positive net worth. The Management and the Board of Directors believes that the Company will be able to meet all its contractual obligations and liabilities as they fall due in near future and therefore these standalone financial statements are prepared based on going concern basis. As we are unable to obtain sufficient and appropriate audit evidence about the commercial launch of the brand and business transaction thereof. Accordingly, we are unable to conclude whether the Company will be able to continue as a going concern and the consequential implications arising therefrom on the standalone financial statements of the Company.

Information Other than the Standalone financial statements and Auditor's Report thereon

The Company's Board of Directors is responsible for other information. Other information comprises the information included in the Annual Report, but does not include the Standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information

is materially inconsistent with the Standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the Company's financial statements in accordance with Standards on Auditing and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are independent of the Company in accordance with the Code of Ethics and provisions of the Act that are relevant to our audit of the financial statements in India under the Act, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics and the requirements under the Act.

INDEPENDENT AUDITOR'S REPORT (Contd.)

Report on Other Legal and Regulatory Requirements

- (i) As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs of the Order, to the extent applicable.
- (ii) (A) As required by section 143(3) of the Act, read with the paragraph related to Basis for Disclaimer of Opinion, we report that:
- 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.
 - 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.
 - The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - Due to the possible effects of the matter described in the Basis of Disclaimer Opinion paragraph, we are unable to state whether the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act.
 - The matter described in Basis for Disclaimer of Opinion paragraph could have an adverse effect on the functioning on the Company.
 - On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164(2) of the Act.
 - With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements as at 31 March 2022-Refer Note 34 to the financial statements.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the company or
 - provide any guarantee, security or the like to or on behalf of Ultimate Beneficiaries;\
- (ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person or entities, including foreign entities ("Funding parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material misstatement; and
- e) During the year company has not declared any dividend in compliance to section 123 of the Act.
- (c) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director 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) of the Act which are required to be commented upon by us.

For, Ram Agarwal & Associates

Chartered Accountants

Firm Registration Number. 140954W

Ramhesh Agarwal

Partner

Membership Number. 110146

UDIN: 22110146AMTXVH5799

Place: Mumbai

Date: 26-05-2022

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OF THE HEADS UP VENTURES LIMITED (Formerly known as THE MANDHANA RETAIL VENTURES LIMITED) FOR THE YEAR ENDED 31 MARCH 2022

With reference to the **Annexure A** referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2022, we report the following:

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

- (i) In respect of Property, Plant and Equipment:
- (A) According to the information and explanation given to us, the Company is in the process of maintenance of proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangibles assets.
 - As explained to us, The Company has a regular programme of physical verification of its Property, Plant and Equipment and verified regularly at reasonable intervals. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In our opinion and according to information and explanations given to us, no material discrepancies were noticed upon such verification during the year.
 - According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company does not have any immovable property as on 31 March, 2022 and hence, clause 3 (i) (c) of the Order is not applicable to the Company.
 - The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.
 - There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) In Respect of Inventory
- The company has no inventory at the year ended March, 2022. Hence the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
 - The Company has availed overdraft facility from the ICICI bank for working capital during year on the basis of security of fixed deposits. However, there is no requirement to submit any quarterly statements to the bank.
- (iii) During the year the Company has not made investments or has not provided loans or advances in the nature of loans, or stood guarantee, or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) (a) to (f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of Loans given. The Company has not made any Investments, nor given guarantee or security as covered by the provisions of sections 185 and 186 of the Act.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost accounting records under section 148(1) of the Act, for the product/services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess, goods and services tax and other statutory dues which have not been deposited on account of any dispute as under:

Name of Statute	Nature of Dues	Amount In Lakhs**	Period to which amount relates	Forum Where Dispute is Pending
Maharashtra Good and Service Tax Department	ITC mismatch	8.14	F.Y. 2016-17	Deputy Commissioner of Sales Tax/Joint Commissioner of Sales Tax/Tribunal
Value Added Tax Act	Non submission of Form F	6.02	F.Y. 2016-17	Deputy Commissioner of Sales Tax/Joint Commissioner of Sales Tax/Tribunal

Name of Statute	Nature of Dues	Amount In Lakhs**	Period to which amount relates	Forum Where Dispute is Pending
Central Sales Tax Act	ITC mismatch, refund adjusted against CST dues.	(1.64)	F.Y. 2017-18	Deputy Commissioner of Sales Tax/Joint Commissioner of Sales Tax/Tribunal
Value Added Tax Act	Non submission of Form F	6.28	F.Y. 2017-18	Deputy Commissioner of Sales Tax/Joint Commissioner of Sales Tax/Tribunal
Maharashtra Good and Service Tax Department	Non filing of returns	0.05	F.Y. 2016-17	GST Department
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Excess availment of ITC	66.11	F.Y. 2017-18	Additional Joint Commissioner of CGST & C.Ex
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Excess availment of ITC	184.78	F.Y. 2018-19	Additional Joint Commissioner of CGST & C.Ex
Income Tax Act, 1961	PF, ESIC late payment disallowed.	(4.16)	A.Y. 2017-18	Income Tax officer
Income Tax Act, 1961	ICD taken considered unexplained cash credit	200.58	A.Y. 2018-19	Income Tax officer
Income Tax Act, 1961	TDS - short payment & interest on delayed payment	0.001	A.Y. 2020-21	Income Tax officer
Employees State Insurance Corporation	Non payment of ESIC on incentives paid to employees	(0.06)	A.Y. 2017-18	Additional Commissioner/ Appellate Authority Maharashtra & Goa
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Disallowance of TRANS 1 credit	67.86	F.Y. 2017-18	Commissioner of CGST & C.Ex

** The aforesaid amount is after considering pre-deposit amount of ₹ 15.96 Lakhs and refund if any.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud/ material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by [cost auditor/ secretarial auditor or by us] in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) (a) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a),(b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company has issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (xvi) (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (xvi) (d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has [incurred/not incurred] cash losses amounting to ₹ 531.93 Lakhs [taking into consideration the impact of main audit report qualification] in the current year and amounting to ₹ 273.85 Lakhs [taking into consideration the impact of main audit report qualification] in the immediately preceding financial year respectively.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note no. 36 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors

and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note no.33 the financial statements.
- (xx) (b) There are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note No.33 to the financial statements.
- (xxi) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Holding Company.

For, Ram Agarwal & Associates

Chartered Accountants

Firm Registration Number. 140954W

Ram Mahesh Agarwal

Partner

Membership Number. 110146

UDIN: 22110146AMTXVH5799

Place: Mumbai

Date: 26-05-2022

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OF HEADS UP VENTURES LIMITED (Formerly known as THE MANDHANA RETAIL VENTURES LIMITED) FOR THE YEAR ENDED 31 MARCH 2022

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013

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

We have audited the internal financial controls with reference to financial statements of **Heads UP Ventures Limited** formerly known as **The Mandhana Retail Ventures Limited** ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the 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 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to 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 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 financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Further, considering the Disclaimer of Opinion in main audit report and the inherent limitations of internal financial controls with reference to financial statements, there are limitations in consideration of such controls operating as at the balance sheet date for the future operations of the Company.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls systems over financial reporting. Based on selective verification of risk control matrixes, data made available to us digitally, such internal financial control over financial reporting were operating effectively as at March 31st, 2022. Based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For, Ram Agarwal & Associates
Chartered Accountants
Firm Registration Number. 140954W

Rammahesh Agarwal
Partner
Membership Number. 110146
UDIN: 22110146AMTXVH5799

Place: Mumbai
Date: 26-05-2022

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results

Statement on Impact of Audit Qualifications for the Financial Year ended 31st March, 2022
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

Sr. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (₹ in Lakh)	Adjusted Figures (audited figures after adjusting for qualifications) (₹ in Lakh)
1.	Turnover / Total income	251.64	251.64
2.	Total Expenditure	787.70	787.70
3.	Net Profit/(Loss)	(536.07)	(536.07)
4.	Earnings Per Share	(2.43)	(2.43)
5.	Total Assets	3514.65	3514.65
6.	Total Liabilities	3514.65	3514.65
7.	Net Worth	2772.69	2772.69
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

Note: Figures in brackets represent negative number.

II Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification:

We draw attention to Note No. 3 of the standalone financial statements regarding preparation of the financial statements on going concern basis. Although, a company has registered a new brand "HUP" under its name, developed wide range of sample merchandises and is in the process of commercial launch of the brand but these plans are yet to be materialized. Hence, there still exists uncertainty regarding the future prospects of the business and the company's ability to continue as going concern. However, the Company has positive net worth. The Management and the Board of Directors believes that the Company will be able to meet all its contractual obligations and liabilities as they fall due in near future and therefore these standalone financial statements are prepared based on going concern basis. As we are unable to obtain sufficient and appropriate audit evidence about the commercial launch of the brand and business transactions thereof. Accordingly, we are unable to conclude whether the Company will be able to continue as a going concern and the consequential implications arising therefrom on the standalone financial statements of the Company.

b. Type of Audit Qualification: ~~Qualified Opinion~~ / ~~Disclaimer of Opinion~~ / ~~Adverse Opinion~~

c. Frequency of qualification: ~~Whether appeared first time / repetitive / since how long continuing~~

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: N.A.

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification:

The company has acquired and registered brand "HUP" and "Device of Turtle" and developed its new range of products and made some progress in that direction. The commercial launch will be started somewhere Q-2 of the current financial year i.e., FY 22-23, as it was expected in Q-3 of FY 21-22. The future business operations of the Company has certainty, however future cash flows and projected growth plans are critically dependent upon the materialization of viability of these events. The Management and Board of directors has not shown any intention to liquidate the Company and is quite confident that Company will launch the new brand in AW 22 and the developments will materialize in near future. Accordingly, the financial results continue to be prepared on going concern basis which contemplates realization of assets and settlement of liabilities in the normal course of business, continuation of operations of the company under the brand, thus management estimates that there is no material impact due to the aforesaid disclaimer on "going concern" status by the Auditors.

(ii) If management is unable to estimate the impact, reasons for the same: N.A.

(iii) Auditors' Comments on (i) or (ii) above: N.A.

