



## 37<sup>TH</sup> ANNUAL REPORT 2021-2022

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## CORPORATE INFORMATION

BOARD OF DIRECTORS:		BOARD COMMITTEES	ANNUAL GENERAL MEETING
<b>Chariman &amp; Mananging Director</b> Mr. Pavan Kumar Chawla(DIN: 00101197)		<b>Audit Committee</b> Mrs. Kirti Bhardwaj (Chairman) Mr. Pankaj Chawla Mr. Parmod Chopra	11.00 A.M., Friday , SEPTEMBER 30 <sup>TH</sup> , 2022
<b>Executive Directors</b> Mr. Pankaj Chawla (DIN: 00104666) Mr. Ankit Chawla (DIN: 03091709)		<b>Stakeholders' Relationship Committee</b> Mrs. Kirti Bhardwaj (Chairman) Mr. Pankaj Chawla Mr. Parmod Chopra	<b>ADDRESS:</b> A-40, RAJOURI GARDEN, NEW DELHI – 1100 27
<b>NON-EXECUTIVE DIRECTORS</b> Mrs. Kirti Bhardwaj (DIN: 00367196) Mr. Parmod Chopra (DIN: 08608202) Mr. P C Raval (DIN: 00061011)		<b>Nomination and Remuneration Committee</b> Mrs. Kirti Bhardwaj (Chairman) Mr. Parmod Chopra Mr. P C Raval	<b>NOTE:</b> Members are requested to bring their copy of the Annual Report to the meeting. Members are also requested to direct all correspondence relating to shares to the Company's Registrar and Transfer Agents, BEETAL Financial & Computer Services Pvt Ltd., at the address below.
<b>SENIOR MANAGEMENT</b> <b>Chief Financial Officer</b> Mr. Pankaj Chawla		<b>Risk Management Committee</b> Mrs. Kirti Bhardwaj (Chairman) Mr. Pankaj Chawla Mr. Parmod Chopra	
<b>Company Secretary &amp; Legal</b> Mr. Rohan Dev Kaushik			
AUDITORS			
<ul style="list-style-type: none"> <li>- M/s Suresh Chandra &amp; associates, Chartered Accountants, New Delhi – Statutory Auditor</li> <li>- Ankur Singh &amp; Associates, Practicing Company Secretary, New Delhi – Secretarial Auditor</li> </ul>			
BANKERS			
Union Bank of India (IFB Branch, M-11, Connaught Circus, New Delhi - 110001) DBS Bank Ltd. HDFC Bank Ltd.			
REGISTRARS & TRANSFER AGENTS			
BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062 Tel: +91 11 29961281-283 I Fax: +91 11 29961284			
REGISTERED & CORPORATE OFFICE			
MARVEL VINYLs LIMITED [ CIN: L74899DL1985PLC021085] G-73, Connaught Circus, New Delhi - 110 001 Tel: +91 11 45306666 Fax: +91 11 45306677 I E-mail: cs@marvelvinyls.com Website: www.marvelvinyls.com; <a href="http://www.pvcvinylsflooring.com">www.pvcvinylsflooring.com</a>			
MAJOR PLANT LOCATIONS			
<b>PLANT : SAHIBABAD (U.P.)</b> Plot No. 64/3, Site No. 4, Sahibabad – 201 005 Gaziabad (Uttar Pradesh)	<b>UNIT II : MALANPUR (M.P.)</b> Plot No. 83-84, Malanpur Industrial Area, Distt. Bhind – 477 001 (M.P.)	<b>UNIT I &amp; III: MALANPUR (M.P.)</b> Plot No. 85-86 Malanpur Industrial Area, Distt. Bhind – 477 001 (M.P.)	

## REGISTERED &amp; CORPORATE OFFICE:

G-73, CONNAUGHT CIRCUS,  
NEW DELHI – 110 001, INDIA

Tel: +91 (11) 45306666 Fax: +91 (11) 45306677

Website: www.marvelvinyls.com I Email: cs@marvelvinyls.com

### INTRODUCTORY PROFILE OF MARVEL GROUP

MVL was incorporated in 1985 as a private limited company and is engaged in manufacturing of PVC films and sheets in its manufacturing facilities located in Sahibabad, Uttar Pradesh and Malanpur, Madhya Pradesh. The company commenced operations in 1985 by taking over a sick company- Oriental Vinyls Limited of Birla group, with its manufacturing unit at Sahibabad. In 1993 the company commissioned its second manufacturing unit at Malanpur. In 1995 the company came out with its public offer wherein the promoters divested about 25% of their stake.

The promoters have been involved in the trading of PVC films and sheets for three decades under the partnership firm Ganesh Das & Company, incorporated in 1957, before they took over the sick company - Oriental Vinyls Limited.

The company, which was then immensely successful, followed the natural course of expansion with high ethical standards and corporate governance. We seek to achieve our vision by rendering valuable services to our customers through the highest principles of integrity, honor and concern for the environment.

The Marvel Group is a diversified conglomerate, with business interests in the field of Plastics, Healthcare, Textiles, Chemicals and Retailing. Other business interests of the group are in retailing, in addition to plasticizer production and industrial textile knitting.

MARVEL VINYLs started manufacturing PVC Sheets and Films in its newly acquired manufacturing facility in Sahibabad (Uttar Pradesh) and expanded its infrastructure geographically in Malanpur (Madhya Pradesh) as well as vertically by diversifying further into PVC Floor Coverings, PVC Synthetic Leather, Technical Coated Textiles (Tarpaulins, etc.) and Specialty Textile Coatings over the years.

In addition to the plastics business, the group also operates a multi-specialty hospital in North Delhi- Saroj Super Speciality Hospital. The healthcare business offers an immense growth opportunity to the group and the hospital is never behind any new technologies. Continuous developments and rapid expansion of the healthcare business is underway.

We commit to develop, reward and recognize our people who, through high quality and professional service and use of sophisticated technology, will meet and exceed customer and stakeholder expectations profitably.

Marvel Vinyls Limited is committed to compliance with all laws and regulations that apply to it, with the spirit and intent of high business ethics, honesty and integrity.

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**NOTICE OF 37<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that 37<sup>th</sup> ANNUAL GENERAL MEETING of the Members of M/s MARVEL VINYLs LIMITED will be held on Friday, the 30<sup>th</sup> day of September, 2022 at 11:00 A.M at A-40, Rajouri Garden, New Delhi-110027, to transact the following business: -

**ORDINARY BUSINESS****1. Adoption of financial statements for the FY 2021-22**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss for the year ended on that date, Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon.

**2. Appointment of Director - Retire by Rotation**

To appoint a director in place of Mr. Ankit Chawla (DIN: 03091709) who retires by rotation and being eligible offers himself for re-appointment.

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ankit Chawla (DIN: 03091709), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS****3. To ratify the payment of remuneration to the Cost Auditor for the Financial Year 2022-2023.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Audit and Records) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus taxes as applicable and reimbursement of out-of-pocket expenses actual to M/s Subodh Kumar & Co., Cost Auditors (Firm Registration No. 104250) who were appointed by the Board of Directors of the Company as “Cost Auditors” to conduct the audit of the Cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2023, be and is hereby ratified and approved.”

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**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary, proper or expedient to give effect to the above resolution”.

#### **4. Approval for Related Party Transactions**

To pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and pursuant to the consent of the Audit Committee and consent of the Board of Director of the Company, the approval of Members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Marvel Industries & Services Pvt. Ltd , up to maximum aggregate value of Rs. 75 Crore, Aaryan Mirai Private Limited up to maximum value of Rs. 25 Crore and Aaryan Mirai Industries LLP up to maximum value of Rs. 15 Crore for purchase and sale of material and other transaction for the financial Year 2022-23 as more particularly set out in the explanatory statement for Item No. 4 to this Notice of 37<sup>th</sup> Annual General Meeting, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **5. Re-appointment of Mr. Pavan Kumar Chawla (DIN: 00101197), Chairman and Managing Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Pavan Kumar Chawla (DIN: 00101197), as Chairman and Managing Director of the Company for a period of Five (5) years with effect from July 29<sup>th</sup>, 2022 on the remuneration w.e.f. July 29<sup>th</sup>, 2022 and the terms and conditions as recommended by the Nomination and Remuneration Committee and as **set out in the explanatory statement annexed to the notice**.

**RESOLVED FURTHER THAT** the Board of Director be and is hereby authorized to alter or vary the scope of remuneration of Mr. Pavan Kumar Chawla, Chairman and Managing Director including the monetary value thereof, to the extent recommended by the

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Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

**6. Re-appointment of Mr. Pankaj Chawla (DIN: 00104666), Whole Time Director & CFO**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Pankaj Chawla (DIN: 00104666), as Whole-time Director of the Company, for a period of Five (5) years with effect from July 29th, 2022 on the remuneration w.e.f. July 29th, 2022 and the terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the **explanatory statement annexed to the notice**.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Pankaj Chawla, Whole-time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

**7. Re-appointment of Mr. Ankit Chawla (DIN: 03091709), Whole-time Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Ankit Chawla (DIN: 03091709), as Whole-time Director of the Company, for a period of Five (5) years with effect from September 29th, 2022 on the remuneration w.e.f. September 29th, 2022 and the terms and conditions as recommended

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by the Nomination and Remuneration Committee and as set out in the **explanatory statement annexed to the notice.**

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Ankit Chawla, Whole-time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

**8. To consider and, if thought fit, to pass the following resolution, with or without modification, as ordinary resolution**

Sections 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the provisions of SEBI Listing Regulations, 2015, including any modification or amendment thereof, Mr. Jai Shankar Prasad Rai (DIN: 07655986) in respect of whom the company has received in notice, pursuant to the provision of section 160 of the Act, from a member signifying his/her intention to propose Mr. Jai Shankar Prasad Rai (DIN: 07655986) as a candidate for the office of director of the company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years with effect from the conclusion of this Annual General Meeting to be held on 30th September, 2022, not liable to retire by rotation.

**Registered Office :**

G-73, Connaught Circus,  
New Delhi 110001  
New Delhi, August 31<sup>st</sup>, 2022

By Order of the Board of Directors  
For **MARVEL VINYLs LIMITED**

Sd/-

**Rohan Dev Kaushik**  
(Company Secretary & Compliance Officer)

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("the Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY I.E. G-73 CONNAUGHT CIRCUS, NEW DELHI - 110001, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE(S) TO ATTEND THE MEETING ARE REQUESTED TO SEND REGISTERED & CORPORATE OFFICE:**

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TO THE COMPANY A DULY CERTIFIED BOARD RESOLUTION/AUTHORITY LETTER AUTHORIZING THEIR SAID REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10 PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
3. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 30<sup>th</sup>, 2022 and are provided in *Annexure 'A'* of this Notice.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Friday **23<sup>rd</sup> September, 2022 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed on all days from **Saturday, September 24<sup>th</sup>, 2022 to Friday, September 30<sup>th</sup>, 2022** (both days inclusive).
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
7. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days i.e. Monday to Friday between 10.30 a.m. to 12.30 p.m. upto the date of Annual General Meeting.
8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten (10) days before the date of the Meeting, so that the information required may be made available at the Meeting.
9. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination may file in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14, to the Registrar and Transfer Agents of the Company, for this purpose. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant. The said forms can be downloaded from the Company's website [www.marvelvinyls.com](http://www.marvelvinyls.com);

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10. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at [www.marvelvinyls.com](http://www.marvelvinyls.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
13. 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 along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. The physical copies of the annual report for 2021-22 along with the notice of annual general meeting, attendance slip and proxy form is being sent to all shareholders by the permitted mode.  
Also, Members who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy, the annual report for 2021-2022 along with the notice of annual general meeting, attendance slip and proxy form is being sent by electronic mode.  
  
Members may further note that the said documents will also be available on the Company's website [www.marvelvinyls.com](http://www.marvelvinyls.com) for downloading the same. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
15. The Company has designated an exclusive e-mail ID called "cs@marvelvinyls.com" for redressal of shareholders'/investors' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at the above e-mail address.
16. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ('NECS') mandates, etc. under the signature of the registered holder(s) to:

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- **For shares held in electronic form:** to their Depository Participants (DPs); and
  - **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details. The said form can be downloaded from the Company's website [www.marvelvinyls.com](http://www.marvelvinyls.com);
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. Members/Proxies are requested:
- a) To bring their copies of Annual Report and Attendance Slip duly completed and signed at the meeting.
  - b) To quote their Folio/DP & Client identification No. in all correspondence.
  - c) Not to bring brief case, bags, eatables, cell phone etc. as they are prohibited inside the meeting hall for security reasons.
  - d) To notify immediately any change of their address and bank particulars to the Company or its Share Transfer Agent, in case shares are held in physical form.
- AND**
- In case their shares are held in dematerialized form, information should be passed on directly to their respective Depository Participants and not to the Company/Share Transfer Agent, without any delay.
- e) To note that **no gift** will be distributed at the meeting.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and applicable provisions of SEBI Listing Regulations, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also e-voting at the AGM, for which purpose the Company has engaged the services of Central Depository Services Ltd ("CDSL").

The Board of Directors of the Company vide their meeting dated 31.08.2022 has appointed Ankur Singh and Associates, Practicing Company Secretaries, as the Scrutinizer for this purpose.

The Scrutinizer shall after the conclusion of voting at AGM, will submit consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) two working days from the conclusion of the AGM.

The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website [www.marvelvinyls.com](http://www.marvelvinyls.com) and on Service Provider's website i.e. [www.evotingindia.com](http://www.evotingindia.com) within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and CDSL.

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The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting.

Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Please refer to the instructions relating to voting through electronic means which are sent along with the Annual Report.

### **VOTING THROUGH ELECTRONIC MEANS**

#### **E-voting Particulars**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>PASSWORD / PIN / PAN / SEQUENCE NUMBER</b>

The e-voting facility will be available during the following voting period:

<b>COMMENCEMENT OF E-VOTING</b>	<b>END OF E-VOTING</b>
<b>From 09:00 A.M. (IST) On 27<sup>th</sup> September, 2022</b>	<b>Up-to 05.00 P.M. (IST) On 29<sup>th</sup> September, 2022</b>

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **27<sup>th</sup> September, 2022 at 09:00 a.m. (IST)** and ends on **29<sup>th</sup> September, 2022 at 05:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 23<sup>rd</sup> day of September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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**Website: [www.marvelvinyls.com](http://www.marvelvinyls.com) | Email: [cs@marvelvinyls.com](mailto:cs@marvelvinyls.com)**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 &amp; voting during the meeting</li> </ol>
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. After Successful 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 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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Login type	Helpdesk details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach

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'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@marvelvinyls.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

20. The route map and landmark to venue of the 37<sup>th</sup> Annual General Meeting to be held on Friday 30<sup>th</sup> September, 2022 is annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Sec 102 of the Companies Act, 2013 ("the Act"), the following Statement sets out all material facts relating to the Special business mentioned in the accompanying notice:

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**ITEM NO. 3. APPROVAL OF REMUNERATION TO COST AUDITOR**

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Subodh Kumar & Co., Cost Accountants, to conduct audit of Cost Records maintained by the Company for the financial year 2022-2023.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditors during the year 2022-2023 as set out in the Resolution.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in Resolution No.3.

The Board commends the **Ordinary Resolution** set out in Item No. 3 of the Notice for approval by the Members.

**ITEM NO. 4 APPROVAL OF RELATED PARTY TRANSACTION**

To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with Marvel Industries & Services Pvt. Ltd, Aaryan Mirai Private Limited and Aaryan Mirai Industries LLP, related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations. The propose transaction with Marvel Industries & Services Pvt. Ltd, Aaryan Mirai Private Limited and Aaryan Mirai Industries LLP will be based on actual price. Thereby reducing the exposure to the volatility of the Products. The total value of the proposed transaction(s) could reach Rs. 75 Crore for the Marvel Industries & Services Pvt. Ltd., Rs. 25 Crore for the Aaryan Mirai Private Limited and 15 crore for the Aaryan Mirai Industries LLP during financial year 2022-2023.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company ("material related party limit").

Marvel Industries & Services Pvt. Ltd., one of the largest Plasticizer/Paper Tube producer company in India, Aaryan Mirai Pvt. Ltd. and Aaryan Mirai Industries LLP deal with the products coated fabrics/PVC and other related products, are the related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations. Accordingly, transaction(s) entered into with Marvel Industries & Services Pvt. Ltd, Aaryan Mirai Pvt. Ltd. and Aaryan Mirai Industries LLP comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Marvel Industries & Services Pvt. Ltd, Aaryan Mirai Pvt. Ltd. and Aaryan Mirai Industries LLP in the financial year 2022-2023.

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Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Marvel Industries & Services Pvt. Ltd, Aaryan Mirai Pvt. Ltd. and Aaryan Mirai Industries LLP are as follows:

Sl.	Particulars	Remarks
	Name of the Related Party	Marvel Industries & Services Pvt. Ltd. Aaryan Mirai Pvt. Ltd. Aaryan Mirai Industries LLP
	Name of the Director or KMP who is related	Mr. Pavan Kumar Chawla, Mr. Pankaj Chawla, Mr. Ankit Chawla.
	Nature of Relationship	Company in which Directors are interested.
	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase and sales of the products shall be on a continuous basis. Monetary value of proposed aggregate transaction(s) during financial year 2022-23 is expected to be Rs. 75 Crore for Marvel Industries & Services Pvt. Ltd, and 25 Crore for Aaryan Mirai Pvt. Ltd. and 15 crore for Aaryan Mirai Industries LLP.
	Any other information relevant or important for the members to take a decision on the proposed resolution	Products available with related party in-house and of desired quality at market price.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

#### **ITEM NO. 5. Re-appointment of Mr. Pavan Kumar Chawla (DIN: 00101197), Chairman and Managing Director**

The shareholders will recall the appointment of Mr. Pavan Kumar Chawla as Chairman and Managing Director of the Company with effect from July 29<sup>th</sup>, 2020 for a period of 2 (Two) years at their 35<sup>th</sup> Annual General Meeting held on September 30<sup>th</sup>, 2020. As the present term of appointment of Mr. Pavan Kumar Chawla expired on July 28<sup>th</sup>, 2022, the Board of Directors at their meeting held on July 27<sup>th</sup>, 2022, subject to the approval of the shareholders, have re-appointed Mr. Pavan Kumar Chawla (DIN: 00101197) as Chairman and Managing Director of the Company for a term of Five (5) years with effect from **July 29<sup>th</sup>, 2022 to July 28<sup>th</sup>, 2027** on the remuneration w.e.f **July 29<sup>th</sup>, 2022**, terms and conditions recommended by the Nomination and Remuneration Committee as set out herein.

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Keeping in view that Mr. Pavan Kumar Chawla has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Pavan Kumar Chawla as Chairman and Managing Director. The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Chairman and Managing Director as mentioned in the resolution, subject to the approval of shareholders.

While re-appointing Mr. Pavan Kumar Chawla as Chairman and Managing Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company. The Company, during the year 2021-22, has achieved remarkable growth with its turnover crossing Rs. 290.05 Crores. Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad. Taking into consideration the duties and responsibilities of the Chairman and Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on 27 July, 2022 approved the remuneration, terms and conditions of the re-appointment of Mr. Pavan Kumar Chawla, subject to approval of the shareholders on remuneration including minimum remuneration w.e.f July 29<sup>th</sup>, 2022 and on terms and conditions given hereunder:

A) Tenure: Five (5) years with effect from **July 29<sup>th</sup>, 2022 to July 28<sup>th</sup>, 2027**

B) Salary: Rs. 2,00,000.00 per month with annual increment upto 10% of Gross Salary (Basic + HRA + Other Allowance) and in case the company has no profit or its profit are inadequate as per section II of Schedule V of the Companies Act, 2013, as amended from time to time.

with the authority granted to the Board of Directors to determine the salary and grant such increase from time to time within the aforesaid limit.

C) Perquisites & Allowances: The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above:

a. House Rent Allowance: Rs. 40,000.00 per month.

b. Gas Electricity & Water Allowance: Rs. 30,000.00 per month

c. Medical Re-imbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.

d. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.

e. Club Fees: Fees of clubs, subject to a maximum of Two clubs.

f. Personal Accident Insurance/Group Life Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.

g. Contribution to Provident Fund: As per Company rules.

h. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

i. Encashment of Leaves: - As per rules of the Company at the end of tenure.

J. Use of Car with Driver: The Company shall provide a car with driver for business use.

k. Telephone facility: Telephone facility shall be provided at the residence. All official long-distance calls shall be billed by the Company to the Chairman.

l. Notice Period and Severance Fees: Three months' notice or three months' Salary in lieu of notice may be given by the Company and three months' notice may be given by Mr. Pavan

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Kumar Chawla (or such shorter notice as may be agreed upon by both) subject to terms of the employment as contained in the Agreement to be entered.

The Following additional information as required by Schedule V to the Companies Act, 2013 is given below:

**I. General Information**

- i. Nature of Industry: The Company is engaged in Business of Manufacturing and Trading of PVC Floor Covering, PVC Sheet & Films, synthetic Leather, Technical Coated Textiles both in India and overseas markets.
- ii. Date of Commencement of Activity: 30<sup>th</sup> May, 1985
- iii. Financial Performance based on given indicators:

Particulars	Year ended 31.03.2022 (In Lakh)	Year ended 31.03.2021 (In Lakh)
Revenue from Operations	29050.30	24004.39
Profit before Depreciation & Financial Cost	1741.4	1745.06
Finance cost	419.21	498.17
Deprecation	444.30	372.09
Profit Before tax	877.89	864.80
Provision for Current Tax	257.24	235.00
Provision for Deferred Tax	(34.45)	43.89
Income tax Adjusted for Earlier Year	-	8.98
Net Profit/Loss after Tax	364.85	579.23

**IV Foreign Investment or Collaborations, if any -N.A.**

**II. Information about the appointee:**

(i) Background details: Mr. Pavan Kumar Chawla has been associated with PVC Films & Sheeting line of Business for over 42 years. He is capable of handling his responsibilities very efficiently. Keeping in view his expertise in the field the Board of Director has recommended revision of his remuneration as Chairman & Managing Director of the Company.

(ii) Past remuneration drawn: Rs. 2.00 Lacs P.M.

(iii) Recognition and Awards/ Achievements: - Nil

(vi) Job profile and suitability: Mr. Pavan Kumar Chawla aged about 68 years, is a graduate and has been associated with PVC films & sheeting's line of Business for over 42 years. He is a Promoter of the Company.

(v) Remuneration proposed: Rs. 2,00,000/- p.m. plus perquisites and in case the company has no profits or its profits are inadequate - as per section II of schedule V of the Companies Act, 2013, as amended from time to time;

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The proposed Remuneration of Mr. Pavan Kumar Chawla, who is possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

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(vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any/ No Relationship with the Company: Mr. Pankaj Chawla, Mr. Saksham Chawla, Ms. Yamini Chawla, Mrs. Puneeta Chawla, Mr. Ankit Chawla, being relative of Mr. Pavan Kumar Chawla and Other Key Managerial Personnel, are interested in the resolution.

III Disclosure: The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2022.

#### MINIMUM REMUNERATION

The above remuneration (including perquisites) shall be paid to Mr. Pavan Kumar Chawla, as the minimum remuneration even in the event of absence or inadequacy of profits in any financial year of the Company.

The Board considers that, the Re-appointment of Mr. Pavan Kumar Chawla, as a Chairman & Managing Director, is in the interest of the Company and recommends the Resolution for your approval as **Special Resolution**.

Mr. Pavan Kumar Chawla and his relatives may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

#### **ITEM NO. 6. Re-appointment of Mr. Pankaj Chawla (DIN: 00104666), Whole Time Director**

The shareholders will recall the appointment of Mr. Pankaj Chawla as Whole-time Director of the Company with effect from July, 29<sup>th</sup>, 2020 for a period of five (2) years at their 35<sup>th</sup> Annual General Meeting held on September 30<sup>th</sup>, 2020. As the present term of appointment of Mr. Pankaj Chawla expired on July 28<sup>th</sup>, 2022, the Board of Directors at their meeting held on July 27, 2022, subject to the approval of the shareholders, have re-appointed Mr. Pankaj Chawla (DIN: 00104666) as Whole-time Director of the Company for a term of Five (5) years with effect from **July 29<sup>th</sup>, 2022 to July 28<sup>th</sup>, 2027** on the remuneration w.e.f **July 29<sup>th</sup>, 2022**, terms and conditions recommended by the Nomination and Remuneration Committee as set out herein. In view of wide experience of Mr. Pankaj Chawla in the matters of finance, accounts and Corporate Governance, it is proposed to re-appoint him as Whole-time Director for a further period of Five (5) years from July 29<sup>th</sup>, 2022 commencing immediately after the expiry of his current tenure at remuneration and terms in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto. The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Whole-time Director & Chief Financial Officer, the prevailing remuneration in industry and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on July 27, 2022 approved the remuneration, terms and conditions of the re-appointment of Mr. Pankaj Chawla, subject to approval of the shareholders on

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remuneration including minimum remuneration w.e.f July 29<sup>th</sup>, 2022 and on terms and conditions given hereunder:

A) Tenure: Five (5) years with effect from July 29<sup>th</sup>, 2022 to July 28<sup>th</sup>, 2027.

B) Salary: Rs. 2,95,000.00 per month with annual increment upto 10% of Gross Salary (Basic +HRA + Other Allowance) and in case the company has no profit or its profit are inadequate as per section II of Schedule V of the Companies Act, 2013, as amended from time to time.

with the authority granted to the Board of Directors to determine the salary and grant such increase from time to time within the aforesaid limit.

C) Perquisites & Allowances: The Whole Time Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above:

a. House Rent Allowance: Rs. 75,000.00 per month.

b. Gas Electricity & Water Allowance: Rs. 30,000.00 per month

c. Medical Re-imbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.

d. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.

e. Club Fees: Fees of clubs, subject to a maximum of Two clubs.

f. Personal Accident Insurance/Group Life Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.

g. Contribution to Provident Fund: As per Company rules.

h. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

i. Encashment of Leaves: - As per rules of the Company at the end of tenure.

J. Use of Car with Driver: The Company shall provide a car with driver for business use.

k. Telephone facility: Telephone facility shall be provided at the residence. All official long-distance calls shall be billed by the Company to the Chairman.

l. Notice Period and Severance Fees: Three months' notice or three months' Salary in lieu of notice may be given by the Company and three months' notice may be given by Mr. Pankaj Chawla (or such shorter notice as may be agreed upon by both) subject to terms of the employment as contained in the Agreement to be entered.

The Following additional information as required by Schedule V to the Companies Act, 2013 is given below:

## II. General Information

- i. Nature of Industry: The Company is engaged in Business of Manufacturing and Trading of PVC Floor Covering, PVC Sheet & Films, synthetic Leather, Technical Coated Textiles both in India and overseas markets.
- ii. Date of Commencement of Activity : 30<sup>th</sup> May, 1985
- iii. Financial Performance based on given indicators:

Particulars	Year ended 31.03.2022 (In Lakh)	Year ended 31.03.2021 (In Lakh)

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Revenue from Operations	29050.30	24004.39
Profit before Depreciation & Financial Cost	1741.4	1745.06
Finance cost	419.21	498.17
Deprecation	444.30	372.09
Profit Before tax	877.89	864.80
Provision for Current Tax	257.24	235.00
Provision for Deferred Tax	(34.45)	43.89
Income tax Adjusted for Earlier Year	-	8.98
Net Profit/Loss after Tax	364.85	579.23

IV Foreign Investment or Collaborations, if any -N.A.

