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**36<sup>TH</sup> ANNUAL REOPORT  
F.Y. 2021-22**

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**MERCURY METALS LIMITED**

CIN: L27109GJ1986PLC008770

REGD.OFFICE

367-368, GIDC, POR,  
VILLAGE: POR, TALUKA: VADODARA,  
VADODARA-391243, GUJARAT.



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## **ABOUT THE COMPANY**

Our Company was originally incorporated as a “Mercury Metals Private Limited” on 4th July 1986 under the provisions of Companies Act, 1956 with Registrar of Companies, Gujarat, Dadra and Nagar Havelli (Certificate Regt. No: 04-8770). Subsequently on February 17, 1995 the name of The Company was changed from “Mercury Metals Private Limited” to “Mercury Capital Limited”. Further, on 10th January 1997, the name of The Company was changed from “Mercury Capital Limited” to “Mercury Metals Limited” and a fresh Certificate of Incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Now the company bearing Corporate Identity Number is L27109GJ1986PLC008770.

The current promoters of the Company, pursuant to a Share Purchase Agreement entered into with the erstwhile promoters/ members of the promoter group for the acquisition of 34,61,208 Equity Shares representing 49.78% of the share capital of the Company and an open offer to the public shareholders under the SEBI (SAST) Regulations, 2011 acquired control of the Company.

Our Company further altered its Object Clause through Postal Ballot on May 30, 2022 to enable the Company to carry on the activities of Manufacturing Electric Vehicles, Spare Parts for Electric Vehicles.

The Company has started its Research and Development (R&D) Division for 3W, 4W and also for the 2W at Gujarat Industrial area at Plot No. 367-368, Por-Ramangamdi, Por GIDC, Vadodara, Gujarat having area of 45000 sq. ft. At this facility, the Company has started development of key component like Chassis of the 2 Wheeler and 3 Wheeler. The Company has received certificate from International Centre for Automotive Technology (ICAT) for 2W segment and also applied for World Manufacturer Identifier (WMI) which is likely to be confirmed by mid of July 2022 for all its upcoming vehicles.

Based on ICAT approval, the Company has received necessary assembly parts from China for 2 wheeler. The Company has formed in house assembly line for the 2 & 3 wheeler products where production of 2W has been started with brand name of “Thunderbolt EZ” and “Thunderbolt Smart”. The Company has now introduced this models in market with 130 dealers network PAN India. The Company is targeting 500 dealer network PAN India within next 12 months period.

The Company has started manufacturing of Chassis for captive consumption as well as the Company has received inquiries for manufacturing of chassis for established companies like Hero, Lords Automotive Private Limited, Blix Electric Scooters, Joy Bikes etc. The company has planned to manufacture 5000 chassis per month. The company at advance stage to acquired 80% stake in one of the Company which is having ICAT approval for manufacturing of Motor Controller. The Company will start the documentation and production very shortly.

The company has appointed technical director on Board who was awarded by Hon'ble Prime Minister Shri NarendrabhaiModi for excellence in Electric Vintage Cars. He has invented 26/38/52 seater buses. He has already delivered 6 buses to ZydusCadial at Ahmedabad in 2019 which is running very well since it was delivered. The Company's intend to manufacture this bus for the off-road use for the multinational companies.

The Company has acquired 17 Acre land (750000sqft) on 29th June 2022, through its wholly owned subsidiary company namely EV NEST PRIVATE LIMITED, where the Company is intent to establish in-house facility of key components like Battery, Chassis, Motor Controller, Break Shoe, CED Paint etc.



The Company's vision is not only to manufacture electric vehicles but considering the market scenario and the demand & supply gap of 3W due to BS6 norms, the company will come up with BS6 and CNG variant of 3W (3seater and 6 seater) Auto Rickshaw and Loader. The Company has already submitted 4 vehicles with ICAT Authority for the approval purpose. The Company has signed the MOU with market leader "Greaves Cotton" for the supply of BS6 engines. The Company has planned to manufacture 3W with BS4 engine for the export to African Countries and Sri Lanka where the BS4 demand is at peak.

The company has ordered machinery for the manufacturing of batteries for 2 and 3 Wheeler products. Which will be used for captive consumption.

The company has also started research and development of 4 Wheeler loader vehicle, 4 Wheeler bus and customized cars at the existing Por GIDC location.

***Thunderbolt:***

The Company has planned to introduce its 2w segment vehicle under the brand of "Thunderbolt". This is the flagship EV of the Company. This Scooter is very attractive and has unique features. This scooter is low speed but provides the best riding experience to the rider.



**KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS**

Govindram L. Kabra	Chairman Whole time Director (DIN: 00006621)(upto 02.03.2022)
Radheshyam L. Kabra	Director (DIN:00005997) (upto 02.03.2022)
Mahendra G. Prajapati	Independent Director (DIN: 03270133) (upto 02.03.2022)
Tagaram L.chowdhary	Independent Director (DIN:00483173) (upto 02.03.2022)
Bharti N. Bavishi	Independent Director (DIN:07188858) (upto 02.03.2022)
Rasikbhai A. Rana	Chief Financial Officer (Upto: 28/08/2021)
Radheshyam L. Kabra	Chief Financial Officer (From: 28/08/2021 to 02.03.2022)
Kavit J. Thakkar	Managing Director (w.e.f. 02.03.2022)
Jayesh R. Thakkar	Director (w.e.f. 02.03.2022)
Jayesh V. Chellani	Director (w.e.f. 02.03.2022)
Arvinbhai Thakkar	Director (w.e.f. 02.03.2022)
Dhruv D. Yardi	Chief Financial Officer (w.e.f. 02.03.2022)
Birva H. Patel	Company Secretary & Compliance Officer

**AUDITORS:**

M/S. AMBALAL PATEL &CO.,  
Chartered Accountant,  
Ahmedabad

**BANKERS:**

ICICI Bank Ltd.  
Axis Bank Ltd.

**REGISTRAR & SHARE TRANSFER AGENT:**

Accurate Securities & Registry Private Limited  
203, Shangrila Arcade, Above Samsung Showroom,  
Near Shyamal Cross Road, Satellite,  
Ahmedabad – 380015, Gujarat  
Contact:- +917948000319  
Email: [investor@accuratesecurities.com](mailto:investor@accuratesecurities.com)

**REGISTERED OFFICE:**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat  
Tel. No.:+91- 9824500224  
Email: [info@mercurymetals.in](mailto:info@mercurymetals.in)

**SCRUTINIZER:**

M/s. Vishwas Sharma & Associates  
Company Secretaries

**INTERNAL AUDITOR:**

Mr. Badrilal Pungalia & Co

**SECRETARIAL AUDITOR:**

M/s. Vishwas Sharma & Associates  
Company Secretaries



## **NOTICE**

**NOTICE** is hereby given that the **THIRTY SIXTH (36<sup>th</sup>)** Annual General Meeting (AGM) of the Members of **Mercury Metals Limited** will be held on **Saturday, 24<sup>th</sup> September, 2022** at 1.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

### **ORDINARY BUSINESS:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022, STATEMENT OF PROFITS & LOSS TOGETHER WITH CASH FLOW STATEMENT AND NOTES FORMING PART THERE TO ("FINANCIAL STATEMENT") FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2022 AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. KAVIT JAYESHBHAI THAKKAR (DIN: 06576294) DIRECTOR WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**
- 3. TO APPOINT M/S. M SAHU & CO., CHARTERED ACCOUNTANTS (FRN: 107352W) AS A STATUTORY AUDITOR FOR FINANCIAL YEAR 2022-23 TO FILL CASUAL VACANCY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company at their meeting held on July 25, 2022, consent of the members of the Company be and are hereby accorded to appoint M/s. M Sahu & Co, Chartered Accountants (FRN: 130001W) as Statutory Auditors of the Company for the Financial Year 2022-23 to fill the casual vacancy caused by the resignation of M/s. Ambalal Patel & Co., Chartered accountants (FRN: 100305W) and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration as determined by the Board.

**"RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby authorized to sign and submit necessary e-Forms with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

- 4. TO APPOINT M/S. M SAHU & CO., AS A STATUTORY AUDITOR OF THE COMPANY :**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s. M Sahu & Co, Chartered Accountants (FRN.: 130001W), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 36<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**"RESOLVED FURTHER THAT** any of the director of the Company be and is hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."



**SPECIAL BUSINESS:**

**5. TO REGULARISE MR. HARIT GOPALBHAI SHAH (DIN: 06975567) AS A DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions 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), Mr. Harit Gopalbhai Shah (DIN: 06975567), who was appointed as an Additional Director of the Company with effect from 1st July, 2022 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of ensuing Annual General Meeting of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director under Non-Promoter, Executive Category of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT any of the Director be and is hereby authorized on behalf of the Company to sign and submit necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution.”

**Registered Office**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

By order of Board of Directors  
**MERCURY METALS LIMITED**

**Place: Vadodara**

**Date: 9<sup>th</sup> August, 2022**

Sd/-

**Kavit Jayeshbhai Thakkar**  
**Managing Director**  
**DIN: 06576294**

Sd/-

**Harit Gopalbhai Shah**  
**Director**  
**DIN: 06975567**

**NOTES:**

1. The Annual General Meeting (AGM) will be held on Saturday, 24<sup>th</sup> September, 2022 at 1.00 p.m. (IST) through Video Conferencing (VC)/other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
2. In view of continuing outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively "**MCA Circulars**"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means(VC/OAVM) till December 31, 2021, subject to compliance with various conditions mentioned therein. Similarly, SEBI vide Circular No. 79 dated May 12, 2020 and Circular No. 11 dated January 15, 2021 granted certain relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2021. Further, MCA vide General Circular No. 02/2022 dated May 5, 2022 extended the option to conduct the AGM through VC till December 31, 2022. Similarly, SEBI vide Circular No. 62 dated May 13, 2022 extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2022 subject to certain conditions. In compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36<sup>th</sup> AGM of your Company is being convened and conducted through VC. Hence, members can attend and participate in the Annual General Meeting through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and 20 and also available at the Company's website at [www.mercurymetals.in](http://www.mercurymetals.in)
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means as the authorized E-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the Annual General Meeting will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this notice under Note No. 24.
5. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this Annual General Meeting. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.





7. However, the Body Corporates are entitled to appoint authorized representatives to attend the Annual General Meeting through VC/OAVM and participate thereat and cast their votes through e-voting. Body Corporates whose authorized representatives are intending to attend the Meeting through VC/OAVM are requested to send mail to the Company at email id at [info@mercurymetals.in](mailto:info@mercurymetals.in), a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-Voting.
8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May12, 2020, the Notice of Annual General Meeting along with Annual Report for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling AGM and Annual Report for the Financial Year 2021-22 has been uploaded on the website of the Company at [www.mercurymetals.in](http://www.mercurymetals.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the Notice of Annual General Meetings also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs issued General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/2022 dated May 05, 2022.
10. In continuation of this Ministry of Corporate Affairs issued General Circular No. 03/2022 dated May 05, 2022 and after due examination, it has been decided to allow companies whose Annual General Meetings were due to be held in the year 2022, to conduct their Annual General Meetings on or before December 31, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 May 05, 2020.
11. The helpline number regarding any query / assistance for participation in the Annual General Meeting through VC/ OAVM is 1800225533.
12. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the ordinary and special business and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 set out in the Notice is annexed hereto.
14. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of members and share transfer books of the Company will remain closed from Sunday, September 18, 2022 to Saturday, September 24, 2022 (both days inclusive) for the purpose of Annual General Meeting.
15. As the Annual General Meeting of the Company is held through VC/OAVM, we therefore request the members to submit questions, if any, at least 10 days advance but not later than September 18, 2022 relating to the business specified in this Notice of AGM on the email id at [info@mercurymetals.in](mailto:info@mercurymetals.in) so as to enable the management to keep the information ready.
16. The Securities and Exchange Board of India (SEBI) has mandated the Submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrar and Share Transfer Agent.
17. Members are requested to intimate changes, if any. Pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates nominations,



power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

a. **For shares held electronic form:** to their Depository Participants (DPs)

b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021.

18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAB/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 transportation.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

19. As per the provisions of Section 72 of the Companies Act, 2013 and the SEBI Circular, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company/Registrar and Transfer Agent in case the shares are held in physical form.

20. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, Accurate Securities & Registry Private Limited at 203, Shangrila Arcade, Above Samsung Showroom, Near Shyamal Cross Road, Satellite, Ahmedabad-380015, Gujarat. In case of joint holders, the Members whose name appears as the first holder in the order of name as per the Register of Members of the Company will be entitled to vote during the AGM.

21. Those Shareholders whose email ids are not registered can get their email id registered as follows:

a. Members holding shares in demat form can get their email id registered by contacting their respective Depository Participant.

b. Members holding shares in the physical form can get their email id by contacting our Registrar and Share Transfer Agent "Accurate Securities & Registry Pvt. Ltd." on their email id at [info@accuratesecurities.com](mailto:info@accuratesecurities.com).

22. Members who wish to inspect the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement on the date of AGM will be available for inspection in electronic mode can send an email to [info@mercurymetals.in](mailto:info@mercurymetals.in).

23. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**24. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING ANNUAL GENERAL MEETING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

i. The voting period begins on Wednesday, 21<sup>st</sup> September, 2022 at 09.00 a.m. to Friday, 23<sup>rd</sup> September, 2022 at 5.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 17<sup>th</sup> 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.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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 (hereinafter referred as '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.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<b>TYPE OF SHAREHOLDERS</b>	<b>LOGIN METHOD</b>
Individual Shareholders holding securities in Demat mode with CDSL	1. Users of who have opted for CDSL's 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 URLs 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2. After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/ACCURATESECURITIES as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.
	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> .
	4. Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the Annual General Meeting.
Individual Shareholders holding securities in demat mode with NSDL	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.nsd.com">https://eservices.nsd.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 & voting during the meeting.
	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> .

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:athelpdesk.evoting@cdslindia.com">athelpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:atevoting@nsdl.co.in">atevoting@nsdl.co.in</a> or call at toll free no.: 1800 1020990 and 1800 224430

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders:

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on Shareholders
- 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) Members holding shares in Physical form should enter Folio Number registered with the Company
  - d) Next enter the Image Verification as displayed and Click on Login
- 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) a voted on an earlier 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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</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 Bankdetails field as mentioned in instruction (iv).</li> </ul>



- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN of the Company.
- ix. 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.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on "Click here to print" option on the
- xiv. 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. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
- xvii. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [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, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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, if 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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- a) 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.
- b) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account



statement, PAN(self-attested scanned copy of PAN card), AADHAR(self-attested scanned copy of Aadhar Card) to Company/RTA email id.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

**25. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE ANNUAL GENERAL MEETING ON E-VOTING SYSTEM ARE AS UNDER:-**

- a. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the Annual General Meeting.
- c. If any Votes are casted by the members through the e-voting available during the Annual General Meeting and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the Annual General Meeting.