III Signatories:

- Manish Mandhana (Chief Executive Officer)
- Vishal Parikh (Chief Financial Officer)
- Audit Committee Chairman
- Rammahesh Agarwal
Partner M/s. Ram Agarwal & Associates, Statutory Auditor
UDIN: 99110146AJQMOV6652

Place: Mumbai

Date : 26 May, 2022

Heads UP Ventures Limited

(Formerly known as The Mandhana Retail Ventures Limited)

BALANCE SHEET AS AT 31ST MARCH, 2022

₹ in Lakhs

Particulars	Note No.	As at Mar 31, 2022	As at Mar 31, 2021
Assets			
Non current assets			
(i) (a) Property, plant and equipment	3	12.47	15.26
(b) Capital work in progress	3	2.80	-
(ii) Other financial assets	4	20.52	8.31
(iii) Income tax assets (net)	5	0.41	0.41
Total non current assets		36.20	23.98
Current assets			
(i) Trade receivables	6	138.39	197.62
(ii) Cash and cash equivalents	7	1,501.45	1,706.33
(iii) Loans	8	1,072.90	1,821.32
(iv) Other financial assets	9	93.39	33.75
(v) Other current assets	10	672.33	622.22
Total current assets		3,478.47	4,381.24
Total assets		3,514.65	4,405.22
Equity and liabilities			
Equity			
(a) Equity share capital	11	2,208.26	2,208.26
(b) Other equity	12	569.43	1,106.51
Total equity		2,777.69	3,314.77
Liabilities			
Non current liabilities			
(a) Provisions	13	31.24	28.52
Total non current liabilities		31.24	28.52
Current liabilities			
(a) Financial liabilities:			
(i) Trade payables:			
- Total outstanding dues of micro enterprises and small enterprises	14	-	6.77
- Total outstanding dues of creditors other than micro enterprises and small enterprises	14	43.08	100.30
(ii) Other financial liabilities	15	633.25	907.00
(b) Other current liabilities	16	11.40	30.02
(c) Provisions	17	8.53	8.39
(d) Income tax liabilities (net)	18	9.45	9.45
Total current liabilities		705.71	1,061.93
Total liabilities		736.96	1,090.45
Total equity and liabilities		3,514.65	4,405.22
Significant accounting policies	1-2		
Notes to the financial statements	3-43		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **Ram Agarwal & Associates**

Chartered Accountants

Firm's Registration No: 140954W

For and on behalf of the Board of Directors of

Heads UP Ventures Limited

(Formerly known as The Mandhana Retail Ventures Limited)

Rammahesh Agarwal

Partner

Membership No: 110146

UDIN: 22110146AMTXVH5799

Sangeeta M. Mandhana

Managing Director

DIN: 06934972

Manish Mandhana

Chief Executive Officer

Vishal Parikh

Chief Financial Officer

Membership No: 132586

Priyavrat Mandhana

Executive Director

DIN: 02446722

Virendra Varma

Company Secretary

Membership No: F10520

Mumbai
26 May 2022Mumbai
26 May 2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MAR 31, 2022

₹ in Lakhs

Particulars	Note No.	12 months ended MAR 31, 2022	12 months ended Mar 31, 2021
Income			
Revenue from operations	19	97.31	44.15
Other income	20	154.33	512.61
Total income		251.64	556.76
Expenses			
Purchase of stock in trade	21	85.26	10.16
Changes in inventories of stock in trade	21	-	15.75
Employee benefits expense	22	355.62	404.52
Finance costs	23	48.03	20.05
Depreciation and amortisation expense	3	4.13	5.04
Other expenses	24	294.64	380.13
Total expenses		787.70	835.65
V. Profit/(loss) before Exceptional Items and Tax			
VI. Exceptional Items			
Loss on sale of PPE / PPE written off			
Profit/(Loss) before tax		(536.06)	(278.89)
Tax expense:			
- Current tax			
- Deferred tax			
- Tax adjustment for earlier years			
Less: MAT credit entitlement			
Total tax expense		-	-
Profit/(Loss) for the year		(536.06)	(278.89)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurement gains/(loss) arising on defined benefit plan		(1.03)	(7.69)
(ii) Income tax related to (i) above			
Total other comprehensive income		(1.03)	(7.69)
Total comprehensive income for the year		(537.08)	(286.58)
Earnings per share (Face value of ₹ 10 each) (not annualised) (Refer Note 27)			
Basic and diluted (₹)		(2.43)	(1.26)
Significant accounting policies	1-2		
Notes to the financial statements	3-43		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached
For **Ram Agarwal & Associates**
Chartered Accountants
Firm's Registration No: 140954W

Rammahesh Agarwal
Partner
Membership No: 110146
UDIN: 22110146AMTXVH5799

Mumbai
26 May 2022

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

Sangeeta M. Mandhana
Managing Director
DIN: 06934972

Manish Mandhana
Chief Executive Officer

Mumbai
26 May 2022

Vishal Parikh
Chief Financial Officer
Membership No: 132586

Priyavrat Mandhana
Executive Director
DIN: 02446722

Virendra Varma
Company Secretary
Membership No: F10520

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2022

Particulars	31.03.2022 Audited	31.03.2021 Audited
Cash flows from operating activities		
Net loss before tax	(536.06)	(278.89)
Adjustments for:		
Depreciation and amortisation expense	4.13	5.04
Sundry balances written back (net)/off	-	3.92
Unrealised gain/loss on foreign currency translation (net)	0.93	(4.56)
Interest income on fixed deposits with banks	(63.47)	(55.46)
Finance costs	48.03	20.05
Allowance for expected credit loss	-	26.10
Profit on sale of property	-	(9.11)
Operating cash flows before working capital changes	(546.44)	(292.91)
Working capital adjustments :		
(Decrease)/Increase in other financial liabilities	(273.74)	387.14
(Decrease)/Increase in other liabilities	(18.62)	(40.45)
(Decrease)/Increase in provisions	1.83	(44.04)
(Decrease) in trade payables	(63.99)	(1,147.91)
Decrease/(Increase) in loans	748.42	(102.66)
(Increase) in other current assets	(50.11)	(231.62)
(Increase) in Other Financials assets	(12.21)	-
Decrease in inventories	-	15.75
(Increase)/Decrease in trade receivables	58.29	411.41
Decrease in other current financial assets	-	2,264.96
Cash generated from operating activities	(156.58)	1,219.66
Taxes paid (net of refunds)	-	-
Net cash flows from operating activities	(156.58)	1,219.66
Cash flows from investing activities		
Purchase for property, plant and equipment including capital work in progress and capital advances	(4.15)	(1.58)
Sale for property, plant and equipment including capital work in progress and capital advances	-	159.99
Maturity/(Investment) in Fixed Deposit	199.00	(1,699.00)
Interest received	3.87	25.83
Net cash used in investing activities	198.74	(1,514.74)
Cash flows from financing activities		
Repayment of bank borrowings	-	(228.84)
Finance charges paid	(48.03)	(13.54)
Net cash used in financing activities	(48.03)	(242.38)
Net (decrease)/ increase in cash and cash equivalents	(5.88)	(537.48)
Cash and cash equivalents at the beginning of the year	7.33	544.81
Cash and cash equivalents at the end of the period	1.45	7.33
Reconciliation of cash and cash equivalents with the balance sheet		
Cash and Cash equivalents as per Balance Sheet	1.45	7.33
Cash and Cash equivalents as at the period end	1.45	7.33
Significant accounting policies	1-2	
Notes to the financial statements	3-43	

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **Ram Agarwal & Associates**

Chartered Accountants

Firm's Registration No: 140954W

For and on behalf of the Board of Directors of

Heads UP Ventures Limited

(Formerly known as The Mandhana Retail Ventures Limited)

Rammahesh Agarwal

Partner

Membership No: 110146

UDIN: 22110146AMTXVH5799

Sangeeta M. Mandhana

Managing Director

DIN: 06934972

Manish Mandhana

Chief Executive Officer

Vishal Parikh

Chief Financial Officer

Membership No: 132586

Priyavrat Mandhana

Executive Director

DIN: 02446722

Virendra Varma

Company Secretary

Membership No: F10520

Mumbai

26 May 2022

Mumbai

26 May 2022

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

1. Company overview

The Mandhana Retail Ventures Limited ("the Company") was incorporated under the Companies Act, 1956 ("the Act") on 12 February 2011. The Company was converted into a public limited company by getting its shares listed on the Bombay Stock Exchange and the National Stock Exchange w.e.f. 14 December 2016.

Pursuant to the approval of the Scheme of Demerger, the Company had acquired the demerged undertaking of Mandhana Industries Limited which was engaged in the business of designing, retailing, marketing and distributing men's wear, women's wear and accessories of "Being Human" trademark under the global exclusive trademark license agreement ('the License agreement') with The Salman Khan Foundation ('the Foundation'). The Licensee agreement was foreclosed with the Foundation on 31 January 2020 and with the Being Human business getting transferred to another licensee, the Company is now evaluating the available options to start afresh which shall be initiated post the current pandemic situation eases out.

2. A. Basis of preparation of financial statements

a) Statement of compliance

These financial statements of the Company for the year ended 31 March 2022 are prepared in accordance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('Act'), amendments thereto and other relevant provisions of the Act.

While the Licensee agreement with the Foundation was mutually cancelled vide agreement dated 5 March 2020 with effective date of cancellation being 31 January 2020, the Company has sufficient reserves at disposal to kickstart the business under the new brand. Currently, the Company is going slow on account of Covid-19 pandemic. Having said that, all the startegic discussions, tie-ups, vendor lineup, staffing, business strategy is in place and the Company is in the process of tying up with the new trademark.

Basis the facts referred above, the financial statements of the Company for the year ended 31 March 2022 have been prepared on accrual and going concern basis and do not include any adjustments relating to recoverability and classification of recorded assets or to amounts and classification of liabilities that may be necessary, if the Company is unable to continue as a going concern.

The financial statements of the Company for the year ended 31 March 2022 were approved for issue in accordance with the resolution of the Board of Directors on 25 August 2021.

b) Historical cost convention

The financial statements have been prepared and

presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities and employee benefit obligations that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

c) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (₹) which is the Company's functional and presentation currency. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Division II of Schedule III to the Act, unless otherwise stated.

d) Critical accounting judgments and key sources of estimation uncertainty

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

The areas involving critical estimates and judgments are:

i. Property, plant and equipment

Determination of the estimated useful lives of property, plant and equipment and the assessment of components of the cost that may be capitalised. Useful lives of tangible assets are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalised and which

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

components of the cost of the asset may be capitalised.

ii. Valuation of inventories

Valuation of inventories comprises stock in trade at every reporting period end. Net realizable value of inventories is estimated basis the selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

iii. Defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined based on the prevailing market yields of Indian Government Securities as at the Balance Sheet date for the estimated term of the obligations.

iv. Impairment of non-financial assets

Impairment exist when the carrying value of an assets exceeds its recoverable amount, which is higher of its fair value less cost of disposal and its value in use. The value in use is determined based upon discounted cash flow model which is derived from the budget determined by the Company. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used.

v. Deferred tax assets

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.

vi. Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, past experience and circumstances known at the Balance Sheet date.

vii. Financial instruments

All financial instruments are required to be measured at fair value on initial recognition. In case of financial instruments which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method. Rate of interest is estimated basis the prevailing market interest rate or the rate applicable to the company on any other financial instrument.

viii. Leases

Ind AS 116 'Leases' requires a lessee to

determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying lease to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

e) Classification of assets and liabilities

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

Assets

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

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Current assets include the current portion of noncurrent financial assets.

All other assets are classified as non-current.

Liabilities

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

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the reporting date; or
- the Company does not have an unconditional

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

right to defer settlement of the liability for at least twelve months after the reporting date.

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

All other liabilities are classified as non-current.

Operating cycle

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

B. Summary of significant accounting policies

a) Revenue recognition

Sale of goods

The Company derives revenues primarily from sale of traded goods.

Effective April 1, 2018, the Company has applied Ind AS 115 'Revenue from Contracts with Customers' which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 'Revenue'. There is no impact of the adoption of the new standard on the financial statements of the Company.

Revenue is recognised on satisfaction of performance obligation upon transfer of control of products to end customers in an amount that reflects the consideration the Company expects to receive in exchange for those products. The performance obligations in our contracts are fulfilled at the time of delivery.

Revenue is measured based on transaction price which is fair value of the consideration received or receivable, after deduction of any discounts, sales incentives / schemes and any taxes or duties collected on behalf of the government such as goods and services tax, etc.

Export Benefits

Export incentives (i.e. duty drawback and DEPB license) are recognized in the year on the basis of claims submitted to the appropriate authorities provided there is no uncertainty to expect ultimate collection at the time of making the claim.

Interest income

For all interest bearing financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

b) Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment (PPE) are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost of an item of PPE comprises its purchase price, including import duties and other non-refundable taxes or levies, borrowing costs if any and any directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Expenditure/income during construction period is included under Capital work in progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current assets".

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the Statement of Profit and Loss as incurred.

iii. Depreciation

Depreciation is provided on a pro-rata basis on the straight line method ('SLM') as per the useful life prescribed under Schedule II of the Companies Act, 2013, which, in management's opinion, reflect the estimates useful economic lives of fixed assets.

Leasehold improvements are amortized over the lease term. Depreciation for the year is recognised in the Statement of Profit and Loss.