## II. Information about the appointee

(i) Background details: Mr. Pankaj Chawla has been associated with PVC Films & Sheeting line of Business for over 42 years. He is capable of handling his responsibilities very efficiently. Keeping in view his expertise in the field the Board of Director has recommended revision of his remuneration as Whole-Time-Director & CFO of the Company.

(ii) Past remuneration drawn: Rs. 2.95 Lacs P.M.

(iii) Recognition and Awards/ Achievements: - Nil

(vi) Job profile and suitability: Mr. Pankaj Chawla, is a graduate and has been associated with PVC films & sheeting's line of Business for over 42 years. He is a Promoter of the Company.

(v) Remuneration proposed: Rs. 2,95,000/- p.m. plus perquisites and in case the company has no profits or its profits are inadequate - as per section II of schedule V of the Companies Act, 2013, as amended from time to time;

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The proposed Remuneration of Mr. Pankaj Chawla, who is possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

(Vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any/ No Relationship with the Company: Mr. Pavan Kumar Chawla, Mr. Saksham Chawla, Ms. Kashish Chawla, Mrs. Sangeeta Chawla, Mr. Ankit Chawla and other Key Managerial Personnel, being relative, are interested in the resolution.

III. Disclosure: The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2022.

## MINIMUM REMUNERATION

The above remuneration (including perquisites) shall be paid to Mr. Pankaj Chawla, as the minimum remuneration even in the event of absence or inadequacy of profits in any financial year of the Company.

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The Board considers that, the reappointment of Mr. Pankaj Chawla, as a Whole-Time-Director & CFO, is in the interest of the Company and recommends the Resolution for your approval as **Special Resolution**.

Mr. Pankaj Chawla and his relatives may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

**ITEM NO. 7. Re-appointment of Mr. Ankit Chawla (DIN: 03091709), Whole Time Director**

The shareholders will recall the appointment of Mr. Ankit Chawla as Whole-time Director of the Company with effect from September, 29<sup>th</sup>, 2020 for a period of Two (2) years at their meeting held on September 30<sup>th</sup>, 2020. As the present term of appointment of Mr. Ankit Chawla as Whole-time Director would be expiring on September 28<sup>th</sup>, 2022. The Board of Directors at their meeting held on July 27, 2022 has, subject to the approval of the Shareholders, re-appointed Mr. Ankit Chawla as Whole-time Director of the Company with effect from September 29<sup>th</sup>, 2022 for a period of Five (5) years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein. In view of wide experience of Mr. Ankit Chawla in the matters of International Market and Sales, it is proposed to re-appoint him as Whole-time Director for a further period of Five (5) years from September 29<sup>th</sup>, 2022 commencing immediately after the expiry of his current tenure at remuneration and terms in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto. The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Whole-time Director, the prevailing remuneration in industry and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on July 27, 2022 approved the remuneration, terms and conditions of the re-appointment of Mr. Ankit Chawla, subject to approval of the shareholders on remuneration w.e.f September 29<sup>th</sup>, 2022 including minimum remuneration and on terms and conditions given hereunder:

A. Tenure: Five (5) years with effect from **September 29<sup>th</sup>, 2022 to September 28<sup>th</sup>, 2027**

B. Salary: 2,20,000/- per month, with annual increment up to 10% of Gross salary (Basic Salary + HRA+ Other Allowance) and in case the company has no profits or its profits are inadequate - as per section II of schedule V of the Companies Act, 2013, as amended from time to time;

C. Perquisites & Allowances: In addition to Salary he will be entitled to following perquisites:

a. House Rent Allowance: Rs. 70,000/- per month.

b. Gas Electricity & Water Allowance: 25,000.00 per month.

c. Medical Reimbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.

d. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.

e. Club Fees: Fees of club subject to maximum of two clubs.

f. Personal Accident Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.

g. Contribution to Provident Fund: As per Company rules.

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h. Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity act..

i. Encashment of leaves- As per rules of the Company at the end of tenure.

J. Use of car With Driver: The Company shall provide a car with driver for Business use.

K. Telephone facility at residence: Telephone facility shall be provided to the Managing Director. All official long distance calls shall be billed by the company to the Whole-Time-Director.

L. Notice Period and Severance Fees: Three months' notice or three months' Salary in lieu of notice may be given by the Company and three months' notice may be given by Mr. Ankit Chawla (or such shorter notice as may be agreed upon by both) subject to terms of the employment as contained in the Agreement to be entered.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

**I. General Information:**

(i) Nature of Industry: The Company is engaged in Business of Manufacturing and Trading of PVC Floor Covering, PVC sheets & Films, Synthetic Leather, Technical Coated textiles both in India and overseas markets.

(ii) Date of Commencement of Activity: 30<sup>th</sup> May, 1985

(iii) Financial Performance based on given indicators:

Particulars	Year ended 31.03.2022 (In Lakh)	Year ended 31.03.2021 (In Lakh)
Revenue from Operations	29050.30	24004.39
Profit before Depreciation & Financial Cost	1741.4	1745.06
Finance cost	419.21	498.17
Deprecation	444.30	372.09
Profit Before tax	877.89	864.80
Provision for Current Tax	257.24	235.00
Provision for Deferred Tax	(34.45)	43.89
Income tax Adjusted for Earlier Year	-	8.98
Net Profit/Loss after Tax	364.85	579.23

(iv) Foreign investments or collaborations, if any- N.A.

**II. Information about the appointee: Nil**

(i) Background details: Mr. Ankit Chawla has been associated with PVC Films & Sheeting line of Business for over 9 years. He is capable of handling his responsibilities very efficiently. He took active interest in developing new international market. Keeping in view his expertise in the field the Board of Director has recommended revision of his remuneration as Whole-Time-Director of the Company.

(ii) Past remuneration drawn: Rs. 2.20 Lacs P.M.

(iii) Recognition and Awards/ Achievements: -

(vi) Job profile and suitability: Mr. Ankit Chawla aged about 32 years, is a graduate and MBA in Entrepreneurship and has been associated with PVS Films & Sheatings line of Business for over 7 years. He took active interest in developing new international market.

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(v) Remuneration proposed: Rs. 2,20,000/- p.m. plus perquisites and in case the company has no profits or its profits are inadequate - as per section II of schedule V of the Companies Act, 2013, as amended from time to time;

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The proposed Remuneration of Mr. Ankit Chawla, who is possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

(Vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any/ No Relationship with the Company: Mr. Pavan Kumar Chawla, Mr. Pankaj Chawla and Mr. Saksham Chawla, Mrs. Sangeeta Chawla, Ms. Kashish Chawla, being relative of Mr. Ankit Chawla, and other Key Managerial Personnel are interested in the resolution.

III. Disclosure: The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2020.

#### MINIMUM REMUNERATION

The above remuneration (including perquisites) shall be paid to Mr. Ankit Chawla, as the minimum remuneration even in the event of absence or inadequacy of profits in any financial year of the Company.

The Board considers that, the Re-appointment of Mr. Ankit Chawla, as a Whole-Time-Director, is in the interest of the Company and recommends the Resolution for your approval as **Special Resolution**.

Mr. Ankit Chawla and his relatives may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

#### **ITEM 08      Appointment of Mr. Jai Shankar Prasad Rai (DIN: 07655986) as Independent Director**

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") from a member signifying his intention to propose the candidature of Mr. J.S.P Rai as a director of the Company.

Mr. Jai Shankar Prasad Rai (DIN:07655986) not being disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence for appointment of an Independent Director on the Company's Board and his name included in the date bank of independent Directors. An Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors liable to retire by rotation. The Company has received a declaration from Mr. Jai Shankar Prasad Rai (DIN: 07655986) that he meets the criteria of independence as

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prescribed both under sub section (6) of Section 149 of the Act and SEBI Listing Regulations 2015. In the opinion of the Board, Mr. Jai Shankar Prasad Rai (DIN: 07655986), fulfils the condition for his appointment as an Independent Director as specified in the Act, the Rules made there under and SEBI Listing Regulations 2015. A copy of the draft letter of appointment of Mr. Jai Shankar Prasad Rai (DIN: 07655986) as an Independent Director setting out the terms and condition is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM. The Board considers that, the appointment of Mr. Jai Shankar Prasad Rai (DIN: 07655986), as Independent Director, is in the interest of the Company and recommends the Resolution for your approval as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives other than Jai Shankar Prasad Rai (DIN: 07655986) and his relatives are concerned or interested in the said resolution. The resolution as set out in Item no. 08 of this Notice is accordingly commended for your approval.

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**Annexure A****Details of the directors seeking Appointment, Re-Appointment in the forthcoming Annual General Meeting**

Brief profile of Mr. Pavan Kumar Chawla, Mr. Pankaj Chawla, Mr. Ankit Chawla, & Mr. Jai Shankar Prasad Rai nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se is given below:

<b>Name of the Director</b>	<b>Mr. Ankit Chawla (DIN: 03091709)</b>	<b>Mr. Pavan Kumar Chawla (DIN: 00101197)</b>	<b>Mr. Pankaj Chawla (DIN: 00104666)</b>
<b>Date of Birth</b>	26/05/1987	07/07/1954	02/10/1962
<b>Date of appointment</b>	29/09/2022	29/07/2022	29/07/2022
<b>Qualifications and experience</b>	Graduate and M.B.A. (Entrepreneurship), Boston having expertise in International Market and Sales.	Graduate having expertise in personnel management, project planning and implementation.	Commerce Graduate and MBA, having expertise in developing export market in PVC Sheetings, Floor Covering, Synthetic Leather etc. and in negotiations of senior most levels of Government Organizations.
<b>Directorship in other Companies</b>	Suave Enterprises Private Limited	Nil	Nil
<b>Number of Meetings of the Board attended during the year</b>	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.
<b>No. of shares held in the Company</b>	424850 (9.99%) As on 31.03.2022	674660 (15.86%) As on 31.03.2022	818480 (19.24%) [as on 31.03.2022]
<b>Inter-se relationship with any Director/KMP</b>	None of the Directors have inter-se relationship except Mr. Pankaj Chawla. Mr. Pavan Kumar Chawla.	None of the Directors have inter-se relationship except Mr. Pankaj Chawla, Ankit Chawla	None of the Directors have inter-se relationship except Mr. Pavan Kumar Chawla and Mr. Ankit Chawla.

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<b>Name of the Director</b>	<b>Jai Shankar Prasad Rai (DIN: 07655986)</b>
<b>Date of Birth</b>	13/12/1951
<b>Date of appointment</b>	-
<b>Qualifications and experience</b>	Graduate and MBA (Entrepreneurship), Boston, having expertise in International Market and Sales
<b>Directorship in other Companies</b>	NA
<b>Number of Meetings of the Board at tended during the year</b>	Details mentioned in the Corporate Governance report.
<b>No. of shares held in the Company</b>	NA
<b>Inter-se relationship with any Director/KMP</b>	None of the Directors have inter-se relationship.

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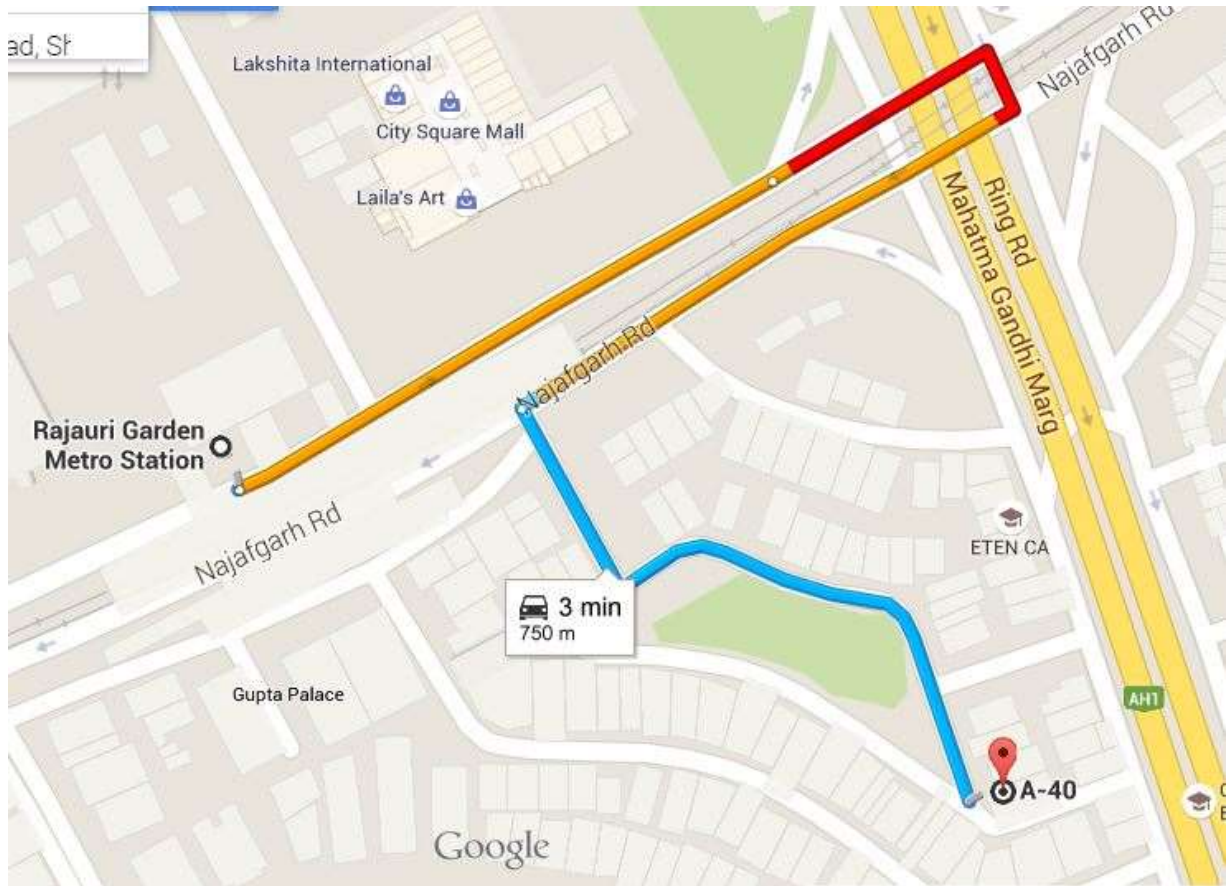
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**ROUTE MAP AND LANDMARK TO VENUE OF THE  
37<sup>th</sup> ANNUAL GENERAL MEETING**

**ADDRESS:** A-40, Rajouri Garden, New Delhi-110027

**LANDMARK:** Near Rajouri Garden Metro Station



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**REGISTERING E-MAIL ID FOR RECEIVING DOCUMENTS / NOTICES BY  
ELECTRONIC MODE**

*(With reference to the Circular no 17/2011 dated 21st April, 2011 issued by the Ministry of Corporate Affairs, Govt. of India)*

Important Communication to the Members the Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by email to its members. To support this Green Initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their email addresses. In respect of electronic holding with depository through concerned depository participants.

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**BOARD'S REPORT**

To,  
The Members of Marvel Vinyls Limited

Your directors are pleased to present the Company's 37<sup>th</sup> Annual Report on the business & operations of the Company and Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2022 along with the Auditor's Report thereon.

**FINANCIAL PERFORMANCE**

The Company's financial performance, for the year ended March 31, 2022 is summarized below:  
(Rs. in Lakh)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Revenue from Operations	29050.30	24004.59
Profit before Depreciation & Finance Cost	1741.40	1735.06
Finance Cost	419.21	498.17
Depreciation	444.30	372.09
Profit before Tax	877.89	864.80
Provision for Current Tax	257.24	235.00
Provision for Deferred Tax	(34.45)	43.89
Income tax Adjustment for Earlier Year	-	8.98
<b>Net Profit/(Loss) after Tax</b>	<b>655.10</b>	<b>576.93</b>
Other Comprehensive income	17.73	2.30
<b>Total Comprehensive Income transferred to other Equity</b>	<b>672.83</b>	<b>579.23</b>
<b><u>Appropriations</u></b>		
Dividend paid to Equity Shareholders (Incl. of DDT)	(85.09)	-
<b>Retained Earnings for the Year</b>	<b>587.74</b>	<b>579.23</b>

**COMPANY STATE OF AFFAIRS AND OUTLOOK**

During the year production was 25384 Mt. as compared to 24372.42 Mt in previous year. The Gross business receipt of your Company during the year was Rs. 29749.11 Lakh as compared to Rs. 24789.37 Lakh during the previous year representing a increase of 20.00%.

Your Company is one of the largest manufacturers of synthetic leather in India having an installed capacity 20 million linear meters per annum with five coating lines operations at different locations. To overcome the current market situation and to keep the growth momentum moving, your Company intend to mark its presence in new areas, new segment to explore new customers and new markets.

The export of the Company increased from Rs 486.89 Lakh in preceding year to 562.11 Lakhs in current financial year 2021-22. Auto Companies are exploring India as a hub for setting up manufacturing facility to meet the demand for export. With more and more models approving

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your company's products in Domestic Automobile Industry, your Company expects to achieve good growth in future.

With the capacity of adding new product range to cater the customers ever changing demands we do not foresee any problem on demand side of our industry. However, exchange fluctuations with the trend of depreciating Rupees against the US Dollar and increasing trend of prices for petroleum products may impact us on account of time lag in passing the increase in prices to our customers. Company is fully geared to tackle the same in usual course of business.

Your Company has put in concerted efforts on costs optimization and reduction of General and Administrative expenses to improve the cost base.

The current economic scenario and looking at the improvement in the industrial growth across the globe, your Company is sure of giving the exemplary performance. Today, the companies are operating in environment where the survival of the fittest is the law of land. The major contributing factor towards the success of your Company is the customer centric approach, ability to analyze and satisfy the demand of the customers, development of new products, introduction of new ideas, reduction into cost reduction and value addition to protect the margin as well as helping the customers to increase their margin. Your Company is now on fast track adopting to change in the economic scenario and technological innovations keeping in mind the object of enjoying the status of leading player in this industry.

#### LISTING AT STOCK EXCHANGE

The equity shares of the Company were listed at Bombay Stock Exchange Limited, Delhi Stock Exchange Limited, Jaipur Stock Exchange, Madras Stock Exchange, Ahmadabad Stock Exchange and Calcutta Stock Exchange. However, as per the information available with us, except Bombay Stock Exchange, all the above-mentioned Stock exchanges have stopped functioning and have already been derecognized vide varied SEBI orders. As on date, the Company remains listed at only BSE. The Company scrip's trading is suspended from stock exchange since September 10, 2001; therefore, company's scrips cannot/have not traded since then.

The promoters of the Company felt it prudent to offer exit to its public shareholders who have been stuck with the illiquid scrips for a considerable period of time. Accordingly, delisting of the Company from the Stock Exchange was felt appropriate. Since the Company was not in a position to comply with certain provisions of the SEBI Delisting Regulations, the Company, vide its letter dated March 8, 2021, approached SEBI seeking exemption / relaxations from such provisions.

Based on the Company's above application, SEBI, vide its letter dated September 30, 2021, granted the following exemptions / relaxations :

Serial	Regulation under SEBI Delisting Regulations	Relaxation / exemption granted
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1	10(4)(a)	Exemption from this provision requiring companies to be in compliance with the applicable provisions of securities laws.
2	35(1)(a)	Exemption from this provision requiring networth of the company not exceeding Rs. 25 crore for it to be treated as a small company. <i>With this exemption, the Company is eligible to avail the special provisions for small companies as provided under Chapter VI of the SEBI Delisting Regulations and seeking voluntary delisting accordingly.</i>
3	35(1)(c)	Exemption from this provision requiring the Company not being suspended by any of the Stock Exchange.
4	35(2)(d)	Exemption from this provision requiring obtaining written consent from the public shareholders for the delisting under Chapter VI (Special Provisions for Small Companies).

Apart from the above relaxation / exemption granted, SEBI has also stipulated the following major conditions for compliance by the Acquirer / Company, which are beyond and in addition to the requirements of the SEBI Delisting Regulations:

(a) Company to initiate the voluntary delisting of the Equity Shares within 1 month of the SEBI Letter and to complete the process of delisting within one year from the SEBI Letter. *Towards the initiation of the delisting, the Acquirers issued the IPA on October 26, 2021 conveying their intention for seeking voluntary delisting of the Equity Shares of the Company from the Stock Exchange and the Company on their part issued notice of Board meeting on the same day and considered the Delisting proposal in its meeting held on October 29, 2021.*

(b) Company to obtain valuation of its equity shares from two independent peer reviewed Chartered Accountants and the floor price for the delisting not be lower than the higher of the two valuation so obtained.

(c) Company to write to all the public shareholders intimating them of the delisting offer and the floor price so determined and seek from them, the indicative price at which they are willing to offer their shares in the delisting

(d) Company to determine the final offer price in consultation with the merchant banker after having due regard to the floor price and the prices indicated by the shareholders and intimate the final offer price to the public shareholders.

(e) Company to comply with the requirement of Escrow Account as specified in Regulation 11 of the SEBI Delisting Regulations.

(f) Company to publish newspaper advertisement in each state where its public shareholders are residing as per the address contained in its records announcing the delisting proposal

(g) The communications to be sent to the public shareholders / the advertisement and this Explanatory Statement to the Special Resolution to indicate the valuation obtained as stipulated in (b) above

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(h) Pursuant to delisting of the Company's Equity Shares, the promoters to continue to accept shares tendered by any remaining public shareholder upto a period of 2 years from the date of delisting at the same price at which the earlier acceptance of shares was made.

The Company has obtained its shareholders' approval (Special Resolution) for voluntarily delisting the Company's shares from the Stock Exchange i.e., BSE Limited. The said Resolution was passed through Postal Ballot results of which was declared on March 14, 2022.

Company filed the application for In-principal approval for the delisting of Equity Shares of the Company under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 on March 30, 2022 with BSE Limited and the In-principle approval accorded by the BSE Limited vide letter No. LO\Delisting\VK\IP\68\2022-23 dated May 27, 2022.

The Company filed final approval for the proposed delisting of Equity Shares of the company under Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021 on June 27, 2022.

## **DIVIDEND**

The Board has decided not to recommend/declared final dividend for the Financial Year 2021-2022

## **CAPITALSTRUCTURE**

The paid-up Equity Share Capital as on March 31, 2022 was Rs. 497.16 Lakhs. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- Crores (Rupees Eleven Crores only) comprising of:

- a) Rs. 5,50,00,000 (Rupees five Crores fifty Lakhs only) divided into 55,00,000 (fifty five Lakhs only) Equity Shares of Rs. 10/- each (Rupees Ten only);
- b) Rs. 2,00,00,000 (Rupees Two Crores only) divided into 2,00,000 (Two Lakhs only) 18% Redeemable Preference Shares of Rs. 100/- each (Rupees One Hundred only); and
- c) Rs. 3,50,00,000 (Rupees Three Crores fifty Lakhs only) divided into 3,50,000 (Three Lakhs fifty Thousand only) 12% Redeemable Preference Shares of Rs. 100/- each (Rupees One Hundred only)"

## **CHANGE IN CAPITAL STRUCTURE**

There was not change in the capital structure of the Company during the Financial year 2021-22.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure requirements) regulations 2015, is presented in a separate section forming part of the Board's Report, is enclosed at "Annexure-A".

## **MATERIAL CHANGES & COMMITMENTS**

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In pursuance to section 134(3)(L) of the Act, No Material Changes and Commitment have occurred after the closure of financial year to which the financial statements related till the date of this report, affecting the financial position of the Company.

## **SUBSIDIARY COMPANIES**

Company does not have any subsidiary.

## **CORPORATE GOVERNANCE REPORT**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India (SEBI) and Stock Exchange(s). The Company has also implemented several best corporate governance practices as prevalent globally.

Pursuant to Schedule V of the SEBI Listing Regulations, A separate section on Corporate Governance is included in the Annual Report and the Certificate from Company's auditors confirming the compliance with the code of Corporate Governance, is annexed hereto.

The Board of Directors of the Company has evolved and adopted a Code of Conduct and posted the same on the Company's website [www.marvelvinyls.com](http://www.marvelvinyls.com). The Directors and Senior Management personnel have affirmed their compliance with the code for the year ended 31st March, 2022.

## **HUMAN RESOURCES**

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

The Company's HR processes such as hiring and on-boarding, fair transparent online performance evaluation and talent management process, state-of-the-art workmen development process, and market aligned policies have been seen as benchmark practices in the Industry.

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

A strong internal control culture is pervasive in the company. The company has documented a robust and comprehensive internal control system for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources.

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The Internal Audit Department continuously monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management, control and governance process.

The scope and authority of the Internal Audit activity are well defined and develops a risk based annual audit plan with inputs from business risk management, prominent stock holders and previous audit reports. The Internal Audit Report is reviewed and approved by the Audit Committee. During the year, the Audit Committee met regularly to review reports submitted by the Internal Auditor. All significant audit observations and follow-up actions thereon were reported to the Audit Committee. The Audit Committee also met the company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal controls and systems followed by the company.

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Company has taken approval for the FY 2021-2022 to enter into contract(s)/arrangement (s)/transaction(s) with the Marvel Industries & Services Pvt. Ltd upto the aggregate value upto maximum 60 Crore and with Aaryan Mirai Private Limited up to upto the aggregate value upto maximum 25 Crore and with Aaryan Mirai Industries LLP up to maximum 15 Crore. A related party within the meaning of Section 2 (76) of the Act and Regulation 2(1)(zb) of the Listing regulation, by the members in the last Annual General Meeting held on 30<sup>th</sup> September, 2021. All related party transactions were placed before the audit committee and also for the board approval.

The Company has developed a Policy on Related Party Transactions for purpose of identification and monitoring of such transactions in which All Related Party Transactions are placed before the Audit Committee as also the Board for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website i.e. [www.marvelvinyls.com](http://www.marvelvinyls.com).

Your directors draw attention of the members to 43 to the financial statement which sets out related party disclosures.

## RESEARCH AND DEVELOPMENT

With the continuing Research and Development activities, the company endeavors to improve and maintain its technical superiority and quality of its products. One of the objectives of the company is to manufacture products giving an import substitution and to improve and develop good export market.

## DIRECTORS AND KEY MANAGERIAL PERSONNAL

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Enhancing the competencies of the board and attracting as well as retaining talented employees for role of KMP/a level below KMP are the basis for the N&R Committee to select a candidate for appointment to the Board.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Ankit Chawla, Executive Director, of the Company is liable to retire by rotation at the ensuing annual General meeting and being eligible, has offered himself for re-appointment.  
The Board recommends his appointment.

#### **A. Appointment or Re-Appointment**

During the Financial Year 2021-2022, Mr. Pankaj Chawla (DIN: 00104666), Executive Director of the company who retired by rotation, have been re-appointed at the 36th Annual General Meeting of the company held on 30.09.2021.

Necessary resolutions for the appointment/re-appointment of aforesaid directors, wherever applicable, have been incorporated in the notice convening the ensuing Annual General Meeting. As required under the regulations, the relevant details of directors retiring by rotation and/or seeking appointment/re-appointment at the ensuing AGM are furnished as Annexure 'A' to the notice of AGM.