**26. INSTRUCTION FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER: -**

1. The procedure for attending meeting & e-voting on the day of the Annual General Meeting is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance at least 7 days before Annual General Meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@mercurymetals.in](mailto:info@mercurymetals.in)



8. Shareholders who would like to express their views/have questions may send their questions in advance in advance at least 7 days before AGM mentioning their name demat account number/folio number, email id, mobile number at [info@mercurymetals.in](mailto:info@mercurymetals.in). The same will be replied by the company suitably
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**27. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**

1. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Saturday, 17<sup>th</sup> September, 2022 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
2. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Annual General Meeting and prior to the Cut-off date i.e. Saturday, 17<sup>th</sup> September, 2022 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part.
3. The remote e-voting will commence on Wednesday, 21<sup>st</sup> September, 2022 at 09.00 a.m. to Friday, 23<sup>rd</sup> September, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off Saturday, September 17, 2022, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
4. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their share in the paidup equity share capital of the Company as on the Cut-off date i.e. Saturday, 17<sup>th</sup> September, 2022.

The Board of Directors of the Company has appointed Mr. CS Vishwas Sharma, Practicing Company Secretary, Proprietor of M/s. Vishwas Sharma & Associates (Membership No. ACS: 33017; COP No: 16942), to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

If you have any queries or issues regarding attending Annual General Meeting & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 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, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

**Place: Vadodara**

**Date: 9<sup>th</sup> August, 2022**

**By order of Board of Directors  
MERCURY METALS LIMITED**

Sd/-

**Kavit Jayeshbhai Thakkar**  
Managing Director  
DIN: 06576294

Sd/-

**Harit Gopalbhai Shah**  
Director  
DIN: 06975567

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT 2013****Item No. 3**

The Members of the Company at its 33<sup>rd</sup> Annual General Meeting held on 20<sup>th</sup> September, 2019 had appointed M/s Ambalal Patel & Co (FRN:100305W) as the Statutory Auditors of the Company to hold office from the conclusion of 33<sup>rd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company.

However, M/s Ambalal Patel & Co. vide their letter dated 25<sup>th</sup> July, 2022 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Your board approached to M/s. M Sahu & Com, Chartered Accountants (FRN:130001W) to act as Statutory Auditor of the Company and received their affirmation. Therefore, Board of Directors in their meeting held on 25<sup>th</sup> July, 2022 on the recommendation of Audit Committee has appointed M/s. M Sahu & Com, Chartered Accountants (FRN:130001W) as a Statutory Auditor to fill the casual vacancy caused by the resignation of M/s, Ambalal Patel & Co (FRN:100305W) to hold office as the Statutory Auditor of the Company till the conclusion of 36<sup>th</sup> Annual General Meeting for the Financial Year 2021-22 and to fill the casual vacancy caused by the resignation of M/s Ambalal Patel & Co. subject to the approval by the members at the 36<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s M Sahu & Com, Chartered Accountants (FRN:100305W) to act as Statutory Auditor of the Company in place of M/s Ambalal Patel & Co., Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

**Item No. 4**

The Board of Directors at their meeting held on 25<sup>th</sup> July, 2022, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. M Sahu & Co., Chartered Accountants (FRN: 130001W), as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the 36<sup>th</sup> Annual General Meeting, till the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company to be held in 2027 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s M Sahu & Co., Chartered Accountants to act as Statutory Auditor of the Company in place of M/s Ambalal Patel & Co., Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or





interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

**Item No.5**

Mr. Harit Gopalbhai Shah (DIN: 06975567) has been appointed as an Additional Director under the category of Non-Promoter, Executive Director of the Company by the Board of Directors with effect from 1<sup>st</sup> July, 2022 under section 161 of the Companies Act, 2013, Mr. Harit Gopalbhai Shah (DIN: 06975567) who shall hold the office upto the date of ensuing Annual General Meeting. However, He is eligible for appointment as a Director. Due notice under section 160 of the Act has been received to propose her as a candidate for the office of Director of the Company. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Harit Gopalbhai Shah by the Company. Mr. Harit Gopalbhai Shah (DIN: 06975567) has consented to the proposed appointment and declared qualified.

The Brief profile of Mr. Harit Gopalbhai Shah (DIN: 06975567) in terms of Regulation 36 (3) of the Listing Regulations are provided as Annexure to this Notice.

The Board is of the opinion that the appointment and presence of Mr. Harit Gopalbhai Shah on the Board as the Managing will be desirable, beneficial and in the best interest of the Company.

The Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members.

None of the Directors of the Company except Mr. Suresh Harit Gopalbhai Shah, is concerned or interested in the proposed resolution

**Registered Office**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

**Place: Vadodara**

**Date: 9<sup>th</sup> August, 2022**

**By order of Board of Directors  
MERCURY METALS LIMITED**

Sd/-

**Kavit Jayeshbhai Thakkar**  
**Managing Director**  
**DIN: 06576294**

Sd/-

**Harit Gopalbhai Shah**  
**Director**  
**DIN: 06975567**

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 36<sup>th</sup> ANNUAL GENERAL MEETING****{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}**

<b>NAME</b>	<b>Mr.Harit Gopalbhai Shah</b>	<b>Mr. KavIt Jayeshbhai Thakkar</b>
<b>DIN</b>	06975567	06576294
<b>Designation</b>	Director	Managing Director
<b>Date of Birth</b>	14/11/1984	
<b>Date of Appointment</b>	01/07/2022	02/03/2022
<b>Qualification and experience in specific functional area</b>	Engineering Graduate with decades of experience in E. V. Manufacturing and Renewable Energy sector	Mr. KavIt Jayeshbhai Thakkar is a management graduate in "Innovation & Entrepreneurship" from Symbiosis Institute of Business Management, Pune.
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirement</b>	Not Applicable	Not Applicable
<b>Directorship held in Other companies*</b>	1	NA
<b>Membership/Chairmanships of Committee in other Public Companies</b>	Nil	Nil
<b>Number of Shares Held in the Company</b>	Nil	38,33,364
<b>Relationships between Directors inter-se</b>	NA	NA

**\*Pvt. Companies excluded**

**Registered Office**  
367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

**Place: Vadodara**  
**Date: 9<sup>th</sup> August, 2022**

**By order of Board of Directors**  
**MERCURY METALS LIMITED**

Sd/-  
**KavIt Jayeshbhai Thakkar**  
Managing Director  
DIN: 06576294

Sd/-  
**HarIt Gopalbhai Shah**  
Director  
DIN: 06975567



## DIRECTOR'S REPORT

To,  
**THE MEMBERS,**

Your Directors have pleasure in submitting their 36<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31<sup>st</sup> March, 2022.

### FINANCIAL PERFORMANCE/HIGHLIGHTS:

During the year under review, your Company has made profit of Rs.23.29 Lakhs. However, your Directors look forward to improve the financial position of the Company and are optimistic about the future growth and performance of the Company.

The summarized financial results of the Company for the period ended 31<sup>st</sup> March, 2022 are as follows:

(Amount in Lakhs.)

Particulars	Year Ending 31 <sup>st</sup> March, 2022	Year Ending 31 <sup>st</sup> March, 2021
Revenue from Operations	118.17	114.82
Other Income	4.01	3.24
<b>Total Income</b>	<b>122.18</b>	<b>118.05</b>
Less: Expenditure	90.59	126.85
Profit/(loss)before Interest, Depreciation, Tax	31.59	(8.80)
Less: Interest	0	0
Less: Depreciation & Amortization Cost	0	0
Less: Extraordinary items	0	0
<b>Profit/(loss)Before Tax</b>	<b>31.59</b>	<b>(8.80)</b>
Less: Tax Expenses	8.50	0
<b>Profit/(loss)after Tax</b>	<b>23.09</b>	<b>(8.80)</b>
Other Comprehensive Income	0.20	0.10
<b>Total Comprehensive Income</b>	<b>23.29</b>	<b>(8.70)</b>

### OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

The total Revenue of the Company for the Current Financial year 2021-22 is Rs. 122.18 lakhs as compared to Rs. 118.05 lakhs in the Previous Financial year 2020-21. The Company's profit after tax for the Current Financial year 2021-22 is recorded at Rs. 23.09 lakhs, as against loss of 8.70 lakhs in the Previous Financial year 2020-21

Your directors are confident and optimistic of achieving upward growth and achieving much better results in the coming years.

### AMOUNT TRANSFERRED TO RESERVE:

During the year under review, the Company has not transferred any amount to reserves.



## **OPEN OFFER AND CHANGE IN MANAGEMENT**

During the year under review, Mr. Kavita Jayeshbhai Thakkar as Acquirer 1 and Mrs. Aartiben Jayeshbhai Thakkar as Acquirer 2 have entered into a Share Purchase Agreement (“SPA”) dated 13<sup>th</sup> October 2021 with the promoters and promoter group of the Target Company naming Mr. Govindram Laluram Kabra, Mr. Radheshyam LaluramKabra, Mr. Girjaben Radheshyam, Mr. Kaushalya Dinesh Lahoti, Mr. Dinesh Ramchandra Lahoti, Ms. Neha Kabra, Mr. Pratik Radheshyam Kabra and Ms. Jinal Pratik Kabra (“Sellers”) for acquisition of 34,61,208 (Thirty Four Lacs Sixty One Thousand Two Hundred and Eight) equity shares (“Sale Shares”) of face value of ₹ 1/- each representing 49.78% of the paid up and voting equity share capital of the Company. The Acquirers did an open offer to the public shareholders under the SEBI (SAST) Regulations, 2011 and acquired control of the Company.

Further Mr. Kavita Jayeshbhai Thakkar and Mrs. Aarti Jayeshbhai Thakkar have acquired the equity shares of old promoters and became the promoters of the Company through an open offer in accordance with SEBI (SAST) Regulations, 2011. The Company has been taken over by new promoters and the old management viz. Mr. Govindram Laluram Kabra the Chairman & whole time Director, Mr. Radheshyam Laluram Kabra a Promoter Non-Executive Director, Mr. Mahendra Gangaram Prajapati an Independent Director, Bharti NimishBavishi an Independent Director, Mr. Tagaram L. Chowdhary an Independent Director have tendered their resignation from the respective designation with effect from March 2, 2022. Your Directors place on record their appreciation of valuable services rendered during their tenure as a director & Management of the Company.

The Board is re-organised with the new management viz. Mr. Kavita Jayeshbhai Thakkar, the Chairman & Managing Director, Mr. Jayesh Raichandbhai Thakkar a Non- Executive Director, Mr. JayeshVimal Chellani an Independent Director, Mr. Arvindkumar Thakkar an Independent Director, and Mr. Dhruv Deepak Yardi as a Chief Financial Officer with effect from March 02, 2022.

## **RIGHT ISSUE**

The Board of Directors of your Company at its meeting held on 22<sup>nd</sup> June, 2022 decided to raise funds through issuance and allotment of equity shares of face value of Re.1 each (‘Equity Shares’) for up to an aggregate amount of up to Rs. 48,00,00,000/- (Rupees Forty Eight Crores only), on Rights basis on such terms (as decided by the Board of Directors or a duly constituted committee of the Board of Directors at a later date) to the eligible equity shareholders of the Company, as on the record date. The purpose/object to raise capital is mentioned in Offer Letter. Accordingly, your Company came out with Issue of 15,99,14,548 fully paid up equity shares of face value of Re.1/- each (the “rights equity shares”) for cash at a price of Rs.3/- per rights equity share (including a premium of Rs.2/- per rights equity share) aggregating to Rs.47,97,43,752/- on a Rights basis to the existing eligible equity shareholders in the ratio of 23 (Twenty Three) Rights equity shares for every 1 (One) equity shares held by the eligible equity shareholders on the record date, that is on 04<sup>th</sup> August, 2022. The Rights Issue will open on August 16, 2022 and will close on August 30, 2022.

## **INCREASE IN AUTHORISED SHARE CAPITAL**

The Authorized share capital of the Company is Rs. 10,00,00,000 consisting of 1,00,00,000 Equity Shares of Rs. 10 each. There was no change in the Authorised Share Capital of the Company during the year under review.

The Company has increased its Authorised Share Capital from Rs. 10,00,00,000 (Rupees Ten crore Only) divided into 10,00,00,000 (Ten crore) Equity Shares of Re.1/ (Rupee OneOnly) each to Rs. 48,00,00,000 (Rupees Forty Eight crore Only)divided into 48,00,00,000 (Forty Eight crore) Equity Shares ofRe.1/(Rupee One Only) each by passing shareholder resolution through through Postal Ballot resolution which shall deemed to have been passed on last day of e-voting on 30<sup>th</sup> May, 2022



### **INCREASE IN ISSUED, SUBSCRIBED & PAID-UP SHARE CAPITAL**

The Issued, Subscribed and paid Up Capital of the Company is Rs. 69,52,808 consisting of 69,52,808 equity Shares of Re. 1/- each as on 31<sup>st</sup> March, 2022.

There was no change in the Issued, Subscribed and paid Up Capital of the Company during the year under review.

### **CHANGE OF REGISTERED OFFICE:**

During the year under review, there was no change in address of Registered office of the Company. The Company has been acquired by new promoter who stay and work in Vadodara therefore, the Board of Directors of the Company in their meeting held on 5<sup>th</sup> April, 2022 has decided to shift the Registered Office and the Members of the Company has approved the shifting of Registered office of the Company from "36, Advani Market O/S Delhi Gate, Shahibaug, Ahmedabad-380004, Gujarat" to "Vadodara" in the state of Gujarat through Postal Ballot resolution which shall be deemed to have been passed on last day of e-voting on 30<sup>th</sup> May, 2022.

### **DIVIDEND:**

In order to conserve the resources for the future, the Board of Directors has not recommended any dividend for the year.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

### **ACQUISITION:**

After the end of the Financial Year 31.03.2022, the Company has acquired 100% stake in Kavit Infra Projects Private Limited and due to such acquisition, Kavit Infra Projects Private Limited becomes 100% wholly owned subsidiary of the Company.

### **CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY:**

During the year, there is no change in the nature of the business of the Company. However, the Company has amended its main object clause of Memorandum of Association (MOA) and added more objects related to Electronic Vehicle Sector in order to commence this business activities through Postal Ballot resolution which shall be deemed to have been passed on the last day of e-voting on 30<sup>th</sup> May, 2022.

### **DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

### **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this financial statements relate and the date of this report.



**DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:**

The Company does not have any Risk Management Policy or any statement concerning development and implementation of risk management policy of the company as the elements of risk threatening the Company's existence are very minimal.

**PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

**A. CONSERVATION OF ENERGY:**

- I. the steps taken or impact on conservation of energy: **Nil**
- II. the steps taken by the company for utilizing alternate sources of energy: **None**
- III. the capital investment on energy conservation equipments: **Nil**

**B. TECHNOLOGY ABSORPTION:**

- i. the efforts made towards technology absorption: **None**
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution: **None**
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - a) the details of technology imported: **None**
  - b) the year of import: **N.A.**
  - c) whether the technology been fully absorbed: **N.A.**
  - d) if not fully absorbed, areas where absorption has not taken place, and thereasons thereof: **N.A.**
  - e) the expenditure incurred on Research and Development: **Nil**

**C. FOREIGN EXCHANGE EARNING & OUTGO:**

Foreign Exchange Earning: NIL

Foreign Exchange Outgo: NIL

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The provision of section 135(1) of Companies Act 2013 i.e. Corporate Social Responsibility is not applicable on the company. Therefore the Company has not constituted CSR committee.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

During the year under review, the Company has not given any loan, guarantee or provided security in connection with the loan to any other body corporate or person or made any investments hence no particulars of the loans, guarantees or investments falling under the provisions of Section 186 of the Companies Act, 2013 are provided by the Board.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

The Company has not entered and executed any related party transactions during the year under review as per the provisions of Section 188 of the Act and Rules made thereunder read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



Your directors draw attention of the members to notes to the financial statements which inter-alia set out related party disclosures. The Policy on materiality of related parties' transactions and dealing with related parties as approved by the Board may be accessed on your Company's website at [www.mercurymetals.in](http://www.mercurymetals.in)

**BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:**

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Board Meeting held</b>	<b>No. of Board Meeting attended</b>	<b>Attendant at the last AGM</b>
Mr. Govindram Laluram Kabra (Resigned with effect from 2 <sup>nd</sup> March, 2022)	Chairman and Whole Time Director	Promoter, Executive	8	8	YES
Mr. Radheshyam Laluram Kabra (Resigned with effect from 2 <sup>nd</sup> March, 2022)	Director	Promoter, Non Executive	8	8	YES
Mr. Mahendra Gangaram Prajapati (Resigned with effect from 2 <sup>nd</sup> March, 2022)	Independent Director	Non-Executive, Independent	8	8	YES
Ms. Bharti Nimish Bavishi (Resigned with effect from 2 <sup>nd</sup> March, 2022)	Independent Director	Non-Executive, Independent	8	8	YES
Mr. Tagaram L. Chowdhary (Resigned with effect from 2 <sup>nd</sup> March, 2022)	Independent Director	Non-Executive, Independent	8	8	YES
Mr. Rasikbhai Rana (Resigned with effect from 2 <sup>nd</sup> March, 2022)	Chief Financial Officer	-	-	-	YES
Mr. Kavita Jayeshbhai Thakkar (Appointed with effect from 2 <sup>nd</sup> March, 2022)	Managing Director	Promoter, Executive	8	1	NA
Mr. Jayesh Raichandbhai Thakkar (Appointed with effect from 2 <sup>nd</sup> March, 2022)	Director	Non-Executive, Non-Independent	8	1	NA
Mr. Jayesh Vimal Chellani (Appointed with effect from 2 <sup>nd</sup> March, 2022)	Independent Director	Non-Executive, Independent	8	1	NA



effect from 2 <sup>nd</sup> March, 2022)					
Mr. Arvindkumar Babulal Thakkar (Appointed with effect from 2 <sup>nd</sup> March, 2022)	Independent Director	Non-Executive, Independent	8	1	NA
Ms.Manshi Jain (Appointed with effect from 29 <sup>th</sup> March, 2022)	Independent Director	Non-Executive, Independent	8	0	NA
Mr. Harit Gopalbhai Shah (Appointed with effect from 1 <sup>st</sup> July, 2022)	Director	Non-Promoter, Executive	8	0	NA
Mr. Dhruv Deepak Yardi (Appointed with effect from 2 <sup>nd</sup> March, 2022)	Chief Financial Officer	-	-	-	NA
Ms. Birva H. Patel (Resigned with effect from 5 <sup>th</sup> May, 2022)	Company Secretary	-	-	-	NA
Mr. Mikil Gohil (Appointed with effect from 5 <sup>th</sup> May, 2022)	Company Secretary	-	-	-	NA

**i. Inductions and Cessation during the year:**

There were following inductions and Cessations made by the board of directors during the year under review:

- a) Mr. Govindram Laluram Kabra has resigned from the position of Chairman and Whole Time Director of the Company with effect from 2<sup>nd</sup> March, 2022.
- b) Mr. Radheshyam Laluram Kabra has resigned from the position of Director with effect from 2<sup>nd</sup> March, 2022.
- c) Mr. Mahendra Gangaram Prajapati has resigned from the position of Independent Director with effect from 2<sup>nd</sup> March, 2022.
- d) Ms. Bharti Nimish Bavishi has resigned from the position of Independent Director with effect from 2<sup>nd</sup> March, 2022.
- e) Mr. Tagaram L. Chowdhary has resigned from the position of Independent Director with effect from 2<sup>nd</sup> March, 2022.
- f) Mr. Rasik bhai Rana has resigned from the position of Chief Financial Officer with effect from 2<sup>nd</sup> March, 2022.
- g) Mr. Kavita Jayesbhai Thakkar has been appointed as Additional Director under the category of Managing Director of the Company with effect from 2<sup>nd</sup> March, 2022 and he has been regularised by





the members through postal ballot resolution which shall deemed to have been passed on last of e-voting on 30<sup>th</sup> May, 2022.

- h) Mr. Jayesh Raichandbhai Thakkar has been appointed as Additional Director under the category of Non-Executive Director of the Company with effect from 2<sup>nd</sup> March, 2022 and he has been regularised by the members through postal ballot resolution which shall deemed to have been passed on last of e-voting on 30<sup>th</sup> May, 2022. However, he had resigned from the position of Director with effect from 1<sup>st</sup> July, 2022.
- i) Mr. Jayesh Vimal Chellani has been appointed as Additional Director under the category of Independent Director of the Company with effect from 2<sup>nd</sup> March, 2022 and he has been regularised by the members through postal ballot resolution which shall deemed to have been passed on last of e-voting on 30<sup>th</sup> May, 2022.
- j) Mr. Arvind kumar Thakkar has been appointed as Additional Director under the category of Independent Director of the Company with effect from 2<sup>nd</sup> March, 2022 and he has been regularised by the members through postal ballot resolution which shall deemed to have been passed on last of e-voting on 30<sup>th</sup> May, 2022.
- k) Mr. Dhruv Deepak Yardi has been has been appointed as Chief Financial Officer of the Company with effect from 2<sup>nd</sup> March, 2022.

**Further, the following inductions and Cessation made by the board of directors after the end of Financial year ended on 31<sup>st</sup> March 2022:**

- a) Mr. Jayesh Raichandbhai Thakkar had resigned from the position of Director with effect from 1<sup>st</sup> July, 2022.
- b) Mr. Harit Gopalbhai Shah has been appointed as Additional Director under the category of Non-Promoter, Executive Director of the Company with effect from 1<sup>st</sup> July, 2022.
- c) Ms. Birva H. Patel had resigned from the position of Company Secretary and Compliance Officer of the Company with effect from 5<sup>th</sup> May, 2022.
- d) Mr. Mikil N. Gohilhas been appointed as Company Secretary and Compliance Officer of the Company with effect from 5<sup>th</sup> May, 2022.
- e) Ms. Manshi Jain has been appointed as Additional Director under the category of Independent Director of the Company with effect from 5<sup>th</sup> April, 2022 and he has been regularised by the members through postal ballot resolution which shall deemed to have been passed on last of e-voting on 30<sup>th</sup> May, 2022.

**ii. Retirement by rotation:**

In accordance with the provisions of section 152[6] of the Act and in terms of Articles of Association of the Company, Mr. Kavita Jayeshbhai Thakkar (DIN: 06576294) being liable to retire by rotation, shall retire at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. The Board recommends his reappointment.

**iii. Declaration of Independence:**

Mr. Mahendra Gangaram Prajapati, Ms. Bharti NimishBavishi and Mr.Tagaram L. Chowdhary were Independent Directors the Company during the financial year ended on 31<sup>st</sup> March, 2022. However, they have resigned from the position of Independent Director of the Company and Mr. Jayesh Vimal Chellani and Mr. Arvindkumar Thakkar has been appointed as an Independent Director of the Company with effect from 2<sup>nd</sup> March, 2022.The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued there under as



well as Regulation 16(1)(b) of Listing Regulations (including any Statutory modification(s) or re-enactment(s) for the time being in force).

The Board is of the opinion that all Independent Directors of the Company possess requisite qualifications, experience, expertise and they hold highest standards of integrity.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board /Committee of the Company.

**iv. Evaluation of Board's Performance:**

Pursuant to provisions of the Companies Act and the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, performance of the Chairman, the Committees and independent Directors without Participation of the relevant Director. The Nomination and Remuneration Committee of the Board continuously evaluates the performance of the Board and provides feedback to the Chairman of the Board. The independent directors had a separate meeting without the presence of any non-independent directors and management and considered and evaluated the Board's performance, performance of the Chairman and other non-independent directors and shared their views with the Chairman. The Board had also separately evaluated the performance of the Committees and independent directors without participation of the relevant director.

**v. Profile of Directors Seeking Appointment / Reappointment:**

As required under regulation 36(3) of SEBI (LODR), 2015, particulars of the Directors retiring and seeking reappointment at the ensuing Annual General Meeting is annexed to the notice convening 36<sup>th</sup> Annual General Meeting.

**NUMBER OF BOARD MEETINGS:**

Regular meetings of the Board are held to discuss and decide on various business policies, strategies, financial matters and other businesses.

During the year under review, the Board duly met Eight (8) times on 20<sup>th</sup> April, 2021, 28<sup>th</sup> June, 2021, 14<sup>th</sup> August, 2021, 28<sup>th</sup> August, 2021, 15<sup>th</sup> September, 2021, 12<sup>th</sup> November, 2021, 14<sup>th</sup> February, 2022 and 2<sup>nd</sup> March, 2022 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

**KEY MANAGERIAL PERSONNEL:**

As on the date of this report, the following are the key Managerial Personnel of the company

- a) Mr. Kavit Jayesbhai Thakkar, Managing Director (w.e.f. 2<sup>nd</sup> March, 2022)
- b) Mr. Govindram Laluram Kabra, Chairman and Whole-Time Director (till 2<sup>nd</sup> March, 2022)
- c) Mr. Dhruv Deepak Yardi, Chief Financial Officer (with effect from 2<sup>nd</sup> March, 2022)
- d) Mr. Rasikbhai Rana, Chief Financial Officer (till 2<sup>nd</sup> March, 2022)
- e) Mr. Mikil N. Gohil, Company Secretary and Compliance Officer (with effect from 5<sup>th</sup> May, 2022)
- f) Ms. Birva H. Patel, Company Secretary and Compliance Officer (till 5<sup>th</sup> May, 2022)

**INDEPENDENT DIRECTORS' MEETING:**

The Independent Directors met on 28<sup>th</sup> June, 2021 and 2<sup>nd</sup> March, 2022 to discuss the performance evaluation of the Board, Committees, Chairman and the individual Directors and the quorum was present throughout the meeting..

The Independent Directors reviewed the performance of the non-independent Directors and Board as whole. The performance of the Chairman taking into account the views of executive Directors and Non-Executive Directors and assessed the quality, quantity and timeline of flow of information between company management and Board.

**DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- a) in the preparation of the annual financial statements for the year ended on 31<sup>st</sup> March, 2022, applicable accounting standards have been followed along with proper explanation relating to material departures, if any,
- b) such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2022 and of the profit of the company for the year ended on that date,
- c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities,
- d) the annual financial statements are prepared on a going concern basis
- e) proper internal financial controls are in place and that the financial controls are adequate and are operating effectively and
- f) the systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively.

**DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE:**

Pursuant to the provisions of section 177(8) of the Companies Act, 2013, the Board hereby disclose the composition of the Audit Committee and other relevant matters as under:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>Category</b>	<b>Number of meeting held</b>	<b>Number of meeting attended</b>
1.	Mr.Mahendra G. Prajapati*	Chairman	Non-Executive, Independent	5	4
2.	Mrs. Bharti NimishBavishi**	Member	Non-Executive, Independent	5	4



3.	Mr.Radheshyam L. Kabra#	Member	Non-Executive Director	4	4
4.	Mr.JayeshVimalChellani*	Chairman	Non-Executive, Independent	5	1
5.	Mr.Arvindkumar Thakkar**	Member	Non-Executive, Independent	5	1
6.	Mr.KavitJayeshbhai Thakkar#	Member	Promoter, Executive	5	1

The Committee was reconstituted on 2<sup>nd</sup> March, 2022 due to changes in the Board of directors of the Company as below:

\* Mr. Mahendra G. Prajapaticeased to be Chairperson and Member of this committee and Mr.JayeshVimalChellani has been inducted as Chairperson and Member of this committee with effect from 2<sup>nd</sup> March, 2022

\*\* Mrs. Bharti NimishBavishiceased to be Member of this committee and Mr. Arvindkumar Thakkar has been inducted as Member of this committee with effect from 2<sup>nd</sup> March, 2022.

# Mr. Radheshyam L. Kabraceased to be Member of this committee and Mr. KavitJayeshbhai Thakkarhas been inducted as Member of this committee with effect from 2<sup>nd</sup> March, 2022.

The present committee comprises Mr. Jayesh Vimal Chellani as Chairman and Mr. Arvindkumar Thakkar and MR. Kavit Jayesh Thakkar as members.

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

**The broad terms of reference of the Audit Committee are as under:**

- Reviewing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Recommending the appointment, remuneration and terms of appointment of external Auditor.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control system.
- Discussions with Internal Auditor on any significant findings and follow up there on.

During the financial year ended on 31<sup>st</sup> March 2022, the Audit Committee met Five times on 28<sup>th</sup> June, 2021, 14<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021 , 14<sup>th</sup> February, 2022 and 02<sup>nd</sup> March, 2022.

**VIGIL MECHANISM/ WHISTLE BLOWER POLICY POLICY FOR THE DIRECTORS AND EMPLOYEES:**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has established vigil mechanism/Whistle Blower Policy for Directors and employees of the Company to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct and ethics Policy. The said mechanism also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Board of Directors of the Company frequently reviews the vigil mechanism/whistle blower policy in order to ensure adequate safeguards to employees and Directors against victimization.

The said policy is also available on the website of the Company at [www.mercurymetals.in](http://www.mercurymetals.in)

**DISCLOSURE OF COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

The details of composition of Nomination and Remuneration Committee are as follows:

Sr. No.	Name of the Member	Designation	Category	Number of meeting held	Number of meeting attended
1.	Shri Mahendra G. Prajapati*	Chairman	Non-Executive, Independent	5	4
2.	Shri Bharti N. Bavishi**	Member	Non-Executive, Independent	5	4
3.	Shri RadheshyamKabra#	Member	Non-Executive Director	5	4
4.	Mr. Arvindkumar Thakkar*	Chairman	Non-Executive, Independent	5	1
5.	Mr. Jayesh Vimal Chellani**	Member	Non-Executive, Independent	5	1
6.	Mr. Jayeshbhai Raychandbhai Thakkar#	Member	Non-Executive Non Independent Director	5	1
7.	Ms. Manshi Jain##	Member	Non-Executive, Independent	5	1

The Committee was reconstituted on 2<sup>nd</sup> March, 2022 due to changes in the Board of directors of the Company as below:

\* Mr. Mahendra G. Prajapati ceased to be Chairperson and Member of this committee and Mr. Arvindkumar Thakkar has been inducted as Chairperson and Member of this committee with effect from 2<sup>nd</sup> March, 2022

\*\* Mrs. Bharti NimishBavishiceased to be Member of this committee and Mr. JayeshVimalChellani has



been inducted as Member of this committee with effect from 2<sup>nd</sup> March, 2022.