The following table gives the useful life of different Property, plant and equipment as per Schedule II:

Particulars	Useful Life
Office equipment	5 years
Desktops/laptops and accessories	3 years
Motor Car	6 years

IV De-recognition

An item of property, plant and equipment is eliminated from the financial statement on disposal or when no further benefit is expected from its use and disposal.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

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

v. Impairment of property, plant and equipment

The carrying values of assets at each Balance Sheet date are reviewed for impairment if any indication of impairment exists.

c) Intangible assets

i. Recognition and measurement

Intangible assets are recognized only when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of such assets can be measured reliably. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. All costs relating to the acquisition are capitalized.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

iii. Amortisation

Intangible assets are amortised over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset.

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

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

iv. De-recognition

An intangible asset is de-recognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

v. Impairment of intangible assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets

are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years. In case of revalued assets, such reversal is not recognized.

d) Leases

The Company assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- i. the contract involves the use of identified asset;
- ii. the Company has substantially all of the economic benefits from the use of the asset through the period of lease; and
- iii. the Company has the right to direct the use of the asset.

As a lessee

The Company recognizes a right-of-use asset ("ROU") and a lease liability at the lease commencement date. The ROU is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The ROU is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprises fixed payments, including in-substance fixed payments, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the ROU, or is recorded in Statement of Profit or Loss if the carrying amount of the ROU has been reduced to zero.

Lease Liabilities are presented in 'Financial Liabilities' and the 'ROU Asset' is presented separately in the Balance Sheet. Lease payments are classified as financing activities in the Statement of Cash Flows.

Short-term leases and leases of low-value assets

The Company has elected not to recognise ROU and lease liabilities for short term leases that have a lease term of 12 months or lower and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term. The related cash flows are classified as Operating activities in the Statement of Cash Flows.

Under Ind AS 17

In the comparative period, accounting for leases were done as per Ind AS 17. Leases were classified

as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as Operating Leases.

As a Lessee

Operating Leases

Lease rentals are charged or recognised in the Statement of Profit and Loss on a straight-line basis over the lease term, except where the payments are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

Finance Leases

Assets held under finance leases are recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to the Statement of Profit and Loss.

e) Inventories

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

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

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

f) Foreign currency transactions and translations

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognized in the Statement of Profit and Loss of the year.

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

g) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

i. Financial assets

Classification

The Company shall classify financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to a contract that gives rise to a financial asset of one entity or equity instrument of another entity. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognised immediately in Statement of Profit and Loss.

Measurement of fair values

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market of the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes financial assets into three levels. As described as follows, these levels are based on the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and lowest priority to unobservable inputs (level 3 inputs).

Level 1: Fair value based on quoted, unadjusted prices on active markets

Level 2: Fair value based on parameters for which directly or indirectly quoted prices on active market are available

Level 3: Fair value based on parameters for which there is no observable market data

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Subsequent measurement

The Company classifies financial assets as subsequently measured at amortised 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.

Amortised cost

A financial asset shall be classified and measured at amortised 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.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognised (i.e. removed from the Company's Balance Sheet) when:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - (a) The Company has transferred substantially all the risks and rewards of the asset, or
 - (b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

Financial assets of the Company comprise of trade receivable and other receivables consisting of debt instruments such as security deposits and bank balance. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. An impairment loss for trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses if any, are recognised in Statement of Profit and Loss for the year.

The Company recognises loss allowance using expected credit loss model for financial assets which are not measured at Fair Value Through Profit or Loss. Expected credit losses are weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at original effective rate of interest. For Trade receivables, the Company measures loss allowance at an amount equal to lifetime expected credit losses. The Company computes expected credit loss allowance based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

ii. Financial liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognized. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

h) Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the employee service is recognized as an expense as the related service is rendered by the employee. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)**Post-employment benefits****Defined contribution plans**

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

Defined Benefit Plan

The Company's gratuity benefit scheme is a defined benefit plan covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Company's net obligation in respect of the defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any assets are deducted. The calculation of the Company's obligation under the plans is performed annually by a qualified actuary using the projected unit credit method at the Balance Sheet date.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, are recognised immediately in other comprehensive income (OCI). The service and interest cost related to defined benefit plans are recognised in employee benefits in the Statement of Profit and Loss. When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in the Statement of Profit and Loss on a straight line basis over the average period until the benefits become vested. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

i) Taxation

Income-tax expense comprise current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). It is recognised in Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or in OCI.

Current tax

Current tax is measured at that amount expected to be paid to (recovered from) the taxation authorities, on the taxable income or loss determined in

accordance with Income Tax Act, 1961 and includes any adjustment to the tax payable or receivable in respect of previous years.

Deferred tax

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 recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement of Profit and Loss. 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 that future taxable profits will be available.

j) Impairment of non-financial asset (excluding inventories and deferred tax assets)

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ('CGUs').

k) Earnings per share

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

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- i. the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- ii. the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

l) Borrowing costs

Borrowing costs are interest and other costs related to borrowing that the Company incurs in connection

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest costs measured at Effective Interest Rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Ancillary borrowing costs are amortised over the tenure of the loan.

Borrowing costs that are attributable to acquisition or construction of qualifying assets are capitalized as a part of cost of such assets till the time the asset is ready for its intended use. A qualifying asset is the one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recorded as an expense in the year in which they are incurred. Ancillary borrowing costs are amortised over the tenure of the loan.

m) Provisions, Contingent liabilities and Contingent assets

Provisions are recognized when the Company recognizes that it has a present obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

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

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

Contingent assets are not recognized in financial statements.

n) Cash and Cash equivalents

Cash and cash equivalents comprise cash-in-hand and cash on deposits with banks and financial institutions. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amount of cash to be cash equivalents.

o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Chief Executive officer assesses the financial performance and position of the Company, and makes strategic decisions. He is identified as being the chief operating decision maker for the Company. The Company has only one business segment, which is trading in garments and company generates revenue majorly from Domestic sales along with some export sales. Accordingly, the amounts appearing in these financial statements relate to this one business segment.

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

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

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

p) Events after the reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed as at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

3 Property, plant and equipment and capital work in progress

₹ in Lakhs

Particulars	Gross block			Accumulated depreciation				Net block	
	Balance as at 1 April 2021	Additions	Deductions / Adjustments (Refer note below)	Balance as at 31 March 2022	Balance as at 1 April 2021	Charge for the year	Deductions / Adjustments (Refer note below)	Balance as at 31 March 2022	Balance as at 31 March 2022
Computers and accessories	2.85	0.81		3.66	1.30	1.04	-	2.34	1.31
Office equipments	1.58	-	-	1.58	0.19	0.30	-	0.49	1.09
Motor Vehicles	17.33			17.33	5.01	2.74	-	7.75	9.59
Furniture and fixtures	-	0.53		0.53	-	0.05	-	0.05	0.48
Total	21.76	1.34	-	23.10	6.50	4.13	-	10.63	12.47
Capital work in progress	-	2.80	-	2.80		-	-	-	2.80
Total	-	2.80	-	2.80	-	-	-	-	2.80

Capital work in progress Aging Schedule

Sr No	Capital work in progress	Outstanding for the following period from due date of Payments				Total*
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
i	Software	5.20	0	0	0	5.20

Particulars	Gross block			Accumulated depreciation				Net block	
	Balance as at 1 April 2020	Additions	Deductions / Adjustments	Balance as at 31 March 2021	Balance as at 1 April 2020	Charge for the year	Deductions / Adjustments	Balance as at 31 March 2021	Balance as at 31 March 2021
Buildings	158.35	-	158.35	-	6.26	1.20	7.46	-	-
Computers and accessories	2.85	-	-	2.85	0.39	0.90	-	1.30	1.55
Office equipments	-	1.58	-	1.58	-	0.19	-	0.19	1.39
Motor Vehicles	17.33	-	-	17.33	2.26	2.74	-	5.01	12.32
Furniture and fixtures	-	-	-	-	-	-	-	-	-
Total	178.53	1.58	158.35	21.77	8.91	5.03	7.46	6.50	15.26
Capital work in progress	0.51	-	0.51	-	-	-	-	-	-
Total	0.51	-	0.51	-	-	-	-	-	-

Note:

- The Company has not capitalized any borrowing cost during the current year. (31 March 2021: Nil)
- Title deed of the immovable property (i.e. building) is in the name of the Company.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

4. Other non current financial assets

(Unsecured, considered good unless otherwise stated)

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Deposit with revenue authorities	20.52	8.31
Total	20.52	8.31

5. Non-current tax assets

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
IT Refund receivable	0.41	0.41
	0.41	0.41

6. Trade receivables (Refer note 28)

Unsecured

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Trade receivables considered good	346.80	406.02
Trade receivables considered doubtful	-	-
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
	346.80	406.02
Allowance for expected credit loss	(208.41)	(208.41)
Total	138.39	197.62

7. Cash and cash equivalents

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Balance with banks :		
Balances with banks in current account	0.90	5.59
Other Bank Balance (lien against overdraft)*	1,500.00	1,699.00
Cash in hand	0.56	1.73
Total	1,501.45	1,706.33

* During the year the company have obtained bank overdraft facility on demand from ICICI Bank by keeping lien against the fixed deposit

8. Loans

(Unsecured, considered good unless otherwise stated)

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Security deposits:		
- other than related parties	184.36	932.78
- to related parties (Refer note 30)	888.54	888.54
Total	1,072.90	1,821.32

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

9. Other current financial assets

(Unsecured, considered good unless otherwise stated)

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Other than related parties:		
Duty drawback receivable	2.72	2.72
Advance against salary	-	0.33
Interest accrued on fixed deposits	90.67	31.07
Total	93.39	34.12

10. Other current assets

(Unsecured, considered good unless otherwise stated)

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Prepaid expenses	0.43	1.09
Export benefits receivable	30.39	43.67
Statutory receivables	279.05	267.66
Advance to vendors	362.46	309.79
Total	672.33	622.22

11. Equity share capital

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Authorised:		
40,000,000 (31 March 2022: 40,000,000) equity shares of ₹ 10 each	4,000.00	4,000.00
Total	4,000.00	4,000.00
Issued, subscribed and paid up:		
22,082,609 (31 March 2021: 22,082,609) equity shares of ₹ 10 each fully paid up	2,208.26	2,208.26
Total	2,208.26	2,208.26

Notes:

1. Reconciliation of number of equity shares outstanding at the beginning and end of the year:

Particulars	31 March 2022		31 March 2021	
	No. of shares held	Amount	No. of shares held	No. of shares held
Shares outstanding at the beginning of the year	2,20,82,609	2,208.26	2,20,82,609	2,20,82,609
Addition during the year	-	-	-	-
Shares outstanding at the end of the year	2,20,82,609	2,208.26	2,20,82,609	2,20,82,609

2. Terms / rights attached to equity shares issued

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

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

3. Shareholder's holding more than 5% of the equity share capital of the Company:

Particulars	31 March 2022		31 March 2021	
	No. of Shares	% holding	No. of Shares	% holding
Manish Mandhana	-	-	10,55,074	4.77%
Priyavrat Mandhana	9,53,060	4.32%	9,53,060	4.32%
Sudha Mandhana	11,23,089	5.09%		
Rakesh Jhunjhunwala	-	-	28,13,274	12.74%
Prema Mandhana	11,96,816	5.42%		
Total	32,72,965	14.83%	48,19,207	21.83%

4. Aggregate number of shares issued for consideration other than cash

No shares have been allotted without payment being received in cash or by way of bonus shares during the period of five years immediately preceding the balance sheet date.