#### **Key Managerial Personnel (KMP)**

No KMP, other than mentioned in the paragraph A of Director and Key Managerial Personal, appointed during the FY 2021-2022.

#### **B. Declaration by independent Director**

All Independent Directors of the Company have given declaration that they meet the criteria of independence as provided under Section 149 (6) of the Act and the regulation 16(1)(b) of the regulations. The terms & conditions for the appointment of Independent Directors are given on the website of the Company.

#### **C. Formal Annual Evaluation of Board**

The evaluation/assessment of the directors, KMPs and the senior officials of the company is to be conducted on an annual basis and to satisfy the requirements of the Companies Act, 2013.

The company has devised a Policy for performance evaluation of independent directors, board, committees and other individual directors which include criteria for performance evaluation of the non-executive directors and executive directors.

The details of programmes for familiarization of independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company and related matters have been elaborately devised by the top management and efforts are being made to create the awareness about the same.

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Pursuant to the provisions of the Companies Act, 2013 and As provided by the Guidance Note on Board evaluation issued by the SEBI on 5<sup>th</sup> January, 2017, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee, Risk Management Committee and Stakeholder Relationship Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **D. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The brief of Remuneration Policy is set out in the Corporate Governance Report forming part of the Annual Report

#### **E. Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year ended on 31st March, 2022, the Board of Directors had Thirteen (13) meetings. These were held on 12<sup>th</sup> April, 2021, 21<sup>st</sup> June, 2021, 28<sup>th</sup> July, 2021, 14<sup>th</sup> August, 2021, 31<sup>st</sup> August, 2021, 13<sup>th</sup> October, 2021, 29<sup>th</sup> October, 2021, 12<sup>th</sup> November, 2021, 16<sup>th</sup> November, 2021, 29<sup>th</sup> December, 2021, 03<sup>rd</sup> February, 2022, 14<sup>th</sup> February, 2022 and 31<sup>st</sup> March, 2022. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Regulations:

<b>SR. NO</b>	<b>NAME OF DIRECTORS</b>	<b>CATEGORY</b>	<b>NO. OF BOARD MEETINGS ATTENDED</b>
1	Mr. Pavan Kumar Chawla	Chairman & Managing Director	12 of 12
2	Mr. Pankaj Chawla	Whole-time Director & CFO	12 of 12
3	Mr. Ankit Chawla	Whole-Time-Director	12 of 12
4	Mrs. Kirti Bhardwaj	Independent Director	12 of 12
5	Mr. Saksham Chawla*	Whole-Time-Director	03 of 03
6	Mr. P.C. Raval	Independent Director	08 of 12
7	Mr. J.S.P. Rai**	Independent Director	00 of 08
8	Mr. Parmod Chopra	Independent Director	05 of 12

\* Mr. Saksham Chawla, Whole Time Director, whose period has been expired on 11<sup>th</sup> August, 2021 and has not been reappointed.

\*\* Mr. J.S.P Rai, Independent Director, whose period has been expired on 13<sup>th</sup> November, 2021 and has not been re-appointed.

#### **F. Changes in the Office of Company Secretary/Compliance Officer**

There is no change in the changes in the office of Company Secretary/Compliance officer of the Company.

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**AUDIT COMMITTEE**

The company has constituted the Audit Committee in line with the provision of the Companies Act, 2013 and the Securities Exchange Board of India. As on 31st March, 2022 the audit committee consist of three (03) members out of which the two (02) are the independent directors. During the year ended on 31st March, 2022, the Audit Committee had Six (6) meetings. These were held on 12<sup>th</sup> April, 2021, 28<sup>th</sup> July, 2021, 14<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021 ,16<sup>th</sup> November, 2021 and 14<sup>th</sup> February 2022.

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY	NO. OF MEETINGS HELD/ ATTENDED
1.	Mrs. Kirti Bhardwaj	Chairman	Independent Director	6 of 6
2.	Mr. Pankaj Chawla	Member	Non-Independent-Executive Director	6 of 6
3.	Mr. Parmod Chopra	Member	Independent Director	4 of 6

The composition of Audit Committee and meetings attended by the members, which is to be formed as per Section 177 of the Companies Act, 2013 and SEBI regulations is been given below: The more details on Audit Committee along their terms of reference have been given in the corporate governance report.

**NOMINATION AND REMUNERATION COMMITTEE AND POLICY**

The company has constituted the Nomination & Remuneration Committee in line with the provision of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulation, 2015. As on 31st March, 2022 the Nomination & Remuneration Committee comprises of three (03) directors, all are Independent Directors.

The details of the Nomination & Remuneration Committee along with Remuneration Policy are set out in the Corporate Governance Report forming part of the Annual Report.

**➤ MANAGERIAL REMUNERATION**

- A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of The Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, has been provided in "*Annexure -B*" to this report.

**STAKEHOLDER'S RELATIONSHIP COMMITTEE (SHARE HOLDERS GRIEVANCE COMMITTEE)**

During the year under review, the company has constituted the "Stakeholders' Relationship Committee", in line with the provisions of Section 178 of the Companies Act, 2013. This Committee is responsible for the satisfactory redressal of investors' complaints and

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recommends measures for overall improvement in the quality of investor services. During the year, there were one (1) meeting held on 14<sup>th</sup> February, 2022.

## **RISK MANAGEMENT POLICY**

The Company has framed and implemented a Risk Management Policy to identify the various business risks. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The risk management policy defines the risk management approach across the enterprise at various levels including documentation and reporting.

## **RISK MANAGEMENT**

Pursuant to the provisions of SEBI (LODR) Regulations, The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps.

The Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Risk Management Policy was reviewed and approved by the Committee.

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational structures, processes, standards, code of conduct and behaviors governs how the Company conducts the business of the Company and manages associated risks.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned wide Risk Management, Internal Control and Internal Audit methodologies and processes.

The details of Committee and its objectives and scope are set out in the Corporate Governance Report forming part of the Annual Report.

## **INDEPENDENT DIRECTORS**

The Independent Directors of the company review the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties. During the year ended on 31<sup>st</sup> March, 2022, the separate meeting of Independent Directors was held on 14<sup>th</sup> February 2022. The composition of Independent Directors and meetings attended by them as per Section 177 of the Companies Act, 2013 and SEBI Regulations have been given in the corporate governance report.

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## CODE OF CONDUCT

The Chairman & Managing Director has confirmed and declared that all the members of the board and the senior management have affirmed compliance with the code of conduct.

## CODE FOR PREVENTION OF INSIDERTRADING PRACTICES

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has formulated and adopted 'Code of Conduct for prevention of Insider Trading' and 'Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information' (hereinafter collectively referred to as "MVL Code of Conduct"). The MVL Code of Conduct is uploaded on the website of the company <https://www.marvelvinyls.com>

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

## AUDITORS AND AUDITORS' REPORT

### A. Statutory Auditors

M/s. Suresh Chandra & Associates, Chartered Accountants, (Firm registration No. 001359N) 504, Prakash Deep building, 7, Tolstoy Marg, New Delhi-110001, is the Statutory Auditor of the Company, who shall hold the office till the conclusion of 38<sup>th</sup> Annual General Meeting of the Company.

The Audit Report given by M/s. Suresh Chandra & Associates, Chartered Accountants, (Firm registration No. 001359N) 504, Prakash Deep building, 7, Tolstoy Marg, New Delhi-110001 on the Financial Statements of the Company for the Financial Year 2021-2022, is part of the Annual Report. There are no qualifications, reservation, adverse remark, observations, comments or disclaimer given by the Auditor in their Report. Further, with regard to section 134(3)(ca) of the Companies Act, 2013, no frauds have been reported by the auditors under section 143(12) of the said Act.

### Secretarial Auditor

The Board has appointed Ankur Singh & Associates, Practicing Company Secretaries New Delhi having ICSI Membership No. A60761 and Certificate of Practice No. 22820 to conduct Secretarial Audit for the financial year 2021-2022

### *Secretarial Auditor's Report*

An audit report issued by Mr. Ankur Singh & Associates, Practicing Company Secretaries, in respect of the secretarial audit of the Company for the financial year ended 31st March, 2022 is given in "Annexure-C" to this Report.

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The Secretarial Auditor has given below observations in his report. In this regard, the reply of the Management has been given along with the observation.

1. As per regulation 31 of SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, the 100% of shareholding of promoter(s) & promoter group is not in dematerialized form.

**Management's Reply:** Ganesh Das & Co. it was a firm between two partners and now one partner being no more (died) and the shares will be transmitted and dematerialized, that's why it has not been converted into dematerialized form. Promoters' shareholding is 4024400 Equity Shares out of which 4004400 share i.e. 99.5% shares has been dematerialised. only 20000 Equity shares of Ganesh Das & Co. (Promoter) to be dematerialized.

2. As stipulated under Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is not in compliance with the minimum public shareholding requirement specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957.

**Management's Reply:** The Board of Directors of the company at their meeting held on 22<sup>nd</sup> February, 2018 had forfeited 11,27,900 Equity Shares of Rs. 10/- each due to non-payment of allotment money after adjusting excess application money and the exchange has taken the same on record vide its letter No. BSE/LO/PB/Forfeit/130/2019-20 dated June 4, 2019 and also has issued notice to the trading members of the exchange vide Exchange's notice no. 20190406-19. Due to the above forfeiture, the public shareholding of the Company falls below the prescribed limits by BSE/SEBI. The Company has taken appropriate action to resolve this issue.

3. Company has not filed financial results within the prescribed due date as per the SEBI (LODR) Regulations, 2015 for the Quarter and year ended March 31, 2021 and Half year ended September 30, 2021

**Management's Reply: 01** That the Marvel Vinyls Limited having its Registered/Corporate office in the state Delhi, which was the most effected state by the pandemic Covid-19. Due to severe impact of Covid-19 in the state Delhi, the Government imposed the complete lockdown across the State w.e.f April 19, 2021 and allowed the private offices to function only with the 50% strength of their staff between 9AM to 5 PM w.e.f June 07, 2021.

That the Company operates its function with its 3 units in the state Uttar Pradesh and Madhya Pradesh which were also severe effected State during the Second wave of Covid-19 and various restriction were also imposed in that state where the employees were working from Home with the restriction of access the resources and information.

That the Company restore its functioning with the 50% strength of their staff w.e.f June 07, 2021 and the last date to submit Financial Results was June 30, 2021, it was too complicated to compiled the data of the all units of the Company till June 30, 2021 with the various unavoidable problems such as hospitalization/ isolation of Key

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personnel who were looking after of preparing results, restriction of access resources and information etc.;

For the financial results of the quarter ended September 30, 2021, the company recently shifted on BAAN ERP and the Board sought some clarification at the meeting in respect of financial results. The Board decided to put up the matter again in the forthcoming Board Meeting which is to be held on Tuesday, 16th day of November, 2021.

#### **B. Cost Auditor**

In accordance with the provisions of section 148 of the act and rule made thereunder, the Board of Directors of the Company appointed, M/s Subodh Kumar & Co., Cost Auditors (Firm Reg. No. 104250), New Delhi, as the Cost Auditor of the Company for the Financial Year 2021-2022.

The Company will submit Cost Audit Report for the year ended March 31st, 2022 to the Central Government in due course.

The Board has appointed M/s Subodh Kumar & Co. Cost Auditors (Firm Reg. No. 104250), New Delhi, as the Cost Auditor of the Company to conduct the cost audit for the Financial Year 2022-2023. The payment of the remuneration to Cost auditor requires the approval/ratification of the members of the company and necessary resolution in this regard, has been included in the notice convening the 37<sup>th</sup> AGM of the Company.

#### **C. Internal Auditor**

In accordance with the provisions under section 138 of the Companies Act, 2013 read with Rule 13 of The Companies (Accounts) Rules, 2014 thereof, the Board of Directors of the Company has appointed M/s S D A V, Chartered Accountants (FRN No. 0022640N) through its partner Mr. Sandhya Deepak, as Internal Auditor of the Company to conduct the internal audit of the Company for financial year 2021-2022.

### **ENHANCING SHAREHOLDERS VALUE**

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company has CSR policy in place and the same can be accessed at [www.marvelvinyls.com](http://www.marvelvinyls.com).

The annual report of CSR activities is annexed herewith as annexure 'H' to this report.

#### **REGISTERED & CORPORATE OFFICE:**

**G-73, CONNAUGHT CIRCUS,  
NEW DELHI - 110 001, INDIA**

**Tel: +91 (11) 45306661 Fax: +91 (11) 45306677**

**Website: [www.marvelvinyls.com](http://www.marvelvinyls.com) Email: [cs@marvelvinyls.com](mailto:cs@marvelvinyls.com)**



**DISCLOSURES:****A. Vigil Mechanism/Whistle Blower Policy**

The Company has established a Vigil Mechanism/Whistle Blower Policy that enables the Directors and Employees to report genuine concerns. The policy provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Chairman of the Audit Committee. Details of the Vigil Mechanism/Whistle Blower Policy are made available on the Company's website i.e. [www.marvelvinyls.com](http://www.marvelvinyls.com).

The details of Vigil Mechanism/Whistle Blower Policy and its terms of reference are set out in the Corporate Governance Report forming part of the Annual Report.

**B. Deposits**

The Company has not accepted deposit from the public falling within the ambit of Section 73 to 76 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. Due to the condition imposed by the bankers your Company has accepted the unsecured loans from its directors, their relatives and associates during the financial year.

**C. Particulars of Loans, Guarantees or Investments**

Particulars of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

**D. Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are provided herewith as "*Annexure-D*".

**E. Pollution Control**

The Company's plants do not generate any effluent beyond permissible limits. Further, the company has adequate controls to maintain the pollution parameters.

**F. Annual Return**

The details Annual Return in form MGT 7 is uploaded on the website [www.marvelvinyls.com](http://www.marvelvinyls.com) of the Company.

**G. Particulars of Contracts or Arrangements with Related Parties****REGISTERED & CORPORATE OFFICE:**

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The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 on arm's length transactions in ordinary course of business is disclosed in **Form No. AOC-2** as "**Annexure-E**" to this report.

#### **H. Particulars of Employees**

The Industrial Relations scenario continued to be cordial. The Company regards its employees as a great asset and accords high priority to training and development of employees. In terms of Section 136 of the Act, the Report and Accounts are being sent to the members and others entitled thereto.

Details of Employees pursuant to Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as "**Annexure-F**" forming part of the Annual Report.

#### **I. Equal Opportunity Employer**

The company has always provided a congenial atmosphere for work to all employees that are free from discrimination and harassment inducing sexual harassment. It has provided equal opportunities of employment to all without regard to their caste, religion, color, marital status and sex.

#### **J. Information under The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year, there were no cases reported to the Committee.

#### **K. General Disclosure**

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. Details relating to deposits covered under Chapter V of the Act.
2. As there was no subsidiary of the Company during the year 2021-2022, neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of other Company.
3. During the year 2021-2022 Company neither issued shares with differential voting rights or granted stock options or sweat equity or ESOS to the employees under any scheme.

#### **L. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.**

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During the year under review, there were no application made or proceedings pending in the name of company under insolvency Bankruptcy Code, 2016

**M.THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREO**

During the year under review, there were no settlement of loans taken from Banks and Financial Institutions.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Subject to disclosures in the Annual accounts and also on the basis of the discussion with the Statutory Auditors of the Company from time to time, To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- i) That in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) That Company has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;
- iii) That proper and sufficient care has been taken 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) That the annual financial statements have been prepared on a going concern basis;
- v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

For and on behalf of the Board of

Directors

**M/s MARVEL VINYLs LIMITED**

PLACE: NEW DELHI  
DATE: 31.08.2022

**PANKAJ CHAWLA**  
Whole-time Director & CFO  
**DIN: 00104666**

**PAVAN KUMAR CHAWLA**  
Managing Director  
**DIN: 00101197**

**REGISTERED & CORPORATE OFFICE:**

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**MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis contain forward- looking statements including, but not limited to, statements concerning possible or assumed future results of operations of the Company. Forward-looking statements represent the Company's intentions, plans, expectations and beliefs, and are not guarantees of future performance. Such forward-looking statements represent Company's current views based on information as at the date of this report. They involve risks, uncertainties and assumptions and the Company's actual results could differ, which in some cases may be material, from those anticipated in these forward-looking statements. Unless otherwise required by applicable securities law, Company disclaims any intention or obligation to publicly update or revise this information, whether as a result of new information, future events or otherwise. The Company cautions investors not to place undue reliance upon forward-looking statements.

**INDUSTRY STRUCTURE & DEVELOPMENT**

The global synthetic leather market size was valued at USD 31.4 billion in 2020 and is expected to grow at a compound annual growth rate (CAGR) of 7.8% from 2021 to 2028. Globally increasing product demand from the footwear sector is expected to be a key factor propelling the overall market growth. Comprised of a cloth base coated with a synthetic resin, artificial leather serves as a suitable alternative, which is also augmenting its demand in various applications including fabrics, footwear, clothing, upholstery, and others where a leather-like finish is required, and the material is unusable, unsuitable, and cost-prohibitive. The production process has evolved over the past few years for the shell coating to go on top of the synthetic polymer blend. Moreover, the rising scope of application across various segments, such as furnishing, automotive, clothing, bags, and others, will drive the market growth. Manufacturers have been spreading their sourcing, shifting especially to Asian suppliers, such as China and Vietnam, owing to the abundance of raw material and availability of low-cost labor. The Indian Leather, Leather Products and Footwear Industry holds a prominent place in the Indian economy. This sector is known for its consistency in high export earnings and it is among the top ten foreign exchange earners for the Country. At present, synthetic leather is increasingly being used in a range of applications, which include footwear, interior designing, furnishing, automotive interiors, garments, and luxury goods. Recently, there has been a rise in demand for synthetic leather from the makeshift hospitals and healthcare institutes all around the world for beds and furniture to facilitate various patients suffering from COVID-19 and other diseases. These beds and other furniture mostly have medical-grade synthetic leather coverings and are antibacterial or antifungal in nature. In the case of the automotive industry, it has faced a major setback as the sales of the cars have dropped in the first half of the year, which has indirectly affected the demand for synthetic leather as it is mostly used in making the interiors of the cars. In addition, the fluctuation in the raw material prices of synthetic leather has also affected its market. Footwear and automobile industries in Europe are witnessing significant demand for synthetic leather. Countries in Europe such as Germany, France, and Italy have various manufacturing units that require synthetic leather as their raw material and hence, the demand for synthetic leather is estimated to remain stable in the near future.

**OUTLOOK**

The Asia Pacific mainly consists of major emerging nations such as China and India. Considering this scenario, the future for the development of most of the industries are high in

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the region. The synthetic leather market grows at a significant rate and offers opportunities for various manufacturers. The Asia Pacific region has a share of approximately 61.0% of the world's population, and the manufacturing and processing vertical are growing at a faster pace in the region. The Asia Pacific is the leading synthetic leather market with being the major market, which has a positive growth outlook.

During the year production was 25384.00 Mt. as compared to 24372.42 Mt in previous year. The Gross business receipt of your Company during the year was Rs. 29749.11 Lakh as compared to Rs. 24789.37 Lakh during the previous year representing a increase of 20.00%.

### **Opportunities and Threats:**

#### **Opportunities :**

- Growing Demand from the Automotive Industry
- Improving penetration in the Auto Sector
- New industries being targeted- footwear and marine
- Diversified Product Portfolio
- Growing international and domestic markets
- Focus on R & D and innovations like breathable leather, Electrical Insulation Flooring
- Growing fashion consciousness globally
- Well- Established relationships with Distribution Chain leading to steady order flow
- Excellent availability of raw materials and other inputs.
- Exposure to export markets creates a natural hedge against domestic slowdowns and currency fluctuations

#### **Threats:**

- Harmful environmental effects of the processing of PVC and is a major restraint for the market.
- Volatility in raw material prices.
- Increase in competition.
- Exposure to foreign exchange
- Dependency on Automotive Industry
- Customer & Geographical concentration

### **Segment-wise performance:**

The Company is engaged in one business segment i.e. manufacturing and sale of Synthetic Leather, PVC Floor Covering, PVC Sheets and Films, Technical Coated textiles, hence, accordingly there is only single reportable segment.

### **Financial performance with respect to operational performance:**

The details have been provided in Board's Report.

### **Risk and concerns**

The Company's business is exposed to both external and internal risks. These risks could result in a variance in actual results and historical results. In line with this, your Company framed a detailed Risk Management Policy which identifies the various types of risks at all levels of the Company. Early risk identification along with appropriate measures has enabled the Company to mitigate all threats which may arise from time to time. Also, the possibility of occurrence of the risk event and the magnitude of their consequences on the organization is determined and used to prioritize risk management.

### **Internal Control Systems and their adequacy**

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The Company has adequate internal control system commensurate with the nature, size, and scale of its business operations. Internal control systems comprising of policies and procedures are designed to ensure the robust operational controls, reliability of financial policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected. These systems enable integrity of financial reporting and adherence to defined guidelines. Internal controls are regularly reviewed for the changing business economic and regulatory environment and to ensure efficiency and effectiveness. Corporate policies, management information and reporting system for the major operational areas form part of the overall control mechanism.

**Material Developments in Human Resources/ Industrial Relations front including number of people employed:**

The Company continues to invest in human capital to harness the potential of its workforce and ensure that they contribute towards its business goals. The human resources practices and ethics enables the Company to attract, integrate, develop and retain the best talent to achieved desired business growth. The Company is committed to create an environment of learning and development, promote internal talent and develop cross functional expertise. The Company has embarked on several human resource initiatives to enhance the productivity of the organization and each individual. In order to enhance employee motivation and build a performance driven culture, The people oriented best HR practices enables the Company to attract and retain the best of available talent.

The Performance management systems coupled with planning individual development involves organized systems that are backed by a vision of developing a strong capital of high-performance employees. As on 31<sup>st</sup> March, 2022, the Company had approx. 335 on-roll employees.

For and on behalf of the Board of Directors  
**M/s MARVEL VINYLs LIMITED**

PLACE: NEW DELHI  
DATE: 31.08.2022

**PANKAJ CHAWLA**  
Whole-time Director & CFO  
**DIN: 00104666**

**PAVAN KUMAR CHAWLA**  
Managing Director  
**DIN: 00101197**

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**DISCLOSURE ON THE REMUNERATION OF THE MANAGERIAL PERSONNEL**

*(Pursuant to the provision of under section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)*

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

S.No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2021-22 (Rs. In Lakhs)	%increase in remuneration in the Financial Year 2021-22	Ratio of Remuneration of each Director / to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
(i)	Pavan Kumar Chawla (Managing Director)	32.40	NIL	26.80	Profit after tax increased by 13.55% in Financial year 2021-22.
(ii)	Pankaj Chawla (Whole Time Director and Chief Financial Officer)	47.00	14.20	38.88	
(iii)	Ankit Chawla (Whole Time Director)	37.00	43.41	30.61	
(iv)	Saksham Chawla (Whole Time Director)	15.60	NIL	12.90	

The Median remuneration of employees of the Company during the financial year was Rs. 1.21 Lacs.

- The percentage increase remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, if any, in the financial year -CEO , CFO, CS, Directors-mentioned as above.: The remuneration of Whole time director and CFO(Mr. Pankaj Chawla ) increased by 14.20 % and Whole time director (Mr. Ankit Chawla) increased by 43.41 % during the financial year.
- The percentage increase in the median remuneration of employees in the financial year: -36.71%
- The number of permanent employees for whole year on the rolls of company : 608
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

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- Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year: 6.70 %
- Percentile increase in the managerial remuneration: 24.35 %
- Average increase in the remuneration of all employees excluding KMP' : 24.29 %

For and on behalf of the Board of Directors  
**M/s MARVEL VINYLs LIMITED**

PLACE: NEW DELHI  
DATE: 31.08.2022

**PANKAJ CHAWLA**  
Whole-time Director & CFO  
**DIN: 00104666**

**PAVAN KUMAR CHAWLA**  
Managing Director  
**DIN: 00101197**

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**SECRETARIAL AUDIT REPORT**

For The Financial Year ended on 31st March, 2022

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

To,  
The Members,  
Marvel Vinyls Limited  
G-73, Connaught Circus,  
New Delhi- 110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Marvel Vinyls Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 (the audit period) 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:

**SCOPE**

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

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of the FDI and ODI. As explained to us, there were no FDI, OCI and External commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and

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Takeovers) Regulations, 2011

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- h. There are no any other laws specifically applicable to the company-

We have also examined compliance with the applicable clauses of

- 1) Secretarial Standards issued by the Institute of Companies Secretaries of India.
- 2) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **We further Report that:**

Under the review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines mentioned above except as being mentioned hereunder in the relevant clause.

There were no prosecutions initiated and no fines or penalties were imposed during the year under review under the SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against the Company, its Directors and Officers.'

The company has filed all the forms and returns as required under Companies Act, 2013. The company is regular in filing of the e-forms and returns within prescribed time.

#### **We further report that:**

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

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

Resolutions have been approved by majority while the dissenting members; if any views are captured and recorded as part of the minutes.

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

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

*We further report that:*

The Company has complied to holding a separate Meeting of Independent Director once in a year, as per the provisions of section 149(7) read with rule VII of Schedule IV of the Companies Act, 2013 which is essential for the good corporate governance practice.

*We further report that:*

We hereby found some management changes during the audit period:

Mr. Saksham Chawla, Whole Time Director, whose period has been expired on 11<sup>th</sup> August, 2021 and has not been reappointed

Mr. J.S.P Rai, Independent Director, whose period has been expired on 13<sup>th</sup> November, 2021 and has not been re-appointed

*We further report that:*

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

- 1. As per Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 100% of shareholding of promoter(s) and promoter group is not in dematerialized form although SEBI vide its letter BSE/LO/PB/Forfeit/130/2019-20 dated June 4, 2019, granted exemption from to provision of Regulation 10(4)(a) of SEBI Delisting Regulation requiring companies to be in compliant with the applicable provision of Securities laws*
- 2. As stipulated under Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not in compliance with the minimum public shareholding requirements specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957.*
- 3. Company has not filed financial results within the prescribed due date as per the SEBI (LODR) Regulations, 2015 for the Quarter and year ended March 31, 2021 and Half year ended September 30, 2021.*

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**37<sup>th</sup> ANNUAL REPORT 2021 - 22**

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

**For Ankur Singh & Associates**

Place: New Delhi  
Date: 26th August 2022  
UDIN: A060761D000858184

(Ankur Singh)  
Practicing Company Secretary  
M. No.: A60761  
C.P No: 22820

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

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**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND  
FOREIGN EXCHANGE EARNINGS AND OUTGO**

FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup>, 2022

*[Section 134(3)(m) of The Companies Act, 2013 read with*

*Rule 8(3) of The Companies (Accounts) Rules, 2014]*

**FORM A. CONSERVATION OF ENERGY**

- 1) Energy Conservation Measures Taken : The energy requirements for manufacturing operations are not large and the power consumption is within reasonable limits. Hence no special measures were necessary.
  - a. Additional Proposals being implemented for further conservation of energy : Nil
- 2) Steps taken by the company for utilizing alternate sources of energy: : Not applicable
- 3) The capital investment on energy conservation equipment's : Nil
- 4) Impact of the above measures for reduction of energy consumption and consequent impact on cost of production : Not applicable

**FORM B. TECHNOLOGY ABSORPTION**

- 1) Efforts made towards technology absorption : The company is making effort to use the latest technology available in its operations. Modifications/upgradations of process, equipment's and products are carried out to suit market requirements and to achieve optimum operational efficiency. Innovation is encouraged, recognized and rewarded. This policy is not restricted to technology but includes innovation in other process and HRD.
- 2) Benefits derived like product improvement, cost reduction, product development or import substitution : Modifications of existing products as well as development of new products have been done to meet the requirements of international standards.  
The continuous improvement in revenue productivity is due to the above effort. This will also improve the quality and productivity of your company.  
To continue work in design and development of new models and products;

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to constantly review quality and performance of existing products for appropriate modifications etc. To set up one more unit.