# Mr. Radheshyam L. Kabra ceased to be Member of this committee and Mr. Jayeshbhai Raychandbhai Thakkar has been inducted as Member of this committee with effect from 2<sup>nd</sup> March, 2022.

**The Committee was further reconstituted on 1<sup>st</sup> July, 2022 due to changes in the Board of directors of the Company as below:**

## Mr. Jayeshbhai Raychandbhai Thakkar ceased to be Member of this committee and Ms. Mansi Jain has been inducted as Member of this committee with effect from 1<sup>st</sup> July, 2022.

**The broad terms of reference of the Nomination and Remuneration Committee are as under:**

- Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board

**Meetings of Nomination and Remuneration Committee:**

During the financial year ended on 31<sup>st</sup> March 2022, the Audit Committee met Five times on 28<sup>th</sup> June, 2021, 14<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021, 14<sup>th</sup> February, 2022 and 02<sup>nd</sup> March, 2022.

**Policy on Directors' Appointment & Remuneration:**

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The said policy is accessible on the Company's official website at [www.mercurymetals.in](http://www.mercurymetals.in)

We affirm that the remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy of the Company.

**Annual Evaluation of Board, Committees and Individual Directors:**

Pursuant to the provisions of the Act, Listing Regulations, 2015 and the Remuneration Policy of the Company, the Board of Directors/ Independent Directors/ Nomination and Remuneration Committee (as applicable) has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including the Chairman of the Board of Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees. Such evaluation is presented to the Nomination and Remuneration Committee and the Board of Directors (as applicable).

Directors express their satisfaction with the evaluation process.

**DISCLOSURE OF COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee is constituted in compliance with the requirements of Section 178 of the Companies Act, 2013. Company Secretary is the Compliance Officer, who acts as the Secretary to the Committee and the Members of the Committee are:

The Stakeholders Relationship Committee comprises of the following members:

Sr. . No.	Name of the Member	Designation	Category	Number of meeting held	Number of meeting attended
1.	Shri Mahendra G. Prajapati*	Chairman	Non-Executive, Independent	2	2
2.	Shri Bharti N. Bavishi*	Member	Non-Executive, Independent	2	1
3.	Shri RadheshyamKabra*	Member	Non-Executive Director	2	1
4.	Mr. Arvindkumar Thakkar**	Chairman	Non-Executive, Independent	2	1
5.	Mr. JayeshVimalChellani**	Member	Non-Executive, Independent	2	1
6.	Mr. Jayeshbhai Raychandbhai Thakkar**	Member	Non-Executive, Non Independent Director	2	1
7.	Mr. HaritGopalbhai Shah	Member	Non-Promoter, Executive	2	1

**The Committee was reconstituted on 2<sup>nd</sup> March, 2022 due to changes in the Board of directors of the Company as below:**

- \* Mr. Mahendra G. Prajapati ceased to be Chairperson and Member of this committee and Mr. Arvindkumar Thakkar has been inducted as Chairperson and Member of this committee with effect from 2<sup>nd</sup> March, 2022
- \*\* Mrs. Bharti NimishBavishiceased to be Member of this committee and Mr. JayeshVimalChellani has been inducted as Member of this committee with effect from 2<sup>nd</sup> March, 2022.
- # Mr.Radheshyam L. Kabra ceased to be Member of this committee and Mr. JayeshbhaiRaychandbhai Thakkar has been inducted as Member of this committee with effect from 2<sup>nd</sup> March, 2022.

The Committee was further reconstituted on 1<sup>st</sup> July, 2022 due to changes in the Board of directors of the Company as below:

- ## Mr. JayeshbhaiRaychandbhai Thakkar ceased to be Member of this committee and Ms. Mansi Jain has been inducted as Member of this committee with effect from 1<sup>st</sup> July, 2022.

**Details of Investor's grievances/ Complaints:**

No. of Complaints pending as on April 01, 2021	Nil
No. of Complaints identified and reported during Financial Year 2021-22	01
No. of Complaints disposed during the year ended March 31, 2022	01
No. of pending Complaints as on March 31,2022	Nil



Mr. Mikil M. Gohil is the Compliance Officer of the Company for the above purpose. There were no pending requests for share transfer/dematerialization of shares as of 31<sup>st</sup> March 2022.

**Compliance Officer:**

The Compliance officer of the Company was Mrs. Birva H. Patel till 5<sup>th</sup> May, 2021. However, She had resigned from the position of Compliance Officer of the Company and Mr. Mikil N. Gohil was appointed as Compliance Officer of the Company with effect from 5<sup>th</sup> May, 2021.

**Meetings of the Committee:**

The Committee duly met 2 times on 14<sup>th</sup> August 2021 and 2<sup>nd</sup> March 2022.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

The Company has placed an adequate Internal Financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

During the year under review, The Company does not have any Subsidiary, Joint venture or Associate Company.

The Company has acquired 100% stake in Kavit Infra Projects Private Limited and due to such acquisition, Kavit Infra Projects Private Limited becomes wholly owned subsidiary of the Company and the Company has incorporated one Subsidiary Company namely Powermets Energy Private Limited on 10<sup>th</sup> August, 2022 i.e. after the financials year 2021-22 therefore consolidation of accounts and a statement containing the salient features of financial statement of our subsidiary in form AOC-1 is a not require to attach this report.

The Company does not have any Joint venture or Associate Company.

**AUDITORS**

**i. STATUTORY AUDITORS:**

The present Auditors of the Company are M/s. Ambalal Patel & Co., Chartered Accountants, having registration number FRN No.100305W were appointed as Statutory Auditors of the Company to hold office from the conclusion of 33<sup>rd</sup> Annual General Meeting (AGM) till the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023.

There are no qualifications, reservations or adverse remarks made by M/s. AMBALAL PATEL & Co., Chartered Accountants, the Statutory Auditors of the Company, in their report. The observations made by the Statutory Auditors in their report for the financial period ended 31<sup>st</sup> March 2022 read with the explanatory notes therein are self explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

During the year 2021-22, no frauds have either occurred or noticed and/or reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time).





However, M/s. Ambalal Patel & Co., Chartered Accountants, having registration number FRN No.100305W has tendered his resignation from the position of Statutory Auditors of the Company from the financial year 2022-23 stating the reason that the Company had shifted its Registered office from Ahmedabad to Vadodara vide Special resolution passed on May 30, 2022 through Postal Ballot. It will not be convenient for them to travel and hence they cannot devote time and resources effectively. Therefore they express thier inability to continue as Statutory Auditors of the Company for the remaining term.

Furhter M/s. M Sahu & Co., Chartered Accountants(FRN No. : 130001W) has been appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of previous Auditor viz. Ambalal Patel & Co., Chartered Accountants. Your board has proposed the appointment of M/s. M Sahu & Co., Chartered Accountants(FRN No. : 130001W) as statutory auditor of the Company from F.Y.2022-23 to F.Y.2026-27.

## ii. COST AUDITORS

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

## iv. INTERNAL AUDITORS

Mr. Badrilal Pungalia & Co. was the Internal Auditor of the Company for F.Y.2021-22. Now the board has appointed M/s Sheetal Samriya & Assocaites, chartered accountant as Internal Auditor as per the provision of Section 138 of the Companies Act 2013.

## v. SECRETARIAL AUDITOR

The Company has appointed M/s Nikhil Suchak and Associates, practicing company secretary as secretarial Auditor of the Company for F.Y.2021-22, however M/s. /s Nikhil Suchak and Associates has shown his inability to continues as Secretarial Auditor due to shifting of Registered office and resigned on 17<sup>th</sup> May, 2022 thereafter the board has appointed M/s. Vishwas Sharma and Associates, practicing company secretary as secretarial auditor of the Company for F.Y.2021-22 and 2022-23.

As per the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, our Company needs to obtain Secretarial Audit Report from Practicing Company Secretary and therefore, M/s Vishwas Sharma & Associates, Company Secretaries had been appointed to issue Secretarial Audit Report for the period ended on 31<sup>st</sup> March 2022.

Secretarial Audit Report issued by M/s Vishwas Sharma & Associates, Company Secretaries in Form MR-3, attached and marked as **Annexure "C"**, for the period under review forms part of this report.

The said report contains observation or qualification which is mentioned as below:

- 1. The Company failed to submit disclosures under Regulation 30 read with clause 7 of Para A under Part A of Schedule III of SEBI (Listing Obligation and Disclosures Requirements) regulation, 2015 within 24 hours for appointment of Secretarial Auditor, Internal Auditor and Appointment & Cessation of CFO appointed in the board meeting held on 28/08/2021. However as per explanation received from the Company, the said disclosures were filed on 31<sup>st</sup> August, 2022 to the Stock Exchange due to public holidays on Sunday 29<sup>th</sup> August, 2021, and Monday, 30<sup>th</sup> August, 2021***

### Reply:

The Board of Directors would like to inform that Auditors remarks are self explanatory as the said meeting was held on Saturday 28<sup>th</sup> August, 2021 and thereafter there were public holidays on Sunday 29<sup>th</sup> August, 2021, and Monday, 30<sup>th</sup> August, 2021 due to Janmashtami.



2. **The Company failed to submit the Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulation, 2021 for the quarter ended on 30<sup>th</sup> June, 2021 and 31<sup>st</sup> December, 2021 within 15 days from receipt of the certificate of security from the Depository participant.**

**Reply:**

The Board of Directors would like to inform that the Company inadvertently failed to submit the certificate as required under Regulation 74(5) of SEBI (Depositories and Participants) Regulation, 2021 for the quarter ended on 30<sup>th</sup> June, 2021 and 31<sup>st</sup> December, 2021 within 15 days from receipt of the certificate of security from the Depository participant. However, the said compliance has been submitted to BSE on July 26, 2021 and on January 30, 2021 for respective quarters.

3. **The Company failed to submit the Outcome of Board Meeting held on 28<sup>th</sup> August, 2021 which was concluded on 5.30 p.m. and outcome of the said meeting was submitted on 6.14 p.m. which is delayed by 14 minutes.**

**Reply:**

The Board would like to inform that in accordance with Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosures Requirements) regulation, 2015, there were delay of 14 minutes in submitting outcome on BSE. It was unintentionally and due to some hardware and technical issues in the Computers.

**ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3)(a) and Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, The Annual Return of the Company as at 31<sup>st</sup> March, 2022 is available on the website of the Company at [www.mercurymetals.in](http://www.mercurymetals.in)

**PARTICULARS OF EMPLOYEES:**

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Report and marked as **Annexure-"A"**. No employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**CORPORATE GOVERNANCE:**

As per the provisions of SEBI (Listing Obligations and Disclosures requirement) Regulation, 2015, the annual report of the listed entity shall contain Corporate Governance Report and it is also further provided that if the Company is not having the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the said provisions are not applicable. As our Company does not have the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the Corporate Governance Report is not applicable and therefore not provided by the Board.

**STATE OF COMPANIES AFFAIRS:**

The state of the Company affairs forms an integral part of Management Discussion and Analysis Report is furnished



Discussion on the state of affairs of the Company has been covered as part of the Management Discussion and Analysis (MDA) in "Annexure- B" as stipulated under Regulation 34 of Listing Regulations is presented in a separate section forming part of this Annual Report.

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the Listing Regulations is given as an **Annexure-B** to this report.

**OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

In order to prevent sexual harassment of women at work place, the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Director's state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Company has complied with the provisions relating to the constitution of internal complaints committee under the aforesaid Act.

**COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD:**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. The Company confirms Compliance with the applicable requirements of Secretarial Standards 1 and 2.

**INSOLVENCY AND BANKRUPTCY CODE:**

During the Financial year ended on March 31, 2022, there is no application made or any proceeding pending under the Insolvency and Bankruptcy code, 2016.

**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 THEREOF:**

Not applicable during the year under review.

**ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**Registered Office**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

**By order of Board of Directors  
MERCURY METALS LIMITED**

**Place: Vadodara**

**Date: 9<sup>th</sup> August, 2022**

Sd/-  
**Kavit Jayeshbhai Thakkar**  
**Managing Director**  
**DIN: 06576294**

Sd/-  
**Harit Gopalbhai Shah**  
**Director**  
**DIN: 06975567**

**“ANNEXURE – A”**

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Sub Section 12 of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

<b>Sr. No.</b>	<b>Requirements</b>	<b>Disclosure</b>	
I.	The ratio of remuneration to each director to the median remuneration of the employees for the financial year	MD	Not Applicable
		WTD	No Increase
II.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year	WTD	No Increase
		Chief Financial Officer	-
		Company Secretary	9.66%
		Chief Executive Officer	Not Applicable
III.	The percentage increase in the median remuneration of employees in the financial year	Nil	
IV.	The number of permanent employees on the rolls of the Company as on 31 <sup>st</sup> March, 2022	Nil	
V.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Nil	
VI.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed	

**Registered Office**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

**By order of Board of Directors  
MERCURY METALS LIMITED**

**Place: Vadodara****Date: 9<sup>th</sup> August, 2022**

Sd/-

**Kavit Jayeshbhai Thakkar**  
**Managing Director**  
**DIN: 06576294**

Sd/-

**Harit Gopalbhai Shah**  
**Director**  
**DIN: 06975567**



**“ANNEXURE – B”  
MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Company was engaged in the trading of Metal till the Financial Year 2021-22. During the FY 2021-22, the existing management of the Company took over the promoter, promoter group holding along with management control of the Company after due compliance of applicable regulations of the SEBI Takeover Code. The new management decided to commence the business of Electronic Vehicle and ancillary business and necessary enabling main object was carried out with alteration in Main Object Clause in Memorandum of Association of the Company with the approval of shareholders. The management decided to cover the EV Sector, the upcoming business of the Company in the Management Discussion and Analysis Report, which is a part of the Directors Report.