5. Shares holding of Promoters

Shares held by promoters at the end of the year

Sr No	Promoter Name	No of Shares	% of total Shares	% Change during the year
1	Manish Mandhana	-	-	-4.77%
2	Priyavrat Purushottam Mandhana	9,53,060	4.32	NIL
3	Purushottam Chhaganlal Mandhana HUF (Karta-Purushottam Chhaganlal Mandhana)	6,83,332	3.09	-0.15
4	Biharilal Chhaganlal Mandhana	46,000	0.21	-4.07
Total		16,82,392	7.62	

12 Other equity

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Capital reserve		
At the commencement of the year	5.00	5.00
Add / (Less): Additions / (Deductions) during the year		
At the end of the year	5.00	5.00
Retained earnings		
At the commencement of the year	1,101.51	1,388.10
Add: Loss for the year	(536.06)	(278.89)
Add: Gain on remeasurement of post-employment benefit obligations	(1.03)	(7.69)
At the end of the year	564.43	1,101.51
Total	569.43	1,106.51

Nature of reserves:

Capital reserves

The capital reserve has been created on demerger of The Mandhana Retail Ventures Limited from Mandhana Industries Limited from the appointed date i.e. 1 April 2014. It is not available for distribution to shareholders' as dividend.

13 Provisions

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Provision for employee benefits:		
- Gratuity (Refer note 29)	31.24	28.52
Total	31.24	28.52

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

14 Trade payables

	₹ in Lakhs	
Particulars	31 March 2022	31 March 2021
Total outstanding dues of micro enterprises and small enterprises (Refer note 31)	-	6.77
Total outstanding dues of creditors other than micro enterprises and small enterprises	43.08	100.30
Total	43.08	107.07

15 Other financial liabilities

	₹ in Lakhs	
Particulars	31 March 2022	31 March 2021
Payable from new licensee (Refer Note 37)	191.67	121.27
Balances with Bank (lien against Fixed Deposit)	416.91	738.87
Employee benefits payable	24.67	46.86
Total	633.25	907.00

16 Other current liabilities

	₹ in Lakhs	
Particulars	31 March 2022	31 March 2021
Statutory dues payables	9.69	15.60
Advances from customers	1.70	14.42
Total	11.40	30.02

17 Provisions

	₹ in Lakhs	
Particulars	31 March 2022	31 March 2021
Provision for employee benefits:		
- Gratuity (Refer note 29)	8.53	8.38
Total	8.53	8.38

18 Income tax liabilities (net)

	₹ in Lakhs	
Particulars	31 March 2022	31 March 2021
Provision for income tax [Net off advance tax / tax deducted at source ₹ 180.19 Lakhs (31 March 2020: ₹ 180.19 Lakhs)]	9.45	9.45
Total	9.45	9.45

19 Revenue from operations (Refer note 35)

	₹ in Lakhs	
Particulars	31 March 2022	31 March 2021
Sale of products		
Traded goods		
- Domestic sales	92.53	21.16
- Export sales	4.78	22.98
	97.31	44.15
Other operating revenue		
Export benefits and other incentives	-	-
	-	-
Total	97.31	44.15

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

20 Other Income

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Interest income on fixed deposits with banks (at amortised cost)	90.67	55.46
Interest income on inter corporate deposit	63.47	-
Sundry balances written back (net)	-	0.20
Net gain on foreign currency transactions and translations	-	4.56
Profit/Loss on Sale of Fixed Assets	-	9.11
Income towards transition of business (Refer Note 38)	-	438.89
Miscellaneous income	0.19	4.39
Total	154.33	512.61

Purchase of stock in trade

21 Purchase of stock in trade

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Garments and accessories	85.26	10.16
Total	85.26	10.16

Changes in inventories of stock in trade

Opening stock:

Garments	-	15.75
Accessories		

Closing stock:

Garments	-	(0.00)
Accessories		

Changes in inventories:

- Garments	-	15.75
- Accessories		
	-	15.75

Less: Adjustment on account of business transfer (Refer Note 48)

Total	-	15.75
--------------	----------	--------------

22 Employee benefits expense

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Salaries, wages and bonus	327.56	369.06
Contribution to provident and other funds	17.86	20.72
Gratuity expense (Refer note 29)	8.53	13.26
Staff welfare expenses	1.67	1.48
Total	355.62	404.52

23 Finance costs

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Interest expense on financial liabilities carried at amortised costs:		
- bank borrowings	48.03	13.54
- Others		
- on loans from corporate bodies		
- under MSMED Act, 2006 (Refer note 31)	-	6.51
Total	48.03	20.05

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

24 Other expenses

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Commission expenses	-	3.20
Travelling and conveyance	33.65	19.49
Directors sitting fees	4.25	8.25
Advertisement and sales promotion expenses	8.07	4.70
Auditors remuneration (Refer note 32)	7.73	14.48
Bank charges	0.51	(0.00)
Communication expenses	4.00	5.96
Electricity charges	1.38	10.32
Freight and transportation charges	5.91	12.23
Consumables	34.92	11.03
Housekeeping charges	0.10	5.73
Insurance charges	4.33	1.59
Legal charges	7.60	9.35
Printing and stationery	2.17	1.62
Professional fees	135.52	114.61
Rates and taxes	5.58	10.67
Rent, CAM and utility charges	22.45	93.63
Repairs and maintenance	8.89	12.43
Watch and ward expenses	-	0.78
LOSS from foreign exchange fluctuation	0.93	-
Miscellaneous expenses	4.14	8.31
Sundry balance W/off	2.51	31.76
Total	294.64	380.13

25 Tax expense

(a) Amounts recognised in statement of profit and loss

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Current tax	-	-
Deferred tax	-	-
Tax adjustment for earlier years	-	-
Total	-	-

(b) Amounts recognised in other comprehensive income

Particulars	31 March 2022			31 March 2021		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Tax (expense) / benefit
Items that will not be reclassified to profit or loss						
Remeasurement gains arising on defined benefit plan	(1.03)	-	(1.03)	(7.69)	0.83	(6.86)
Total	(1.03)	0	(1.03)	(7.69)	0.83	(6.86)

(c) Reconciliation of effective tax rate

Particulars	31 March 2022	31 March 2021
(Loss) / Profit before tax	(536.05)	(278.89)
Tax using the Company's domestic tax rate (Current year 34.944 % and Previous Year 34.944 %)	-	-
Tax effect of:		
Write off of deferred tax assets	-	-
Current-year losses for which no deferred tax asset is recognised	-	-
Non-deductible tax expenses	-	-
Tax adjustment for earlier years	-	-
Others	-	-
Total	-	-

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

26 Tax expense (Contd.)

(d) Movement in deferred tax balances

₹ in Lakhs						
31 March 2022	Net balance 1 April 2021	Recognised in statement of profit or loss*	Recognised in OCI	Net balance 31 March 2022	Deferred tax asset	Deferred tax liability
Deferred tax asset						
Unabsorbed tax losses	-	-	-	-	-	-
Unabsorbed depreciation	-	-	-	-	-	-
Property, plant and equipment	-	-	-	-	-	-
Provision for gratuity	-	-	-	-	-	-
Allowance for doubtful debts	-	-	-	-	-	-
Other items	-	-	-	-	-	-
MAT credit entitlement	-	-	-	-	-	-
Tax assets / (liabilities)	-	-	-	-	-	-
Set off tax	-	-	-	-	-	-
Deferred tax assets (net)	-	-	-	-	-	-
31 March 2021						
	Net balance 1 April 2020	Recognised in statement of profit or loss	Recognised in OCI	Net balance 31 March 2021	Deferred tax asset	Deferred tax liability
Deferred tax asset						
Unabsorbed tax losses				-		-
Unabsorbed depreciation				-		-
Property, plant and equipment				-		-
Inventories				-		-
Deferred income				-		-
Provision for gratuity				-		-
Allowance for doubtful debts				-		-
Other items				-		-
MAT credit entitlement				-		-
Tax assets / (liabilities)	-	-	-	-	-	-
Set off tax	-	-	-	-	-	-
Deferred tax assets (net)	-	-	-	-	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred tax assets and liabilities and recoverability of deferred tax assets. The recoverability of deferred tax assets is based on estimates of future taxable income and the period over which deferred tax assets will be recovered.

* Deferred tax assets have been derecognised and charged off in the statement of profit and loss of the current year as the Company will not be able to utilise the unused tax losses and unused tax credits as it is not probable that the Company would generate sufficient future taxable profits from its operations.

Tax losses carried forward

Particulars	31 March 2022	Expiry date	31 March 2021	Expiry date
Business loss	422.55	AY 2028-29	339.68	AY 2027-28
Business loss	339.68	AY 2027-28	241.60	AY 2028-29
Business loss	1,295.59	AY 2026-27	-	-
Unabsorbed depreciation	754.09	NA	601.28	NA

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

27 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

i. Loss attributable to equity holders of the Company

	₹ in Lakhs	
Particulars	31 March 2022	31 March 2021
Loss attributable to equity holders of the Company (for basic EPS)	(536.06)	(278.89)
Effect of dilution	-	-
Loss attributable to equity holders of the Company adjusted for the effect of dilution	(536.06)	(278.89)

ii. Weighted average number of ordinary shares

Issued ordinary shares as at the beginning of the year	2,20,82,609	2,20,82,609
Effect of shares issued to related business combinations	-	-
Effect of shares cancelled during the year	-	-
Weighted average number of shares as at year end for basic EPS	2,20,82,609	2,20,82,609
Effect of dilution	-	-
Weighted average number of shares as at year end for diluted EPS	2,20,82,609	2,20,82,609
Basic and diluted earnings per share:		
Particulars	31 March 2022	31 March 2021
Basic earnings per share (₹)	(2.43)	(1.26)
Diluted earnings per share (₹)	(2.43)	(1.26)
Face value per share (₹)	10.00	10.00

28. Financial instruments - Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amount and fair values of financial assets and liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of its fair value.

		₹ in Lakhs						
31 March 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets:								
Other financial asset - Non-current	-	-	20.52	20.52	-	-	-	-
Trade receivables	-	-	138.39	138.39	-	-	-	-
Cash and cash equivalents	-	-	1.45	1.45	-	-	-	-
Loans - Current	-	-	1,072.90	1,072.90	-	-	-	-
Other financial asset - Current	-	-	93.39	93.39	-	-	-	-
Total	-	-	1,326.67	1,326.67	-	-	-	-
Financial liabilities:								
Trade payables	-	-	43.08	43.08	-	-	-	-
Other financial liabilities - Current	-	-	633.25	633.25	-	-	-	-
Total	-	-	676.33	676.33	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

28. Financial instruments - Fair values and risk management (Contd.)

₹ in Lakhs

31 March 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets:								
Loans - Non-current	-	-	-	-	-	-	-	-
Other financial asset - Non-current	-	-	8.31	8.31	-	-	-	-
Trade receivables	-	-	197.62	630.56	-	-	-	-
Cash and cash equivalents	-	-	206.33	544.81	-	-	-	-
Loans - Current	-	-	1,821.32	1,718.66	-	-	-	-
Other financial asset - Current	-	-	33.75	2,269.45	-	-	-	-
Total	-	-	2,267.32	5,171.79	-	-	-	-
Financial liabilities:								
Trade payables	-	-	107.07	107.07	-	-	-	-
Other financial liabilities - Current	-	-	907.00	907.00	-	-	-	-
Total	-	-	1,014.07	1,014.07	-	-	-	-

Financial instruments - Fair values and risk management

A. Accounting classification and fair values (Continued)

- (1) Assets that are not financial assets excluding income tax assets (net) (such as receivables from statutory authorities, export benefit receivables, prepaid expenses, advances paid and certain other receivables) amounting to ₹ 667.17 Lakhs and ₹ 622.22 Lakhs as of 31 March 2022 and 31 March 2021 respectively, are not included.
- (2) Liabilities that are not financial liabilities excluding income tax liabilities (net) (such as statutory dues payable, deferred revenue, advances from customers and certain other accruals) amounting to ₹ 98.52 Lakhs and ₹ 30.02 Lakhs as of 31 March 2022 and 31 March 2021 respectively, are not included.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Interest rate risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

28. Financial instruments - Fair values and risk management (Contd.)

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the Risk Management Committee.