- 3) In case of imported technology : Not applicable  
 (imported during the last three years reckoned from the beginning of the financial year)
- 4) **Expenditure on R&D**

- a. Capital Expenditure : NIL  
 b. Recurring Expenses : NIL  
 c. Total Expenditure : NIL  
 d. Total R&D expenditure as a : NIL  
 percentage of total turnover:

**FORM C. FOREIGN EXCHANGE EARNINGS AND OUTGO****Foreign Exchange Earning (Rs. In lakhs)**

- Export (FOB)	:	Rs. 4405.07
- Misc. Income	:	Rs. 0.00

**Foreign Exchange Outgo (Rs. In lakhs)**

- Raw Material	:	Rs. 6624.44
- Consumable Goods	:	Rs. 396.10
- Capital Goods	:	Rs. 228.16
- Other Expenses	:	-

For and on behalf of the Board  
**M/s MARVEL VINYLs  
 LIMITED**

PLACE: NEW DELHI  
 DATE: 31.08.2022

**PANKAJ CHAWLA**  
 Whole-time Director & CFO  
**DIN: 00104666**

**PAVAN KUMAR CHAWLA**  
 Chairman & Managing  
 Director  
**DIN: 00101197**

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**Form No. AOC-2**

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

**FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup>, 2022**

**FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO**

**I. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS- APPLICABLE**

**A.**

		<b>Marvel Industries Services Private Limited</b>
a) Name (s) of the related party and nature of relationship	:	<b>Aaryan Mirai Private Limited Aaryan Mirai Industries LLP</b>
b) Nature and Particulars of the contract/arrangements/transactions	:	Contract(s)/Arrangement(s)/Transaction(s) with <b>Marvel Industries Services Private Limited</b> up to max aggregate value of Rs. 60 Crore and with <b>Aaryan Mirai Private Limited</b> up to max aggregate value of Rs. 25 Crore and with Aaryan Mirai Industries LLP up to max aggregate value of Rs. 15 Crore.
c) Duration of the contract/arrangements/transactions	:	2020-2021
d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Contract for purchase & sales of raw material on a continuous basis upto the value of 65 Crore.
e) Date(s) of approval by the Board, if any:	:	-
f) Amount paid as advances, if any	:	Nil
g) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	:	30.09.2021

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**2. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS- NOT APPLICABLE**

- a) Name (s) of the related party and nature of relationship :
- b) Nature and Particulars of the contract/arrangements/transactions : Not Applicable
- c) Duration of the contract/arrangements/transactions : Not Applicable
- d) Salient terms of the contracts or arrangements or transactions including the value, if any : Not Applicable
- e) Justification for entering into such contracts or arrangements or transactions : Not Applicable
- f) Date(s) of approval by the Board, if any : Not Applicable
- g) Amount paid as advances, if any : Nil
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 : Not Applicable

For and on behalf of the Board of Directors  
**M/s MARVEL VINYLs LIMITED**

PLACE: NEW DELHI  
 DATE: 31.08.2022

**PANKAJ CHAWLA**  
 Whole-time Director & CFO  
**DIN: 00104666**

**PAVAN KUMAR CHAWLA**  
 Managing Director  
**DIN: 00101197**

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Sr. No.	Name of the employee	Designation	Remuneration p.a.(Rs.in lakhs)	Nature of the employment	Qualification	Experience (In Years)	Date of commencement of employment	Last employment held by such employee before joining the company	Whether Relative of the Director, if Yes name of the Director	Age	% of equity shares held by the employee in the Company#
1	Mr. Pavan Kumar Chawla	Chairman and Managing Director	32.40	Onroll Employee	Graduate	42	01-04-1995	Own Business	yes	69	11.53
2	Mr. Pankaj Chawla	Whole-Time-Director & CFO	47.00	Onroll Employee	B.Com. & MBA	41	01-04-1995	Own Business	yes	60	13.52
3	Mr. Ankit Chawla	Whole-Time-Director	37.00	Onroll Employee	Graduate & MBA	12	14-10-2011	Own Business	yes	36	5.22
4	Mr. Saksham Chawla	Whole-Time-Director	15.60	Onroll Employee	B.S.B.C.	9	21-03-2016	Own Business	yes	33	3.96
5	Mr.Dinesh Punjani	Plant Head	18.36	Onroll Employee	B.Tech	29	28-11-2016	Service	No	51	0
6	Mr .Kapish Pal calley	AGM (Export)	14.75	Onroll Employee	M.Com, LLB	18	04-12-17	Service	No	41	0
7	Mr. Vinit Kumar Dubey	Manager (Production)	13.78	Onroll Employee	B.SC	22	10-01-10	Service	No	42	
8	Mr. Janak Chand	Head (Account/Finance)	11.23	Onroll Employee	B.Com & C.A.	12	10-07-19	Service	No	38	0
9	Mr. Shubham Singh	Sr. Manager (Marketing)	12.00	Onroll Employee	MBA,B Tech.	9	13/07/2020	Service	No	30	0
10	Mr. Vinod Tikku	AGM(Commercial)	11.84	Onroll Employee	B.com,PG DBM	21	13/07/2013	Service	No	45	0

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## 1. Brief outline on CSR Policy of the Company:

**CSR policy is stated herein below:**

Company's policy is to conduct its business responsibly and improve the quality of life of people, especially in the society close to our area of operation, while creating long term value for all stakeholders.

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to:

- 1) Work actively in areas of eradication of hunger and poverty, provide opportunity and financial assistance for the promotion of education, provide medical aid to the needy and down trodden.
- 2) Collaborate with likeminded bodies like Voluntary organizations, charitable trusts, governments and academic institutes in pursuit of our goals.
- 3) Interact regularly with stakeholders, review and publicly report our CSR initiatives.

## 2. Composition of CSR Committee:

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the following members:

S. No.	Name of Director	Designation
1	Mrs. Kirti Bhardwaj	Chairman
2	Mr. Pavan Kumar Chawla	Member
3	Mr. Pankaj Chawla	Member

## 3.

Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	<a href="https://www.marvelvinyls.com/home.php">https://www.marvelvinyls.com/home.php</a>
Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	<a href="https://www.marvelvinyls.com/home.php">https://www.marvelvinyls.com/home.php</a>

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4.

Provide the 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
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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	Nil
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Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
		NIL	

6.

Average net profit of the company as per section 135(5):	557.02 Lakhs
--	--------------

7.

a. Two percent of average net profit of the company as per section 135(5)	11.14 Lakh
b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Not applicable
c. Amount required to be set off for the financial year, if any	Nil
d. Total CSR obligation for the financial year (7a+7b- 7c)	11.14 Lakh

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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer
09.09 Lakh	NA				

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

1	2	3	4	5		6	7
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).
				State.	District		
	Total	NA					

8	9	10	11
Amount spent in the current financial Year (In Rs.)	Amount Transferred to Unspent CSR Account for the project as per section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency
			Name CSR Registration No.
-			

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

1	2	3	4	5	6	7	8
Sl.No.	Name of the Project	Item from the list of activities in	Local area (Yes/No).	Location of the project.	Amount spent for the project (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency

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		Schedule VII to the Act.		State.	District			Name	CSR Registration number.
1	Promoting health care including Preventive health care	Health care	Delhi NCR.	Delhi, NCR	11.15 Lakh	No		Through implementing agency "Ganesh Das Chawla Charitable Trust (Regd.. U/s 12A of Income tax Act 1961.)	CSR00 016678
	<b>Total</b>								

d) Amount spent in Administrative Overheads : NIL

(e) Amount spent on Impact Assessment, if applicable: NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e):- 11.15 Lakh

(g) Excess amount for set off, if any

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

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer	

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	<b>TOTAL</b>	<b>NA</b>
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(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
	TOTAL	NA						

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (**asset-wise details**).

- (a) Date of creation or acquisition of the capital asset(s) : Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset.: Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

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).

	<b>PAVAN KUMAR CHAWLA</b>	<b>KIRTI BHARDWAJ</b>
PLACE: NEW DELHI	Managing Director	Chairman CSR Committee
DATE: 31.08.2022	DIN: 00101197	DIN: 00367196

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**CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31ST MARCH 2022****1. CORPORATE GOVERNANCE**

In accordance with the Regulation 27 and 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the report containing the details of corporate governance systems and processes at Marvel Vinyls Limited is as follows:

**1.1 COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

For Marvel Vinyls Limited, Corporate governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers.

At Marvel Vinyls, Corporate Governance has been an integral part of the way we have been doing our business since inception and adopt the best practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. We believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plants, transparency in decision making process, fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices being followed since the inception have contributed to the Company's sustained growth.

Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. It is ensured that all the provisions of corporate governance as stipulated under SEBI Regulations are complied with.

**1.2 THE GOVERNANCE STRUCTURE:**

Marvel's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

- (i) The Board of Directors - The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets, policies, reporting mechanism & accountability and decision making process to be followed.

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- (ii) Committees of Directors - such as Audit Committee, Nomination & Remuneration Committee, Stake Holder Relationship Committee and Risk Management Committee etc. are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees, implementation and monitoring of stakeholder's grievance the risk management framework.
- (iii) Executive Management - The entire business including the support services are managed with clearly demarcated responsibilities and authorities at different levels:
  - (a) Executive Committee - The Executive Committee comprises of the Managing Director, the Business Heads and a few Corporate Functional Heads. This committee is a brain storming committee where all important business issues are discussed and decisions are taken. This Committee reviews and monitors monthly performances, addresses challenges faced by the business, draws strategies and policies and keep the Board informed about important developments having bearing on the operational and financial performance of the Company.
  - (b) Managing Director and Chief Financial Officer (CFO) - The Managing Director and Chief Financial Officer is responsible for achieving the Company's vision and mission, business strategies, project execution, mergers and acquisition, significant policy decisions and all the critical issues having significant business & financial implications. Both are also responsible for the overall performance and growth of the Company and ensure implementation of the decisions of the Board of Directors and its various Committees. Both, MD and CFO reports to the Board of Directors.
  - (c) Senior Management Personnel and Business Heads - The Company has Senior Management Personnel like Vice Presidents and General Managers. The Company's business operations have been divided into four units viz. (i) Sahibabad (Ghaziabad, U.P.), (ii) Malanpur-I (Gwalior, M.P.), (iii) Malanpur-II (Gwalior, M.P.) and (iv) Malanpur-III (Gwalior, M.P.). Each unit is headed by a Business Head, who is responsible for the day-to-day business and related functions within their respective Units. The Senior Management Personnel and Business Heads reports to the Managing Director and Chief Financial Officer.

## 2. BOARD OF DIRECTORS

The Board is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and Independent Board is necessary to ensure the highest standards of Corporate Governance.

### 2.1 COMPOSITION

The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest. The Non-executive Directors including Independent Directors on the Board are experienced, competent and highly renowned persons from the fields of manufacturing, finance & taxation, economics, law, governance etc. They take active part at the Board and Committee Meetings by providing

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valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and the SEBI Regulations. As at the end of corporate financial year 2022, the total Board strength comprises of Six (6) Directors which included Three (3) Executive and Three (3) Non-Executive Independent Directors representing the optimum combination of professionalism, knowledge and business experience as following:

<b>SR. NO</b>	<b>NAME OF DIRECTORS</b>	<b>DESIGNATION</b>	<b>CATEGORY</b>
1	Mr. Pavan Kumar Chawla	Chairman & Managing Director	Executive & Promoter
2	Mr. Pankaj Chawla	Whole-Time-Director & CFO	Executive & Promoter
3	Mr. Ankit Chawla	Whole-Time-Director	Executive & Promoter Group
4	Mrs. Kirti Bhardwaj	Director	Independent
5	Mr. Mr. P.C. Raval	Director	Independent
6	Mr. Parmod Chopra	Director	Independent

Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the retirement policy laid down by the Board from time-to-time. The Managing Director(s) and all Executive Directors, except Independent Directors are liable to retire by rotation unless otherwise specifically approved by the shareholders.

## **2.2 PROFILE OF DIRECTORS**

The brief profile of each Director is given below:

### **(i) Mr. Pavan Kumar Chawla (Executive Chairman, Managing Director)**

Mr. Pavan Chawla aged about 68 years, is a Graduate and has been associated with PVC Films & Sheetings line of business for over 40 years. He is Chairman & Managing Director of Marvel Vinyls Limited since its inception, Partner of Ganesh Das & Co. on behalf of Karta of Pavan Chawla (HUF).

He is also a Main Trustee and President of Ganesh Das Chawla Charitable Trust (Regd.) managing 150 bedded Saroj Super Specialty Hospital, New Delhi.

He has been involved in personnel management, project planning and implementation, developing suppliers and dealers network and also corporate/institutional buyers both National and International level. He has also participated in a number of exhibition and fairs related to his product line in India and abroad.

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**(ii) Mr. Pankaj Chawla (Whole-time Director and Chief Financial Officer)**

Mr. Pankaj Chawla aged about 60 years, is a Commerce Graduate and MBA and has been associated with PVC Films & Sheetings line of business for over 40 years. He is Whole-Time-Director & Chief Financial Officer of Marvel Vinyls Limited since its inception, and also Karta of Pankaj Chawla (HUF).

He is also a Trustee and Joint Secretary of Ganesh Das Chawla Charitable Trust (Regd.) managing 150 bedded Saroj Super Specialty Hospital, New Delhi.

He has been involved in developing export market in PVC Sheetings, Floor Coverings and Tiles and in negotiations of senior most levels of Government Organizations, machinery, suppliers, original equipment manufacturer, bankers etc. He has also participated in a number of exhibition and fairs related to his product line in India and abroad.

**(iii) Mr. Ankit Chawla (Whole-time Director)**

Mr. Ankit Chawla aged about 35 years, is a Graduate and M.B.A. in Entrepreneurship from Boston. He is the Director of Marvel Vinyls Limited, since 2011.

He is also a Trustee and Joint Secretary of Ganesh Das Chawla Charitable Trust (Regd.) managing 150 bedded Saroj Super Specialty Hospital, New Delhi.

He took active interest in developing new International Market, Sales and demonstrated success in implementing Coated Fabric Project in record time to cater new Industries i.e. Footwear, Upholstery, Fashion Fabric etc.

**(iv) Mrs. Kirti Bhardwaj (Independent Director)**

Mrs. Kirti Bhardwaj aged about 63 years holds a Master's degree in English and History. She has more than a decade of experience in the manufacturing sector.

She is also heading the Internal Complaint Committee of the Company under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**(v) Mr. P.C. Raval (Independent Director)**

Mr. P.C. Raval aged about 77 years, is a M.Sc. (Organic Chemistry). He is the Independent Director of Marvel Vinyls Limited, since 2016.

He has a vast experience of more than 45 years in providing technical consulting services to manufacturing organizations with emphasis on new product development, process optimization and mentoring and training for manpower. Mr. P.C. Raval does not hold any shares of the Company.

**(vi) Mr. Parmod Chopra (Independent Director)****REGISTERED & CORPORATE OFFICE:**

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Mr. Parmod Chopra aged about 75 year and has served in various MNC's about 45 year at management position. He is has good understanding in Technology and Management.

### **2.3 MEETINGS, AGENDA AND PROCEEDINGS ETC. OF THE BOARD MEETING:**

#### **MEETINGS:**

The Board generally meets once in every quarter to review the quarterly financial results and other items of the agenda and if necessary, additional meetings are held as and when required. The intervening gap between the meetings was within the period prescribed under Regulation 17 (2) of the SEBI (LODR) regulations, 2015.

During the year ended on 31st March, 2022, the Board of Directors had Thirteen (13) meetings. These were held on 12<sup>th</sup> April, 2021, 21<sup>st</sup> June, 2021, 28<sup>th</sup> July, 2021, 14<sup>th</sup> August, 2021, 31<sup>st</sup> August, 2021, 13<sup>th</sup> October, 2021, 29<sup>th</sup> October, 2021, 12<sup>th</sup> November, 2021, 16<sup>th</sup> November, 2021, 29<sup>th</sup> December, 2021, 03<sup>rd</sup> February, 2022, 14<sup>th</sup> February, 2022 and 31<sup>st</sup> March, 2022. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Regulations.

The attendance record of the Directors at the Board Meetings during the year ended on 31st March, 2022, and at the last AGM is as under:

<b>SR. NO</b>	<b>NAME OF DIRECTORS</b>	<b>CATEGORY</b>	<b>NO. OF BOARD MEETINGS ATTENDED</b>
1	Mr. Pavan Kumar Chawla	Chairman & Managing Director	12 of 12
2	Mr. Pankaj Chawla	Whole-time Director & CFO	12 of 12
3	Mr. Ankit Chawla	Whole-Time-Director	12 of 12
4	Mrs. Kirti Bhardwaj	Independent Director	12 of 12
5	Mr. Saksham Chawla*	Whole-Time-Director	03 of 03
6	Mr. P.C. Raval	Independent Director	08 of 12
7	Mr. J.S.P. Rai**	Independent Director	00 of 08
8	Mr. Parmod Chopra	Independent Director	05 of 12

\* Mr. Saksham Chawla, Whole Time Director, whose period has been expired on 11th August, 2021 and has not been reappointed.

\*\* Mr. J.S.P Rai, Independent Director, whose period has been expired on 13th November, 2021 and has not been re-appointed

#### **MEETING OF INDEPENDENT DIRECTORS:**

A separate meeting of the independent Directors of the company was held on 12<sup>th</sup> February, 2022 to evaluate their performance of non-Independent Directors and the board as a whole and performance of Chairperson, who were evaluated on parameters such as attendance, level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and it's stake holders. The Independent Directors expressed their satisfaction on the performance and effectiveness of the board, individual Non-Independent Board members, Independent Directors and the Chairman.

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They also expressed satisfaction with the quality, quantity and timelines of flow of information between the Company management and the Board.

#### AGENDA:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated at the meeting) to enable the Board to take informed decisions. Agenda papers are generally circulated seven days prior to the Board Meeting.

#### INVITEES & PROCEEDINGS:

Apart from the Board members, the General Manager (Finance & Accounts) and Company Secretary are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board. The CFO presents the quarterly & annual operating and financial performance and on annual operating and capex budget to the Board of Directors. The Managing Director, CFO and other senior executives shares their views on capex proposals & progress, operational health & safety and other business issues. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

#### POST MEETING ACTION:

Post meetings, the draft of the minutes of the all the meetings shared with all the directors for their inputs and finalization and all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Chief Financial Officer for the action taken / pending to be taken.

#### 2.4 OTHER DIRECTORSHIPS ETC.:

As mandated by Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as of March 31, 2022, none of the independent directors of the company served as an independent director in more than seven listed entities and as per Regulation 26 of SEBI Regulation none of Directors is a member of more than ten committees or acting as Chairperson of more than five committees of the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The details of the Directorships, Chairmanships and the Committee memberships in other Companies (excluding Private Limited Companies, Foreign Companies and Section 8 Companies) held by the Directors as on March 31<sup>st</sup>, 2022, are given below:

NAME OF DIRECTORS	OTHER DIRECTORSHIPS <sup>1</sup>	NUMBER OF COMMITTEE POSITIONS HELD IN OTHER INDIAN PUBLIC LIMITED COMPANIES <sup>2</sup>	
		Chairmanship	Membership

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**EXECUTIVE DIRECTORS**

Mr. Pavan Kumar Chawla (Managing Director)	NIL	NIL	NIL
Mr. Pankaj Chawla (Whole Time Director and CFO)	NIL	NIL	NIL
Mr. Ankit Chawla (Whole -Time -Director)	NIL	NIL	NIL
Mr. Saksham Chawla (Whole-Time-Director)	NIL	NIL	NIL

**NON-EXECUTIVE AND INDEPENDENT DIRECTORS**

Mr. P.C. Raval (Independent Director )	NIL	NIL	NIL
Mrs. Kirti Bhardwaj (Independent Director )	NIL	NIL	NIL
Mr. J.S.P. Rai (Independent Director)	NIL	NIL	NIL
Mr. Parmod Chopra (Independent Director)	NIL	NIL	NIL

<sup>1</sup> Includes Directorships of Indian Public Limited Companies other than Marvel Vinyls Limited.

<sup>2</sup> Includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies (whether Listed or not) other than Marvel Vinyls Limited.

**2.5 INDUCTION & TRAINING OF BOARD MEMBERS:**

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Executive and Independent Director is taken through a formal induction program including the presentation from the Managing Director and Chief Financial Officer on Company's manufacturing, marketing, finance and other important aspects.

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The induction for the Directors include interactive sessions with Executive Committee Members, Business and Functional Heads, visit to the manufacturing site etc. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members.

**2.6 Familiarisation Programmes for Independent Directors:****REGISTERED & CORPORATE OFFICE:**

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The Company has conducted programmes for familiarization of Independent Directors with the Company, Their roles, rights, responsibilities in the company, nature of the industry in which the Company operates, business model, legal matters under various regulations of SEBI viz. PIT, SAST, LODR, Related Party Transactions, Companies Act, 2013 under the guidance of consultants and Top management.

The details of such familiarization programmes for Independent directors are posted on the website of the Company and can be accessed at [www.marvelvinyls.com](http://www.marvelvinyls.com).

## **2.7 EVALUATION OF THE BOARD'S PERFORMANCE:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

## **2.8 NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:**

Mr. Parmod Chopra (Non- Executive Independent Director) has been paid 2000/- per meeting for attending Board/ or Committee meetings. No remuneration / compensation has been paid to other Non-Executive Directors (NEDs) for attending Board and its committees' meetings of the Company.

## **2.9 CODE OF CONDUCT FOR BUSINESS AND ETHICS:**

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc.

The Company believes in "Zero Tolerance" to bribery and corruption in any form and in line with our governance philosophy of doing business in most ethical and transparent manner, the Board has laid down an "Anti-Bribery and Corruption Directives", which is embedded to the Code. A copy of the Code of Conduct is available on the website of the Company i.e. [www.marvelvinyls.com](http://www.marvelvinyls.com) and [www.pvcvinylflooring.com](http://www.pvcvinylflooring.com).

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All the Board Members and Senior Management Personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director & CEO is attached and forms part of the Annual Report of the Company.

### 2.10 POLICY FOR PROHIBITION OF INSIDER TRADING:

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code for prohibition of insider trading for Directors/Designated persons of the company, relating to dealings by them in the securities of the Company.

The code also provides for periodical disclosures from Directors/Designated persons as well as pre-clearance of transactions by such persons.

### 3. AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee. Your Company has an Audit Committee at the Board level, which acts as a link between the Management, the Statutory Auditors and the Board of Directors and it oversees the financial reporting process.

The Audit Committee of the Company as on 31st March, 2022 comprised of Three (3) members out of which two (2) is Non-Executive Independent Directors and One (1) Executive Director. The Audit Committee is chaired by Mrs. Kirti Bhardwaj, an Independent Director. The members of the committee possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary of the Company acts as secretary to the committee.

#### 3.1 COMPOSITION, NAME OF THE CHAIRPERSON AND MEMBERS:

The Audit Committee comprises of Mrs. Kirti Bhardwaj as Chairman and Mr. Pankaj Chawla, Mr. Parmod Chopra as members as on 31<sup>st</sup> March, 2022.

During the year ended on 31<sup>st</sup> March, 2022, the Audit Committee had Six (6) meetings. These were held on 12<sup>th</sup> April, 2021, 28<sup>th</sup> July, 2021, 14<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021, 16<sup>th</sup> November, 2021 and 14<sup>th</sup> February 2022.

The committee's composition is in line with the requirements of Section 177 of the Companies act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. The composition of the Committee and attendance of the members at the meetings of the Committee are as under:

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY	NO. OF MEETINGS HELD/ ATTENDED
1.	Mrs. Kirti Bhardwaj	Chairman	Independent Director	6 of 6
2.	Mr. Pankaj Chawla	Member	Non-Independent-Executive Director	6 of 6

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3.	Mr. Parmod Chopra	Member	Independent Director	6 of 6
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### 3.2 INVITEES/PARTICIPANTS:

1. The Chief Financial Officer (Whole-Time-Director) is the member of the Audit Committee meeting.
2. The Company Secretary of the Company acts as secretary to the committee.
3. The representatives of the Statutory Auditors have attended the Audit Committee meetings held during the year.

### 3.3 TERMS OF REFERENCE:

The terms of reference of the Audit Committee are as per the provisions of Regulation 18 of the SEBI Regulation read with Section 177 of the Companies Act, 2013 These broadly includes:

(A)

- (1) oversight of the listed entity'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 listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

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- (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 listed entity 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) 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.
- (22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

**B. The audit committee shall mandatorily review the following information:**

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

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Further, the Audit Committee also discharges such other role and functions as may be specifically referred to the Committee by the Board of Directors and / or other committees of Directors of the Company. The Audit Committee acts as a link among Board of Directors, Statutory Auditors and Internal Audit functions.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors has constituted a Nomination and Remuneration Committee (earlier called Remuneration committee) in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015.

##### 4.1 COMPOSITION AND ATTENDANCE AT THE MEETING:

Committee comprises of three (03) directors, all of whom are non-executive and Independent Directors. During the year, there was Four (04) meetings held on 28<sup>th</sup> July, 2021, 31<sup>st</sup> August, 2021, 16<sup>th</sup> November, 2021 and 14<sup>th</sup> February, 2022.

The composition of N&R Committee and meetings attended by the members, which is to be formed as per the Companies Act, 2013 and Regulation 19 of the SEBI Regulation is been given below:

Sr. No.	NAME OF MEMBERS	CATEGORY	NO. OF MEETINGS HELD / ATTENDED
1.	Mrs. Kirti Bhardwaj (Chairman)	Independent Director	4 of 4
2.	Mr. Parmod Chopra (Member)	Independent Director	2 of 4
3.	Mr. J.S.P. Rai ((Member)*)	Independent Director	2 of 4
4.	Mr. P C Raval	Independent Director	2 of 4

**\*\* Mr. J.S.P Rai, Independent Director, whose period has been expired on 13<sup>th</sup> November, 2021 and has not been re-appointed.**

##### 4.2 TERMS OF REFERENCE OF THE NOMINATION & REMUNERATION COMMITTEE:

The Committee is empowered:

- Prevailing general economic condition and emoluments being offered by other Companies in the industry.
- Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance.
- Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.
- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel's.

##### 4.3 CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS AND THE BOARD

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As per the provisions of SEBI(LODR) regulations, 2015, the Nomination and Remuneration Committee (the “Committee”) has laid down the evaluation criteria for performance evaluation of Independent Directors and the Board.

#### **4.4 REMUNERATION POLICY**

The aim of remuneration policy is to ensure that Executive Directors of the Company are rewarded in fair and responsible manner, for their individual contributions to the success of the Company and are provided with appropriate incentives to encourage enhanced performance.