**I. INDUSTRY STRUCTURE AND DEVELOPMENT:**

**1. Global Economic outlook:**

On the surface, global economic growth appears robust. The world economy is projected to expand at a steady pace of 3 per cent in 2019 and 2020. Growth rates in many developed economies have risen near to what is widely considered their potential, while unemployment rates have fallen towards historical lows. Among the developing economies, the East and South Asia regions remain on a strong growth trajectory, while many commodity-exporting countries are continuing a gradual recovery. However, a closer look below this surface reveals significant shortcomings in the foundations and quality of global economic growth. Short-term risks are rising, with the potential to severely disrupt economic activity and inflict significant damage on longer-term development prospects. These include escalating trade disputes, financial stress and volatility, and an undercurrent of geopolitical tensions. Amid the significant build-up in global public and private debt, policy space has narrowed considerably across the world, and any negative shock could have severe and long-lasting implications for global growth. Waning support for multilateralism also raises questions around the capacity for collaborative policy action in the event of a widespread global shock. These short-term risks compound underlying structural vulnerabilities of a longer term nature. Economic growth is often failing to reach where it is needed most. Per capita incomes are stagnant or declining in several regions, including some with high rates of poverty. With persistently high levels of inequality, the goal of poverty eradication by 2030 is moving increasingly out of reach. In addition, the critical transition towards environmentally sustainable patterns of production and consumption is not happening fast enough. While some progress has been made in reducing the greenhouse gas intensity of production, this progress remains insufficient to reduce aggregate emission levels, given the increased volume of production. The level of carbon emissions continues to rise, accelerating climate change. Urgent and concrete policy action is needed to change the trajectory of the global economy towards a sustainable path and implement the actions and policy changes needed to deliver the ambitious goals of the 2030 Agenda for Sustainable Development. This includes sound macroeconomic and macro prudential policies, structural and redistributive reforms, and industrial policies, adapted as appropriate to country-specific circumstances. At the international level, progress relies on a cooperative and long-term strategy for global policy in key areas such as climate change, sustainable consumption and responsible finance, supported by declines in income and gender inequality. A withdrawal from multilateralism will pose further setbacks for those already being left behind.

(Source: [https://unctad.org/en/PublicationsLibrary/wesp2019\\_en.pdf](https://unctad.org/en/PublicationsLibrary/wesp2019_en.pdf))

**2. Indian Economic outlook:**

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research



Institute. India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI. With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion. The interim Union Budget for 2019-20 was announced by Mr Piyush Goyal, Union Minister for Finance, Corporate Affairs, Railways and Coal, Government of India, in Parliament on February 01, 2019. It focuses on supporting the needy farmers, economically less privileged, workers in the unorganised sector and salaried employees, while continuing the Government of India's push towards better physical and social infrastructure. Total expenditure for 2019-20 is budgeted at Rs 2,784,200 crore (US\$ 391.53 billion), an increase of 13.30 per cent from 2018-19 (revised estimates). Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy. India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms. India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST). India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from to 175 GW by 2022.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## **II. OPPORTUNITIES:**

### **A. Indian Electric Vehicle Market:**

The India electric vehicle market size was valued at USD 220.1 million in 2020 and is expected to expand at a compound annual growth rate (CAGR) of 94.4% from 2021 to 2030. The attractive incentives being offered by the Indian government on the production and purchase of electric vehicles to encourage the adoption of electric vehicles are anticipated to drive the growth of the market over the forecast period. The outbreak of the COVID-19 pandemic triggered a significant decline in the overall sales of passenger and commercial vehicles in 2020. However, the sales of electric vehicles in India remained unaffected. The post-lockdown sale of pure and hybrid electric vehicles is a prominent driving factor for the electric vehicle market in India. The stringent GreenHouse gas (GHG) emission norms drafted by the government, such as the Bharat Stage (BS) VI emission standards introduced by India's Ministry of Road Transport and Highways (MoRTH), are also expected to play a decisive role in driving the growth of the market.

The EV market in India comprised only two electric vehicle models in 2019. As a result, only 0.15% of the new passenger cars registered between April 2019 and March 2020 were BEVs. However, at the beginning of 2021, the India electric vehicle (EV) market consisted of around eight electric vehicle models, thereby offering more options for Indian consumers looking forward to buying electric vehicles. Moreover, the prices of electric vehicles are also expected to decline over the forecast period, thereby allowing EVs to provide a lower Total Cost of Ownership (TCO) as compared to conventional vehicles. This is expected to pave the way for the mass-market penetration of electric vehicles.



India has been recognized as one of the prominent regions in the automotive industry globally. Several companies are aggressively establishing manufacturing facilities in India. For instance, in September 2020, Dana TM4 Inc. announced plans to establish a manufacturing facility in Pune, India. The new 4,600 square-meter facility would produce Dana TM4 low- to high-voltage inverters, electric motors, and vehicle control units. Meanwhile, the Phase-II of the Indian government's Faster Adoption and Manufacturing of Electric Vehicles (FAME) scheme envisages further enhancing the adoption of electric mobility and the development of its manufacturing eco-system. Phase-II of the FAME scheme would be implemented through the following verticals, namely incentivizing the demand for EVs; running awareness campaigns, including publicity, and information, education & communication (IEC) activities; and establishing a charging station network.

*(Source: Report-India Electric Vehicle Market Size, Share & Trends Analysis Report By Product (BEV, PHEV), By Vehicle Type (Passenger Cars, Commercial Vehicles), And Segment Forecasts, 2021 – 2030)*

## **B. Government Initiatives:**

The Government of India encourages foreign investment in the automobile sector and has allowed 100% foreign direct investment (FDI) under the automatic route.

Some of the recent initiatives taken by the Government of India are –

- In February 2022, Mr. NitinGadkari, Minister of Road Transport and Highways, revealed plans to roll out Bharat NCAP, India's own vehicle safety assessment program.
- In February 2022, 20 carmakers, including Tata Motors Ltd, Suzuki Motor Gujarat, Mahindra and Mahindra, Hyundai and Kia India Pvt. Ltd, were chosen to receive production-linked incentives (PLI) as part of the government's plan to increase local vehicle manufacturing and attract new investment. The 20 automobile companies have proposed a total investment of around Rs. 45,000 crore (US\$ 5.95 billion).
- In the Union Budget 2022-23, the government laid out the following initiatives:
- The government introduced a battery-swapping policy, which will allow drained batteries to be swapped with charged ones at designated charging stations, thus making EV's more viable for potential customers.
- India's National Highways would be expanded by 25,000 km in 2022-23 under the Prime Minister's Gati Shakti Plan.
- In November 2021, the Union Government added >100 advanced technologies, including alternate fuel systems such as compressed natural gas (CNG), Bharat Stage VI compliant flex fuel engines, electronic control units (ECU) for safety, advanced driver assist systems and e-quadracycles, under the PLI scheme for automobiles.
- In September 2021, the Union Minister for Road, Transport and Highways, Mr. NitinGadkari announced that government is planning to make it mandatory for car manufacturers to produce flex-fuel engines after getting the required permissions from the Supreme Court of India.
- In September 2021, the Indian government issued notification regarding a PLI scheme for automobile and auto components worth Rs. 25,938 crore (US\$ 3.49 billion). This scheme is expected to bring investments of over Rs. 42,500 (US\$ 5.74 billion) by 2026, and create 7.5 lakh jobs in India.
- In August 2021, Prime Minister Mr. NarendraModi launched the Vehicle Scrappage Policy, which aims to phase out old polluting vehicles in an environmentally-safe manner.
- The Indian government has planned US\$ 3.5 billion in incentives over a five-year period until 2026 under a revamped scheme to encourage production and export of clean technology vehicles.
- As of June 2021, Rs. 871 crore (US\$ 117 million) has been spent under the FAME-II scheme, 87,659 electric vehicles have been supported through incentives and 6,265 electric buses have been sanctioned to various state/city transportation undertakings.

### C. EV Industry in India:

The Indian automotive industry is the fifth largest in the world and is slated to be the third largest by 2030. Catering to a vast domestic market, reliance on the conventional modes of fuel intensive mobility will not be sustainable. In an effort to address this, federal policymakers are developing a mobility option that is “Shared, Connected, and Electric” and have projected an ambitious target of achieving 100 percent electrification by 2030.

According to an independent study by CEEW Centre for Energy Finance (CEEW-CEF), the EV market in India will be a US\$206 billion opportunity by 2030 if India maintains steady progress to meet its ambitious 2030 target. This would require a cumulative investment of over US\$180 billion in vehicle production and charging infrastructure. Another report by India Energy Storage Alliance (IESA) projects that the Indian EV market will grow at a CAGR of 36 percent till 2026. The EV battery market is also projected to grow at a CAGR of 30 percent during the same period.

#### **Existing EV ecosystem in India and investment outlook:**

Regardless of the country’s ambitious targets, India’s EV space is at a nascent stage. However, looking at it differently – India offers the world’s largest untapped market, especially in the two-wheeler segment. 100 percent foreign direct investment is allowed in this sector under the automatic route.

The federal government is also prioritizing the shift towards clean mobility, and recent moves to amend the Faster Adoption and Manufacturing of Hybrid and Electric Vehicles in India (FAME) II scheme to make electric two-wheelers more affordable, is a case in point. In addition, multiple production-linked incentive schemes intend to create a local manufacturing ecosystem to support goals around greater adoption of electric mobility transport. This is sought to be achieved by incentivizing fresh investments into developing indigenous supply chains for key technologies, products, and auto components.

### D. ROAD AHEAD:

India’s EV market growth rests on availability of capital for original equipment manufacturers, battery manufacturers, and charge point operators as well as improvements to infrastructure and diversified options for consumers.

The automobile industry is dependent on various factors such as availability of skilled labour at low cost, robust R&D centers, and low-cost steel production. The industry also provides great opportunities for investment and direct and indirect employment to skilled and unskilled labour.

Indian automotive industry (including component manufacturing) is expected to reach Rs. 16.16-18.18 trillion (US\$ 251.4-282.8 billion) by 2026.

The Indian auto industry is expected to record strong growth in 2022-23, post recovering from effects of COVID-19 pandemic. Electric vehicles, especially two-wheelers, are likely to witness positive sales in 2022-23.

The government appears to be aware of this. It has been rolling out incentives to boost market demand in priority segments like electric two-wheelers, and localizing production of key components like ACC battery storage as well as electric vehicles and auto components through respective PLI schemes. Besides, several Indian states have now passed EV policies intending to attract industry investments and make EV adoption more viable proposition for the consumer market.

(Source: <https://www.india-briefing.com/news/electric-vehicle-industry-in-india-why-foreign->





### III. THREATS:

- a) **Insufficient charging infrastructure:** In 2019, there were only 650 charging stations in India as against over 0.3 million in China. Lack of sufficient charging infrastructure is one of the primary reasons why customers often refrain from purchasing EVs.
- b) **High costs:** Along with the range anxiety (kms/charge), another major concern among the potential customers is the current high price of EVs. As compared to lower-end (internal combustion engine) ICE cars, electric cars in the same segment tend to be more expensive. This is mainly because of the higher cost of technology used in the EVs, which constitutes a substantial portion of the cost, not leaving much scope for other features usually available in premium cars. It is expected that in future, with increased R&D and market competitiveness, the price factor will be rationalized to suit the price sensitivity, which in India is a primary factor influencing purchase, especially in the lower-end car segment. With the recent announcement of subsidies, the price rationalization of EVs in the two-wheeler segment is on cards. Since the government's fastchanging priorities are now biased towards sustainable, clean electric mobility, industry watchers expect a similar push towards easing adoption of other electric vehicles like cars and buses soon.
- c) **Limited options:** Since it is still a budding industry in India, customers have a very limited range of products to choose from. Increased investment in the sector will make it more competitive in due time and this will help create further demand.
- d) **Lower mileage:** Since the industry is young, there is immense scope for R&D. As of today, EVs in India are not cost competitive to an average customer as internal combustion engine (ICE) vehicles prove to be more cost effective.
- e) **Higher dependency on imports:** Reliance on imports of battery as well as other components is also one of the factors adding to the cost of EVs in India.
- f) **Grid Challenges:** Another concern is regarding the price of charging EVs at private charging stations once EVs become mainstream. According to Brookings India, projections for 2030 show that even with a fair penetration of EVs, the increase in demand for electricity is likely to be about 100 TWh (tera watt-hours) or about four percent of the total power generation capacity. So, increasing methods of power generation are necessary to meet that growth in demand.
- g) **Competition:** We face competition from other manufactures of EV Two, Three and Four Wheeler and from white goods manufactures in the domestic market as well as international market. We have a number of competitors offering services similar to us. Even with a diversified product portfolio, quality approach, modern and innovation-based technology we may have to face competitive pressures. We believe the principal elements of competition in our industry are price, quality, timely delivery and reliability. We compete against our competitors by establishing ourselves as an innovation-based Company introducing new products to meet the demands of the age groups of 18 to 60 years.

### IV. OUR STRENGTH:

- State of the art manufacturing facility
- The plant capacity to manufacture over 1,00,000 2W and 10,000 3W units per year. per year in full capacity in 3 shifts
- Mercury 's flagship brand Thunderbolt has a huge product range with 4 different models.
- We are the listed entity with a core segment of EV manufacturing. Catering to the age group of 18 to 60 years.
- Presence across price points starting from Rs. 75K to Rs. 2.50L
- For after sales service, the company in talk with the company who have more than 300 service stations across India from Kashmir to Kanyakumari.



## V. OUR BUSINESS STRATEGY:

1. **Expansion Of Dealership** :The company has started engagement of the dealers through the internal networking and also through the loyalty engagement program launched by the company. We are also planning to expand our dealer network through the mass media advertisement.
2. **Launch Of New Scooter:** The company has planned to launch new vehicles with the appointment of a well known brand ambassador. The company will also invite all the eminent professionals of this field.
3. **OPTIMIZE THE COST OF RAW MATERIALS** : To optimize the cost of the raw material, we have planned to manufacture all the parts at our plant location only. Even paint shop also fixed at the company's plant to minimize the cost as well as to maintain the quality of the products.
4. **AFTER SALES SERVICE** :All the dealer networks will provide the after sales services. All the service staff will be well trained at company headquarter with a 10 days internal service training programme.
5. **REMOVEABLE BATTERY TECHNOLOGY** :The company is in process of internal development of manufacturing of Battery Technology which will help to reduce the cost as well as to ensure the compatibility of the vehicles.
6. **PRODUCTS AND SERVICES:**
  - **2Wheeler:** The Company has planned to introduce its 2 Wheeler segment vehicle under the brand of "Thunderbolt".  
**Type:** EV Low Speed and High Speed.
  - **3Wheeler:** The Company has planned to introduce its 3 Wheeler segment vehicle under the brand of "Thunderbolt DODO and Thunderbolt LIMOSA".  
**Type 1:** EV High Speed Passenger and Loader  
**Type 2:** Diesel High Speed Passenger and Loader  
**Type 3:** CNG High Speed Passenger and Loader
  - **4Wheeler: LOADER** - The Company has planned to introduce its 4 Wheeler segment vehicle under the brand of "Thunderbolt MUSAK".
  - Motor Controller
  - Break Shoe
  - Controller

## 7. **Marketing and Advertising Strategy:**

Our Electric Vehicles once manufactured are being sold PAN India. Our Promoter in turn markets the Vehicles, through our dealers and distributors who will be located across the Country. Our Promoter will have a well-qualified & experienced marketing & sales personnel for all the products. They regularly visit / contact our dealers / distributors to understand the changing demand of our customers and strive to effectively meet their requirements. The Company will sale the Electric Vehicle to dealers who are spread throughout the State.