Goods are sold subject to retention of title clauses, so that in the event of non-payment the Company may have a secured claim. The Company does not otherwise require collateral in respect of trade and other receivables

Impairment

As at 31 March 2022, the ageing of trade receivables that were not impaired was as follows:

Sr No	Particulars	Outstanding for the following period from due date of Payments				₹ in Lakhs
		Less than 6 Months	6 Months -1 Years	2-3 Years	More than 3 Years	Total
i	Undisputed Trade receivables – considered good	81.10	-	-	57.29	138.39
ii	Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
iii	Disputed Trade Receivables considered good	-	-	-	-	-
iv	Disputed Trade Receivables considered doubtful	-	-	-	-	-
TOTAL		81.10	-	-	57.29	138.39

As at 31 March 2021, the ageing of trade receivables that were not impaired was as follows:

Sr No	Particulars	Outstanding for the following period from due date of Payments				₹ in Lakhs
		Less than 6 Months	6 Months -1 Years	2-3 Years	More than 3 Years	Total
i	Undisputed Trade receivables – considered good	28.00	-	-	170.62	197.62
ii	Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
iii	Disputed Trade Receivables considered good	-	-	-	-	-
iv	Disputed Trade Receivables considered doubtful	-	-	-	-	-
TOTAL		28.00	-	-	170.62	197.62

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings, if they are available.

As at 31 March 2022, the carrying amount of the Company's most significant single customer was ₹ 81.10 Lakhs (31 March 2021: Nil).

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 1.46 Lakhs as at 31 March 2022 (31 March 2021: ₹ 7.33 Lakhs). The cash and cash equivalents are held with banks and financial institution which have good credit ratings.

Security deposits given to lessors

The Company has given security deposit to lessors of ₹ 888.54 Lakhs as at 31 March 2022 (31 March 2021: ₹ 888.54 Lakhs) for premises leased to the Company. The credit worthiness of such lessors is considered to be good.

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

28. Financial instruments - Fair values and risk management (Contd.)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted:

₹ in Lakhs						
31 March 2022	Carrying amount	Contractual cash flows				
		Total	0-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings	-	-	-	-	-	-
Trade payables	43.08	43.08	43.08	-	-	-
Other financial liabilities	633.25	633.25	633.26	-	-	-
31 March 2021	Carrying amount	Contractual cash flows				
		Total	0-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings	-	-	-	-	-	-
Trade payables	107.07	1,244.55	1,244.55	-	-	-
Other financial liabilities	907.00	907.00	907.00	-	-	-

iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, our exposure to market risk is a function of borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in foreign currency revenues and costs.

Currency risk

The Company is exposed to currency risk on account of its trade receivables and trade payables in foreign currency. The functional currency of the Company is ₹. The Company does not use any forward exchange contracts to hedge its currency risk.

Exposure to currency risk

The currency profile of financial assets and financial liabilities in Rupee terms as at 31 March 2022 and 31st Mar 2021 are as below:

31 March 2022	₹ in Lakhs	
	USD	EURO
Financial assets		
Trade and other receivables	0.10	0.38
Financial liabilities		
Trade and other payables	0.01	-
Net Exposure	0.09	0.38
31 March 2021		
31 March 2021	₹ in Lakhs	
	USD	EURO
Financial assets		
Trade and other receivables	0.10	0.52
Financial liabilities		
Trade and other payables	0.04	-
Net Exposure	0.06	0.52

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

28. Financial instruments - Fair values and risk management (Contd.)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the ₹ against USD/Euro at year end would have affected the measurement of financial instruments denominated in these currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit or loss	
	Strengthening	Weakening
31 March 2022 (₹ in Lakhs)		
1% movement		
USD	0.00	(0.00)
EURO	0.00	(0.00)
	0.00	(0.00)
Particulars	Profit or loss	
	Strengthening	Weakening
31 March 2021 (₹ in Lakhs)		
1% movement		
USD	0.01	(0.01)
EURO	-	-
	0.01	(0.01)

iv. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

Company's interest rate risk arises mainly from borrowings made. Borrowing made at fixed rates exposes the Company to fair value interest rate risk whereas borrowing at variable rate exposes the Company to cash flow interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

Particulars	₹ in Lakhs	
	31 March 2022	31 March 2021
Fixed rate instruments		
Non Current Financial assets	20.52	8.31
Financial liabilities	-	-
	20.52	8.31
Variable rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-
Total	20.52	8.31

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Profit or loss	
	100 bp increase	100 bp decrease
31 March 2022 (₹ in Lakhs)		
Variable rate instruments	-	-
Cash flow sensitivity (net)	-	-
Particulars	Profit or loss	
	100 bp increase	100 bp decrease
31 March 2021 (₹ in Lakhs)		
Variable rate instruments	-	-
Cash flow sensitivity (net)	-	-

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

28. Financial instruments - Fair values and risk management (Contd.)

Capital management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents.

The Company's policy is to keep the ratio below 1.00. The Company's adjusted net debt to equity ratio at 31 March 2022 and 31 March 2021 was as follows:

	(₹ in Lakhs)	
Particulars	31 March 2022	31 March 2021
Borrowings	-	-
Less : Cash and cash equivalents	1,501.45	1,706.33
Adjusted net debt	(1,501.45)	(1,706.33)
 Total equity	 2,777.69	 3,314.77
Adjusted net debt to total equity ratio	(0.54)	(0.51)

29 Employee benefits

(i) Defined contribution plan:

The Company makes contributions, determined as a specific percentage of employee salaries, in respect of qualifying employees towards provident fund and employees state insurance, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to provident fund and employees state insurance for the year aggregated to ₹ 17.86 Lakhs (31 March 2021: ₹ 20.72 Lakhs)

The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(ii) Defined benefit plan:

A) The Company has a defined benefit gratuity plan. The plan provides for payment as under:

- i) On normal retirement / early retirement / withdrawal / resignation:
As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.
- ii) On death in service:
As per the provisions of the Payment of Gratuity Act, 1972 without any vesting period.

Actuarial valuation of the defined benefit obligation for gratuity are carried out on a yearly basis, the most recent valuation being carried out as on 31 March 2020. The present value of the defined benefit obligations and the related current service cost and past service cost, are measured using the projected unit credit method (PUCM).

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at the balance sheet date:

	(₹ in Lakhs)	
	31 March 2022	31 March 2021
Present value of obligations as at year end	39.77	36.90
Fair value of plan assets as at year end	-	-
Net liability recognised as at year end	39.77	36.90
Of the above:		
Current	8.35	8.37
Non Current	31.42	28.52

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

29 Employee benefits (Contd.)

B. Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit liability and its components:

	(₹ in Lakhs)	
	Defined benefit obligation	
	31 March 2022	31 March 2021
Opening balance	36.90	73.27
Included in profit or loss		
Current service cost	6.53	8.87
Interest cost (income)	1.99	4.38
	45.42	86.52
Included in OCI		
Remeasurement loss (gain):		
Actuarial loss (gain) arising from:		
Demographic assumptions	-	-
Financial assumptions	(0.07)	0.33
Experience adjustment	1.10	7.36
	1.03	7.69
Benefits paid	(6.68)	(57.31)
Closing balance	39.77	36.90

C. Defined benefit obligations

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages):

	31 March 2022	31 March 2021
Discount rate	6.10%	6.05%
Salary escalation rate	5.10%	5.10%
Withdrawal rates	35% p.a at younger ages reducing to 5% p.a at older ages	35% p.a at younger ages reducing to 5% p.a at older ages
Rate of return on plan assets	Not Applicable	Not Applicable

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as follows:

Sample Rates of Indian Assured Lives Mortality:

Age (In years)	Rate p.a.
20	0.09%
30	0.10%
40	0.17%
50	0.44%
60	1.12%

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	(₹ in Lakhs)			
	31 March 2022		31 March 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	39.03	40.54	36.09	37.41
Future salary growth (0.5% movement)	40.32	39.23	37.42	36.39

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

iii. Expected future cash flows

(₹ in Lakhs)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2022					
Defined benefit obligations (Gratuity)	7.72	5.71	19.92	12.36	45.71
Total	7.72	5.71	19.92	12.36	45.71

(₹ in Lakhs)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2021					
Defined benefit obligations (Gratuity)	7.75	5.80	10.05	19.55	43.15
Total	7.75	5.80	10.05	19.55	43.15

D. Characteristics of defined benefit plans and risks associated with them:

Valuations of defined benefit plan are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit plans which are as follows:

- Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (i.e. value of defined benefit obligation).
- Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
- Demographic risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Notes:

- The discount rate is based on the prevailing market yields on Indian Government securities as at the balance sheet date for the estimated term of the obligations.
- The estimates of future salary increase considered in actuarial valuation take account of inflation, seniority, promotion, and other relevant factors such as supply and demand in employment market.
- The Company does not have a carry forward or an encashment policy for compensated absences and hence no liability has been accrued in the financial statements.

30 Related party disclosures

A. List of related parties and relationships

Name of the related party	Nature of relationship
Shri Priyavrat Mandhana	Executive Director
Smt. Sangeeta M. Mandhana	Managing Director
Shri Manish B. Mandhana	Chief Executive Officer
Mr. Bhiharilal Mandhana	Relative of Mr. Manish Mandhana
Mr. Pravin Navander	Non-Executive and Independent Chairman (Appointed on 17 August 2021)
Mr. N Venkateshwar Rao	Non-Executive and Independent Chairman (Appointed on 17 August 2021)
Mr. MVP Hanumantha Rao	Non-Executive and Independent Director (Appointed on 20 October 2020)
Mr. Mitesh Shah	Non-Executive and Independent Director (Appointed on 20 October 2020)
Mr. Vishal Parikh	Chief Financial Officer (Appointed on 20 August 2021)
Mr. Pradip Dubhashi	Non-Executive and Independent Chairman (Resigned on 21 June 2021)
Mr. Ramnath Pradeep	Non-Executive and Independent Director (Resigned on 21 June 2021)
Mr. Kiran Vaidya	Non-Executive and Independent Director (Resigned on 18 May 2020)
Mr. Pankaj Gharat	Chief Financial Officer (Resigned on 6 February 2020)
Mr. Virendra Varma	Company Secretary

The Company's management is of the view that there are no related parties over which the Company exercises control.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

30 Related party disclosures (Contd.)

B. Related party relationships, transactions and balances

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars	(₹ in Lakhs)			
	Transaction values for the year ended 31 March		Balances outstanding as at 31 March	
	2022	2021	2022	2021
Compensation paid to key managerial personnel				
Salary - Short term employee benefits	228.51	231.73	19.50	8.39
Post employee gratuity	6.81	7.52	26.53	19.72
Sitting Fees	4.25	8.25		
Advance against salary given	30.36	46.24	-	-
Advance against salary recovered	(30.36)	(116.72)		
Deposit for rental premises				
Entities over which KMP and/or their relatives are able to exercise significant influence	-	-	888.54	888.54
Lease rent paid				
Relative of KMP	-	13.00	-	-
Key managerial personnel	-	65.88		
Reimbursement of expenses				
Key managerial personnel	0.05	-	-	-

Terms and conditions of transactions with related parties:

The sales and purchases to/from related parties are made in the ordinary course of business on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2022, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2021: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Details of compensation to key managerial personnel has been provided in table above. The amounts disclosed in the table are the amounts recognised as an expense during the year related to key managerial personnel.

31 Dues to micro, small and medium enterprises

The disclosure in respect of the amount payable to enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the financial statement as at 31 March 2022 based on the information received and available with the Company. Auditors have relied upon the information provided by the Company.