#### **REMUNERATION OF NON-EXECUTIVE DIRECTORS**

The Non-Executive Directors will be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- a. A Non-Executive Director will be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies Managerial Remuneration Rule, 2014;
- b. A Non-Executive director will also be entitled to receive commission on an annual basis of such sum as may be approved by the Board on the recommendation of the Nomination & Remuneration Committee;
- c. The Nomination & Remuneration Committee may recommend to the Board, the payment of commission on uniform basis to reinforce the principles of collective responsibility of the Board.
- d. The Nomination & Remuneration Committee may recommend a higher commission for the Chairman of the Board of Directors taking into consideration his overall responsibility;
- e. In determining the quantum of commission payable to the Directors, the Nomination & Remuneration Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director.
- f. The Nomination & Remuneration Committee may recommend to the Board, for the payment of additional commission to those Directors who are Members on the Audit Committee subject to a ceiling on the total commission payable may be decided;
- g. In addition to the remuneration paid under Clause (b) and (f) above, the Chairman of the Audit Committee shall be paid an additional commission as may be recommended to the Board by the Nomination & Remuneration Committee;
- h. The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;
- i. The Commission shall be payable on *pro-rata* basis to those Directors who occupy office for part of the year.
- j. The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company;

#### **REMUNERATION OF MANAGING DIRECTOR**

- a. At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes

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the Nomination & Remuneration Committee and the Board of Directors) and the Managing Director within the overall limits prescribed under the Companies Act, 2013.

- b. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- c. The remuneration of the Managing Director is broadly divided into fixed and variable component. The fixed compensation shall comprise salary, allowances, perquisites, amenities and retiral benefits. The variable component shall comprise of performance bonus.
- d. In determining the remuneration (including the fixed increment and performance bonus) the Nomination & Remuneration Committee shall consider the following:
  - i. the relationship of remuneration and performance benchmarks is clear;
  - ii. balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
  - iii. responsibility required to be shouldered by the Managing Director and the industry benchmarks and the current trends;
- e. the Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs

#### **REMUNERATION OF SENIOR MANAGEMENT EMPLOYEES**

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the Nomination & Remuneration Committee shall consider the following:

- a. The relationship of remuneration and performance benchmark is clear;
- b. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- c. The remuneration is divided into two components viz. fixed component of salaries, perquisites and retirement benefits and variable component of performance-based incentive;
- d. The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals' performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market;

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned hereinabove, recommends the annual increment and performance incentive to the Nomination & Remuneration Committee for its review and approval.

#### **4.5 DETAILS OF REMUNERATION PAID TO THE DIRECTORS:**

##### **REMUNERATION TO DIRECTORS:**

Usually, The Non-Executive Directors are paid for attending the Board and Audit Committee Meetings. However, Your Company did not pay any remuneration, sitting fees, performance bonus, and commission to any of the Non-Executive Directors in the financial year 2021-2022.

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None of the Directors hold any convertible instruments.

The broad terms of reference of Nomination and Remuneration Committee are to determine on behalf of Board and on behalf of shareholders with agreed terms of reference, the Company's policy on specific remuneration package(s) for executive director(s).

The details of the Remuneration/Sitting fees, Allowances and Perquisites paid to the Executive Directors and Non-Executive Directors in respect of the Financial Year 2021-2022 are given herein below:

Sr. No.	NAME OF THE DIRECTOR	REMUNERATION (RS. IN LACS)	SITTING FEES	COMMISSION	NO. OF SHARES HELD
1.	Mr. Pavan Kumar Chawla (Chairman & Managing Director)	32.40	NIL	NIL	6,74,6
2.	Mr. Pankaj Chawla (Whole Time Director & CFO)	47.00	NIL	NIL	8,18,4
3.	Mr. Saksham Chawla (Whole-Time-Director)	15.60	NIL	NIL	2,13,2
4.	Mr. Ankit Chawla (Whole Time Director)	37.00	NIL	NIL	4,24,8
5.	Mr. P.C. Raval (Independent Director)	NIL	NIL	NIL	N
6.	Mr. J.S.P. Rai (Independent Director)	NIL	NIL	NIL	N
7.	Mrs. Kirti Bhardwaj (Independent Director)	NIL	NIL	NIL	N
8.	Mr. Parmod Chopra	NIL	0.08	NIL	N
<b>TOTAL</b>		<b>106.20</b>	<b>0.08</b>	<b>-</b>	<b>21,31,2</b>

#### 5. STAKEHOLDER'S RELATIONSHIP COMMITTEE (SHARE HOLDERS GRIEVANCE COMMITTEE)

In compliance with the provisions of Section 178 of the Companies act, 2013 & Regulation 20 SEBI (LODR) Regulations, 2015, the Board has constituted the stakeholder Relationship Committee. The Stakeholders' Relationship Committee specifically looks into the redressal of Shareholders and Investors Complaints such as transfer of shares, non-receipt of share (s) and ensures expeditious share transfer process.

The Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into allotment of shares kept in abeyance, allotment of shares on exercise of the stock options by the employees and allotment of privately placed preference

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shares, debentures and bonds, if any. During the year, there were one (1) meetings held on 14.02.2022.

### **5.1 COMPOSITION AND ATTENDANCE AT THE MEETING:**

The Committee is headed by Mrs. Kirti Bhardwaj, Independent Director and meetings attended by the members are given below:

<b>SR. No.</b>	<b>NAME OF MEMBERS</b>	<b>CATEGORY</b>	<b>NO. OF MEETINGS HELD / ATTENDED</b>
1.	Mrs. Kirti Bhardwaj(Chairman)	Independent Director	1 of 1
2.	Mr. Pankaj Chawla	Executive Director	1 of 1
3.	Mr. Parmod	Independent Director	1 of 1

The committee was renamed as Stakeholder's Relationship Committee (earlier called Shareholders Grievance Committee).

### **5.2 FUNCTIONS OF THE COMMITTEE**

The Stakeholders Relationship Committee is empowered to perform following functions:

- Transfer/transmission of shares/debentures and such other securities as may be issued by the company from time to time;
- Issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates/certificates relating to other securities;
- Issue and allot right shares / bonus shares pursuant to a rights issue / bonus issue made by the company, subject to such approvals as may be required;
- To grant employee stock options pursuant to approved employees' stock option scheme(s), if any, and to allot shares pursuant to options exercised;
- To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- To approve and monitor dematerialization of shares / debentures/other securities and all matters incidental or related thereto;
- To authorize the Company Secretary /other officers of the share department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend/interest, change of address for correspondence etc. and to monitor action taken;
- Monitoring expeditious redressal of investors/stakeholders grievances; and
- All other matters incidental or related to shares, debenture.

### **5.3 COMPLIANCE OFFICER:**

During the year under review, there was no change in the office/position of Company Secretary & Compliance Officer of the Company.

### **5.4 INVESTORS' COMPLAINTS**

During the Financial Year 2021-22, The Company and its Registrar & Share Transfer Agent has received no Complaints from any investor of the Company. Further no share transfer

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was pending as on March 31, 2022. The below table shows the status of the complaints along with the nature of the complaint:

NATURE OF COMPLAINTS	OPENING	RECEIVED DURING THE YEAR	RESOLVED	PENDING RESOLUTION
Non Receipt of Bonus Shares	NIL	NIL	NIL	NIL
Non Receipt of Transferred Shares	NIL	NIL	NIL	NIL
Non Receipt of Dividend	NIL	NIL	NIL	NIL
Non Receipt of Revalidated Dividend Warrants	NIL	NIL	NIL	NIL
Demat Queries	NIL	NIL	NIL	NIL
Miscellaneous Complaints	NIL	NIL	NIL	NIL
Letters from SEBI or Registrar of Companies/Ministry of Corporate Affairs etc.	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## 6. RISK MANAGEMENT COMMITTEE

The Risk Management Committee Constituted as per the Listing Regulations. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the Managing Director and the Chief Financial Officer that the mitigation plans are finalized and up to date, owners are identified and the progress of mitigation actions are monitored. The Risk Management Committee generally meets once in the Financial Year. During the year, No meeting was held.

### 6.1 COMPOSITION:

The Committee is headed by Mrs. Kirti Bhardwaj, Independent Director and consists of the members as stated below:

SR. NO.	NAME OF MEMBERS	CATEGORY
1.	Mrs. Kirti Bhardwaj (Chairman)	Independent Director
2.	Mr. Parmod Chopra	Independent Director
3.	Mr. Pankaj Chawla	Whole-time / Executive Director

### 6.2 OBJECTIVES AND SCOPE OF COMMITTEE:

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;

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- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle; and
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

## 7. WHISTLE BLOWER POLICY/VIGIL MECHANISM POLICY

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud & misconduct.

The Audit Committee is committed to ensure fraud-free work environment and to this end the Committee has laid down a Vigil Mechanism Policy (akin to the Whistle Blower Policy) providing a platform to all the employee, vendors and customers to report any suspected or confirmed incident of fraud/misconduct through any of the following reporting protocols:

- E-mail: [cs@marvelvinyls.com](mailto:cs@marvelvinyls.com)
- Phone Line: 011- 45306666
- Weblink: <http://www.marvelvinyls.com/investors/compliance.php>
- Fax Number: 011 - 45306677
- Written Communication to: Mrs. kirti Bhardwaj, Chairman of Audit Committee,  
M/s Marvel Vinyls Limited,  
G-73, Connaught Circus, New Delhi - 110001

### 7.1 APPLICABILITY:

This policy is applicable to all the directors, employees, vendors and customers of the Company and contains features similar to the Whistle Blower Policy. The policy is also posted on the website of the Company.

The main objectives of the policy are as under:

- (i) To protect the brand, reputation and assets of the Company from loss or damage, resulting from suspected or confirmed incidents of fraud / misconduct.
- (ii) To provide guidance to the employees, vendors and customers on reporting any suspicious activity and handling critical information and evidence.
- (iii) To provide healthy and fraud-free work culture.

### 7.2 COMPOSITION:

For the effective implementation of the policy, the members of Audit Committee act as Committee to look after the Fraud Risk, comprising of:

- i) Mrs. Kirti Bhardwaj, Non - Executive Director – Chairman
- ii) Mrs. Parmod Chopra, Non-Executive Director– Member
- iii) Mr. Pankaj Chawla, Whole-time Director– Member

The Company Secretary acts as the Response Manager and Secretary to the Committee.

### 7.3 TERM OF REFERENCE:

The Committee is responsible for the following:

- (i) Implementation of the policy and spreading awareness amongst employees;

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- (ii) Review all reported cases of suspected fraud / misconduct;
- (iii) Order investigation of any case either through internal audit department or through external investigating agencies or experts;
- (iv) Recommend to the management for taking appropriate actions such as disciplinary action, termination of service, changes in policies & procedure and review of internal control systems; and
- (v) Annual review of the policy.

In order to instill more confidence amongst Whistle Blowers, adequate safeguards have been provided in the policy to prevent victimization of anyone who is using this platform and direct access to the Chairman of the Audit Committee is also available in exceptional cases.

## 8. GENERAL BODY MEETINGS

### 8.1 ANNUAL GENERAL MEETING (AGM):

The Company conveyed Annual General Meeting generally within six months of the close of the Corporate Financial Year. The details of Annual General Meetings held in last 3 years are as under:

YEAR	DAY, DATE AND TIME	VENUE	WHETHER SPECIAL RESOLUTION PASSED
2018-19	34 <sup>th</sup> AGM held on Monday 30 <sup>th</sup> , September, 2019, at 10:30 A.M.	A-40, Rajouri Garden, New Delhi - 110027	Yes 1
2019-20	35 <sup>th</sup> AGM held on Wednesday 30 <sup>th</sup> September, 2020, at 11:00 A.M.	A-40, Rajouri Garden, New Delhi-110027	Yes 2
2020-21	36 <sup>th</sup> AGM held on Thursday 30 <sup>th</sup> September, 2021, at 11:00 A.M.	A-40, Rajouri Garden, New Delhi-110027	Yes 3

1. To re-appoint Mrs. Kirti Bhardwaj (DIN: 00367196) as Independent Director of the Company
2. i. Reappointment of Mr. Pavan Kumar Chawla (DIN:00101197), Chairman and Managing Director;
  - ii Reappointment of Mr. Pankaj Chawla (DIN: 00104666), Whole Time Director & CFO;
  - iii Re-appointment of Mr. Ankit Chawla (DIN: 03091709), Whole Time Director;
  - iv Approve the terms of Remuneration of Mr. Saksham Chawla (DIN: 06617758), Whole Time Director;
  - v Appointment of Mr. Parmod Chopra (DIN: 08608202), Independent Director;
  - vi Appointment of Mr. Priyavadan Chandrashankar Raval (DIN: 00061011), Independent Director.

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3. i. Approve the terms of Remuneration of Mr. Pankaj Chawla (DIN: 00104666), Whole Time Director;
- ii. Approve the terms of Remuneration of Mr. Ankit Chawla (DIN: 03091709), Whole Time Director;

#### 8.2 EXTRA ORDINARY MEETING (EGM):

During the year, there was no EGM held by the Company.

#### 8.3 POSTAL BALLOT:

During the year, there is one (01) following resolution passed through the Postal Ballot:

*Voluntary Delisting of equity shares having face value of Rs. 10/- (Rupees Ten only) each of Marvel Vinyls Limited from BSE Limited, where presently the Equity Shares of the Company are listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended*

### 9. DISCLOSURES

#### MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

The Company has taken approval the FY 2021-22 to enter into contract(s)/arrangement (s)/ transaction(s) with the Marvel Industries & Services Pvt. Ltd upto the aggregate value upto maximum 60 Crore , Aaryan Mirai Private Limited upto maximum 25 Crore and Aaryan Mirai Industries LLP upto maximum 15 Crore a related party within the meaning of Section 2 (76) of the Act and Regulation 2(1)(zb) of the Listing regulation, by the members in the last Annual General Meeting held on 30th September, 2021. The Company has made transaction within the limit as mentioned above.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website at the web link: <http://marvelvinyls.com>.

There are no instances of non-compliance by the Company, penalties or strictures imposed on the Company by the Stock Exchanges and SEBI, or any statutory authority on any matter related to capital markets during the last three years.

The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the SEBI Regulation. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Managing Director. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also posted on the website of the company

The Company has adopted the Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The Vigil Mechanism as per Regulation 22 of SEBI Regulation ensures standards of professionalism, honesty, integrity and ethical behavior. The

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Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website at the web link: <http://marvelvinyls.com>.

The Company does not have any material listed/unlisted subsidiary company as defined in Regulation 24 of SEBI Regulation. However, the Company has framed process the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web link:

<http://www.marvelvinyls.com/investor-pdf/policies/policy-determining-materialsubsidiaries>

The Company has complied with all the mandatory requirements as stipulated in SEBI Regulation and fulfilled the non-mandatory requirements as prescribed in discretionary requirements as specified in Part E of the Schedule II of SEBI Regulation of the following:

***Chairman's office:***

Chairman's office is same of the Managing Director. Office is maintained by the Chairman himself.

***Shareholder Rights:***

As the quarterly and half yearly financial performance are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.

***Audit qualifications:***

The Company's financial statement for the year 2021-2022 does not contain any audit qualification.

***Separate posts of Chairman and CEO:***

There is no separate post of Chairman and CEO in the Company. The Chairman of the Board is an Executive Director and his position is same of the Managing Director.

***Reporting of Internal Auditor:*** The Internal Auditor reports to the Audit Committee.

**DISCLOSURE OF ACCOUNTING TREATMENT**

The Financial Statements have been prepared following the prescribed Accounting standards (IND-AS) and pursuant to the Companies Act, 2013. Further the Company has also followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its Financial Statements. In case of any deviation with the prescribed Accounting Standards, reasons for such deviation are mentioned in the Notes to Accounts forming integral part of the Financial Statements.

**RISK MANAGEMENT**

The Company has a well-defined Risk Management Framework in place, which helps the management to identify and monitor the business risks on a continuous basis and initiate appropriate risk mitigation steps as and when deemed necessary. The Company periodically

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places before the board for review, the risk assessment and minimization procedures being followed by the Company.

***PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES AND PREFERENTIAL ISSUES ETC.***

There was no issue during the last year.

**10. CEO/CFO CERTIFICATION**

Pavan Kumar Chawla, Managing Director and Mr. Pankaj Chawla, Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of SEBI Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**10.1** A certificate from the Company Secretary that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory Authority is attached as Annexure-A and forms integral part of this Report.

**11. MEANS OF COMMUNICATION**

**11.1 QUARTERLY RESULTS:**

The quarterly, half-yearly and yearly financial results of the Company are communicated to the Stock Exchanges immediately after these are approved by the Board.

**11.2 PUBLICATION:**

Important Notices and Financial Results are regularly informed through publication in the newspapers immediately after these are approved by the Board. The publication is normally made in the editions of:

1. English: Business Standard.
2. Hindi: Business Standard.

**11.3 WEBSITE:**

All the relevant information for the stakeholders of the Company is made available on the Company's website i.e. **www.marvelvinyls.com**.

**11.4 NEWS RELEASES, PRESENTATIONS, ETC.:**

Official news releases and Official Media Releases, if any, are sent to all the Stock Exchanges. These are simultaneously posted on the website of the Company at **www.marvelvinyls.com** and also emailed and uploaded on the website of Bombay Stock Exchange of India Ltd.

**11.5** The official press releases and presentation made to Institutional Investors / Analysts, if any, are also available on the Company's website.

**11.6 DESIGNATED EXCLUSIVE EMAIL ID FOR INVESTORS:**

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An email id has been designated exclusively for investor servicing i.e. **cs@marvelvinyls.com**

**11.7 ANNUAL REPORT:**

Annual Report of the Company containing, inter-alia, Audited Accounts, Directors' Report along with Annexures thereof, Auditors' Report and other important information is circulated to the members and others entitled thereto for each financial year.

**11.8 COMMUNICATION ADDRESS FOR INVESTORS:****SHARE DEPARTMENT:**

CS Rohan Dev Kaushik,  
 Compliance Officer and Company Secretary,  
 M/s Marvel Vinyls Limited,  
 G -73, Connaught Circus, New Delhi - 110001  
 Tel: (011) 45306666 Ext. 611  
 Email: cs@marvelvinyls.com

**REGISTRAR & SHARE TRANSFER AGENT:**

M/s BEETAL Financial & Computer Services (P) Ltd  
 Beetal House, 99, 3rd Floor, Madangir,  
 Behind Local Shopping Complex, New Delhi -110062  
 Ph: 011-29961281

**12. GENERAL SHAREHOLDERS' INFORMATION****12.1 ANNUAL GENERAL MEETING:**

Day & Date : Friday, September 30<sup>th</sup>, 2022  
 Time : 11:00 A.M.  
 Venue : A-40, Rajouri Garden, New Delhi - 110027  
 Website : **www.marvelvinyls.com**  
 CIN : L74899DL1985PLC021085  
 Email : [cs@marvelvinyls.com](mailto:cs@marvelvinyls.com)

**12.2 FINANCIAL CALENDAR:**

FINANCIAL YEAR ENDED ON : March 31<sup>st</sup>, 2022

FINANCIAL REPORTING CALENDAR IN RESPECT OF UNAUDITED QUARTERLY:

UNAUDITED QUARTERLY RESULTS FOR THE QUARTERS	TENTATIVE DATE OF REPORTING
April -June 2021	Up to Second week of August, 2022
July- September 2021	Up to Second week of November, 2021
October-December 2021	Up to Second week of February, 2023
January-March 2022	Up to Last week of May, 2023

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**12.3 DATE OF BOOK CLOSURE:**

The Register of Members and the Share Transfer Books of the Company shall remain closed from **Saturday, the September 24th, 2022 till Friday, the September 30, 2022** (both days inclusive) for the purpose of AGM and payment of final dividend.

**12.4 PREFERENCE/EQUITY DIVIDEND PAYMENT DATE:**

There is no final dividend has been recommended or declared for the FY 2021-2022

**12.5 LISTING ON STOCK EXCHANGES AND STOCK CODE:****A. EQUITY SHARES**

The equity shares of the Company were listed at Bombay Stock Exchange Limited, Delhi Stock Exchange Limited, Jaipur Stock Exchange, Madras Stock Exchange, Ahmedabad Stock Exchange and Calcutta Stock Exchange. However, as per the information available with us, except Bombay Stock Exchange, all the above mentioned Stock exchanges have stopped functioning and have already been derecognized vide varied SEBI orders. As on date, the Company remains listed at only BSE, and even at BSE. The BSE has suspended Company's Trading.

**B. DEBENTURES**

There are no outstanding debentures.

C. ISIN CODE FOR THE COMPANY'S EQUITY SHARE : INE345L01018

D. CORPORATE IDENTITY NUMBER (CIN) : L74899DL1985PLC021085

**E. PAYMENT OF LISTING FEES AND CUSTODIAL CHARGES:**

Annual Listing fee for the financial year 2021-2022 has been paid to the Bombay Stock Exchange (BSE).

**Custodian Charges** has been paid to CDSL for the financial year 2021-2022.

**12.6 STOCK CODE:**

BOMBAY STOCK EXCHANGE:

Scrip ID : MARVINY

Scrip Code : 531394

**12.7 MARKET PRICE DATA:**

The shares of the company were not traded during the Year 2021-2022.

**12.8 RECONCILIATION OF SHARE CAPITAL AUDIT:****REGISTERED & CORPORATE OFFICE:**

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As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital.

This audit is carried out every quarter and the report thereon is submitted to all stock exchanges, and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

#### **12.9 REGISTRAR AND TRANSFER AGENTS:**

M/s Beetal Financial & Computer Services (P) Limited, New Delhi is the Registrar and Share Transfer Agent of the Company for handling both electronic and physical shares transfers. The address and contact detail of the Beetal Financial & Computer Services (P) Limited is given below:

M/s BEETAL Financial & Computer Services (P) Ltd  
 Beetal House, 99, 3rd Floor, Madangir,  
 Behind Local Shopping Complex  
 New Delhi -110062  
 Phone: 91-11-29961281, 91-11-29961282,  
 Fax: 91-11-29961284

#### **12.10 SHARE TRANSFER SYSTEM:**

The authority to approve share transfers has been delegated by the Board of Directors to the securities transfer committee. Shares sent for transfer in physical form are registered and returned by our Registrars and Share Transfer Agents in 15 days of receipt of the documents, provided the documents are found to be in order. Shares under objection are returned within two weeks. The Share Transfer Committee considers the transfer proposals generally on a weekly basis.

#### **12.11 DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2022:**

The shareholding distribution of the equity shares as on March 31<sup>st</sup>, 2022 is given below:-

SHAREHOLDING OF NOMINAL VALUE (IN RS.)	NO. OF SHAREHOLDERS	% TO TOTAL SHAREHOLDERS	NO. OF SHARES	SHARE AMOUNT (IN RS.)	% OF SHAREHOLDING
Up to 5000	556	84.24	105,400	10,54,000.00	2.4773
5001-10000	76	11.51	70,900	7,09,000.00	1.6664
10001-20000	11	1.66	13,800	138,000.00	0.3243
20001-30000	-	-	-	-	-
30001-40000	1	0.15	3900	39,000.00	0.0917
40001-50000	4	0.61	17600	1,76,000.00	0.4136
50001-100000	1	0.15	6000	60,000.00	0.1410
100001 & above	11	1.67	40,37,083	4,03,70,830.00	94.8856
<b>Total</b>	<b>6576</b>	<b>100.00</b>	<b>42,54,683</b>	<b>4,25,46,830.00</b>	<b>100.0000</b>

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**SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2022:**

<b>PARTICULARS</b>	<b>NO. OF SHARES</b>	<b>% OF SHAREHOLDING</b>
<b>(A) Promoters and Promoter Group</b> (Also includes Persons Acting in Concert, if any)	4024400	94.58
<b>Sub-total (A)</b>	<b>4024400</b>	<b>94.58</b>
<b>(B) PUBLIC SHAREHOLDING</b>		
NRI/OCBs/FII's/Insurance Companies	0	0.0
Mutual Funds/Banks/Financial Institutions	0	0.0
Bodies Corporate	0	0.0
Public Individuals	207700	4.89
Foreign Body Corporate	22583	0.53
Clearing Members	0	0.0
<b>Sub-total (B)</b>	<b>230283</b>	<b>5.42</b>
<b>TOTAL (A) + (B)</b>	<b>4254683</b>	<b>100.00</b>

**12.12 DEMATERIALIZATION OF SHARES:**

The Equity Shares of the Company are in compulsory demat segment. As on 31<sup>st</sup> March, 2022, some of the Equity Share Capital of the Company stands dematerialized.

**12.13 OUTSTANDING GDRs/ADRs/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:**

The Company has not issued any GDRs/ADRs/Warrants or any other instruments, which are convertible into equity shares of the Company during the financial year 2021-2022 and no ADR/ GDR/ warrant convertible into equity share are pending for conversion as on 31<sup>st</sup> March 2022.

**12.14 COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES: NOT APPLICABLE****12.15 PLANT LOCATION:**

<b>SAHIBABAD (U.P.) [UNIT - I]</b>	<b>MALANPUR (M.P.) [UNIT - II]</b>	<b>MALANPUR (M.P.) [UNIT - III]</b>
64/3, Industrial Area, Site IV, Link Road, Sahibabad, Ghaziabad (U.P.)	Plot No. 83-84, Malanpur Industrial Area, Distt. Bhind (M.P.)	Plot No. 85-86, Malanpur Industrial Area, Distt. Bhind (M.P.)

**12.16 ADDRESS FOR CORRESPONDENCE:**

(a) Corporate & Registered Office:  
MARVEL VINYLs LIMITED,  
G-73, Connaught Circus,  
New Delhi-110001.  
Ph. No.: 011-45306666

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**Website: www.marvelvinyls.com | Email: cs@marvelvinyls.com**



- (b) **Exclusive e-mail id for Investor Grievances:** The following e-mail ID has been designated for communicating investors' grievances:-  
[cs@marvelvinyls.com](mailto:cs@marvelvinyls.com)

#### 12.17 MANDATORY REQUIREMENT OF PAN CARD:

A. SEBI vide its circular dated 7th January, 2010 has made it mandatory to furnish PAN copy in the following cases:

- (i) Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders;
- (ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder.
- (iii) Transposition of shares – in case of change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

B. The Securities and Exchange Board of India (SEBI) vide its circular dated 20<sup>th</sup> May, 2009 has made it mandatory for Transferees requesting for transfer of shares of listed companies held in physical form in their names, to furnish a self-attested copy of their PAN card to the Company/ RTA whilst lodgment of such shares.

#### 12.18 COMPULSORY DEMATERIALIZATION:

Pursuant to the SEBI Circular dated 29<sup>th</sup> May, 2000, all the shares of the Company have to be converted into the demat mode. For the shareholder's convenience, the process for getting shares dematerialized is as follows:

- Shareholders shall submit original share certificate along with De-materialization Request Form (DRF) to the Depository Participants (DP).
- DP shall process the DRF, generate a unique De-materialization request number and forward the DRF along with share certificate to the Registrar and Share Transfer Agent (RTA).
- RTA after processing the DRF will confirm/reject the request to depositories.
- If confirmed by RTA, depositories will credit shareholders Account maintained with DP.

The entire process shall take approximately 10-15 days from the date of receipt of DRF. All shareholders who hold shares of the Company in physical form may get their shares dematerialized to enjoy paperless and easy trading of shares.