## VI. **Internal Control system and their adequacy**

The Company has adequate system of internal control commensurate with its size and operations to ensure orderly and efficient conduct of the business. These controls ensure safeguard of assets, reduction and detection of frauds and error, adequacy and completeness of the accounting record and timely preparation of reliable financial information.

## VII. **Financial performance with respect to operational performance**

The financial performance of the Company for the year 2020-21 is described in the Directors Report.

## VIII. **Segment wise Performance:**

During the year the Company has not achieved a notable progress in its operations but due to its future expansion plans, projects and emerging opportunities your directors expect increase in its



revenue and income. Our Company's operations belong to a single segment and therefore no segment wise performance given.

#### **IX. Risk and Concerns**

The Company has now entered into the sector of Electronic Vehicle in current Financial Year 2022-23 and risk and concern of the said sectors are as under;

##### **a. We focus primarily on the automobile and auto-components industry.**

Our business is focused primarily on the automobile and auto components industry and therefore, our business is dependent upon continued demand for our products in the automobile industry. The automobile industry is cyclical in nature.

##### **b. The automobile sector requires continuous up-gradation.**

The automobile sector is characterized by continuous up-gradation in terms of technology, manufacturing process and design capability. Consequently, the Company has to meet with the aforesaid demands and invest continuously to upgrade technology, manufacturing process and designs and keep abreast with the latest innovations in the automobile industry.

##### **c. The limited range of products to choose from poses a challenge for the growth in demand for Electric Vehicles.**

We are operating in the electric vehicle industry which is still a budding industry in India. Hence the customers have a very limited range of products to choose from, as against the vehicles from the traditional automotive industry.

##### **d. The higher cost of EVs and the low mileage of EVs versus the Internal Combustion Engine (ICE) vehicles is likely to discourage a customer from choosing our products.**

Along with limited number of variants available to choose from, the customer also has to pay a higher price in comparison to the ICE's. This is mainly due to the battery cost accounting for between 30% to 50% of the total vehicle price, which is then passed on to the end consumer.

##### **e. The dependence on imports for raw materials could increase our cost. Further any curbs imposed by other countries on the export of these materials or import curbs imposed by our Country on the import of these raw material could affect the availability of raw materials.**

##### **f. The demand for electricity required to charge an EV which could discourage a customer from purchasing an Electric Vehicle over a traditional ICE Vehicle.**

#### **X. Material developments in Human Resources/Industrial Relations front, including the number of people employed:**

We believe that our employees are key contributors to our business success. As on June 30, 2022, we have 10, employees including our Directors and 10 advisory members who look after our business operations, factory management administrative, secretarial, marketing and accounting functions in accordance with their respective designated goals.



**XV. Cautionary Statement:-**

Statement in this Management Discussion and Analysis describing the company's objectives, projections, estimated and expectations are "forward looking statements" Actual results might differ, materially from those anticipated because of changing ground realities.

**Registered Office**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

**Place: Vadodara**

**Date: 9<sup>th</sup> August, 2022**

**By order of Board of Directors  
MERCURY METALS LIMITED**

Sd/-

**Kavit Jayeshbhai Thakkar**  
**Managing Director**  
**DIN: 06576294**

Sd/-

**Harit Gopalbhai Shah**  
**Director**  
**DIN: 06975567**



**ANNEXURE: C  
FORM NO. MR-3**

**For the financial year ended on 31<sup>st</sup> 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,**  
MERCURY METALS LIMITED  
367-368, GIDC, POR, VILLAGE: POR,  
TALUKA: VADODARA,  
VADODARA-391243, GUJARAT.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MERCURY METALS LIMITED (CIN: L27109GJ1986PLC008770) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> 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) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable during the audit period)**
  - d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the audit period)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the audit period)**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable during the audit period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable during the audit period)**

I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;

- a) Direct and Indirect Tax Laws;

I have also examined compliance with the applicable Clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India;
- II. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

- a. Non-compliance of **Regulation 30** of SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015 which stipulates that The Listed Entity shall disclose to the Stock Exchange within 24 hours upon occurrence of events as per clause 7 of Para A under Part A of Schedule III

**Observation:**

*The Company failed to submit disclosures under Regulation 30 read with clause 7 of Para A under Part A of Schedule III of SEBI (Listing Obligation and Disclosures Requirements) regulation, 2015 within 24 hours for appointment of Secretarial Auditor, Internal Auditor and Appointment & Cessation of CFO appointed in the board meeting held on 28/08/2021. However as per explanation received from the Company, the said disclosures were filed on 31st August, 2022 to the Stock Exchange due to public holidays on Sunday 29th August, 2021, and Monday, 30th August, 2021*

- b. Non-Compliance of **Regulation 74(5)** of SEBI (Depositories and Participants) Regulation, 2021 which stipulates that the Listed entity shall submit compliance certificate within fifteen days from the date of receipt from Depository Participant to the stock exchange.

**Observation:**

*The Company failed to submit the Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulation, 2021 for the quarter ended on 30<sup>th</sup> June, 2021 and 31<sup>st</sup> December, 2021 within 15 days from receipt of the certificate of security from the Depository participant*

- c. Non-Compliance of **Regulation 30** read with Schedule III of SEBI (Listing Obligation and Disclosures Requirements) regulation, 2015 which stipulates that the Listed entity shall submit outcome of Meeting within 30 minutes from the closure of meeting.

**Observation:**

*The Company failed to submit the Outcome of Board Meeting held on 28<sup>th</sup> August, 2021 which was concluded on 5.30 p.m. and outcome of the said meeting was submitted on 6.14 p.m. which is delayed by 14 minutes.*



**I further report that:**

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

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 Boards take decision by majority of directors while the dissenting directors' views are captured and recorded as part of the minutes.

**I further report that:**

The Company has been taken over by new promoters by acquisition of 34,61,208 (Thirty Four Lacs Sixty One Thousand Two Hundred and Eight) equity shares ("Sale Shares") of face value of Re. 1/- each representing 49.78% of the paid up and voting equity share capital of the Company. The Acquirers did an open offer to the public shareholders under the SEBI (SAST) Regulations, 2011 and acquired entire control of the Company and the old management have tendered their resignation from the respective designation with effect from March 2, 2022. The Board is re-organised with the new management.

**I further report that:**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

**I further report that** during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Major Decisions taken by the members in pursuant to section 180 of the Companies Act, 2013
- (iv) Merger/ amalgamation/ reconstruction etc.
- (v) Foreign technical collaborations.

**For, Vishwas Sharma and Associates,**

**Company secretaries,**

**SD/-**

**Vishwas Sharma**

**Proprietor**

**ACS: 33017**

**COP No.:16942**

**UDIN: A033017D000769885**

**Place : Ahmedabad**

**Date : 09/08/2022**

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



**ANNEXURE TO SECRETARIAL AUDIT REPORT**

**To,  
The Members,  
MERCURY METALS LIMITED,**

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

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

**For, Vishwas Sharma and Associates,  
Company secretaries,  
SD/-  
Vishwas Sharma Proprietor  
ACS: 33017  
COP No.:16942.  
UDIN: A033017D000769885**

**Place: Ahmedabad  
Date: 09/08/2022**





**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
MERCURY METALS LIMITED**

**Report on the Audit of Standalone Financial Statements**

We have audited the accompanying standalone financial statements of M/s. MERCURY METALS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2022 the Statement of Profit & Loss for the year then ended (Including Other Comprehensive Income) the cash flow statement and the changes in equity for the year ended on that date annexed thereto, and 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 standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rule, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the loss and total comprehensive income, change in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules 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 audit 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 Auditor's Report Thereon**

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 standalone 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.



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

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

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## **Auditor's Responsibility For 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.

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.

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 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 purpose of our audit,
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss including Other comprehensive income, Statement of change in equity and the Statement of Cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e. On the basis of written representations received from the directors as on 31st March 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 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 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. There is no pending litigations against the company which may have impact on its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



- iii. There were no amount which were required to be transferred to the Investors Education and Protection Fund by the company.

**For AMBALAL PATEL & CO.  
Chartered Accountants  
Firm Reg. No. 100305W**

**CA NIKUNJ PATALIA  
Partner  
M. No. : 131220  
UDIN: 22131220ALXHOL8474**

**Ahmedabad  
17-05-2022**



**ANNEXURE TO INDEPENDENT AUDITOR'S REPORT  
(Referred to paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.)**

- (I) (a) The company does not own any Property, Plant and Equipment and Intangible Assets hence no records required to be maintained for the same.
- (b) As there are no Property, Plant and Equipment, this clause is not applicable
- (c) The Company does not have any immovable properties and hence reporting under clause (i)(c) of the Order is not applicable.
- (d) There is no immovable property held by the company hence, relevant clause of revaluation is not applicable.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- (II) (a) The Company does not have any inventory and hence reporting under clause (ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.
- (III) According to the information explanation given to us, The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) of the Order is not applicable.
- (IV) In respect of loans, investments, guarantees, and security, Company has complied the provisions of section 185 and 186 of the Companies Act, 2013 .
- (V) The Company has not accepted any deposits from public and hence the provision of section 73 and 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to Company. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.
- (VI) In our opinion and according to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, 2013 for any products of the company.
- (VII) (a) According to the information and explanation given to us and the books and records examined by us, there are no undisputed amounts payable in respect of Income-tax, VAT, Goods and Service Tax outstanding as at 31st March 2022 for a period exceeding six months from the date they became payable.
- (b) On the basis of our examination of the documents and records and explanation given to us, there is no disputed amount pending in respect of any statutory dues.
- (VIII) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (IX) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable to the Company.



- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year and hence reporting on clause (ix)(f) of the Order is not applicable.
- (X) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (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 (x)(b) of the Order is not applicable to the Company.
- (XI) (a) According to the information and explanation given to us and to the best of our knowledge and belief no fraud on or by the company, has been noticed or reported by the company during the year.
- (b) To the best of our knowledge, 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 represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (XII) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.;
- (XIII) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (XIV) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto Month 2022.
- (XV) According to information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and company has been complied the provisions of section 192 of Companies Act, 2013.
- (XVI) According to information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (XVII) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (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, (Asset Liability Maturity (ALM) pattern) 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) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- (XXI) Company does not have subsidiaries, associates and joint ventures hence clause (xxi) CARO is not applicable.

**For AMBALAL PATEL & CO.  
Chartered Accountants  
Firm Reg. No. 100305W**

**CA NIKUNJ PATALIA  
Partner  
M. No. : 131220  
UDIN: 22131220ALXHOL8474**

**Ahmedabad  
17-05-2022**



**INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON STANDALONE IND AS FINANCIAL STATEMENT ON MERCURY METALS LIMITED**

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

We have audited the internal financial controls over financial reporting of Mercury Metals Limited as at 31 March 2022 in conjunction without audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

Management is responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI')". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 by The Companies Act, 2013 ('the Act').

**Auditor's Responsibility**

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the companies internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

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





(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion:**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For AMBALAL PATEL & CO.**  
**Chartered Accountants**  
**Firm Reg. No. 100305W**

**CA NIKUNJ PATALIA**  
**Partner**  
**M. No. : 131220**  
**UDIN: 22131220ALXHOL8474**

**Ahmedabad**  
**17-05-2022**



MERCURY METALS LIMITED  
CIN-L27109GJ1986PLC008770  
Balance Sheet as at 31/03/2022

(Amount In 'Lakhs')

Particulars	Note No.	31st March 2022	31st March 2021
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment			
(b) Capital work-in-progress			
(c) Investment Property			
(d) Goodwill			
(e) Other Intangible assets			
(f) Intangible assets under development			
(g) Biological Assets other than bearer plants			
(a) Financial Assets			
(i) Investments	2	0.42	0.22
(ii) Trade receivables			
(iii) Loans			
(iv) Others (to be specified)			
(i) Deferred tax assets (net)			
(j) Other non-current assets			
<b>(2) Current assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments			
(i) Trade receivables	3	37.80	-
(ii) Cash and cash equivalents	4	75.08	107.00
(iii) Bank balances other than (ii) above			
(iii) Loans	5	2.89	0.35
(v) Others (to be specified)			
(c) Current Tax Assets (Net)			
(c) Other current assets	6	32.02	5.14
<b>Total Assets</b>		<b>148.21</b>	<b>112.71</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	7	69.53	69.53
(b) Other Equity		65.74	42.46
<b>(2) LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade payables			
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
(b) Provisions			
(c) Deferred tax liabilities (Net)			
(d) Other non-current liabilities			
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings			
(i) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (c))			
(b) Other current liabilities	8	4.44	0.72
(c) Provisions	9	8.50	-



(d) Current Tax Liabilities (Net)			
<b>Total Equity and Liabilities</b>		<b>148.21</b>	<b>112.71</b>
<b>Notes to Ind AS Financial Statements</b>			

Refer Note No. 1 to 34 Ind AS Financial Statements

For, and on behalf of the board of directors

MERCURY METALS LIMITED

For AMBALAL PATEL & CO.  
CHARTERED ACCOUNTANTS  
FIRM REG. NO. 100305W

KAVIT JAYESHBHAI THAKKAR  
MANAGING DIRECTOR  
DIN - 06576294

CA NIKUNJ PATLIA  
PARTNER  
M.NO. 131220  
UDIN:22131220ALXHOL8474

JAYESH RAICHANDBHAI THAKKAR  
DIRECTOR  
DIN - 01631093

Ahmedabad  
17-05-2022

DHRUV DEEPAK YARDI  
(Chief Financial Officer)

MERCURY METALS LIMITED  
CIN-L27109GJ1986PLC008770

## Statement of Profit and Loss for the year ended 31/03/2022

(Amount in ₹ Lakhs)

Particulars		Note No.	2021-22	2020-21
<b>I.</b>	<b>Revenue from operations</b>			
	Sale of Metals	10	83.17	114.82
	Other operating revenues		35.00	-
			<b>118.17</b>	<b>114.82</b>
<b>II.</b>	<b>Other income</b>	11	4.01	3.24
<b>III.</b>	<b>Total Income (I + II)</b>		<b>122.18</b>	<b>118.05</b>
<b>IV.</b>	<b>Expenses</b>			
	Purchases of Stock-in-Trade	12	81.68	114.24
	Changes in inventories of Stock-in-Trade		-	-
	Employee benefits expense	13	3.57	7.90
	Other Expenses	14	5.34	4.71
	<b>Total expenses</b>		<b>90.59</b>	<b>126.85</b>
<b>V.</b>	<b>Profit / (Loss) before tax (III-IV)</b>		<b>31.59</b>	<b>-8.80</b>
<b>VI.</b>	Tax expense:			
	(1) Current tax		8.50	-
	(2) Deferred tax		-	-
	(3) Prior Period Tax Adjustment		-	-
			<b>8.50</b>	<b>0.00</b>
<b>VII.</b>	<b>Profit/(Loss) for the period (V-VI)</b>		<b>23.09</b>	<b>-8.80</b>
<b>VIII</b>	<b>Other comprehensive income</b>			
<b>A</b>	i) Items that will not be reclassified to profit or loss			
	a) Equity instruments through other comprehensive income		0.20	0.10
	ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>B</b>	i) Items that will be reclassified to profit or loss		-	-
	ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Total Other comprehensive income / (loss) (A+B)</b>		<b>0.20</b>	<b>0.10</b>