Particulars	(₹ in Lakhs)	
	31 March 2022	31 March 2021
Principal amount remaining unpaid to any supplier at the year end	-	6.77
Interest due on the above mentioned principal amount remaining unpaid to any supplier at the year end	-	-
Amount of the interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day	-	6.51
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act, 2006.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid	-	-

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

31 Dues to micro, small and medium enterprises (Contd.)

As at 31 March 2022, the ageing of trade payables that were not impaired was as follows:

Sr No	Particulars	Outstanding for the following period from due date of Payments				₹ in Lakhs
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
i	Undisputed Trade receivables – considered good	35.25	-	-	7.83	43.08
ii	Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
iii	Disputed Trade Receivables considered good	-	-	-	-	-
iv	Disputed Trade Receivables considered doubtful	-	-	-	-	-
TOTAL		35.25	-	-	7.83	43.08

As at 31 March 2021, the ageing of trade payables that were not impaired was as follows:

Sr No	Particulars	Outstanding for the following period from due date of Payments				₹ in Lakhs
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
i	Undisputed Trade receivables – considered good	74.99	-	-	32.08	107.07
ii	Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
iii	Disputed Trade Receivables considered good	-	-	-	-	-
iv	Disputed Trade Receivables considered doubtful	-	-	-	-	-
TOTAL		74.99	-	-	32.08	107.07

32 Auditors remuneration (excluding taxes)

Particulars	(₹ in Lakhs)	
	31 March 2022	31 March 2021
Statutory audit fees including limited reviews	7.69	12.83
Indirect taxation	5.35	-
Certification	-	1.13
Others	-	-
Out of pocket expense	0.04	0.52
Total	13.08	14.48

33 Corporate social responsibility

The Company has spent ₹ NIL Lakhs (31 March 2021: ₹ NIL Lakhs) towards various schemes of corporate social responsibility as prescribed under Section 135 of the Companies Act 2013. The details are as under:

- Gross amount required to be spent by the Company during the year is Nil (31 March 2021: Nil)
- Amount spent during the year on:

Particulars	(₹ in Lakhs)	
	31 March 2022	31 March 2021
	In Cash	In Cash
Construction/acquisition of any asset	-	-
On purposes other than above	-	-
Total	-	-

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

34 Contingent liabilities and commitments

- i) Based on the internal assessment made by the management, the Company does not have any contingent liability as on balance sheet date (31 March 2021: Nil)
- ii) The estimated amount of contracts remaining to be executed on capital account to the extent not provided for is Nil (31 March 2021: ₹ Nil)

iii) Name of Statute	Nature of Dues	Initial Demand (In ₹)	Amount Deposited (In ₹)	Amount Outstanding (In ₹)	Period to which amount relates (AY)	Forum where dispute is pending
Maharashtra Good and Service Tax Department	ITC mismatch	8,14,105	-	8,14,105	2017-18	Deputy Commissioner of Sales Tax/Joint Commissioner of Sales Tax/Tribunal
	Non submission of Form F	11,44,006	5,41,647	6,02,359	2017-18	
	ITC mismatch, refund adjusted against cst dues.	37,076	-	-1,64,870	2018-19	
	Non submission of Form F	6,28,122	-	6,28,122	2018-19	
	Non filing of returns	5,000	-	5,000	2017-18	
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Excess availment of ITC	66,10,951	-	66,10,951	2018-19	Additional Joint Commissioner of CGST & C.Ex
	Excess availment of ITC	1,84,78,560	-	1,84,78,560	2019-20	
Income Tax Act, 1961	PF, ESIC late payment disallowed.	-	4,15,800	-4,15,800	2017-18	Income Tax officer
Income Tax Act, 1961	ICD taken considered unexplained cash credit	2,00,58,220	-	2,00,58,220	2018-19	Income Tax officer
Income Tax Act, 1961	TDS - short payment & interest on delayed payment	1,306	-	1,306	2020-21	Income Tax officer
Employees State Insurance Corporation	Non payment of ESIC on incentives paid to employees	1,00,752	1,61,599	-60,847	2017-18	Additional Commissioner/ Appellate Authority Maharashtra & Goa
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Diallowance of TRANS 1 credit	74,64,191	6,78,563	67,85,628	2018-19	Commissioner of CGST & C.Ex

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

iv) Summary of pending litigations filed by / against the Company as of date pursuant to relevant act.

Sr. No.	Name of parties	Case No./Type	Claim	Pending before	Name of Advocate	Status
A. Cases filed by the Company:						
1	TMRVL V/s. M/s. J.D. Clothing & Others	CC/0700400/SS/2019 Complaint u/s. 138 of N.I. Act, 1881	₹ 2,50,000/-	Metropolitan Magistrate, 7 th Court, Bhoiwada, Mumbai	Mr. Ruchir Dholakia	Application for fresh Non Bailable Warrant made by the Company which was allowed and issued by the Hon'ble Metropolitan Magistrate, Bhoiwada Court. Matter adjourned for Warrant Report. Next date 23.06.2022.
2	TMRVL V/s. M/s. J.D. Clothing & Others	CC/0701515/SS/2019 Complaint u/s. 138 of N.I. Act, 1881	₹ 2,50,000/-	Metropolitan Magistrate, 7 th Court, Bhoiwada, Mumbai	Mr. Ruchir Dholakia	
3	TMRVL V/s. M/s. J.D. Clothing & Others	CC/0703080/SS/2019 Complaint u/s. 138 of N.I. Act, 1881	₹ 7,50,000/-	Metropolitan Magistrate, 7 th Court, Bhoiwada, Mumbai	Mr. Ruchir Dholakia	The Hon'ble Court issued warrant against Accused No.2 and 3 on 8.12.2021. Next date in the matter is 17.6.2022.
4	TMRVL V/s. M/s. J.D. Clothing & Others	CC/0703081/SS/2019 Complaint u/s. 138 of N.I. Act, 1881	₹ 7,50,000/-	Metropolitan Magistrate, 7 th Court, Bhoiwada, Mumbai	Mr. Ruchir Dholakia	The Hon'ble Court issued warrant against Accused No.2 and 3 on 8.12.2021. Next date in the matter is 17.6.2022
5	TMRVL V/s. M/s. J.D. Clothing & Others	CC/3353/SS/2019 Complaint u/s. 138 of N.I. Act, 1881	₹ 2,50,000/-	Metropolitan Magistrate, 7 th Court, Bhoiwada, Mumbai	Mr. Ruchir Dholakia	The Advocate of Accused was present on 13.4.2022. As per his request, the Hon'ble Metropolitan Magistrate fixed the next date 17.6.2022 for disposal of bail and recording of plea of accused in the matter and in the matters of Complaint No. CC/0703080/SS/2019
6	State V/s. Rewati Kohli	FIR No.0007 dated 07.01.2020	₹ 8,46,498/-	Under Investigation by Division 5, Police Commissionerate, Ludhiana	Public Prosecutor (Adv. Rajanbir Singh Gumbher on our behalf)	FIR filed against Ms. Rewati Kohli (Ex-employee at Silver Arc Mall, Ludhiana) for embezzlement of ₹ 8,46,498/-. The Chandigarh High Court disposed the bail application and granted bail to the accused. The Ludhiana Commissionerate to file charge sheet before the Hon'ble Metropolitan Magistrate Court, Ludhiana.
B. Cases filed against the Company:						
1	Sanskar V/s TMRVL	R.S. No.31/2020	For rendition of accounts and for permanent injunction for not to part away the goods lying in possession of Sanskar.	Commercial Court, Lucknow	Adv. Anupam Kumar	Matter is pending for service of documents to the parties. The next date in the matter is 18.07.2022 for appearance of parties.

Transfer pricing

The Company's management continues to believe that its domestic transactions are at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of tax liability.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

35 Segmental information

For management purposes, the Company is organised into business units based on how reporting is done to the Chief Operating Decision Maker (CODM) in accordance with Ind AS 108 'Operating Segments'. The Company has only one segment i.e. Garments which comprise almost 98% of the total business activities. Hence, segment reporting is not applicable to the Company.

Geographical location wise segment data

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

Particulars	31 March 2022				31 March 2021			
	Domestic	Exports	Unallocable	Total	Domestic	Exports	Unallocable	Total
External revenues	246.86	4.78	-	251.64	533.78	22.98	-	556.77
Other allocable income	-	-	-	-	-	-	-	-
Total revenue	246.86	4.78	-	251.64	533.78	22.98	-	556.77
Less: Elimination	-	-	-	-	-	-	-	-
Net revenue	246.86	4.78	-	251.64	533.78	22.98	-	556.77
Segment result	(491.20)	3.16	-	(488.04)	(248.15)	(10.69)	-	(258.83)
Other non allocable income / (expenses):								
Finance cost	-	-	-	(48.03)	-	-	-	(20.05)
Tax expense	-	-	-	-	-	-	-	-
Net loss	-	-	-	(536.07)	-	-	-	(278.89)
Other information:								
Total segment assets	3,475.01	39.64	-	3,514.65	4,353.69	51.90	-	4,405.59
Non current assets other than financial instruments and deferred tax assets (net)	-	-	-	-	-	-	-	-
Total assets	3,475.01	39.64	-	3,514.65	4,353.69	51.90	-	4,405.59
Segment liabilities	736.96	-	-	736.96	1,090.82	-	-	1,090.82

Notes:

- Accounting policies: Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.
- Segment assets and liabilities: Segment assets include all operating assets used by a segment and consist principally of trade receivables, inventories and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to the segments on a reasonable basis. Segment liabilities include all operating liabilities and consist principally of trade payables and accrued liabilities. Segment assets and liabilities do not include those relating to income taxes.

36 The following are analytical ratio for the year ended 31st March 2022 and 31st March 2021

Sr Nos	Ratio	Formula	31 st March 2022	31 st March 2021	Varaince
1	Current Ratio	= Cuurent Assets Current Liabilities	4.93	4.12	20%
2	Return On Equity Ratio	= Net Profit After Tax - Prefrence Dividend (Networth / Equity shareholder's Fund)	-19.34	-10.32	87%
3	Trade Receivables Turnover Ratio	= Credit Sales Average Account Receivable	0.14	0.03	443%
4	Trade Payables Turnover Ratio	= Credit Purchase Average Account Payables	0.28	0.00	7456%
5	Net Profit Ratio	= Net Profit Sales	-551.92	-649.14	-15%
6	Return On Capital Employed	= EBIT (Earning before Interest and Tax) Capital Employed	-17.37	-7.74	124%

Note : Kindly Refer Note no.37 for major variations in the Ratio

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 MARCH 2022 (Contd.)

- 37** The Company's license arrangement with Being Human - The Salman Khan Foundation ('the Foundation'), which was the core asset of the Company, which has been terminated in the financial year 2019-20. The Company has revisited its business strategy to address these uncertainty caused due to change in business model.

The discontinuation of the license agreement with the Foundation has coincided with the Covid 19 pandemic that has disrupted the economy in general and retail business in particular. As the economic activities had started again to gain some momentum, post releasing Unlock Norms by the Central & State Govts, the Company had resumed business development activities in line with its proposed business plans prepared by the management and board of directors of the company. However, uncertainties do exist till date as caused by the cancellation of the license with the Foundation and exogenous global disruption due to the pandemic, regarding Company's ability to continue as a 'going concern'. The Management, however, is reasonably confident of reviving Company's business given its reworked strategy of launching new brand, supported by the core team that is in place and positive net worth and liquidity at hand."

The company has acquired and registered brand "HUP" and "Device of Turtle" and developed its new range of products and made some progress in that direction. The commercial launch will be started somewhere Q-2 of the current financial year i.e FY 22-23, as it was expected in Q-3 of FY 21-22. The future business operations of the Company has certainty, However future cash flows and projected growth plans are critically dependent upon the materialization of viability of these event. The Management and Board of directors has not shown any intention to liquidate the Company and is quite confident that Company will launch the new brand in AW 22 and the developments will materialize in near future. Accordingly, the financial results continue to be prepared on going concern basis which contemplates realization of assets and settlement of liabilities in the normal course of business and continuation of operations of the company under the brand.