#### 12.20 REGISTRATION OF EMAIL ID'S:

Shareholders may register their Email IDs with the Company/ RTA to access reports and updates relating to the Company on their respective Email ID's. The members may send a request to the Company and its RTA at addresses and email ids given for Communication to get future annual reports and other updates through electronic mode on their registered Email IDs.

### DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

As per provisions of SEBI (Listing Obligations & disclosures Requirements) Regulation, 2015, all Board members and senior management personnel have affirmed compliance with code of conduct as applicable to them for the year ended March 31<sup>st</sup>, 2022.

#### REGISTERED & CORPORATE OFFICE:

G-73, CONNAUGHT CIRCUS,  
 NEW DELHI – 110 001, INDIA

Tel: +91 (11) 45306661 Fax: +91 (11) 45306677

Website: [www.marvelvinyls.com](http://www.marvelvinyls.com) | Email: [cs@marvelvinyls.com](mailto:cs@marvelvinyls.com)

For and on behalf of the Board of Directors  
**M/s MARVEL VINYLS LIMITED**

**PANKAJ CHAWLA**  
Whole-time Director & CFO

**PAVAN KUMAR CHAWLA**  
Chairman & Managing  
Director  
DIN: 00101197

DIN: 00104666

New Delhi, August 31st,  
2022.

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**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
 The Members of  
 Marvel Vinyls Limited  
 G-73, Connaught Circus,  
 New Delhi – 110 001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Marvel Vinyls Limited (hereinafter referred to as “the Company”) having CIN L74899DL1985PLC021085 and having registered office at G-73, Connaught Circus, New Delhi – 110 001, produced before us 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(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (Including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> 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.

S.No.	Name of Director	DIN	Date of appointment in company
1.	Pavan Kumar Chawla	00101197	01/04/1995
2.	Pankaj Chawla	00104666	01/04/1995
3.	Ankit Chawla	03091709	14/10/2011
4.	Saksham Chawla	06617758	21/03/2016
5.	Priyavadan Chandrashankar Raval	00061011	30/09/2020
6.	Kirti Bhardwaj	00367196	11/07/2005
7.	Jaishanker Rai Prasad	07655986	14/11/2016
8.	Pramod Chopra	08608202	13/11/2019

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.

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Place : New Delhi  
Date : August 26<sup>th</sup>, 2022  
UDIN: A060761D000858195

**CS Ankur Singh**  
Practicing Company Secretary  
C.P. No.22820  
ACS No.60761

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**PCS'S CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE  
GOVERNANCE**

**To**  
**The Members of Marvel Vinyls Limited**

We have examined the compliance of conditions of Corporate Governance by **Marvel Vinyls Limited, New Delhi** for the year ended on 31<sup>st</sup> March, 2022, as stipulated in Regulations 27 of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Regulation 27 of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015

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

For Ankur Singh & Associates  
Company Secretaries

Place: New Delhi  
Dated: 31.08.2022  
UDIN: A060761D000858206

**Ankur Singh**  
Practicing Company Secretary  
Membership No.: 60761

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**CEO/CFO CERTIFICATION**

The Board of Directors,  
**Marvel Vinyls Limited.**

We have reviewed the financial statements and the cash flow statement of **Marvel Vinyls Limited** for the year ended March 31<sup>st</sup>, 2022 and to the best of our knowledge and belief, we state that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal in violation of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) significant changes, if any, in 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 the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,

**PANKAJ CHAWLA**  
Chief Financial Officer & Whole-time  
Director  
New Delhi, August 31<sup>st</sup>, 2022

**PAVAN KUMAR CHAWLA**  
Managing Director  
New Delhi, August 31<sup>st</sup>, 2022

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**DECLARATION BY THE MANAGING DIRECTOR**

To,  
The Members  
Marvel Vinyls Limited

I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes as adopted by the Company for the Financial Year ended March 31<sup>st</sup>, 2022.

For **MARVEL VINYLs LIMITED**

**PAVAN KUMAR CHAWLA**  
(Chairman & Managing Director)  
DIN:00101197  
New Delhi, August 31<sup>st</sup>, 2022

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**COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS**

As per Regulation 17(5) and Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2021.

For **MARVEL VINYLs LIMITED**

**PAVAN KUMAR CHAWLA**  
(Chairman & Managing Director)  
DIN:00101197  
New Delhi, August 31<sup>st</sup>, 2022

**COMPLIANCE CERTIFICATE**

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To  
The Board of Directors  
Marvel Vinyls Limited

**Sub.:** Annual Certification with respect to Compliance with the Code

I, being a member of the Board of Directors/Management Personnel of Marvel Vinyls Limited (hereinafter refer to as "the Company") hereby confirm and submit that:

1. I have received, read and understood the Code of Business Conduct and Ethics for Board/ Management Personnel of the Company.
2. I have complied with the provisions enumerated/stipulated in the said Code during the Financial Year 2021-2022
3. I also submit that there is no case of non-compliance in my knowledge with respect to the said code during the financial year ending 31st March 2022.

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**PAVAN KUMAR CHAWLA**  
(Chairman & Managing Director)  
DIN:00101197  
New Delhi, August 31<sup>st</sup>, 2022

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# SURESH CHANDRA & ASSOCIATES

## CHARTERED ACCOUNTANTS

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106-112B, Devika Tower, 6, Nehru Place, New Delhi – 110019  
Phone: 011-47069670, 47023959 E-Mail: [sca\\_ca\\_co@yahoo.com](mailto:sca_ca_co@yahoo.com), [www.scaca.in](http://www.scaca.in)

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### INDEPENDENT AUDITORS' REPORT

To

The Members of Marvel Vinyls Limited

#### **Report on the audit of the Financial Statements**

#### **Opinion**

We have audited the Financial Statements of Marvel Vinyls Limited ("the Company"), which comprise the balance sheet as at March 31, 2022, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year ended, and notes to the Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, total comprehensive income, the changes in equity and cash flows for the year ended as on that date.

#### **Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

#### **Key audit matters**

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

#### **Information other than the financial statements and auditors' report thereon**

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The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### **Responsibility of the management and those charged with governance for the Financial Statements**

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principle generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act.

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

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current

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

### Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with rule 7 of the companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
    - i. The Company has disclosed the impact of the pending litigations on its financial position in the financial statement-Refer note No.40 to the Financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
    - iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced

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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 person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. the company has not declared or paid any dividend during the year

**For Suresh Chandra & Associates**

**Chartered Accountants**

**FRN-001359N**

**UDIN -20500369AJYCSI9483**

**CA Ved Prakash Bansal**

**M. No. 500369**

**Dated: 30.05.2022**

**Place: New Delhi**

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**Annexure “A” to the Independent Auditor’s Report\***

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of Marvel Vinyls Limited of even date)

i.	(A)	In respect of the Company’s Property Plant & Equipment -
	(a)	The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment
	(B)	In respect of the company’s Intangible Assets -
		The company has maintained proper records showing full particulars including quantitative details of Intangible assets held by the company
	(b),	As explained to us, all the assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
	(c)	The Title deeds of the immovable property disclosed in the financial statement are held in the name of the company.
	(d)	The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
	(e)	As per the information and explanations provided to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
ii.	(a)	As explained to us, the physical verification of inventories has been conducted at reasonable intervals by the management and no material discrepancies were noticed.
	(b)	The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, paragraph 3 (ii) (b) of the order is not applicable.
iii.	(a), (b), (c), (d), (e), (f)	According to information and explanation given to us, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or other parties. Accordingly, paragraph 3 (iii) (a), (b), (c), (d), (e), (f) of the order is not applicable.
iv.		In our opinion and according to information and explanation given to us, the provisions of section 185 & 186 of the Companies Act, 2013 have been complied in respect of loans, investment, guarantees and security.
v.		In our opinion and according to the information and explanations given to us, the

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		provision of section 73 to 76 or any relevant provisions of the Companies Act,2013 and the Companies (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted from the public are not applicable on the company as the company has not accepted any deposits from public and only unsecured loan from the director, their relative and associated have been accepted due to condition imposed by the Bankers of the Company from whom loans have been raised.			
vi.		As explained to us, the company has maintained Cost records as per sub-section (1) of section 148 of The Companies act, 2013			
vii.		In respect of statutory dues:			
	(a)	According to the records of the company, it is regular in the depositing with appropriate authorities undisputed statutory dues including income tax and other material statutory dues applicable to it. According to the information and an explanation given to us, no undisputed amount people in respect of income tax, goods and service tax, custom duty and cess were in arrears, as at 31 <sup>st</sup> March 2022 for the period of more than six months from the date they become payable.			
	(b)	According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute except the following -			
		Nature of Dues	Forum where dispute is pending	Period to which dispute relates	Amount (Rs. in Lakhs)
		Sales Tax	Appellate Board Bhopal	2007-08	30.92
viii.		According to the information and explanations given to us and the records of the company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).			
ix.	(a)	The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.			
	(b)	The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.			
	(c)	The term loans obtained by the company were applied for the purpose for which the loans are raised.			

**REGISTERED & CORPORATE OFFICE:**

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	(d)	In our opinion and according to information and explanation given to us, funds raised on short term basis have not been utilized for long term purposes.
	(e)	On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or Joint Venture. Hence reporting on clause 3(ix)(e) of the Order is not applicable.
	(f)	The Company has not raised any loans during the year on the pledge of securities held in its subsidiary, Joint Venture or associate companies. Hence reporting on clause 3(ix)(f) of the Order is not applicable.
x.	(a)	The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
	(b)	During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
xi.	(a)	No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
	(b)	No report under sub-section (12) of section 143 of the Companies Act, has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report
	(c)	As per the information and explanation provided to us, no whistle blower complaints have been received by the Company during the year (and upto the date of this report).
xii.	(a), (b), (c)	The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
xiii.		According to the information and explanation given to us, the related party transactions are in compliance of Section 177 and 188 of the companies act and disclosure of the same have been made in financial statements.
xiv.	(a)	In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business as per provision of the Companies act, 2013.
	(b)	The reports of the Internal Auditors for the period under audit were 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 provisions of section 192 of the Companies Act, 2013 are not applicable to the Company
xvi.	(a),	In our opinion, the Company is not required to be registered under section 45-IA of the

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	(b), (c)	Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
	(d)	In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
xvii.		The company has not incurred any cash loss during the year and in the immediately preceding financial year, therefore this clause is not applicable on the company.
xviii.		There has been no resignation of the statutory auditors of the Company during the year.
xix.		On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating 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) (b)	The company does not have any unspent amount of fund specified in the Schedule VII of the Companies act, 2013.
xxi.		As the company does not have any subsidiary/ Joint venture entities, the consolidated financial statements are not prepared. Hence, reporting under clause No. (xxi) of Paragraph 3 of CARO 2020 is not applicable to the company.

**For Suresh Chandra & Associates**

**Chartered Accountants**

**FRN-001359N**

**UDIN - 22500369AJYCSI9483**

**CA Ved Prakash Bansal**

**M. No. 500369**

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**Annexure “B” to the Independent Auditor’s Report of even date on the Financial Statement of Marvel Vinyls Limited****Report on the internal financial controls under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Marvel Vinyls Limited (“the Company”) as at March 31, 2022, in conjunction with our audit of the financial statements of the Company for the period ended on that date.

**Management’s responsibility for internal financial controls**

The Company’s management is responsible for establishing and maintaining internal financial controls. 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement in 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 control system over financial reporting.

**Meaning of internal financial controls over financial reporting**

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

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reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of un-authorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022.

**For Suresh Chandra & Associates**

**Chartered Accountants**

**FRN-001359N**

**UDIN - 20500369AJYCSI9483**

**CA Ved Prakash Bansal**

**M. No. 500369**

Dated: 30.05.2022

Place: New Delhi

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**Marvel Vinyls Limited**  
**Balance Sheet as at Mar 31, 2022**  
(All amounts in Rs. Lacs, unless otherwise provided)

	Note	As at March 31, 2022	As at March 31, 2021
<b>A. ASSETS</b>			
<b>I. Non-Current Assets</b>			
(a) Property, Plant and Equipment	6	2,929.98	2,826.36
(b) Other Intangible Assets	7	107.28	124.55
(c) Right of use	8	97.80	102.84
(e) Financial Assets			
- Investments	9	0.02	0.02
- Other Financial Assets	10	189.40	193.75
(f) Other Non-Current Assets	11	240.82	37.55
		3,565.30	3,285.07
<b>II. Current Assets</b>			
(a) Inventories	12	5,115.14	4,632.07
(b) Financial Assets			
- Trade Receivables	13	7,676.17	6,825.65
- Cash and Cash Equivalents	14	23.82	44.40
- Bank Balances other than above	15	216.55	196.73
- Other Financial Assets	16	2.64	2.64
(c) Other Current Assets	17	1,187.16	502.79
(d) Current Tax Assets (Net)	18	-	9.88
		14,221.49	12,214.16
<b>TOTAL</b>		<b>17,786.80</b>	<b>15,499.22</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Fund</b>			
Equity Share capital	19	497.17	497.17
Other Equity	20	3,644.49	3,060.76
		4,141.66	3,557.93
<b>I. Non-current liabilities</b>			
(a) Financial Liabilities			
- Borrowings	21	1,208.40	1,124.94
- Lease Liabilities	22	13.04	13.29
(b) Provisions	23	162.30	140.51
(c) Deferred Tax Liabilities (Net)	37	102.64	132.47
		1,486.38	1,411.21
<b>II. Current liabilities</b>			
(a) Financial Liabilities			
- Lease Liabilities	22	0.25	0.23
- Borrowings	24	5,338.96	5,483.20
- Trade Payables	25		
Dues of micro and small enterprises		475.33	318.22
Dues of other than micro and small enterprises		5,214.18	3,830.42
- Other Financial Liabilities	26	394.03	409.06
(b) Provisions	27	62.47	63.32
(c) Other Current Liabilities	28	635.66	425.63
(d) Current Tax Liabilities (Net)	29	37.88	-
		12,158.76	10,530.08
<b>Total</b>		<b>17,786.80</b>	<b>15,499.22</b>

Summary of significant accounting policies and the accompanying notes are an integral part of the financial statements.

As per our separate report of even date attached

**For and on behalf of the board of directors of Marvel Vinyls Limited**

**For Suresh Chandra and Associates**  
**Chartered Accountants**

Pavan Kumar Chawla  
Managing Director  
DIN-00101197

Pankaj Chawla  
Whole Time Director and CFO  
DIN-00104666

**Ved Prakash Bansal**  
**Partner**

**M. No. 500369**

PLACE : New Delhi  
DATED : 30.05.2022

Rohan Dev Kaushik  
Company Secretary

**c. Depreciation**

- i. Depreciation on Property, Plant & Equipment has been charged as per straight line method in accordance with useful lives prescribed in schedule-II of the Companies Act, 2013 except ERP Software of which useful life is considered 10 years.
- ii. Double shift depreciation has been provided on Plant & Machinery.
- iii. Difference in depreciation on book value of fixed assets revalued and depreciation on actual cost thereof is debited to the Revaluation Reserve Account.
- iv. Lease hold land (except revalued land) has been amortised over the lease term.

**d. Investments**

Long term investments are stated at cost. Any diminution in value of long term investments, other than temporary, is provided for in the books of accounts. Current investments are stated at lower of the cost or fair value.

**e. Inventories**

**Inventories are valued on the following bases :**

Raw Material	At cost or net realisable value whichever is lower .
Work-In-Progress	At lower of cost or net realisable value.
Finished goods	At cost or net realisable value, whichever is lower.
Other Stores/ Consumables and Allied Inventories	At cost or net realisable value whichever is lower .
* Cost of inventories are derived by using FIFO method and it includes the costs incurred in bringing the items of inventories to their present location and condition.	

**f. Employee benefits**

Contribution towards Provident Fund is paid as per statutory provisions / Companies scheme. These benefits are considered as defined contribution plan and contribution is charged to the statement of profit and loss of the year when it becomes due.

Provision for incremental liability of gratuity and leave encashment has been made as per valuation done by independent actuary at the end of the financial year. These benefits are considered as defined benefit plan and annual increment in liabilities are charged to statement of profit and loss. Remeasurement gains and losses arising from adjustments and changes in actuarial assumptions are recognised in the period in which they occur in Other Comprehensive Income.

**g. Contingencies and Events occurring after the Balance Sheet date**

The Company has recognised contingencies and events occurring after Balance Sheet date based on the information which is available and estimate of the same can be made at the date on which these financial statements are approved.

**h. Contingent Liabilities and Provisions**

The Company recognizes a provision when there is a present obligation as a result of past events and it is probable that an outflow of resources would be required to settle the obligation and a reliable estimate can be made.

A disclosure for contingent liability is made when there is a possible obligation or a present obligation 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.

**i. Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are considered as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for the intended use. All other borrowing costs are charged to the statement of profit and loss as and when incurred.

**j. Impairment of non financial assets**

The Company assesses at each balance sheet date whether there is any indication that Property, plant and equipment and other non-financial assets may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The deduction is treated as impairment loss and is recognised in the statement of profit and loss. If at balance sheet date there is an indication that previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

**k. Cash Flow Statement**

Cash Flows are made using the indirect method, whereby profits before tax is adjusted for the effects of transaction of a non cash nature and any deferrals or accruals of Past or future cash receipts or payments. The cash flow from operating activities, financing and investing activities of the Company are segregated.

**Marvel Vinyls Limited**  
**Statement of Profit and Loss for the year ended Mar 31, 2022**  
(All amounts in Rs. Lacs, unless otherwise provided)

	Note	Year ended March 31, 2022	Year ended March 31, 2021
<b>Income</b>			
I. Revenue from operations	30	29,050.30	24,004.59
Other Income	31	698.81	784.78
<b>Total Income (I)</b>		<b>29,749.11</b>	<b>24,789.37</b>
<b>II. Expenses</b>			
Cost of Materials Consumed	32	23,736.30	17,093.72
Purchases of Trading Goods	33	343.89	900.41
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	34	-652.45	1,003.70
Employee Benefit Expenses	35	1,883.21	1,654.21
Finance Costs	36	419.21	498.17
Depreciation and Amortization Expense	38	444.30	372.09
Other Expenses	39	2,696.76	2,402.27
<b>Total Expenses (II)</b>		<b>28,871.22</b>	<b>23,924.57</b>
III. Profit before Exceptional Items and Tax (I - II)		877.89	864.80
IV. Exceptional Items		-	-
<b>V. (Loss)/Profit before tax (III-IV)</b>		<b>877.89</b>	<b>864.80</b>
VI. Tax Expenses		-	-
Current tax		257.24	235.00
Deferred tax		-34.45	43.89
*Tax Adjustment for earlier years		-	8.98
<b>VII. Profit/ (Loss) for the year ended (V-VI)</b>		<b>655.10</b>	<b>576.93</b>
VIII. Other Comprehensive Income		-	-
Items That will not be reclassified to Profit of loss			
- Changes in Revaluation Surplus		4.01	4.01
- Remeasurement of the Defined Benefit Plans		18.34	-2.29
-Income Tax relating to Items That will not be reclassified to Profit of loss		-4.62	-0.58
Items That will be reclassified to Profit of loss			
- Gain and Loss on Hedging Instruments		-	-
-Income Tax relating to Items That will be reclassified to Profit of loss		-	-
<b>IX. Total Comprehensive Income for the Year (VII-VIII)</b>		<b>672.83</b>	<b>579.23</b>
<b>X. Earning Per Equity Share of Rs 10 each</b>			
Basic/ Diluted(Amt in Rs)		15.40	13.56

Summary of significant accounting policies and  
the accompanying notes are an integral part of the financial statements.  
As per our separate report of even date attached

For and on behalf of the board of directors of Marvel Vinyls Limited

**For Suresh Chandra and Associates**  
**Chartered Accountants**

**Ved Prakash Bansal**  
**Partner**  
**M. No. 500369**  
PLACE : New Delhi  
DATED : 30.05.2022

Pavan Kumar Chawla  
Managing Director  
DIN-00101197

Pankaj Chawla  
Whole Time Director and CFO  
DIN-00104666

Rohan Dev Kaushik  
Company Secretary



# MARVEL VINYLs LIMITED

[CIN: L74899DL1985PLC021085]

Regd. Office : G-73, Connaught Circus, New Delhi - 110 001.

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Website: www.marvelvinyls.com

## STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lacs)

	Year ended 31.03.2022	Year ended 31.03.2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax	877.89	864.80
Depreciation	444.30	372.09
Interest paid	367.61	456.93
Adjustment due to Finance Lease	(0.23)	-
Provision for Gratuity	33.52	14.55
Provision for Leave Encashment	5.76	4.94
Interest received	(7.96)	(22.36)
Unrealisation Foreign Exchange Fluctuation	11.65	-
Dividend Income	(0.03)	(0.04)
Loss on Sale of Property, Plant & Equipments	7.97	-
Operating Profit before Working Capital Changes	<b>1,740.49</b>	<b>1,690.92</b>
<b>Adjustments for:</b>		
(Increase)/ Decrease in Trade and other advances/ financial assets	(1,552.99)	(1,284.69)
(Increase)/ Decrease in Inventories	(483.07)	918.11
Increase/ (Decrease) in Trade Payable	1,540.87	533.00
Increase/ (Decrease) in Other Long & Current liabilities	195.00	281.96
Cash Generated from operations	<b>1,440.29</b>	<b>2,139.30</b>
Direct Taxes	(219.37)	(258.31)
<b>Net Cash generated from Operating Activities : (A)</b>	<b>1,220.92</b>	<b>1,880.99</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase/sale of Property, Plant & Equipments (Net)	(512.91)	(353.70)
Fixed Deposits with Banks	(19.82)	(7.94)
Dividend Income from long term investment	0.03	0.04
(Increase)/ Decrease in Trade and other advances/ financial assets	(203.27)	(15.24)
<b>Net Cash generated from / (used in) Investing Activities (B)</b>	<b>(735.98)</b>	<b>(376.84)</b>
<b>C. Cash Flow from Financing Activities :</b>		
Increase in Borrowings ( Short term and Long term)	(60.79)	(1,058.37)
Interest Paid	(367.61)	(456.93)
Interest Received	7.96	22.36
Dividend & CDT	(85.09)	-
<b>Net Cash generated from / (Used in ) Financing Activities (C)</b>	<b>(505.53)</b>	<b>(1,492.95)</b>
Net increase in Cash and Cash Equivalents (A+B+C)	(20.58)	11.19
Cash and Cash equivalents (Opening Balance)	44.40	33.21
Cash and Cash equivalents (Closing Balance)	<b>23.82</b>	<b>44.40</b>

### Table showing Cash and Cash Equivalents

	Year ended March 31, 2022	Year ended March 31, 2021
Cash in Hand	2.69	1.75
<b>Balances with Banks :</b>	-	-
In current Accounts	9.33	17.69
Earmarked Balances for Unpaid Dividend	11.80	8.34
Fixed Deposits with Banks (Having maturity within 3 months)	-	16.62
<b>Total</b>	<b>23.82</b>	<b>44.40</b>

Summary of significant accounting policies and the accompanying notes are an integral part of the financial statements.

**Disclosure on Corporate Social Responsibility**

S.No.	Particulars	As at 31.03.2022	As at 31.03.2021
1	Amount Required to be spent by the company during the year	Rs. 11.14	Rs. 9.08
2	Amount of Expenditure incurred	Rs. 11.15	Rs. 9.09
3	Shortfall at the end of the year	-	-
4	Total Previous Year shortfall	-	-
5	Reason for shortfall	-	-
6	Nature of CSR activities	Promoting health care including Preventive health care	Promoting health care including Preventive health care
7	Details of Related party transactions e.g. contribution to a trust controlled by the company in relation to CSR expenditure as per Relevant accounting standard *	Ganesh Das Chawla Charitable Trust	Ganesh Das Chawla Charitable Trust
8	Where a provision is made with respect to a liability incurred by	-	-

\* Represents contribution made to Ganesh Das Chawla Charitable Trust (A related party under the same management) for Ganesh Das Chawla Charitable Trust (the purpose needs to be defined).

As per our separate report of even date attached

**For Suresh Chandra and Associates**  
**Chartered Accountants**

Ved Prakash Bansal  
Partner  
M. No. 500369  
PLACE : New Delhi  
DATED : 30.05.2022

**For and on behalf of the board of directors of Marvel Vinyls Limited**

**Pavan Kumar Chawla**  
**Managing Director**  
**DIN-00101197**

**Pankaj Chawla**  
**Whole Time Director and CFO**  
**DIN-00104666**

**Rohan Dev Kaushik**  
**Company Secretary**



**1. Corporate information**

Marvel Vinyls Limited (the Company) is a public limited company domiciled in India and incorporated on May 30, 1985 under the provisions of Indian Companies Act, 1956. The Company operates 3 manufacturing units in India, manufacturing of PVC Film and Sheeting, PVC Floor Covering, PVC Coated/ Laminated Fabric and Knitted Fabrics. The Company caters to both domestic and international markets.

**2. Basis of preparation**

The financial statements are prepared on accrual basis under the historical cost convention as supplemented by revaluation of certain assets and financial instruments which are measured at fair values in accordance with the provisions of the Companies Act, 2013 including schedule III and Ind AS as prescribed under section 133 & rules thereunder.

The Financial Statements are presented in INR and all values are rounded to the nearest two decimals of lac, unless otherwise stated

**3. Use of estimates**

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and the disclosure relating to contingent liabilities as at the date of financial statements and reported amount of income and expenses during the period. Difference between the actual results and estimates are recognised in the year in which the results are known or materialized.

**4 Global Health Pademic Covid-19**

There has been a second wave of the pandemic in the last few months in some states, the company continues to closely monitor the situation. The company has assessed the possible impact of COVID-19 in preparation of its financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non financial assets and impact on revenue and costs. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of COVID-19, the company has, at the date of approval of the financial statements, used internal and external sources of information and has performed sensitivity analysis on the assumptions used and based on current estimates, expects to recover the carrying amount of these assets. The impact of COVID-19 on the company's financial statements may differ from that estimated as at the date of approval of the same. Given the criticality associated with the nature, condition and duration of COVID-19, the impact assessment on the company's financial statements will be continuously made and provided for as required.

No material events except above have occurred between the balance sheet date to the date of issue of these financial statements that could affect the values stated in the financial statements.

**5 Significant accounting policies:****a. Revenue recognition**

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped. Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government).

Other revenues are recognised on accrual basis, except where there are uncertainties in determination / realisation of income, the same is not accounted for. Export Incentives under Status Holder Incentive Scheme have been recorded on the basis of actual utilisation of Licenses.

**b. Property, Plant & Equipments**

Property, Plant & Equipment are generally stated using cost model as specified in Ind AS-16 "property, plant and equipment" except where assets are revalued. Gross carrying amount includes original cost (net of cenvat availed) including taxes and other incidental expenses related to acquisition, installation and borrowing cost on loan taken for acquisition of qualifying assets upto the date of commissioning of assets. Wherever assets are revalued, Gross carrying amount is adjusted by the amount added on revaluation based on Govt. approved valuers' report and disclosed separately as required under the Companies Act, 2013.

Capital work in progress represents expenditure incurred in respect of capital projects under developments and are carried at cost. Cost includes related acquisition expenses, development/ construction costs, borrowing costs and other direct expenditure.