<b>IX</b>	<b>Total comprehensive income (VII +VIII)</b>		<b>23.29</b>	<b>-8.70</b>
<b>X</b>	Earnings per equity share of Rs 1 each:			
	(1) Basic		0.33	(0.13)
	(2) Diluted		0.33	(0.13)
	<b>Notes to Ind AS Financial Statements</b>	1		

For, and on behalf of the board of directors

**MERCURY METALS LIMITED**

For **AMBALAL PATEL & CO.**  
**CHARTERED ACCOUNTANTS**  
FIRM REG. NO. 100305W

1). \_\_\_\_\_  
**KAVIT JAYESHBHAI THAKKAR**  
MANAGING DIRECTOR  
DIN – 06576294

**CA NIKUNJ PATLIA**  
PARTNER  
M.NO. 131220  
UDIN:22131220ALXHOL8474

2) \_\_\_\_\_  
**JAYESH RAICHANDBHAI THAKKAR**  
DIRECTOR  
DIN - 01631093

Ahmedabad  
17-05-2022

3) \_\_\_\_\_  
**DHRUV DEEPAK YARDI**  
(Chief Financial Officer)

MERCURY METALS LIMITED  
CIN-L27109GJ1986PLC008770

## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2022

PARTICULARS	2021-22		2020-21	
<b>A. Cash inflow/(outflow) from the operating activities</b>				
Net profit before Tax and Extra ordinary item		31.59		-8.80
<b>Adjustments for:</b>				
Dividend received				
Loss on Sale of Investments	-			
Interest Income	4.01	-4.01		-
<b>Operating Profit before working capital changes</b>		<b>27.58</b>		<b>-8.80</b>
<b>Adjustment for (Increase)/Decrease in Working Capital :</b>				
Inventories	0.00		0.00	
Receivables	-37.80		13.19	
Loans & Advances	-29.42		99.86	
Current Liabilities & Provisions	3.71	-63.51	-0.79	112.26
<b>Net cash inflow/(outflow) from operating activities (A)</b>		<b>-35.93</b>		<b>103.46</b>
<b>B. Cash inflow/(outflow) from investing activity</b>				
Proceeds from Sale of Investments	-			
Interest Income	4.01	4.01	-	
<b>Net cash inflow/(outflow) from investing activity (B)</b>		<b>4.01</b>		<b>0.00</b>
<b>C. Cash inflow/(outflow) from financing activity</b>				
<b>Net cash inflow/(outflow) from Financing activity(C)</b>		<b>0.00</b>		<b>0.00</b>
<b>Net Cash changes in cash and cash equivalent (A+B+C)</b>		<b>0.00</b>		<b>103.46</b>
Cash & Cash Equivalent at the beginning of the Period		107.00		3.54
Cash & Cash Equivalent at the end of the Period		75.08		107.00
<b>Net Increase in cash and cash equivalent</b>		<b>-31.91</b>		<b>103.46</b>



**Note :**

1. The Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS-7 on Cash Flow Statement.
2. Figures in bracket represent Outflow of cash.

**For, and on behalf of the board of directors**

**MERCURY METALS LIMITED**

**For AMBALAL PATEL & CO.  
CHARTERED ACCOUNTANTS  
FIRM REG. NO. 100305W**

**KAVIT JAYESHBHAI THAKKAR  
MANAGING DIRECTOR  
DIN – 06576294**

**CA NIKUNJ PATLIA  
PARTNER  
M.NO. 131220  
UDIN:22131220ALXHOL8474**

**JAYESH RAICHANDBHAI THAKKAR  
DIRECTOR  
DIN - 01631093**

**Ahmedabad  
17-05-2022**

**DHRUV DEEPAK YARDI  
(Chief Financial Officer)**

**Notes to the Ind AS Financial Statements for the Financial Year 2021-22.****I. CORPORATE INFORMATION**

MERCURY METALS Limited (referred to as "MML" or "the Company" hereinafter) was incorporated under the name and style of Mercury Metals Pvt.Ltd. on 4th July, 1986 under the Companies Act, 1956 and by virtue of Section 43A(IA) of the Act, the Company became deemed Public Limited Company with effect from 9th February, 1994. The company adopted fresh Articles of Association by passing a Special Resolution on 11th November, 1994 in Extra Ordinary General Meeting. The name of the Company was changed to Mercury Capital Limited by virtue of special resolution passed at the General Meeting held on 1st February, 1995. Consequent to the change of name, a fresh Certificate of Incorporation was issued by the Registrar of Companies, Gujarat on 17th February, 1995.

The Company was incorporated with main object to undertake business of dealing in metal and metal scraps. The Company has started trading since its inception in various type of ferrous and non-ferrous metals and metal scraps.

The Company is engaged in the business of trading of ferrous and non ferrous of metals. The Company intends to extend its area of operations to other metals including of trading of precious metals. The metal industry in which the Company is dealing is recently having trends of volatility and there are very good chances for the Company to develop its area of operation in the metal industry. The company is also engaged in Shares securities Trading and held Inventory of Shares.

**II. BASIS OF PREPARATION:**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS), as notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities that are measured at fair value and Assets held for sale measured at lower of carrying amount or fair value less cost to sale.

**III. SIGNIFICANT ACCOUNTING POLICIES**

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

**a) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes excluding excise duty.

Sales tax/ value added tax (VAT) and G.S.T is not received by the Company on its own account. Rather it is tax collected on value added to the commodity by the seller on behalf of the Government. Accordingly, it is excluded from revenue, Revenue from sales is recognized when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery.

Dividend income is recognized when the right to receive payment is established. Interest income is recognised using effective rate of interest method.

**b) Property, Plant and Equipment and Intangible Assets**

There are no fixed assets held by the company. And hence there is no depreciation provided by the company.



**c) Financial Instruments**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability

**I. Financial assets at amortized cost**

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

**II. Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

**III. Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

**d) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

**e) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**f) Taxation**

Provision for tax is made for both current and deferred taxes. Current tax is provided on the Taxable income using the applicable tax rates and tax laws. Deferred tax liabilities arising on account on timing differences, which is capable of reversal in subsequent periods are recognized using tax rates and tax laws, which have been enacted or substantively enacted.

**g) Employee benefit schemes****Short-term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of



short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

**h) Provision for Liabilities and charges, contingent liabilities and contingent assets**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements.

**i) Earning per share**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

**j) Cash Flow Statements**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**k) Uses of Estimates and Judgments**

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts are recognized in the financial statements



## NOTE : 2 INVESTMENT

PARTICULARS	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
<b>Other Investment</b>		
<b>Unquoted valued at FVTOCI</b>		
1) Shares Of Kush Industries Ltd(earlier known as Suzlon Fibers Ltd.)	0.42	0.22
<b>TOTAL</b>	<b>0.42</b>	<b>0.22</b>

## NOTE: 3 TRADE RECEIVABLES

Particulars	31-03-2022			
	(Amount in ` Lakhs)			
	(i) Undisputed Trade receivables – considered good	(ii) Undisputed Trade Receivables – considered doubtful	(iii) Disputed Trade Receivables considered good	(iv) Disputed Trade Receivables considered doubtful
Less than 6 months *	37.80			
6 months -1 year				
1-2 years				
2-3 years				
More than 3 years				
<b>Total</b>	<b>37.80</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	31-03-2021			
	(Amount in ` Lakhs)			
	(i) Undisputed Trade receivables – considered good	(ii) Undisputed Trade Receivables – considered doubtful	(iii) Disputed Trade Receivables considered good	(iv) Disputed Trade Receivables considered doubtful
Less than 6 months *				
6 months -1 year				
1-2 years				
2-3 years				
More than 3 years				
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NOTE: 4 CASH & BANK BALANCES**

Particulars	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
<b>a. Cash &amp; Cash Equivalentants</b>		
i) Cash on hand	1.97	2.10
ii) Cash Equivalentants		
Bank Balances	73.11	4.90
<b>b. Other Bank balances</b>		
Bank Deposits		
Deposits with less than 12 months maturity	0.00	100.00
<b>Total</b>	<b>75.08</b>	<b>107.00</b>

**NOTE: 5 LOANS**

Particulars	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
<b>a. Others</b>		
Unsecured, considered good		
Advances to Staff	0.00	0.05
Security Deposits	0.21	0.28
Other Advances	2.68	0.02
<b>Total</b>	<b>2.89</b>	<b>0.35</b>

**NOTE 6 OTHER CURRENT ASSETS**

Particulars	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
Advance to Supplier	27.83	0.00
Deposit & Balance with Government	4.18	2.14
FD Interest Receivable	0.00	3.00
<b>Total</b>	<b>32.02</b>	<b>5.14</b>



**NOTE : 7 EQUITY SHARE CAPITAL**

Particulars	31-03-2022		31-03-2021	
	Number	(Amount in ` Lakhs)	Number	(Amount in ` Lakhs)
<b>Authorised</b> Equity Shares of ` 1 each (PY Rs. 1 each)	10,00,00,000	1000.00	10,00,00,000	1000.00
<b>Issued &amp; Subscribed Capital</b> Equity Shares of ` 1 each (PY Rs. 1 each) (Out Of Which 1726907 Are Issued As Bonus Shares)	79,78,508	79.79	79,78,508	79.79
<b>Paid Up Share Capital</b> Equity Shares of ` 1 each (PY Rs. 1 each) fully paid	69,52,808	69.53	69,52,808	69.53
<b>Total</b>	<b>69,52,808</b>	<b>69.53</b>	<b>69,52,808</b>	<b>69.53</b>

Particulars	Equity Shares			
	31-03-2022		31-03-2021	
	Number	(Amount in ` Lakhs)	Number	(Amount in ` Lakhs)
Shares outstanding at the beginning of the year	69,52,808	69.53	69,52,808	69.53
Less Capital reduction during the year	-	-	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	69,52,808	69.53	69,52,808	69.53

**DETAILS OF SHAREHOLDERS HOLDING SHARES ABOVE 5%**

Name of Equity Share Holders	31-03-2022		31-03-2021	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Kavit Jayeshbhai Thakkar	38,33,364	55.13%	-	0.00%
Artiben Jayeshbhai Thakkar	6,93,089	9.97%	-	0.00%
Shri Govindram Laluram Kabra	-	0.00%	16,71,800	24.04%
RADHESHYAM LALURAM KABRA	-	0.00%	10,24,508	14.74%
NARESH KAILASHCHANDRA JHAWER	-	0.00%	4,82,854	6.94%

**Disclosure of Shareholding of Promoters:**

Name of Promoter	31-03-2022		31-03-2021		% Change in Holding
	Number of Shares	% Holding	Number of Shares	% Holding	
Kavit Jayeshbhai Thakkar	38,33,364	55.13%	-	0.00%	55.13%
Artiben Jayeshbhai Thakkar	6,93,089	9.97%	-	0.00%	9.97%
Shri Govindram Laluram Kabra			16,71,800	24.04%	-24.04%
RADHESHYAM LALURAM KABRA			10,24,508	14.74%	-14.74%
NARESH KAILASHCHANDRA JHAWER			4,82,854	6.94%	-6.94%

**Terms/rights attached to equity shares**

The company has only one class of Equity Shares having a Par Value of Re. 1 per share. Each Holder of Equity Shares is entitled to one Vote per share.

In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**NOTE : 8 OTHER CURRENT LIABILITIES**

Particulars	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
<b>(a) Other payables</b>		
Government Dues	3.85	0.03
Outstanding Expenses & Payables	0.58	0.69
<b>Total</b>	<b>4.44</b>	<b>0.72</b>

**NOTE 9 PROVISIONS**

Particulars	31-03-2022	31-03-2021
	Amount (In `)	Amount (In `)
<b>(a) Others</b>		
Provision for Taxation	8.50	-
<b>Total</b>	<b>8.50</b>	<b>-</b>

**NOTE 10 REVENUE FROM OPERATION**

Particulars	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
Sale of Metals	83.17	114.82
Other operating revenues	35.00	0.00
<b>Total</b>	<b>118.17</b>	<b>114.82</b>

**NOTE 11 OTHER INCOME**

Particulars	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
Interest Income	4.01	3.24
<b>Total</b>	<b>4.01</b>	<b>3.24</b>

**NOTE 12 PURCHASES OF STOCK-IN-TRADE**

Particulars	31-03-2022	31-03-2021
	Amount (In `)	Amount (In `)
Purchase of Metals	81,67,720	1,14,23,655
<b>TOTAL</b>	<b>81,67,720</b>	<b>1,14,23,655</b>

**NOTE 13 EMPLOYEE BENEFITS EXPENSE**

Particulars	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
<b>(a) Salaries and incentives</b>		
Managing Director Remuneration	1.10	1.20
Bonus Exp.	0.08	0.08
Gratuity Expense	0.00	3.50
Salary Exps.	1.13	1.67
Allowances To Employees	1.26	1.45
<b>Total</b>	<b>3.57</b>	<b>7.90</b>

**NOTE 14 OTHER EXPENSES**

Particulars	31-03-2022	31-03-2021
	(Amount in ` Lakhs)	(Amount in ` Lakhs)
Other Repair & Maintenance	0.08	0.03
Rates & taxes	0.08	0.09
Auditors remuneration	0.45	0.48
Listing & Custodian Fees	3.33	3.37
Professional & Consultancy	0.69	0.47
Postage Expenses	0.00	0.00
Misc. expenses	0.72	0.27
<b>TOTAL</b>	<b>5.34</b>	<b>4.71</b>

**Note 15** In compliance with the Indian accounting standard-12 relating to "Income Taxes", as there is no timing difference arises, provision for deferred tax liability is not provided in book of accounts.



**Note 16** In the opinion of the board, the current assets, Loans & Advances are approximately of the value stated therein, if realized in the ordinary course of business. Balance of sundry creditors, sundry debtors and loans & advances are subject to confirmation & reconciliation. In the opinion of the Management book debts and advances are outstanding since long, however these are recoverable, hence no provision has been made for doubtful debt.

**Note 17 Capital Commitments**  
Estimated amount of contracts remaining to be executed on capital account and not provided for Nil (Previous Year Nil).

**Note 18 Contingent Liabilities**  
In the opinion of the Management, there is no contingent liability.

**Note 19** Earning per share as required by Ind Accounting Standard AS-33 as issued by the The Institute of Chartered Accountants of India.

Description	Current Year	Previous Year
Profit / (Loss) After Tax (₹)	23,09,194	(8,79,926)
Prior Period Tax Adjustment (₹)	-	-
Profit / (Loss) Attributable to Ordinary Share Holders (₹)	23,09,194	(8,79,926)
Weighted Average No. of Equity Shares	69,52,808	69,52,808
Basic & Diluted Earning Per Share (₹)*	0.33	(0.13)
Nominal Value of share (₹)	1.00	1.00

\*The company has no dilutive instruments during the year ended 31/03/2022 As such Dilutive Earning Per share equals to Basic Earnings Per Share.

