



Marvel Decor Limited

Annual Report 2017-18



# 15 Types of Blinds

Largest Range of Products in India



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## Corporate information

### Directors & Key Managerial Personnel

**Mr. Ashok R. Paun**

DIN:01662273

Chairman &  
Managing Director

**Mr. Dipak R. Paun**

DIN:01662090

Wholetime Director

**Ms. Urmi A. Paun**

DIN:01662228

Director &  
Chief Financial Officer

**Ms. Dipti D. Paun**

DIN: 01662149

Director

**Mr. Dhansukhbhai J. Devani**

DIN: 01023482

Independent Director

**Mr. Rajesh J. Morzaria**

DIN: 08042513

Independent Director

**Ms. Meera Keval Gudka**

Company Secretary & Compliance Officer

## Board Committees

<b><u>Audit Committee</u></b>		
<b>Mr. Dhansukhbhai J. Devani</b> Chairperson	<b>Mr. Rajesh J. Morzaria</b> Member	<b>Mr. Ashok R. Paun</b> Member
<b><u>Stakeholder's Relationship Committee</u></b>		
<b>Mrs. Dipti D. Paun</b> Chairperson	<b>Mr. Dipak R. Paun</b> Member	<b>Mr. Ashok R. Paun</b> Member
<b><u>Nomination &amp; Remuneration Committee</u></b>		
<b>Mr. Dhansukhbhai J. Devani</b> Chairperson	<b>Mr. Rajesh J. Morzaria</b> Member	<b>Mrs. Dipti D. Paun</b> Member

## AUDITOR INFORMATION

<b>Statutory Auditor</b>	<b>Internal Auditor</b>	<b>Secretarial Auditor</b>
<b>Chetan Agarwal &amp; Co.</b> Chartered Accountants Jamnagar	<b>Vimal B. Dattani</b> Company Secretary Bhavnagar	<b>N S Dave &amp; Associates</b> Practicing Company Secretaries Jamnagar

## Contact Details:

<b>Corporate &amp; Registered Office:</b> Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India	<b>Factory Address:</b> Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
<b>E-mail:</b> info@marvellifestyle.com; <b>Website:</b> www.marvellifestyle.com, <b>Corporate Identification Number (CIN):</b> L18109GJ1996PLC030870	<b>Contact Details for Investors:</b> Compliance Officer – CS Ms. Meera Keval Gudka <b>E-mail:</b> cs.meera.gudka@marvellifestyle.com
<b>Listed on NSE Emerge</b>	
Symbol: MDL	
<b>Bankers</b> HDFC Bank Limited, Kuber Shop No.1, Ground Floor, Park Colony, Opp.Jogger'S Park, Jamnagar-361008, Gujarat, India	
<b>Registrar and Share Transfer Agents</b> M/s. Bigshare Services Pvt. Ltd, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059, Maharashtra, India	

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## Letter to Shareholders

Dear Shareholders,

It gives me immense pleasure to present before you Annual Report on the performance of your company for the financial year 2017-18. This year has been yet another outstanding year and I am proud of the progress the Company has made.

Aggressive marketing activities done in last 3 years has started contributing towards profitability from this year. Your company has registered remarkable net profit of Rs. 3.10 Cr. with turnover of Rs. 32.26 Cr in the year. We could sustain adverse market scenario and achieved desired results.

This year has been very eventful for the company, first we got company converted from Private Limited to Limited company and got ourselves listed on NSE Emerge platform. The listing has been successful and we got good response from investors. We are thankful to all the subscribers. Secondly we have registered our subsidiary company "Callistus UK Ltd." at UK to cater international market with the brand name "Callistus".

At this point of time, I have the pleasure and privilege to share with you the highlights of the year's performance and outlook for the next year as mention below:

- We have increased our pan India presence by adding 66 New Marvel Galleries in this year reaching to a total of 355 Marvel galleries. Now Marvel has reached in 243 cities of 23 state which includes 355 Marvel Galleries, 68 Kiosk Partner, a total pan India network of 620 dealers.
- We have opened new Vertical for the Projects business and it has started contribution in revenue as well.

Your company is going to enter into a Joint Venture with Dubai's Blinds Company, to establish Assembling Facility at Sharjah - Saif Zone with 50-50% Partnership. This company will further expand business in GCC Countries.

Further, I would like to inform you about some of our initiatives, which are expected to yield more positive result in near future as below:

- Company has made an investment into new Fabric Printing Plant of INR 2 Cr. which has the following benefits:
  - 1) This machine will help company to increase Blinds ratio to home which is lower compare with developed country. Ratio of Blinds in to home in India is 4-5% approximate, where in developed countries it is more than 50%.
  - 2) In house fabric printing facilities will enable company to offer limitless design which will increase revenue.
  - 3) Fabrics printing facilities will help to reduce inventory which will help to reduce finance cost as well.