## Statement of changes in Equity for the year ended March 31, 2022

### A. Equity Share Capital

#### Current Reporting Period Mar-22

Balance at the beginning of the current reporting period	change in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
425.47	-	-	-	425.47

#### Previous Reporting Period Mar-21

Balance at the beginning of the current reporting period	change in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
425.47	-	-	-	425.47

### B. Other Equity

#### Current reporting period Mar-22

Particulars	Reserve & Surplus					Total (Rs. In Lacs)
	Revaluation Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings inclusive of Other Comprehensive Income	
Balance as on 1st April 2021	174.70	105.36	200.00	221.93	2,358.78	3,060.77
Change in accounting policies or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Total Profit for the current year		-	-	-	655.10	655.10
Other comprehensive income	-4.01				17.73	13.72
Dividend to Equity Shareholders (2020-21)	-	-	-	-	-85.09	-85.09
Transfer to retained earning	-	-	-	-	-	-
<b>Balance as on 31st March 2022</b>	<b>170.69</b>	<b>105.36</b>	<b>200.00</b>	<b>221.93</b>	<b>2,946.52</b>	<b>3,644.49</b>

#### Previous reporting period Mar-21

Particulars	Reserve & Surplus					Total (Rs. In Lacs)
	Revaluation Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings inclusive of Other Comprehensive Income	
Balance as on 1st April 2020	178.71	105.36	200.00	221.93	1,779.55	2,485.55
Change in accounting policies or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period					-	-
Total Profit for the current year	-4.01	-	-	-	576.93	572.92
Other comprehensive income					2.30	2.30
Transfer to retained earning	-	-	-	-	-	-
<b>Balance as on 31st March 2021</b>	<b>174.70</b>	<b>105.36</b>	<b>200.00</b>	<b>221.93</b>	<b>2,358.78</b>	<b>3,060.76</b>

**1. Corporate information**

Marvel Vinyls Limited (the Company) is a public limited company domiciled in India and incorporated on May 30, 1985 under the provisions of Indian Companies Act, 1956. The Company operates 3 manufacturing units in India, manufacturing of PVC Film and Sheeting, PVC Floor Covering, PVC Coated/ Laminated Fabric and Knitted Fabrics. The Company caters to both domestic and international markets.

**2. Basis of preparation**

The financial statements are prepared on accrual basis under the historical cost convention as supplemented by revaluation of certain assets and financial instruments which are measured at fair values in accordance with the provisions of the Companies Act, 2013 including schedule III and Ind AS as prescribed under section 133 & rules thereunder.

The Financial Statements are presented in INR and all values are rounded to the nearest two decimals of lac, unless otherwise stated

**3. Use of estimates**

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and the disclosure relating to contingent liabilities as at the date of financial statements and reported amount of income and expenses during the period. Difference between the actual results and estimates are recognised in the year in which the results are known or materialized.

**4 Global Health Pademic Covid-19**

There has been a second wave of the pandemic in the last few months in some states, the company continues to closely monitor the situation. The company has assessed the possible impact of COVID-19 in preparation of its financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non financial assets and impact on revenue and costs. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of COVID-19, the company has, at the date of approval of the financial statements, used internal and external sources of information and has performed sensitivity analysis on the assumptions used and based on current estimates, expects to recover the carrying amount of these assets. The impact of COVID-19 on the company's financial statements may differ from that estimated as at the date of approval of the same. Given the criticality associated with the nature, condition and duration of COVID-19, the impact assessment on the company's financial statements will be continuously made and provided for as required.

No material events except above have occurred between the balance sheet date to the date of issue of these financial statements that could affect the values stated in the financial statements.

**5 Significant accounting policies:****a. Revenue recognition**

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped. Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government).

Other revenues are recognised on accrual basis, except where there are uncertainties in determination / realisation of income, the same is not accounted for. Export Incentives under Status Holder Incentive Scheme have been recorded on the basis of actual utilisation of Licenses.

**b. Property, Plant & Equipments**

Property, Plant & Equipment are generally stated using cost model as specified in Ind AS-16 "property, plant and equipment" except where assets are revalued. Gross carrying amount includes original cost (net of cenvat availed) including taxes and other incidental expenses related to acquisition, installation and borrowing cost on loan taken for acquisition of qualifying assets upto the date of commissioning of assets. Wherever assets are revalued, Gross carrying amount is adjusted by the amount added on revaluation based on Govt. approved valuers' report and disclosed separately as required under the Companies Act, 2013.

Capital work in progress represents expenditure incurred in respect of capital projects under developments and are carried at cost. Cost includes related acquisition expenses, development/ construction costs, borrowing costs and other direct expenditure.

**c. Depreciation**

- i. Depreciation on Property, Plant & Equipment has been charged as per straight line method in accordance with useful lives prescribed in schedule-II of the Companies Act, 2013 except ERP Software of which useful life is considered 10 years.
- ii. Double shift depreciation has been provided on Plant & Machinery.
- iii. Difference in depreciation on book value of fixed assets revalued and depreciation on actual cost thereof is debited to the Revaluation Reserve Account.
- iv. Lease hold land (except revalued land) has been amortised over the lease term.

**d. Investments**

Long term investments are stated at cost. Any diminution in value of long term investments, other than temporary, is provided for in the books of accounts. Current investments are stated at lower of the cost or fair value.

**e. Inventories**

**Inventories are valued on the following bases :**

Raw Material	At cost or net realisable value whichever is lower .
Work-In-Progress	At lower of cost or net realisable value.
Finished goods	At cost or net realisable value, whichever is lower.
Other Stores/ Consumables and Allied Inventories	At cost or net realisable value whichever is lower .
* Cost of inventories are derived by using FIFO method and it includes the costs incurred in bringing the items of inventories to their present location and condition.	

**f. Employee benefits**

Contribution towards Provident Fund is paid as per statutory provisions / Companies scheme. These benefits are considered as defined contribution plan and contribution is charged to the statement of profit and loss of the year when it becomes due.

Provision for incremental liability of gratuity and leave encashment has been made as per valuation done by independent actuary at the end of the financial year. These benefits are considered as defined benefit plan and annual increment in liabilities are charged to statement of profit and loss. Remeasurement gains and losses arising from adjustments and changes in actuarial assumptions are recognised in the period in which they occur in Other Comprehensive Income.

**g. Contingencies and Events occurring after the Balance Sheet date**

The Company has recognised contingencies and events occurring after Balance Sheet date based on the information which is available and estimate of the same can be made at the date on which these financial statements are approved.

**h. Contingent Liabilities and Provisions**

The Company recognizes a provision when there is a present obligation as a result of past events and it is probable that an outflow of resources would be required to settle the obligation and a reliable estimate can be made.

A disclosure for contingent liability is made when there is a possible obligation or a present obligation 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.

**i. Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are considered as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for the intended use. All other borrowing costs are charged to the statement of profit and loss as and when incurred.

**j. Impairment of non financial assets**

The Company assesses at each balance sheet date whether there is any indication that Property, plant and equipment and other non-financial assets may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The deduction is treated as impairment loss and is recognised in the statement of profit and loss. If at balance sheet date there is an indication that previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

**k. Cash Flow Statement**

Cash Flows are made using the indirect method, whereby profits before tax is adjusted for the effects of transaction of a non cash nature and any deferrals or accruals of Past or future cash receipts or payments. The cash flow from operating activities, financing and investing activities of the Company are segregated.

**l. Foreign Currency Transactions**

Transactions in Foreign currency are recorded on initial recognition at the exchange rates prevailing on or closely approximating to the date of transaction.

Monetary items denominated in foreign currency and covered by forward exchange contracts are translated at the rate ruling on the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference is recognised in the statement of profit and loss over the life of the contract.

Monetary items are translated at the year end rates and exchange rates difference on such transaction is recognised in statement of profit and loss.

The Company uses foreign exchange forward contracts to hedge its exposure to movements in foreign exchange rates which are entered into on the basis of firm commitments and highly probable forecast transactions. The premium or discount arising at the inception of such forward exchange contracts are amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the other comprehensive income. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense in the period in which same is cancelled or rolled over.

**m. Income Taxes**

Tax expense comprises current income tax and deferred income tax.

Current tax is determined as the amount of tax payable in respect of taxable income for the year, in accordance with income tax act, 1961 including the income computation and disclosure standards specified there-under.

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilised business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognised to the extent it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**n. Financial Instruments**

Financial instruments are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument. Initially, a financial instrument is recognised at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognised in determining the carrying amount, if it is not classified as at fair value through profit or loss. Transaction costs of financial instruments carried at fair value through profit or loss are expensed in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

Classification of financial assets is based on the business model in which the instruments are held as well as the characteristics of their contractual cashflows. The business model is based on management's intentions and past pattern of transactions. The Company reclassifies financial assets when and only when its business model for managing those assets changes.

Financial liabilities are classified as subsequently measured at amortised cost unless they meet the specific criteria to be recognised at fair value through profit or loss. Other financial liabilities are measured at amortised cost using the effective interest method. Subsequent to initial recognition, these are measured at fair value with gains or losses being recognised in profit or loss.

**o. Dividend Distribution**

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend paid to preference shareholders is recognised as finance cost. Dividend paid to equity shareholders is recognised directly in other equity.

**Marvel Vinyls Limited**
**Notes to the Financial Statements as at March 31, 2022**
**NOTE : 6**
**Property, Plant and Equipment**
**As of Current Year**

Particulars	Land(Free Hold)	Building	Plant and Equipmen	Furniture & Fixture	Vehicles	Office Equipmen	Total
<b>Gross Carrying amount</b>							
As at 01.04.2021	168.39	1,242.80	5,879.26	49.53	390.11	123.43	<b>7,853.53</b>
Additions During the year	-	6.35	523.13	4.31	3.11	3.41	<b>540.31</b>
Disposals During the year	-	-	-9.88		-17.52		<b>-27.40</b>
Acquisition through Business Combinations	-	-					-
Change due to Revaluation	-	-					-
Other Adjustments, if any	-	-					-
Closing balance as at 31.03.2022	<b>168.39</b>	<b>1,249.14</b>	<b>6,392.51</b>	<b>53.84</b>	<b>375.70</b>	<b>126.84</b>	<b>8,366.43</b>
<b>Accumulated Depreciation</b>							
As at 01.04.2021	-	534.58	4,099.44	26.67	271.56	94.91	<b>5,027.16</b>
Additions During the year		38.14	339.58	3.28	34.62	6.37	<b>422.00</b>
Disposals During the year	-				-12.71		<b>-12.71</b>
Acquisition through Business Combinations	-						-
Change due to Revaluation	-						-
Other Adjustments, if any	-						-
Closing balance as at 31.03.2022	-	<b>572.73</b>	<b>4,439.02</b>	<b>29.94</b>	<b>293.47</b>	<b>101.29</b>	<b>5,436.45</b>
							-
<b>Net Carrying Amount as at the end of Reporting Period</b>	<b>168.39</b>	<b>676.41</b>	<b>1,953.49</b>	<b>23.90</b>	<b>82.23</b>	<b>25.55</b>	<b>2,929.98</b>

**As of Previous Year**

Particulars	Land	Building	Plant and Equipments	Furniture & Fixture	Vehicles	Office Equipmen	Total
<b>Gross Carrying amount</b>							
As at 01.04.2020	168.39	1,236.51	5,568.89	48.60	366.42	111.02	<b>7,499.82</b>
Additions During the year	-	6.29	310.37	0.93	23.70	12.41	<b>353.70</b>
Disposals During the year	-						-
Acquisition through Business Combinations	-						-
Change due to Revaluation	-						-
Other Adjustments, if any	-						-
Closing balance as at 31.03.2021	168.39	1,242.80	5,879.26	49.53	390.11	123.43	<b>7,853.53</b>
<b>Accumulated Depreciation</b>							
As at 01.04.2020	-	497.18	3,830.46	23.68	233.38	87.92	<b>4,672.62</b>
Additions During the year	-	37.40	268.98	2.99	38.18	6.99	<b>354.54</b>
Disposals During the year	-						-
Acquisition through Business Combinations	-						-
Change due to Revaluation	-						-
Other Adjustments, if any	-						-
Closing balance as at 31.03.2021	-	<b>534.58</b>	<b>4,099.44</b>	<b>26.67</b>	<b>271.56</b>	<b>94.91</b>	<b>5,027.16</b>
							-
<b>Net Carrying Amount as at the end of Reporting Period</b>	<b>168.39</b>	<b>708.21</b>	<b>1,779.82</b>	<b>22.87</b>	<b>118.55</b>	<b>28.52</b>	<b>2,826.36</b>



## Other Intangible Assets

Particulars	31.03.2022		31.03.2021	
	ERP Software	Total	ERP Software	Total
<b>Gross Carrying amount</b>				
Opening Balance	157.05	157.05	157.05	157.05
Additions During the year	-	-	-	-
Disposals During the year	-	-	-	-
Acquisition through Business Combinations	-	-	-	-
Change due to Revaluation	-	-	-	-
Other Adjustments, if any	-	-	-	-
Closing Balance	<b>157.05</b>	<b>157.05</b>	<b>157.05</b>	<b>157.05</b>
		-		-
<b>Accumulated Depreciation</b>		-		-
Opening Balance	32.51	32.51	15.46	15.46
Additions During the year	17.26	17.26	17.04	17.04
Disposals During the year	-	-	-	-
Acquisition through Business Combinations	-	-	-	-
Change due to Revaluation	-	-	-	-
Other Adjustments, if any	-	-	-	-
Closing Balance	<b>49.77</b>	<b>49.77</b>	<b>32.51</b>	<b>32.51</b>
		-		-
<b>Net Carrying Amount as at the end of Reporting Period</b>	<b>107.28</b>	<b>107.28</b>	<b>124.55</b>	<b>124.55</b>

**Marvel Vinyls Limited**

**Notes to the Financial Statements as at March 31, 2022**

**NOTE : 8**

**Right of use**

Figures in Lakh

<b>Particulars</b>	<b>31.03.2022</b>	<b>Total</b>	<b>31.03.2021</b>	<b>Total</b>
<b>Gross Carrying amount</b>				
Opening Balance	125.27	125.27	125.27	125.27
Additions During the year	-	-	-	-
Disposals During the year	-	-	-	-
Acquisition through Business Combinations	-	-	-	-
Change due to Revaluation	-	-	-	-
Other Adjustments, if any	-	-	-	-
<b>Closing balance</b>	<b>125.27</b>	<b>125.27</b>	<b>125.27</b>	<b>125.27</b>
<b>Accumulated Depreciation</b>				
Opening Balance	22.43	22.43	21.93	21.93
Additions During the year	5.04	5.04	0.50	0.50
Disposals During the year	-	-	-	-
Acquisition through Business Combinations	-	-	-	-
Change due to Revaluation	-	-	-	-
Other Adjustments, if any	-	-	-	-
Closing balance	27.47	27.47	22.43	22.43
		-		-
<b>Net Carrying Amount as at the end of Reporting Period</b>	<b>97.80</b>	<b>97.80</b>	<b>102.84</b>	<b>102.84</b>

<b>Note 9</b>		
<b>INVESTMENT</b>	0.02	0.02
<b>Non Trade Quoted Investment (Equity Instruments) :</b>		
1600 Equity shares of M/S Mayur Uniquoters Ltd.		
(Market value as on 31st March'2022 Rs.5,73,120/-,		
Previous year Rs. 6,66,880/-)		
<b>Total</b>	<b>0.02</b>	<b>0.02</b>
<b>Note 10</b>		
<b>Other Financial Assets</b>		
<b>Unsecured but considered good</b>		
Security Deposit	189.40	193.75
<b>Total</b>	<b>189.40</b>	<b>193.75</b>
<b>Note 11</b>		
<b>Other Non Current Assets</b>		
<b>Unsecured but considered good</b>		
Capital Advances	240.82	37.55
<b>Total</b>	<b>240.82</b>	<b>37.55</b>
<b>Note 12</b>		
<b>Inventories</b>		
(Taken valued and certified by the management)		
Raw Material	2,091.54	2,194.74
Work in Progress	574.72	587.12
Finished Goods	1,365.11	696.06
Other (Packing material, consumable stores, Oil & Lubricants,steam coal & spare parts )	273.91	454.75
Miscellaneous Scrap	-	4.20
Goods in Transit (Other than Finished /WIP)	809.86	695.20
<b>Total</b>	<b>5,115.14</b>	<b>4,632.07</b>

**Note 13**  
**Trade Receivable**

As at March 31, 2022						
Particulars	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(ii) Undisputed Trade receivables- considered good	7,136.39	400.77	89.50	9.10	4.66	7,640.42
(ii) Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables- considered good	-	-	-	-	59.21	59.21
(iv) Disputed Trade receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>7,136.39</b>	<b>400.77</b>	<b>89.50</b>	<b>9.10</b>	<b>63.87</b>	<b>7,699.62</b>
Less:- Provision for Expected Credit Loss	-	-	-	-	-23.46	-23.46
<b>Grand Total</b>	<b>7,136.39</b>	<b>400.77</b>	<b>89.50</b>	<b>9.10</b>	<b>40.41</b>	<b>7,676.17</b>

As at March 31, 2021						
Particulars	Outstanding for the following period from the due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(ii) Undisputed Trade receivables- considered good	6,004.75	608.84	105.69	59.12	47.24	6,825.65
(ii) Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables- considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>6,004.75</b>	<b>608.84</b>	<b>105.69</b>	<b>59.12</b>	<b>47.24</b>	<b>6,825.65</b>
Less:- Provision for Expected Credit Loss	-	-	-	-	-	-
<b>Grand Total</b>	<b>6,004.75</b>	<b>608.84</b>	<b>105.69</b>	<b>59.12</b>	<b>47.24</b>	<b>6,825.65</b>

	As at March 31, 2022	As at March 31, 2021
<b>Note 14</b>		
<b>Cash and Cash Equivalents</b>		
Cash in Hand	2.69	1.75
<b>Balances with Banks :</b>		
In current Accounts	9.33	17.69
Earmarked Balances for Unpaid Dividend	11.80	8.34
Fixed Deposits with Banks (Having maturity within 3 months)	-	16.62
<b>Total</b>	<b>23.82</b>	<b>44.40</b>
<b>Note 15</b>		
<b>Bank Balances other than above</b>		
Fixed Deposits with Banks*	131.37	111.55
(Having maturity after 3 months but before 12 months)		
Deposit with Kotak Mahindra Bank against litigation	85.18	85.18
<b>Total</b>	<b>216.55</b>	<b>196.73</b>
* The Fixed Deposits are under lien against LCs, Bank Guarantees and other credit facilities availed from Banks		
<b>Note 16</b>		
<b>Other Financial Assets</b>		
IGST- Refund Receivable	2.64	2.64
<b>Total</b>	<b>2.64</b>	<b>2.64</b>
<b>Note 17</b>		
<b>Other Current Assets</b>		
<b><u>Unsecured but considered goods</u></b>		
Balance with Revenue Authorities	451.66	84.41
Advance to Suppliers	655.22	364.06
Advance recoverable in kind or for value to be received	53.80	47.70
Staff Imprest Account	26.48	6.62
<b>Total</b>	<b>1,187.16</b>	<b>502.79</b>
<b>Note 18</b>		
<b>Current Tax Assets (Net)</b>		
Advance Income tax	-	244.88
Provision of Income Tax	-	-235.00
<b>Total</b>	<b>-</b>	<b>9.88</b>

As at  
March 31, 2022

As at  
March 31, 2021

**Note 19**

**Authorised Capital**

5500000 Equity shares of Rs.10/- each (Previous year 5500000 equity shares of Rs.10/-each)	550.00	550.00
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**550.00 550.00**

**Issued, Subscribed and Paid Up Capital**

**Equity Share Capital**

42,54,683 Equity Shares of Rs.10/- each	425.47	425.47
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Equity Shares Forfeited	71.70	71.70
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11,27,900 Equity Shares of Rs.10/- each forfeited		
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**Total 497.17 497.17**

**Total Equity Share Capital**

**a. Reconciliation of the share outstanding as at the beginning and at the end of the reporting year are as follows:**

	March 31, 2022		March 31, 2021	
	No.	Rs. In lacs	No.	Rs. In lacs
<b>Equity Shares</b>				
As at beginning of the year	4,254,683	425	4,254,683	425
Less: Equity Shares Forfeited during the year	-	-	-	-
Balance As at end of the year	<b>4,254,683</b>	<b>425</b>	<b>4,254,683</b>	<b>425</b>

**b. Terms/ Rights attached to Shares**

**Equity Shares**

The company has only one class of Equity Shares having a par value of Rs. 10 per Share. Each holder of equity is entitled to one vote per share.

**c. Details of Shareholders holding more than 5% shares of the Company:**

	March 31, 2022		March 31, 2021	
	No.	%	No.	%
<b>Equity Shares</b>				
Pavan Chawla	674,660.00	15.86	674,660.00	15.86
Pankaj Chawla	818,480.00	19.24	818,480.00	19.24
Ankit Chawla	424,850.00	9.99	424,850.00	9.99
Suave Enterprises (P) Ltd	1,658,360.00	38.98	1,658,360.00	38.98
Saksham Chawla	213,270.00	5.01	213,270.00	5.01

**Detail of Promoters shareholding**

		As at Mar-22			As at Mar-21		
S. No.	Category & Name of the Shareholder (I)	No. of Share	% of Total share	% change During the year	No. of Share	% of Total share	% change During the year
1	Ankit Chawla	424,850	9.99	-	424,850	9.99	-
2	Kashish Chawla	6,000	0.14	-	6,000	0.14	-
3	Pankaj Chawla	818,480	19.24	-	818,480	19.24	-
4	Pavan Kumar Chawla	674,660	15.86	-	674,660	15.86	-
5	Puneeta Chawla	53,000	1.25	-	53,000	1.25	-
6	Saksham Chawla	213,270	5.01	-	213,270	5.01	-
7	Sangeeta Chawla	16,000	0.38	-	16,000	0.38	-
8	Yamini Chawla	3,900	0.09	-	3,900	0.09	-
9	Pankaj Chawla Huf	67,940	1.60	-	67,940	1.60	-
10	Pavan Kumar Chawla Huf	67,940	1.60	-	67,940	1.60	-
11	Ganesh Das & Co.	20,000	0.47	-	20,000	0.47	-
12	Suave Enterprises Pvt Ltd.	1,658,360	38.98	-	1,658,360	38.98	-
<b>Total</b>		<b>4,024,400</b>	<b>94.59</b>	<b>-</b>	<b>4,024,400</b>	<b>94.59</b>	<b>-</b>

	As at March 31, 2022	As at March 31, 2021
<b>Note 20</b>		
<b>Other Equity</b>		
(For movement in other equity refer to statement of changes in equity)		
<b>A. Revaluation Reserve</b>		
opening Balance	174.70	178.71
Addition during the year	-	-
Less : Utilised during the year	4.01	4.01
Closing Balance	<b>170.69</b>	<b>174.70</b>
<b>B. Securities Premium</b>		
opening Balance	105.36	105.36
Addition during the year	-	-
Less : Utilised during the year	-	-
Closing Balance	<b>105.36</b>	<b>105.36</b>
<b>C. Capital Redemption Reserve</b>		
opening Balance	200.00	200.00
Addition during the year	-	-
Less : Utilised during the year	-	-
Closing Balance	<b>200.00</b>	<b>200.00</b>
<b>D. General Reserve</b>		
opening Balance	221.93	221.93
Addition during the year	-	-
Less : Utilised during the year	-	-
Closing Balance	<b>221.93</b>	<b>221.93</b>
<b>E. Surplus in the Statement of Profit &amp; Loss</b>		
opening Balance	2,358.78	1,779.55
Addition during the year	672.83	579.23
Less : Utilised during the year	-	-
Closing Balance	<b>2,946.52</b>	<b>2,358.78</b>
<b>Grand Total(A+B+C+D+E)</b>	<b>3,644.49</b>	<b>3,060.76</b>

**Note 21**

**Borrowings- Non Current**

**Term Loans**

**Secured**

Term Loan From Banks	0.00	107.88
	<b>0.00</b>	<b>107.88</b>

**Vehicle Loans**

**Secured**

Vehicle Loans from Banks	16.37	23.00
	<b>16.37</b>	<b>23.00</b>

**Loans and advances from Related Parties**

**Unsecured**

Unsecured Loans from Directors	216.86	168.81
Unsecured Loan from associated enterprises and others	975.17	825.25
	<b>1,192.03</b>	<b>994.06</b>

**Total**

<b>1,208.40</b>	<b>1,124.94</b>
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**Notes :**

- 1.Term Loan availed from HDFC Bank is secured against existing and future current assets, Movable fixed assets and immovable fixed assets viz Sahibabad Plot
- 2.Vehicle Loans are secured against vehicles acquired by the Company.
- 3.Term Loans from Banks having a total amount of Rs.107.88 Lacs, Out of which Rs.107.88 Lacs repayable in next year have been considered as Other Financial Liability in Note No. 24.
- 4.Vehicle Loans having a total amount of Rs.23.00 Lacs, Out of which Rs. 6.63 Lacs repayable in next year have been considered as Other Financial Liability in Note No.24.

- 5.Un-secured Loans from associated enterprises includes Rs. 427.39 Lacs from M/s Suave Enterprises Pvt.Ltd. Which carries interest @ 9 % p.a.

Un -Secured Loans are received by the Company from the Promoters, their relatives and their associates due to a special condition proposed by the Banker of the Company from whom finances/ secured loans have been availed for the purposes of its business. Accordingly such un-secured loans are not covered under the purview of the Companies (Acceptance of Deposit) Rules, 2014. Hence, the provisions of section 73 to 76 of Companies Act 2013 are not applicable on such un-secured loans.