**Note 20 Auditor's Remuneration**

	Amount (in ₹)	
	Current Year	Previous Year
Statutory Audit Fees	45,000	32,500
Others	15,000	15,000
<b>Total</b>	<b>60,000</b>	<b>47,500</b>

**Note 21** Related party disclosure as required by Ind Accounting Standard -24 issued by the Institute of Chartered Accountants of India.

<b>A) List Of Related parties &amp; Relationships</b>		
<b>a)</b>	<b>Subsidiaries, Fellow Subsidiaries, and Associates</b>	
a)	<b>Subsidiaries :</b>	None
b)	<b>Fellow Subsidiary :</b>	None
c)	<b>Associates :</b>	None

<b>b) Key Management Personnel :</b>	1) KAVIT JAYESHBHAI THAKKAR (Managing Director)
	2) JAYESH RAICHANDBHAI THAKKAR





	3) JAYESH VIMAL CHELLANI	
	4) ARVINDKUMAR BABULAL THAKKAR	
	5) DHRUV DEEPAK YARDI (Chief Financial Officer)	
	6) BIRVA HARSHIT PATEL (Company Secretary)	
c)	<b>Relatives of Key Management Personnel :</b>	None
d)	<b>Enterprise over which Key Management Personnel and their relative exercise significant influence with whom transaction have taken place during the year :</b>	None

**B) Transaction with related parties**

(Amount in ₹ Lakhs)

PARTICULARS	2021-22	2020-21
Remuneration paid to Govindram L. Kabra* (Key Management Personnel)	1.10	1.20
Remuneration paid to Birva Harshit Patel (Key Management Personnel)	1.62	1.49
Remuneration paid to Rasikbhai A Rana (Key Management Personnel)	-	

\* Govindram L Kabra resigned from Board of Directors w.e.f. 02.03.2022

**Note 22** As there is no earning / outgo in foreign currency during the year under review, additional details as required under Companies Act, 2013 are not required to be given.

**Note 23****Segment Reporting****Primary Segment (Business Segment)**

Particulars	Business Segments		TOTAL
	Metal	Shares	
Segment Revenue	83.17	0.00	83.17
	114.82	0.00	114.82
Unallocable Revenue			4.01
			0.00
Profit / (Loss) Before Tax			31.59
			-8.80
Tax Expenses			0.00
			0.00
Profit / (Loss) for the year			23.09
			-8.80
Other Comprehensive Income	0.00	0.20	0.20
	0.00	0.10	0.10
Total comprehensive income	23.09	0.20	23.29



	-8.80	0.10	-8.70
Segment Assets	69.82	0.42	70.24
	5.19	0.22	5.42
Unallocated Assets			77.97
			107.29
Total Assets			148.21
			112.71
Segment Liabilities	0.00	0.00	0.00
	0.00	0.00	0.00
Unallocated Liabilities			148.21
			112.71
Total Liabilities			148.21
			112.71

- i) The company has disclosed business segments as the primary segment. Segments have been identified taking into account the nature of the products, differential risks and returns, the organizational structure and internal reporting system. The company's operations predominantly relate to Trading of metals & shares.
- ii) Company area of operations is within India only. And separate disclosure as per geographical segments is not required to be given.
- iii) Figures in bracket in italics fonts are previous years figures.

- Note 24** Previous year figures are regrouped and rearranged wherever necessary to compare with current year figures.
- Note 25** 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 there under.
- Note 26** The company is not declared as a wilful defaulter by any bank or financial institution or other lender.
- Note 27** The company is not having any relationship with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956:
- Note 28** There has not been any delay in registering the charges or satisfaction with Registrar of Companies beyond the statutory period.
- Note 29** The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- Note 30** Following ratios are hereby disclosed:

Sr. No	Particulars	Amt in ` Lakhs Numerator/Denominator		2021-22	2020-21	% Change	Reason for deviation by more than 25%
		2021-22	2020-21				
1	<b>Current Ratio,</b>	147.79	112.48	11.42	155.26	-92.64	Due to Increase in Current Liability.
	Current Assets / Current Liabilities	12.94	00.72				
2	<b>Debt-Equity Ratio,</b>	00.00	00.00	0.00	0.00	NA	No Borrowing by company
	Non Current Borrowing + Current Borrowing / Shareholder Equity	134.95	111.86				
3	<b>Debt Service Coverage</b>	31.59	-08.80	NA	NA	NA	There is no



	<b>Ratio,</b> Profit before Tax + Interest on Term Loan & Debentures+Non-cash operating expenses / Interest on Term Loan & Debentures + Principal Repayments made during the period for long term Loans.	00.00	00.00				payment of interest by the company
4	<b>Net profit ratio,</b>  (Profit After Tax/Sales) *100	23.29 118.17	-08.70 114.82	19.71%	- 7.58%	360.15	Due to Increased in other operating income, which is more marginable than Sales of Products .
5	<b>Inventory turnover ratio,</b>  Cost of goods sold /Average Inventories	81.68 00.00	114.24 00.00	NA	NA	NA	
6	<b>Trade Receivables turnover ratio,</b>  Net Credit Sales/Average Trade Receivable	118.17 18.90	114.82 00.00	6.25	0.00	NA	
7	<b>Trade payables turnover ratio,</b>  Net Credit Purchase/Average Trade Payables	81.68 00.00	114.24 00.00	NA	NA	NA	
8	<b>Net capital turnover ratio,</b>  Sales/Average Working Capital	118.17 134.85	114.82 111.76	0.88	1.03	-14.70	
9	<b>Return on Equity Ratio / Return on Investment,</b>	23.29	-08.70	18.87	-7.48	352.24	
	(PAT/Avg. Eq. Shareholders Fund)*100	123.41	116.26				
10	<b>Return on Capital employed,</b>	31.59	-08.80	23.35	-7.86	397.22	Due to Increased in other



	Operating Profits(EBIT)/Capital Employed(Net Assets) * 100	135.27	111.98				operating income.
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- Note 31** The company has not undergone through any Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- Note 32** There are no transactions which are not recorded in the books of accounts and that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- Note 33** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- Note 34** Figures are rounded off to the nearest rupee.

Signatories to Note 1 to 34

**For, and on behalf of the board of directors**

**MERCURY METALS LIMITED**

**For AMBALAL PATEL & CO.  
CHARTERED ACCOUNTANTS  
FIRM REG. NO. 100305W**

**KAVIT JAYESHBHAI THAKKAR  
MANAGING DIRECTOR  
DIN - 06576294**

**CA NIKUNJ PATLIA  
PARTNER**

**M.NO. 131220**

**UDIN:22131220ALXHOL8474**

**JAYESH RAICHANDBHAI  
THAKKAR  
DIRECTOR  
DIN - 01631093**

**Ahmedabad  
17-05-2022**

**DHRUV DEEPAK YARDI  
(Chief Financial Officer)**



To  
**AMBALAL PATEL & CO.**  
**Ahmedabad**

This is to certify that the none of the directors of the company is disqualified as on 31<sup>st</sup> March 2022 from being appointed as director in terms of sub-section (2) of the Section 162 of the Companies Act,2013.

**For, MERCURY METALS LIMITED**

**Ahmedabad**  
**17/05/2022**

**KAVIT JAYESHBHAI THAKKAR**  
**MANAGING DIRECTOR**  
**DIN: 06576294**

**JAYESH RAICHANDBHAI THAKKAR**  
**DIRECTOR**  
**DIN: 01631093**



To,  
AMBALAL PATEL & CO.  
Ahmedabad  
F.Y.: 2021-22

**THIS IS TO CERTIFY THAT**

1. The Fixed assets have been physically verified at the end of the year in accordance with the policy of the company. And no material discrepancies were noticed during physical verification of the fixed assets.
2. The Inventories of Shares are held in demat form and have been verified at the end of the year with the respective demat statement. And no discrepancies were noticed.
3. The valuation of the Inventories is fair and proper in accordance with the normally accepted accounting principles and the basis for valuation of the inventory is same as in the preceding year. Valuation of shares in stock is done at cost. Working of valuation of inventory is enclosed herewith.
4. All the expenses incurred are exclusively in connection with and for the business and no personal or capital expenditure is debited to profit & loss account.
5. Method of accounting employed in the previous year is mercantile basis. There is no change in the method of accounting employed during the year.
6. No fraud on or by the company has been noticed or reported during the year .
7. Cash on hand as on 31/03/2022 is Rs. 197058/- which has been physically verified by us.
8. Outstanding balances of debtors, Loan and Advances, Sundry creditors etc. as on 31<sup>st</sup> March, 2022 are recoverable/ payable as per the prevailing practice of the business.
9. The Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Companies Act, 2013 for any of the products of the company.
10. There is no undisputed pending in respect of statutory dues as at 31<sup>st</sup> March 2022 for a period exceeding six months from the date they become payable. And there is no disputed amount pending in respect of the statutory dues.
11. The company has not made any expenditure in Foreign Currency.
12. As per records available with the company, it does not owe any sum to any Micro, Small or Medium Enterprise registered under MSMED Act, 2006.
13. The company has not defaulted in repayment of dues to financial institutions and banks.
14. The company has not given any guarantee for loans by others from any banks or financial institutions. And the company has not any contingent liabilities outstanding.
15. The Company has complied with all the Accounting Standards in the preparation of the accounts for the year ended 31<sup>st</sup> March, 2022 wherever applicable."
16. The company has complied with other Misc laws like PF Act, ESI Act, Service Tax Act, VAT Act, Central Excise Act and Customs Act, wherever applicable.

**For, MERCURY METALS LIMITED**

Ahmedabad  
17/05/2022

**KAVIT JAYESHBHAI THAKKAR**  
MANAGING DIRECTOR  
DIN: 06576294

**JAYESH RAICHANDBHAI THAKKAR**  
DIRECTOR  
DIN: 01631093

**MANAGEMENT REPRESENTATION LETTER**

17-05-2022

Dear Sir,

This representation letter is provided in connection with your audit of the financial statements of MERCURY METALS LTD for the year ended 31/03/2022 for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the financial position of the company as on 31/03/2022 and the results of operations for the year then ended.

We acknowledge our responsibility for preparation of financial statements in accordance with the requirements of the Companies Act, 2013 and recognized accounting policies and practices, including the Accounting Standards issued by the Institute of Chartered Accountants of India.

We confirm, to the best of our knowledge and belief, the following representations:

**Industry Structure and Development**

The Company is engaged in the business of trading of ferrous and non ferrous metals. The Company intends to extend its area of operations to other metals including of trading of precious metals. The metal industry in which the Company is dealing is recently having trends of volatility and there are very good chances for the Company to develop its area of operation in the metal industry.

**Internal Financial Control System**

The Company has designed Internal Financial Control system. These controls ensure safeguard of assets, reduction and detection of frauds and error, adequacy and completeness of the accounting record and timely preparation of reliable financial information.

**BOOKS OF ACCOUNTS / REGISTERS**

This is to certify that the following computerised books of accounts are maintained by the Company for the year ended 31-03-2022 as required under section 128 of the companies Act, 2013.

- (a) Cash Book
- (b) Bank Book
- (c) Journal Book
- (d) Sales Register
- (e) Purchase Register
- (f) General Ledger
- (g) Stock Register

The minutes submitted to your representatives constitute a full and complete records of all meetings of the Board of Directors of the Company. Meetings of the Directors held during the period from 01-04-2021 to 31-03-2021 on the dates stated below:-

Sr. No.	Date of Meeting
1	20 <sup>th</sup> April, 2021
2	28 <sup>th</sup> June, 2021
3	14 <sup>th</sup> August, 2021
4	28 <sup>th</sup> August, 2021
5	15 <sup>th</sup> September, 2021
6	12 <sup>th</sup> November, 2021
7	14 <sup>th</sup> February, 2022
8	2 <sup>nd</sup> March, 2022

**ACCOUNTING POLICIES**



The accounting policies, which are material or critical in determining the results of operations for the year or financial position are set out in the financial statements and are consistent with those adopted in the financial statements for the previous year. The financial statements are prepared on accrual basis. Balance Sheet and Statement of Profit & Loss comply with the accounting standards referred to in section 133 of the Companies Act, 2013.

**FIXED ASSETS & DEPRECIATION**

There is no fixed assets held by the company and hence there is no depreciation to be provided by company.

**CAPITAL COMMITMENTS**

At the balance sheet date, there were no outstanding commitments for capital expenditure.

**INVESTMENTS**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments. All Investments are stated at cost. A provision for diminution is made only in case of permanent diminution in value of such securities.

**INVENTORIES**

Other Traded inventories Valued at lower of cost or Net realisable value.

Cost of Inventories comprises of cost of purchase and other cost incurred in the bringing the inventories to their present location and condition.

**DEPOSITS**

The company has not accepted deposit from Public U/s 73 to 76 or any other relevant provisions of the Companies Act 2013. The Parties accounts where transactions of Advance/ Loans/ Repayment are in the nature of business transaction and do not attract the Provision of 73 to 76 or any other relevant provisions of the Companies Act 2013

**The cash on hand as on 31/03/2022 was Rs. 197058**

**OTHER CURRENT ASSETS**

In the opinion of the Board of Directors, other current assets have a value on realization in the ordinary course of the company's business which is at least equal to the amount at which they are stated in the balance sheet.

**LIABILITIES**

We have recorded all known liabilities in the financial statements.

There is no contingent liabilities outstanding against the company as on Balance Sheet date.

There are no amount outstanding in respect of undisputed Income-Tax, Goods and Service Tax, Wealth Tax, Custom Duty and Excise Duty which is due for more than six months from the date they became payable.

**PROVISIONS FOR CLAIMS AND LOSSES**

The provision for all known liabilities has been made.





**PROFIT AND LOSS ACCOUNT**

Except as disclosed in the financial statements, the results for the year were not materially affected by:

- (a) Transactions of a nature not usually undertaken by the company;
- (b) Circumstances of an exceptional or non-recurring nature;
- (c) Charges or credits relating to prior years;
- (d) Changes in accounting policies.

There have been no events subsequent to the balance sheet date which require adjustment of, or disclosure in, the financial statements or notes thereto.

**OTHER DISCLOSURES**

There is no pending litigation that may have impact on its financial statements.

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

There is no amount to be transferred to Investors Education Protection Fund.

Company has appointed Badrilal Pungalia & Co. as Internal Auditor for FY 2019-20 as per provisions of Companies Act, 2013.

The company has not given / taken loans to / from the companies, firms or other parties listed in the register maintained u/s 189.

No director of the company is disqualified for re-appointment as per provisions of the Companies Act, 2013.

Yours faithfully,

**FOR, MERCURY METALS LTD.**

**KAVIT JAYESHBHAI THAKKAR**  
**MANAGING DIRECTOR**  
**DIN: 06576294**

**JAYESH RAICHANDBHAI THAKKAR**  
**DIRECTOR**  
**DIN: 01631093**

**DHRUV DEEPAK YARDI**  
**Chief Financial Officer**