- 38** During the previous year, the company, on account of business transfer in previous year, has recorded business transfer income amounting to ₹ 438.89 Lakhs

39 DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the financial year.

- 40** A. No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- (a) Crypto Currency or Virtual Currency
- (b) Benami Property held under Benami Transactions (Prohibition) Act, 1988 (45 of 1988)
- (c) Registration of charges or satisfaction with Registrar of Companies
- (d) Relating to borrowed funds:
 - i. Wilful defaulter
 - ii. Utilisation of borrowed funds & share premium
 - iii. Borrowings obtained on the basis of security of current assets
 - iv. Discrepancy in utilisation of borrowings
 - v. Current maturity of long term borrowings

B. Following disclosures are not applicable for consolidated financial statements as per Schedule III:

- (a) Title deeds of immoveable properties

- 41** During the FY 2021-22 the Earning in Foreign Currency and Expenses in Foreign Currency is Nil.

- 42** There are no long-term contracts (including derivative contract) that are outstanding at the year end.

- 43** Previous period figures have been re-grouped / re-classified to conform to below requirements of the amended Schedule III to the Companies Act, 2013 effective 1st April, 2021.

As per our report of even date attached

For **Ram Agarwal & Associates**
Chartered Accountants
Firm's Registration No: 140954W

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

Rammahesh Agarwal
Partner
Membership No: 110146
UDIN: 22110146AMTXVH5799

Sangeeta M. Mandhana
Managing Director
DIN: 06934972

Priyavrat Mandhana
Executive Director
DIN: 02446722

Manish Mandhana
Chief Executive Officer

Vishal Parikh
Chief Financial Officer
Membership No: 132586

Virendra Varma
Company Secretary
Membership No: F10520

Mumbai
26 May 2022

Mumbai
26 May 2022

THIS PAGE IS INTENTIONALLY LEFT BLANK

Heads UP Ventures Limited

(Formerly known as The Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

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

Corporate Office: 209, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai - 400012

Tel: 91-22-4353 9790 • **E-mail:** cs@tmrvl.com • **Website:** www.mrvlindia.com

Heads UP Ventures Limited

(Formerly known as The Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

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

Corporate Office: 209, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai - 400012

Tel: + 91-22-4353 9790 • **E-mail:** cs@tmrvl.com • **Website:** www.mrvlindia.com

NOTICE OF THE 11TH ANNUAL GENERAL MEETING

To,
The Members,

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of **Heads UP Ventures Limited** (Formerly Known as The Mandhana Retail Ventures Limited) ('Company') will be held on **Thursday, the 15th day of September, 2022 at 02:30 p.m.**, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') on account of outbreak of Covid-19 ('coronavirus') pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Priyavrat P. Mandhana, (DIN: 02446722) 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:

3. RE-APPOINTMENT OF MRS. SANGEETA MANDHANA AS MANAGING DIRECTOR OF THE COMPANY AND REMUNERATION PAYABLE TO HER

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification or re-enactment thereof), read with Schedule V to the Companies Act, 2013, Regulations 2(zc), 17(6)(e) and 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions contained under Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and subject to such permissions and consent, if any, from the Statutory Authorities, the Members of the Company hereby accord its approval for re-appointment of Mrs. Sangeeta M. Mandhana as Managing Director of the Company for a period of 3 (three) years with effect from 1st September, 2022 on the terms and conditions set out herein below:-

I. Remuneration:

a) Salary:

₹ 8,00,000/- (Rupees Eight Lakh only) per month with such increments as may be decided by the Board of Directors (which includes any committee thereof) from time to time, but subject to the

maximum salary of ₹ 16,00,000/- (Rupees Sixteen Lakh only) per month.

b) Commission:

Payment of commission of such amount for each Corporate Financial Year, as may be decided by the Board of Directors (which includes any committee thereof) in its absolute discretion provided that aggregate commission paid to all the Executive Directors in any Corporate Financial Year shall not exceed 1% of the net profits of the Company as appearing in the Audited Annual Accounts.

c) Perquisites:

(i) Medical Expenses

Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for herself and family.

(ii) Leave / Holiday Travel Expenses

Reimbursement of Leave/Holiday Travel expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred on one or more occasions in a year whether in India or abroad in respect of herself and family subject to the conditions that total reimbursement shall not exceed one month's basic salary per annum. The entitlement for any one year to the extent not availed shall be allowed to be accumulated upto next two years.

(iii) Club Fee

Reimbursement of membership fee upto three clubs in India including admission and life membership fees.

(iv) Personal Accident Insurance

Personal Accident Insurance Policy of such amount as may be decided by the Managing Director, the premium of which shall not exceed ₹ 15,000/- (Rupees Fifteen Thousand only) per annum.

(v) Contribution to Provident Fund, Superannuation and Annuity Fund

Company's contribution to Provident Fund and Superannuation or Annuity Fund not exceeding 30% of salary in aggregate.

(vi) Gratuity

Gratuity at the rate of half month's salary for each completed year of service.

(vii) Leave

Leave with full pay or encashment thereof as per the Rules of the Company.

(viii) Electricity Expenses

Expenses pertaining to electricity at the residence of Mrs. Sangeeta M. Mandhana will be borne / reimbursed by the Company.

(ix) Other perquisites

Subject to overall ceiling on remuneration mentioned hereinabove, Mrs. Sangeeta M. Mandhana may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any committee thereof) may from time to time decide and allowed under the provisions of the law.

d) Amenities:

(i) Conveyance facilities

Company shall provide suitable conveyance facilities as may be required by Mrs. Sangeeta M. Mandhana.

(ii) Communication facilities

Company shall provide telephone, telefax and other communication facilities at the residence of Mrs. Sangeeta M. Mandhana.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

II. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Mrs. Sangeeta M. Mandhana, the aforesaid remuneration shall be paid as a minimum remuneration as provided under Section 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that the maximum remuneration shall be in compliance with the provisions of revised Schedule V to the Companies Act, 2013 as amended from time to time by Ministry of the Corporate Affairs, applicable regulations of the Securities and Exchange Board of India or any other statutory authority.

RESOLVED FURTHER THAT Mrs. Sangeeta M. Mandhana shall be entitled to receive the remuneration with effect from 1st September, 2022.

RESOLVED FURTHER THAT Mrs. Sangeeta M. Mandhana shall be entitled to be paid/reimbursed by the Company all costs, charges and expenses as may be incurred by her for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the draft of the Agreement of Employment, as placed at the Meeting, be and is hereby approved.

RESOLVED FURTHER THAT any one of the Executive Directors of the Company be and is hereby authorised to sign and execute the agreement between the Company and Mrs. Sangeeta M. Mandhana as the Managing Director of the Company with effect from 1st September,

2022 on the terms and conditions as may be approved by the Members of the Company in the ensuing general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the aforesaid terms and conditions as may be allowed by the law and agreeable to Mrs. Sangeeta M. Mandhana.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution any one of the Executive Directors and/or Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company, be and is hereby, severally, authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

4. RE-APPOINTMENT OF MR. PRIYAVRAT MANDHANA AS EXECUTIVE DIRECTOR OF THE COMPANY AND REMUNERATION PAYABLE TO HIM

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification or re-enactment thereof), read with Schedule V to the Companies Act, 2013, Regulations 2(zc), 17(6)(e) and 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions contained under Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and subject to such permissions and consent, if any, from the Statutory Authorities, the Members of the Company hereby accord its approval for re-appointment of Mr. Priyavrat P. Mandhana as Executive Director of the Company for a period of 3 (three) years with effect from 1st September, 2022 on the terms and conditions set out herein below:-

I. Remuneration:

a) Salary:

₹ 8,00,000/- (Rupees Eight Lakh only) per month with such increments as may be decided by the Board of Directors (which includes any committee thereof) from time to time, but subject to the maximum salary of ₹ 16,00,000/- (Rupees Sixteen Lakh only) per month.

b) Commission:

Payment of commission of such amount for each Corporate Financial Year, as may be decided by the Board of Directors (which includes any committee thereof) in its absolute discretion provided that aggregate commission paid to all the Executive Directors in any Corporate Financial Year shall not exceed 1% of the net profits of the Company as appearing in the Audited Annual Accounts.

c) Perquisites:

(i) Medical Expenses

Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for himself and family.

(ii) Leave / Holiday Travel Expenses

Reimbursement of Leave/Holiday Travel expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred on one or more occasions in a year whether in India or abroad in respect of himself and family subject to the conditions that total reimbursement shall not exceed one month's basic salary per annum. The entitlement for any one year to the extent not availed shall be allowed to be accumulated upto next two years.

(iii) Club Fee

Reimbursement of membership fee upto three clubs in India including admission and life membership fees.

(iv) Personal Accident Insurance

Personal Accident Insurance Policy of such amount as may be decided by the Executive Director, the premium of which shall not exceed ₹ 15,000/- (Rupees Fifteen Thousand only) per annum.

(v) Contribution to Provident Fund, Superannuation and Annuity Fund

Company's contribution to Provident Fund and Superannuation or Annuity Fund not exceeding 30% of salary in aggregate.

(vi) Gratuity

Gratuity at the rate of half month's salary for each completed year of service.

(vii) Leave

Leave with full pay or encashment thereof as per the Rules of the Company.

(viii) Electricity Expenses

Expenses pertaining to electricity at the residence of Mr. Priyavrat P. Mandhana will be borne / reimbursed by the Company.

(ix) Other perquisites

Subject to overall ceiling on remuneration mentioned hereinabove, Mr. Priyavrat P. Mandhana may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any committee thereof) may from time to time decide and allowed under the provisions of the law.

d) Amenities:

(i) Conveyance facilities

Company shall provide suitable conveyance facilities as may be required by Mr. Priyavrat P. Mandhana.

(ii) Communication facilities

Company shall provide telephone, telefax and other communication facilities at the residence of Mr. Priyavrat P. Mandhana.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

II. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Priyavrat P. Mandhana, the aforesaid remuneration shall be paid as a minimum remuneration as provided under Section 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that the maximum remuneration shall be in compliance with the provisions of revised Schedule V to the Companies Act, 2013 as amended from time to time by Ministry of the Corporate Affairs, applicable regulations of the Securities and Exchange Board of India or any other statutory authority.

RESOLVED FURTHER THAT Mr. Priyavrat P. Mandhana shall be entitled to receive the remuneration with effect from 1st September, 2022.

RESOLVED FURTHER THAT Mr. Priyavrat P. Mandhana shall be entitled to be paid/reimbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the draft of the Agreement of Employment, as placed at the Meeting, be and is hereby approved.

RESOLVED FURTHER THAT any one of the Executive Directors of the Company be and is hereby authorised to sign and execute the agreement between the Company and Mr. Priyavrat P. Mandhana as the Executive Director of the Company with effect from 1st September, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the aforesaid terms and conditions as may be allowed by the law and agreeable to Mr. Priyavrat P. Mandhana.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution any one of the Executive Directors and/or Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company, be and is hereby, severally, authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By Order of the Board of Directors
For **Heads UP Ventures Limited**
(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:
Plot No. E-132, M.I.D.C.,
Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506

Place : Mumbai
Date : 26th May, 2022

NOTES:

1. In view of the continuing COVID -19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circulars bearing nos. 20/2020, 14/2020, 17/2020, 02/2021, 19/2021, 2/2022, dated 5th May, 2020, 8th April, 2020, 13th April, 2020, 13th January, 2021 and 13th December, 2021 and 5th May, 2022 respectively (collectively referred to as 'MCA Circulars') and SEBI has vide its circulars bearing nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as 'SEBI Circulars'), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the Company is being held through VC / OAVM.
2. The relevant Explanatory Statement pursuant to section 102 of the Act in respect of the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. The relevant details as required under Listing Regulations, of person/s seeking appointment/ re-appointment as Director / Auditor forms part of this notice.
3. Pursuant to the provisions of the Act, generally a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 9th September, 2022 to Thursday, 15th September, 2022 (both days inclusive), ('Book Closure period') for the purpose of holding Annual General Meeting.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting.
7. Mr. Priyavrat P. Mandhana, Executive Director, is liable to retire by rotation. He being eligible, offers himself for re-appointment. Brief profile of Mr. Priyavrat P. Mandhana, who retires by rotation at this Annual General Meeting, as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is given separately at Annexure A hereunder.
8. None of the Directors or Key Managerial Personnel or their relatives except Mr. Manish B. Mandhana, Mrs. Sangeeta Mandhana and Mr. Priyavrat P. Mandhana himself, is concerned or interested in the said resolution.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ('NECS'), Electronic Clearing Service ('ECS'), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant ('DP'). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agent, M/s. Link Intime India Private Limited ('RTA' / 'LIPL' / 'Link Intime') to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA at rnt.helpdesk@linkintime.co.in.

The SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to the RTA.
9. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of the above and to avail free transferability of shares and the benefits of dematerialisation, members are requested to consider dematerialization of shares held by them in physical form. Members can contact the Company or its RTA for the same.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her/its queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-2022 will also be available on the Company's website at www.mrvlindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@tmrvl.com
16. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 11th AGM by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by LIPL. In addition, the facility for voting through electronic voting system will also be made available at the Meeting ('e-voting at the AGM') and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through INSTAMEET facility. The Company has engaged the services of LIPL as the agency to provide e-voting facility at the AGM. The manner of voting
17. Based on the shareholding of the Members, whose names appear in the Register of Members/ List of beneficial owners, received from National Securities Depository Limited ('NSDL') / Central Depository Services India Limited ('CDSL') as on close of the business hours on Thursday, 8th September, 2022 ('cutoff date'), a member shall be entitled to vote by way of remote voting or during the AGM. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again.
19. The remote e-voting period will commence on Monday, 12th September, 2022 (9.00 a.m.) (IST) and will end on Wednesday, 14th September, 2022 (5.00 p.m.) (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting by INSTAMEET facility at the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

20. (A) Instructions for shareholders to vote electronically:

Remote e-voting Instructions for shareholders

In terms of the Circular issued by the Securities and Exchange Board of India dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. - After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

Type of shareholders	Login Method
	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number you hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	- Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi / Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E-Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. - Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINK INTIME.	- Open the internet browser and launch the URL: https://instavote.linkintime.co.in - Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:- - User ID: Shareholders/ members holding shares in physical form shall provide Event No. + Folio Number registered with the Company. - PAN: Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/ Company, shall use the sequence number provided to you, if applicable. - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) - Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. - Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@ ! # \$ & *), at least one numeral, at least one alphabet and at least one capital letter). - Click "confirm" (Your password is now generated). - Click on 'Login' under 'SHARE HOLDER' tab. - Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. - After successful login, you will be able to see the notification for e-voting. Select 'View' icon. - E-voting page will appear.

Type of shareholders	Login Method
	6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
	7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service provider is LINK INTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about

the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in Demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service provider is LINK INTIME:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in> under Help Section or send an email to enotices@linkintime.co.in or contact on Tel: 022 - 4918 6000.

(B) (1) Instructions for Shareholders/Members to attend the Annual General Meeting through Instameet (VC/OAVM) are as under:

- i. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the procedure mentioned below. Facility for joining the Annual General Meeting through VC/OAVM shall open 15

minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

- ii. Shareholders/Members are requested that participation through VC/OAVM is restricted upto 1000 members only and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders / Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- iii. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Members shall register their details and attend the Annual General Meeting as under:

- (i) Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:

- a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company.
- b. PAN: Enter your 10 digit Permanent Account Number (PAN).
- c. Mobile No.
- d. Email ID.

- (ii) Click "Go to Meeting"

- iv. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- v. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- vi. Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- vii. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or contact Tel : (022-49186175).

(2) Instructions for shareholders / members intending to register themselves as speakers during Annual General Meeting:

- (i) Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cs@tmrvl.com, atleast before 48 hours prior to the date of AGM.
- (ii) Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
- (iii) Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (iv) Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@tmrvl.com. The same will be replied by the company suitably.

(3) Instructions for shareholders/members to vote during the annual general meeting through instameet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm"; else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022- 49186175 (**InstaMeet Support Desk, Link Intime India Private Limited**).

21. Mr. Nitin R. Joshi, Practicing Company Secretary (Membership No. FCS: 1884) (Address: 415, Marathon Max, Next to Udyog Shetra, Junction of L.B.S. Marg and Goregaon Link Road, Mulund (W), Mumbai 400 080) has been appointed as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. Scrutinizer's email address is: n_r_joshi@yahoo.com.
22. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.
23. 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 or for voting at the AGM. A person, who is not a member as on the cutoff date, should treat the Notice for information purpose only.

24. The Scrutinizer shall, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall submit, within 48 working hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him or Board of Directors, who shall countersign the same and declare the result of the voting forthwith.
25. The voting results shall be displayed in the prescribed format on the Notice Board of the Company at its Registered Office as well as the Head Office/ Corporate Office. The voting results declared along with the report of the Scrutinizer shall also be placed on the website of the Company, viz. www.mrvlindia.com and on the website of LIPL immediately after the declaration of results by the Chairman or a person authorized by him/ Board of Directors in writing. The voting results shall also be forwarded to the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited & National Stock Exchange of India Limited.
26. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. This forms is available on the website of the Company viz., www.mrvlindia.com.

By Order of the Board of Directors
For **Heads UP Ventures Limited**
(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:

Plot No. E-132, M.I.D.C.,
Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506

Place : Mumbai

Date : 26th May, 2022

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

Item Nos. 3 and 4:

The Members of the Company in the 8th Annual General Meeting held on 29th August, 2019, have approved the re-appointment (including remuneration) of Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana as the Managing Director and Executive Director of the Company, respectively, for a period of 3 (three) years effective from 1st September, 2019.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee and the Audit Committee of the Company at its meeting held on 26th May, 2022, the Board of Directors of the Company at its meeting held on even date has approved the re-appointment of Mrs. Sangeeta Mandhana as Managing Director and Mr. Priyavrat Mandhana as Executive Director for a further period of 3 years commencing from 1st September, 2022 on the terms and conditions as set out in the resolution hereinabove. The notice period for termination of appointment is determinable as per Company's policy.

The Remuneration and perquisite payable to Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana are in conformity with the applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act. The approval of the Members is being sought for the re-appointment and remuneration payable to them as listed in the proposed resolution. Copies of the Draft Agreements proposed to be executed between the Company and the Executive Directors are open for inspection by the members at the Registered Office as well as the Head/ Corporate Office of the Company between 10.30 a.m. to 2.30 p.m. on any working day of the Company.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolutions at Item Nos. 3 and 4 is annexed hereto as **Annexure A**.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana themselves and Mr. Manish Mandhana, is in any way concerned or interested, financially or otherwise, in the said Resolutions.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the Members.

ANNEXURE A

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information:

1. Nature of Industry: Retailing of Apparels and Accessories.
2. Date or expected date of commencement of commercial production: The Company is not a manufacturing Company and hence this clause is not applicable to the Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial performance based on given indicators:

(₹ in Lakh)

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Income from Operations and other Income	251.64	556.76
Operating Profit (before interest, depreciation and tax)	(483.90)	(253.80)
Profit/(Loss) before Tax	(536.06)	(278.89)
Profit/(Loss) after Tax (inclusive of other Comprehensive Income)	(536.06)	(278.89)

(Note: Figures have been regrouped/recast wherever necessary)

5. Foreign investments or collaborations, if any: The Company has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

II. Information about the appointee:

Particulars	Mrs. Sangeeta Mandhana	Mr. Priyavrat Mandhana
Age	52 years	33 years
Qualifications	- Graduation in commerce - International Montessori course from London Montessori Centre, Calcutta	- Graduation in commerce - Masters in Innovation and Entrepreneurship
Experience/ Resume/ Background details/ Expertise/Recognition/ Reward	The aptitude of Mrs. Mandhana for designing apparels and outfits has turned into her expertise which is benefitting the Company in big way. Mrs. Sangeeta Mandhana is also accomplished teacher in Meditation techniques. Mrs. Mandhana is serving on the Board of the Company as Managing Director since over last five years.	Mr. Priyavrat P. Mandhana possesses more than 8 years of experience in the Textile & Retail Industry. Mr. Mandhana joined the Board of the Company on 5th August, 2016 and thereafter he was appointed as the Executive Director by the Members of the Company. Mr. Mandhana plays a vital role in strategizing and monitoring retail business of the Company. Mr. Mandhana was previously associated with Mandhana Industries Limited as Vice President - Corporate Affairs.
Terms and conditions of re-appointment	To perform the duties of directors in accordance with the provisions of the Companies Act, 2013 and such other statutes, rules and regulations as may be applicable to the Company.	
Remuneration to be paid to the Director in FY 2022-23	As mentioned in the respective resolutions included in this Notice.	
Remuneration last drawn by the Director in FY 2021-22	₹ 54.22 Lakh	₹ 54.22 Lakh
Comparative remuneration policy with respect to industry, size of the Company, profile of the position and person	The remuneration as proposed to Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group.	
Date of first appointment on the Board	5 th August, 2016	5 th August, 2016
Shareholding	10,52,873	9,53,060
Pecuniary relationship directly or indirectly with the Company or relationship with the Director, Manager and Managerial Personnel, if any	Except the remuneration that is paid to Mrs. Sangeeta Mandhana as Managing Director, Mrs. Mandhana does not have any pecuniary relationship with the Company. Mrs. Mandhana belongs to the Promoter Group of the Company. She is spouse of Mr. Manish Mandhana, Chief Executive Director and cousin sister in law of Mr. Priyavrat Mandhana, Executive Director.	Except the remuneration that is paid to Mr. Priyavrat Mandhana as Executive Director, Mr. Mandhana does not have any pecuniary relationship with the Company. Mr. Mandhana is one of the Promoters of the Company. He is a cousin brother of Mr. Manish Mandhana, Chief Executive Officer and cousin Brother in law of Mrs. Sangeeta Mandhana, Managing Director.
Number of Board meetings attended during the financial year (2021-22)	5	3
Directorships, Membership/ Chairmanship of Committees in other Companies	None.	Mr. Mandhana holds directorship in Mandhana-WD Limited
Name of listed Companies from which the person seeking appointment/re-appointment has resigned in the past three years	None.	
Justification/Job profile and suitability	The Company believes that the knowledge and experience of Mrs. Sangeeta Mandhana and Mr. Priyavrat Mandhana will be of immense benefit to the Company.	

III. Other information:

Reasons of loss or inadequacy of profits, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

The Company was previously engaged in the business of selling apparels and accessories under a well know brand/ trademark vide a trademark license agreement. In the FY 2019-20, the owner of the said well-known brand/trademark has withdrawn the rights given to the Company for selling appeals and accessories under the said brand/trademark and consequent to which the Company was having very limited business operations in FY 2020-21 and FY 2021-22.

Since then, the Company has been constantly exploring various business alternatives and has been scrutinizing various business avenues. On account of the outbreak of Covid-19 pandemic and consequent lockdown imposed globally and in India, the speed of exploring the alternative business has been drastically impacted. However, upon gradual relaxation in the lockdown and restoration of normalcy, the Management has proposed to enter into the business of selling accessories under the brands/trademarks, "HUP" and "Device of Turtle" by entering into a deed of perpetual assignment. The Management is optimistic that with its core management team, the Company would, over period of time, improve its productivity by undertaking various effective measures. However, it is extremely difficult to forecast the productivity and profitability in measurable terms.

IV. Disclosures**1. Remuneration package of the managerial person:**

Fully described in the proposed resolution of respective appointments, as stated above.

2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2021-22:

The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report 2021-22.

By Order of the Board of Directors
For **Heads UP Ventures Limited**
(Formerly The Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:

Plot No. E-132, M.I.D.C.,
Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506

Place : Mumbai

Date : 26th May, 2022