**Note 22**

**Lease Liabilities**

<b>Balance at opening</b>	<b>13.52</b>	<b>13.73</b>
Adjustment due to lease modification	-	-
Additions	-	-
Accreditation	-	-
Payment	0.23	0.21
<b>Balance at closing</b>	<b>13.29</b>	<b>13.52</b>
<b>Current part</b>	<b>0.25</b>	<b>0.23</b>
<b>Non current Part</b>	<b>13.04</b>	<b>13.29</b>



	As at March 31, 2022	As at March 31, 2021
<b>Note 23</b>		
<b>Provisions- Non Current</b>		
<b>Provision for Employee Benefits::</b>		
Prov.for Gratuity	146.02	123.14
Prov.for Leave Encashment	16.28	17.37
<b>Total</b>	<b>162.30</b>	<b>140.51</b>

**Note 24**

**Borrowings- Current**

**From Banks :**

Cash Credit Facilities	617.72	2,185.83
Packing Credit Facilities	1,830.23	1,751.56
Buyers Credit Facilities	911.50	926.27
Working Capital Tem Loan	1,865.00	500.00
Current Maturities of Long Term Debt	107.88	107.88
Current Maturities of vehicle loans	6.63	11.66
<b>Total</b>	<b>5,338.96</b>	<b>5,483.20</b>

**Notes :**

The Company have entered into multiple banking arrangements with HDFC Bank, DBS Bank & Standard Chartered Bank to meet Working Capital requirements. The

**Note 25**

**Tade Payable**

	As at March 31, 2022				
	Outstanding for the following period from the due date of payment				
Particulars	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	Total
(ii) MSME	475.33	-	-	-	475.33
(ii) Other	5,044.44	148.11	12.22	9.40	5,214.18
(iii) Disputed due-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
<b>Total</b>	<b>5,519.77</b>	<b>148.11</b>	<b>12.22</b>	<b>9.40</b>	<b>5,689.51</b>

	As at March 31, 2021				
	Outstanding for the following period from the due date of payment				
Particulars	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	Total
(ii) MSME	313.97	4.25	-	-	318.22
(ii) Other	3,551.01	264.94	12.45	2.02	3,830.42
(iii) Disputed due-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
<b>Total</b>	<b>3,864.98</b>	<b>269.19</b>	<b>12.45</b>	<b>2.02</b>	<b>4,148.64</b>

**Note 26**

**Other Financial Liabilities**

Interest Accrued	73.70	17.03
Expenses Payable	273.35	335.91
Other Liabilities	35.18	47.78
Unpaid Dividend	11.80	8.34
<b>Total</b>	<b>394.03</b>	<b>409.06</b>

**Note 27**

**Provision**

Gratuity	55.81	57.55
Leave Encashment	6.66	5.77
<b>Total</b>	<b>62.47</b>	<b>63.32</b>

**Note 28**

**Other Current Liabilities**

Advance from Customers	568.51	202.81
Advance Export Incentives (Net)	67.15	222.82
<b>Total</b>	<b>635.66</b>	<b>425.63</b>

**Note 29**

**Current Tax Liabilities (Net)**

Provision of Income Tax	257.25	-
Advance Income tax	-219.37	-
<b>Total</b>	<b>37.88</b>	<b>-</b>

**Marvel Vinyls Limited**  
**Notes to the Financial Statements for the Year ended Mar 31, 2022**

	As at March 31, 2022	As at March 31, 2021
<b>Note 30</b>		
<b>Revenue from Operations</b>		
Sale of Products :		
- Manufactured Products	28,318.53	22,848.22
- Traded Goods	348.58	995.84
Miscellaneous Sales (Scrap)	383.19	159.58
Income from Job Work	-	0.95
<b>Total</b>	<b>29,050.30</b>	<b>24,004.59</b>
<b>Note 31</b>		
<b>Other Income</b>		
Interest received on Fixed Deposits	4.30	13.71
Interest received -Others	3.66	8.65
Dividend Income	0.03	0.04
Foreign Exchange Fluctuation	119.27	268.98
Export Incentives	562.11	486.89
Amortization Govt Subsidiary	4.90	-
Misc.Receipts	4.54	6.51
<b>Total</b>	<b>698.81</b>	<b>784.78</b>
<b>Note 32</b>		
<b>Cost of material consumed</b>		
Inventory at the beginning of the year (including inter-unit Goods in Transit Rs. 0/-)	2,194.74	1,627.00
Add : Purchases	22,243.12	16,221.13
Add : COGS	-1,542.29	-
Raw Material (incl.freight charges)	-	-
Packing and other consumable goods consumed	1,389.98	1,440.33
	<b>25,827.84</b>	<b>19,288.46</b>
Less : Inventory at the end of the year	2,091.54	2,194.74
Stock Transfer	-	-
Interim always zero	-0.00	-
<b>Total</b>	<b>23,736.30</b>	<b>17,093.72</b>
<b>Note 33</b>		
<b>Purchase of stock in trade</b>		
Trading Goods	343.89	900.41
<b>Total</b>	<b>343.89</b>	<b>900.41</b>
<b>Note 34</b>		
<b>Increase/(Decrease) in finished goods,</b> Work-In-Progress & Misc.Scrap		
<b>Stock at Close</b>		
CL.Finished Goods	1,365.11	696.06
CL.Work-in-Progress	574.72	587.12
CL.Old drums, bags etc.	-	4.20
	<b>1,939.83</b>	<b>1,287.38</b>
<b>Stock at Commencement :</b>		
OP.Finished Goods	696.06	1,195.10
OP.Work-in-Progress	587.12	1,087.86
OP.Old drums, bags etc.	4.20	8.12
	<b>1,287.38</b>	<b>2,291.08</b>
<b>Total</b>	<b>-652.45</b>	<b>1,003.70</b>
<b>Note 35</b>		
<b>Employee benefit expenses</b>		
Salaries,Wages,Bonus and other employees'benefit	1,618.48	1,454.56
Contribution to PF & ESIC	81.92	59.80
Directors' Remuneration	109.70	110.36
Workmen and Staff Welfare Exp.	73.11	29.49
<b>Total</b>	<b>1,883.21</b>	<b>1,654.21</b>
<b>Note 36</b>		
<b>Financial Expenses</b>		
Interest On Loans	362.60	437.09
Interest On Income tax	-	6.61
Interest (Others)	3.79	13.23
Bank Charges	51.60	40.00

Interest on Lease Liability	1.22	1.24
<b>Total</b>	<b>419.21</b>	<b>498.17</b>
<b>Note 38</b>		
<b>Depreciation and Amortization Expense</b>		
Depreciation on property plant and equipment (Refer Note-6)	422.00	354.54
Depreciation on Leasehold Right (Refer Note-8)	5.04	0.50
Amortisation of intangible assets (Refer Note-7)	17.26	17.04
<b>Total</b>	<b>444.30</b>	<b>372.09</b>

	As at March 31, 2022	As at March 31, 2021
<b>Note 39</b>		
<b>Other Expenses</b>		
Printing & Stationery	10.89	8.91
Computer Exp.	6.80	2.72
Repairs - Plant and Machinery	125.09	61.72
Repairs - Building	4.81	34.41
Office Expenses & Repair (Others)	22.68	15.33
Expenditure on CSR activities	11.15	10.09
Miscellaneous Expenses	70.75	11.74
Foreign Exchange Fluctuation (Notional)	11.64	-
Travelling & Conveyance	77.24	66.71
Postage & Phones	33.76	27.94
Vehicle Maintenance	26.75	18.56
Rent	19.34	19.71
Electricity & Water Exp.	3.39	10.20
Power & Fuel	1,508.92	1,397.74
Advertisement & Publicity	2.09	1.13
Insurance Charges	44.34	9.75
Rates & Taxes	22.58	15.05
Commission on sales	10.63	7.06
Discount	62.89	115.67
Legal & Professional charges	163.42	134.53
Auditor's Remuneration :		
Audit Fee	3.50	3.50
Tax Audit Fee	0.50	-
Cost/Internal/Secretrial Audit Fee	0.30	4.65
Turnover/Sales Tax/ Professional Tax/Entry Tax	0.93	-
Freight and Cartage (Others)	3.83	5.63
Freight and Cartage (Product)	392.12	415.26
Business Promotion Exp.	24.97	4.28
Prov for Expected Credit Loss	23.46	-
Loss on Sale of Property,Plant & Equipments	7.97	-
<b>Total</b>	<b>2,696.76</b>	<b>2,402.29</b>
<b>Note 37</b>		
<b>Deferred Tax Liabilities(Net)</b>		
<b>Balance at the beginning of the year</b>	132.47	89.18
Timing Difference between dep.as per Co.'s Act & IT Act	-154.17	47.89
Timing Difference due to Gratuity and Leave Encashment	40.85	-5.49
Timing Difference due to Bonus	9.40	0.90
Provision for Expected Credit Loss	5.90	-
Timing Difference due to Change in FV of Forward Contract	-	-0.02
<b>DTL</b>	<b>-98.02</b>	<b>43.29</b>
Adjusted to Other Comprehensive Income	4.62	-0.58
Charged to Statement of Profit and Loss	-34.45	43.89
<b>Balance at the end of the year</b>	<b>102.64</b>	<b>132.47</b>

				Year Ended March 31, 2022	Year Ended March 31, 2021
<b>40</b>	<b>Contingent liabilities not provided for in respect of :</b>				
i.	Bank Guarantees			11.69	29.42
ii.	Letter of credit			524.19	-
iii.	Disputed Sales Tax/ GST Matters			30.92	30.92
iv.	Other pending litigation (As per details given below)			376.97	366.92
Sl.No.	Case Title	Forum	Amt. involved (Rs. in lacs)	Nature of Litigation	
1.	Marvel Vinyls Ltd. Vs Anand Nathani & Others	Delhi Court,Patiala House, New Delhi	5.00	Complaint filed u/s 138 of Negotiable Instrument Act	
2.	Marvel Vinyls Ltd. Vs Disha Flooring	Delhi Court,Patiala House, New Delhi	4.54	Complaint filed u/s 138 of Negotiable Instrument Act	
3.	Marvel Vinyls Ltd. Vs Fabric Land	Delhi Court,Patiala House, New Delhi	46.96	Suit filed for Debtors Recovery u/s 138 of Negotiable Instrument Act	
4.	Marvel Vinyls Ltd. Vs Sagar Traders	Delhi Court,Patiala House, New Delhi	2.51	Suit filed for Debtors Recovery	
5.	Marvel Vinyls Ltd. Vs Dilpreet Singh	Delhi Court,Patiala House, New Delhi	5.05	3 Complaints filed u/s 138 of Negotiable Instrument Act	
6.	Marvel Vinyls Ltd. Vs Rohit	Delhi Court,Patiala House, New Delhi	11.98	FIR u/s. 420 of Indian Penal Code	
7.	Marvel Vinyls Ltd. Vs Kotak Mahindra Bank Ltd.	Delhi High Court, New Delhi	285.18	Suit filed for Rs. 200 Lacs Recovery as Damages and Injunction under Commercial Code of Act 2015. A sum of Rs. 85.18 lacs for Non Compliance and foreclosure charges deposited with Kotak mahindra Bank and relief has been sought as the case is pending in the court.	
8.	N.S.Rana Vs Marvel Vinyls Ltd.	Labour Court, Ghaziabad	0.12	Suit filed for full and final settlement of dues under Labour Laws.	
9.	Bramh Pal Vs Marvel Vinyls Ltd.	Labour Court, Ghaziabad	8.00	Suit filed for re-instatement of Service with full back wages under Labour Laws.	
10.	Marvel Vinyls Ltd. v. Dilpreet Singh	Commercial Court, Tis Hazari	7.63	Suit for recovery of principal & interest	

**41 Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for

83.53

187.75

**42** The company had revalued its Factory Land & Building and the Plant & Machinery installed therein of its Sahibabad Unit as on 01.04.1993 as per the revaluation done by the approved valuer . The revaluation of assets had resulted in increase in the value of assets by Rs.686.79 lacs and the same was transferred to Revaluation Reserve. Consequent to the said revaluation there is an additional charge of depreciation of Rs.4.01 Lacs (Previous Year Rs. 4.01 Lacs) and an equivalent amount, has been withdrawn from Revaluation Reserve and credited to the Other Comprehensive Income.The accumulated depreciation on revalued assets adjusted against the Revaluation Reserve upto 31st March 2022 is Rs.516.09 Lacs.

43 In compliance of Ind AS-24 on "Related Party Disclosures" issued by the ICAI, details pertaining to related party transactions are as follows :

- A. I. **Names of related Parties**
- i. **Key Management Personnel**
1. Mr. Pavan Kumar Chawla - Managing Director
  2. Mr. Pankaj Chawla - Whole Time Director & CFO
  3. Mr. Ankit Chawla- Whole Time Director
  4. Mr. Saksham Chawla- Whole Time Director
  5. Mr. Rohan Dev Kaushik- Company Secretary
- ii. **Relatives of Key Management Personnel**
1. Mrs. Puneeta Chawla
  2. Mrs. Sangeeta Chawla
  3. Mrs. Yamini Chawla
  4. Mrs. Kashish Chawla
- iii. **Concerns in which KMP have significant influence**
1. M/s Ganesh Das & Co.
  2. Avangarde Enterprises private Limited
  3. M/s Suave Enterprises (P) Ltd.
  4. Mr. Pavan Kumar Chawla (HUF)
  5. Mr. Pankaj Chawla (HUF)
  6. Marvel Industries & Services P Ltd.
  7. Nuave Enterprises P Ltd.
  8. Aaryan Mirai P Ltd.

B. **Transactions with related parties**

**Year ended 31st March 2022**

Particulars	Key Mgt. Personnel	Relative of Key Mgt. Personnel	Concerns in which KMP have significant influence	Total
Amount in lacs				
Director Remuneration, HRA & Others	143.16 (110.36)	- -	- -	143.16 (110.36)
Remuneration to CS	3.96 (3.71)	- -	- -	3.96 (3.71)
Salaries paid	- -	2.94 (3.00)	- -	2.94 (3.00)
Sales (Net of Returns)	- -	- -	970.08 (1,468.43)	970.08 (1,468.43)
Purchases (Net of Returns)	- -	- -	5,071.45 (5,519.25)	5,071.45 (5,519.25)
Professional charges Paid	- -	- (5.40)	- -	- (5.40)
Rent Paid	1.40 (2.40)	9.60 (9.60)	- -	11.00 (12.00)
Interest Paid	- -	- -	68.31 (46.89)	68.31 (46.89)
Outstanding Balance of Loans accepted	211.86 (168.81)	- -	770.55 (825.25)	982.41 (994.07)
Advance from Customers	-	-	435.57 -	435.57 -
Trade receivable	-	-	89.74 (67.10)	89.74 (67.10)
Amount payable	- (37.73)	0.53 (1.33)	2,230.62 (536.33)	2,231.15 (575.39)

Figures mentioned in brackets are previous year transactions. The transactions of Purchase and Sale of goods and material entered into with the relative parties as above are made for cash/cheque at prevailing market prices.

	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>44</b>	The Company have various cancellable operating leases for Offices & Godowns that are renewable on annual basis and cancellable at its option. Rental expenses for operating leases recognised in Profit & Loss Account and amount within the purview of Ind AS-116 on Leases is Further, the company have various finance lease for factories lease land, the details as per Ind AS-16 are as follows except for the lease hold assets shown after revaluation:	
	(Rs. in lacs)	
Gross value of Leasehold Land at the beginning of the year	125.27	
Addition during the year	-	
Gross value of Leasehold Land at the end of the year	<u>125.27</u>	
Accumulated Amortisation at the beginning of the year	22.43	
Amortization for Current year	5.04	
Accumulated Amortisation at the end of the year	<u>27.47</u>	
Net Carrying amount at the year end	<u>97.80</u>	
Present Value of Opening Lease Liability	13.52	
Payment of Lease liability during current year	<u>0.23</u>	
Closing Balance of Lease Liability	<u>13.29</u>	
Classified as Non Current Liability	<u>13.04</u>	
Classified as Current Liability	<u>0.25</u>	

- 45** As per Ind AS-19 on Employee Benefits, the Retirement benefits have been accounted on discounted basis adopting Projected Unit Credit Method by Independent actuary.

The following table summarises the components of net benefit expense recognised in the statement of profit and loss and the amounts recognised in the balance sheet for the gratuity and leave encashment.

#### Gratuity

##### Statement of Profit and Loss

Interest Cost	13.10	11.69
Current Service Cost	22.57	21.11
Past Service Cost	0.00	0.00
<b>Net Expenses recognised in Statement of Profit and Loss</b>	<b>35.68</b>	<b>32.81</b>

##### Other Comprehensive Income

Actuarial (gain)/ losses from changes in financial assumptions	(3.10)	-
Experience Adjustment (gain)/ loss for Plan liabilities	(9.28)	(0.89)
<b>Total Amount recognised in Other Comprehensive Income</b>	<b>(12.38)</b>	<b>(0.89)</b>

##### Present Value of Obligations

Present value of the obligation at the beginning of the period	180.70	167.05
Net Expenses recognised in Statement of Profit and Loss	35.68	32.81
Benefits Paid during the Year	(2.16)	(18.27)
Total Amount recognised in Other Comprehensive Income	(12.38)	(0.89)
<b>Present value of the obligation at the End of the period</b>	<b>201.84</b>	<b>180.70</b>
Recognised as Non Current Liability	146.02	123.14
Recognised as Current Liability	55.81	57.55

##### Actuarial Assumption for the calculations

Discount Rate	7.25 % Per Annum	7.00 % Per Annum
Salary Growth Rate	5.00 % Per Annum	5.00 % Per Annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate	5.00 % Per Annum	5.00 % Per Annum

#### Leave Encashment

##### Statement of Profit and Loss

Interest Cost	1.68	1.05
Current Service Cost	4.08	5.28
Past Service Cost	-	-
<b>Net Expenses recognised in Statement of Profit and Loss</b>	<b>5.76</b>	<b>6.33</b>

##### Other Comprehensive Income

Actuarial (gain)/ losses from changes in financial assumptions	(0.35)	-
Experience Adjustment (gain)/ loss for Plan liabilities	(5.61)	3.18
<b>Total Amount recognised in Other Comprehensive Income</b>	<b>(5.96)</b>	<b>3.18</b>



	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>Present Value of Obligations</b>		
Present value of the obligation at the beginning of the period	23.14	15.01
Net Expenses recognised in Statement of Profit and Loss	5.76	6.33
Benefits Paid during the Year	-	(1.39)
Total Amount recognised in Other Comprehensive Income	(5.96)	3.18
<b>Present value of the obligation at the End of the period</b>	<b>22.94</b>	<b>23.13</b>
Recognised as Non Current Liability	16.28	17.37
Recognised as Current Liability	6.66	5.77
<b>Acturial Assumption for the calculations</b>		
Discount Rate	7.25 % Per Annum	7.00 % Per Annum
Salary Growth Rate	5.00 % Per Annum	5.00 % Per Annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate	5.00 % Per Annum	5.00 % Per Annum

- 46 Primary Segment :** The Company is primarily engaged in the business of PVC products, which is governed by the same set of risk and return and hence, it is not required to furnish segment wise reporting for Business Segment. Hence, the Geographical Segment has been presumed to the Primary Segment as per Ind AS-108 issued by the ICAI. The analysis of geographical segment is based on the above currency risks.

<b>Segment Revenue</b>		
Domestic	24,564.06	19,864.49
International	4,486.25	4,140.10
Unallocated-Interest/other	7.99	22.40
<b>Total</b>	<b>29,058.29</b>	<b>24,026.99</b>
<b>Segment Results</b>		
Domestic	990.41	1,014.37
International	743.00	698.30
Unallocated	7.99	22.40
<b>Total</b>	<b>1,741.39</b>	<b>1,735.07</b>
<b>Less :Unallocated Expenses</b>		
Depreciation	444.30	372.10
Finance Cost	419.21	498.17
<b>Total Profit before tax</b>	<b>877.88</b>	<b>864.80</b>

The Company has common fixed assets for producing goods for domestic and International market, hence separate figure for capital employed can not be furnished.

- 47** Letters of confirmation of outstanding balances are awaited in certain cases. Further, the Company has received intimation from some of its transacting party that they are registered under the Micro, Small & Medium Enterprises Development Act, 2006. The principle outstanding balance of these parties is Rs. 475.33 Lacs on which no interest is payable. The company has not paid any interest/ does not have any interest payable under the Micro, Small & Medium Enterprises Development Act, 2006.

<b>48</b>	<b>Ratio Analysis</b>	<b>Nominator</b>	<b>Denominator</b>		
	Current Ratio	Current assets	Current liabilities	1.17	1.16
	Debt-Equity Ratio	Noncurrent borrowings+current borrowings+Noncurrent lease liability+current liability	Total equity	1.58	1.86
	Debt Service coverage Ratio	Profit After Tax +Depreciation	Total term loan	14.08	6.71
	Return on Equity Ratio	Profit After Tax	Total equity	0.16	0.16
	Inventory turnover ratio	Cost of Goods Sold	Avg inventory	4.81	3.73
	Trade receivables turnover ratio	Credit sales	Avg Trade receivables	4.01	3.82
	Trade payables turnover ratio	Credit Purchases	Avg trade payables	4.59	3.56
	Net capital turnover ratio	revenue from operation	Total equity	7.01	6.75
	Net profit ratio	Profit After Tax	Total income	0.02	0.02
	Return on capital employed	Earning Before Interest and Tax	Capital employed	0.23	0.27
	Return on investment	Profit After Tax	Capital employed	0.12	0.12

**49 CORPORATE SOCIAL RESPONSIBILITY (CSR)**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are Promoting health care including Preventive health care. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013

S.No.	Particulars	As at 31.03.2022	As at 31.03.2021
1	Amount Required to be spent by the company during the year	Rs. 11.14	Rs. 9.08
2	Amount of Expenditure incurred	Rs. 11.15	Rs. 9.09
3	Shortfall at the end of the year	-	-
4	Total Previous Year shortfall	-	-
5	Reason for shortfall	-	-
6	Nature of CSR activities	Promoting health care including Preventive health care	Promoting health care including Preventive health care
7	Details of Related party transactions e.g. contribution to a trust controlled by the company in relation to CSR expenditure as per Relevant accounting standard *	Ganesh Das Chawla Charitable Trust	Ganesh Das Chawla Charitable Trust
8	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movement in the provision	-	-

\* Represents contribution made to Ganesh Das Chawla Charitable Trust (A related party under the same management) for Ganesh Das Chawla Charitable Trust (the purpose needs to be defined).

- 50** -The company has borrowed funds from Banks and financial institutions on The basis of security of current assets and The quarterly details of stocks and books submitted with The bank vis-à-vis as per books along with The justification of variation is given hereunder:

Date	As per Bank statement			Date	As per Books		
	Stock	Book Debts	Creditors		Stock	Book Debts	Creditors
30th June	4,493.60	5,045.80	3,139.00	30th June	4,960.38	5,176.19	3,174.48
30th September	3,731.00	5,690.90	2,884.00	30th September	4,230.57	5,933.62	3,480.39
31st December	3,938.90	6064.9	3259.2	31st December	4,454.35	6,276.48	3,279.79
31st March	4240.21	7125.6	2176.4	31st March	5,115.14	7,699.62	5,689.51

**Reconciliation**

Period	Stock	Book Debts	Creditors	Reasons for variation
30th June	-466.78	-130.39	-35.48	Stock - Submitted provisionally with the bank Book Debt / Creditors - Due to elimination of related party transaction while submitting the periodical statement with the bank
30th September	-499.57	-242.72	-596.39	Stock - Submitted provisionally with the bank Book Debt / Creditors - Due to elimination of related party transaction while submitting the periodical statement with the bank
31st December	-515.45	-211.58	-20.59	Stock - Submitted provisionally with the bank Book Debt / Creditors - Due to elimination of related party transaction while submitting the periodical statement with the bank
31st March	-874.93	-574.02	-3,513.11	Stock - The Goods in transit was not included in stock Book Debt / Creditors - Due to non inclusion of Goods- in- Transit impacting creditors and elimination of related party transactions while submitting data with the bank

## 51 Other Regulatory Disclosures

- (i) - Company doesn't have any Benami Property, where any Proceeding has been Initiated or Pending against the Company for holding any benami Property.
- (ii) - Company doesn't have execute any transaction with companies Struck off.
- (iii) - The Company doesn't have any charges or satisfaction which is yet to be registered with ROC beyond statutory period except the following-

Name of the bank	Amount	Date of Charge Creation / Modification	Charge ID	Statutory date of removal of charge
HDFC BANK	50000000	10-09-20	100364256	March'2022
HDFC BANK LIMITED	2085250	08-07-16	100055144	March'2022

- (iv) - The Company has not traded or invested in crypto-currency or Virtual Currency during the financial year.
- (v) - The Company Doesn't have not any transaction which is not recorded in Books of Account that has been surrendered or disclose as income during the year.
- (vi) - The company Doesn't give any advanced or received any loans from foreign entity.
- (vii) - There are no downstream companies and hence no disclosure is required to be made under clause 87 of section 2 of the Act read with the Companies(restriction of number of layers) Rules, 2017.
- (viii) - The company has not defaulted in repayment of principal or interest on borrowings availed from various agencies. The company has not been declared as a wilful defaulter by any of the lending agencies or government company.
- (ix) - The company does not have any immovable property where the title deeds are not in the name of the company.
- (x) - The funds borrowed from various agencies have been utilised for the purpose for which it has been availed.
- (xi) - The company has not advance or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) to any other person or entity (ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (xii) - The company has not received any funds from any person or entity (ie), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (xiii) -The company has not revalued its property, plant & Equipment or any other intangible assets during the year

## 52 Reconciliation of Effective Tax rate

Particulars	Current year		Previous Year	
	%	Amount	%	Amount
Accounting Profit (PBT) (A)		877.89		864.80
Effective Tax	28.78	252.63	27.15	234.78
Adjutments in computing taxable profit -				
Net Depreciation	2.02	70.33		36.20
Expenses on CSR Activities	0.32	11.15	0.29	10.09
Provision for Employee Benefit	0.60	20.94	0.63	21.77
Provision for Expected Credit Loss	0.67	23.46	-	-
Total (B)		125.88		68.06
Accounting Profit after Adjustments(A+B)		1,003.77		932.86
Tax@25.168% (Actual)	25.17	252.63	25.17	234.78

53 Previous year's figures have been rearranged/regrouped wherever necessary to make them comparable with current figures.

For and on behalf of the board of directors of Marvel Vinyls Limited

Pavan Kumar Chawla  
Managing Director  
DIN-00101197

Pankaj Chawla  
Whole Time Director and CFO  
DIN-00104666

Rohan Dev Kaushik  
Company Secretary

**FORM NO. MGT-11****PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN:** L74899DL1985PLC021085  
**Name of the Company:** MARVEL VINYLs LIMITED  
**Registered Office:** G-73, CONNAUGHT CIRCUS, NEW DELHI - 110001

Name of the Member(s): \_\_\_\_\_  
Registered Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Folio No /Client ID: \_\_\_\_\_  
DP ID: \_\_\_\_\_

I/We, being the member(s) of .....shares of the above named company, hereby appoint:

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37<sup>th</sup> Annual General Meeting** of the company, to be held on the **Friday, the 30<sup>th</sup> day of September, 2022 at 11:00 A.M. at A-40, Rajouri Garden, New Delhi - 110027** and at any adjournment thereof in respect of such resolutions as are indicated below:

**\*\* I wish my above Proxy to vote in the manner as indicated in the box below:**

Sl. No.	Resolution(S)	Vote	
		For	Against
	<b>Adoption of financial statements for the FY 2021-2022</b>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss for the year ended on that date, Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon		
	<b>Appointment of Director - Retire By Rotation</b>		
2.	To appoint a Director in place of <b>Mr. Ankit Chawla (DIN: 03091709)</b> who retires by rotation and being eligible offers himself for re-appointment		
3.	To ratify the payment of remuneration of Cost Auditor for the financial year ended 31 <sup>st</sup> march, 2023 <b>(Ordinary Resolution)</b> .		
4.	Approval for Related Party Transactions		
5.	Re-appointment of Mr. Pavan Kumar Chawla (DIN: 00101197), Chairman and Managing Director for the period of (5) year with effect from 29.07.2022		
6.	Re-appointment of Mr. Pankaj Chawla (DIN: 00104666), Whole Time Directors for the period of (5) year with effect from 29.07.2022		
7.	Re-appointment of Mr. Ankit Chawla (DIN: 03091709), Whole Time Directors for the period of (2) year with effect from 29.09.2022		
8.	Appointment of Mr. Jai Shankar Prasad Rai (DIN: 07655986, as independent Director for the Five (5) year w.e.f. 30.09.2022		

\* Applicable for investors holding shares in Electronic form.

Affix  
Revenue  
Stamps

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

shareholder

Signature of the

(across Revenue Stamp)

Signature of Proxy holder

**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
- 2) A proxy need not be a member of the Company.**
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\*4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Book. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.