- Company is adding new value added products like Skylight Blinds, Panel Blinds, Pleated Blinds, Curtain Tracks for Hotel & Hospitals & special technical products for commercial segment.
- Company is planning to start 1<sup>st</sup> international operation in UAE from October 2018. Initially UK business will also be catered from UAE and later on another assembly unit to be set up at UK.

I am very optimistic that all the aforesaid initiatives and business moves would lead us to the next level of growth and help us mark our presence around the globe.

I am thankful to all our Stakeholders, Banker, Investor, Vendors and most important our customer for their trust and faith. I must acknowledge huge contribution from entire team of Marvel.

**Yours sincerely,**

**Ashok Paun**  
**Chairman & Managing Director**

**MARVEL DECOR LIMITED**  
**(Formerly Known as Marvel Decor Private Limited and Accumax Interior Products Private Limited)**

**CIN: L18109GJ1996PLC030870**

**Regd. Office:** -Plot No 211, GIDC Phase II, Dared, Jamnagar-361004, Gujarat, India.

**E-mail:** info@marvellifestyle.com; **Website:** www.marvellifestyle.com,

**Tel No:** +91 288 2730601/602; **Fax:** +91 288 2730603

**NOTICE FOR THE TWENTY SECOND ANNUAL GENERAL MEETING**

Notice is hereby given that Twenty Second Annual General Meeting of members of **Marvel Decor Limited** will be held on Saturday, September 29, 2018 at 11.00 AM at Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India, inter alia to transact following business;

**Ordinary Business: -**

**1. Adoption of Financial Statement;**

To Receive, Consider, Approve and Adopt the Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2018 and Report of Board of Director's and Auditor's thereon and in this regard pass the following resolution:

(Balance Sheet as on 31<sup>st</sup> March, 2018, Statement of the Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2018, Report of Auditor and Report of Directors.)

**"RESOLVED THAT,** the audited financial statement of the company for the financial year ended 31<sup>st</sup> March, 2018 and report of Board of Director's and Auditor's thereon laid before this meeting, be and hereby considered and approved."

**2. Ratification of Appointment of Auditor;**

To Ratify the Appointment of Auditor (**M/s. Chetan Agarwal & Co.**) of the Company **appointed from the Financial Year 2014-2015 to 2018-2019** and fix their remuneration and to pass following resolution;

**"RESOLVED THAT,** appointment of **M/s. Chetan Agarwal & Co.**, Chartered Accountant (Registration No. 120447W) be and is here by ratified, who were appointed as a statutory auditor of the company at the Annual General Meeting held on September 30, 2014 for Five Financial year (i.e. from FY 2014-15 to FY 2018-19) pursuant to sub section 1 of section 139 of Companies Act, 2013 read with Rule 3 of the Companies (Audit & Auditors) Rules, 2014 and Board of Directors is be and hereby authorised to fix the remuneration payable to them."

**3. Retire by Rotation;**

To appoint a director in place of **Mr. Ashok R. Paun (DIN: 01662273)**, who retires by rotation and being eligible to offers himself for re- appointment.

**"RESOLVED THAT, Mr. Ashok R. Paun (DIN: 01662273)**, director of the Company who retires by rotation at this meeting pursuant to section 152 of Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## Special Business: -

### 4. To approve terms of payment of remuneration to Ms. Urmi Paun, Director & Chief Financial Officer:

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

To approve term Payment of Remuneration to Ms. Urmi Paun (DIN: 01662228), Director & Chief Financial Officer and to pass following resolution;

**“RESOLVED THAT**, in addition to the resolution passed with respect to change in Designation from Non-Executive Director to Executive Director and Chief Financial Officer, by the members at Extra Ordinary General Meeting held on January 24, 2018 and subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded to pay remuneration of Rs. 21 Lac per annum to Ms. Urmi Paun, Director & Chief Financial Officer.

**“RESOLVED FURTHER THAT**, in event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Ms. Urmi Paun, Director & Chief Financial Officer, the above referred remuneration shall be paid as minimum remuneration and the same shall be subject to the limits set out in Schedule V to the Companies Act, 2013.”

**“RESOLVED FURTHER THAT**, the Board of Directors (including relevant committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and / or any guidelines prescribed by the Government from time to time.”

**“RESOLVED FURTHER THAT**, except for the remuneration, all other terms and conditions of appointment, as approved earlier by the members shall remain unaltered.”

**“RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

By order of the Board  
**MARVEL DECOR LIMITED**

**Date:** August 31, 2018

**Place:** Jamnagar

**Meera Gudka**  
Company Secretary & Compliance officer

**Note: -**

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act a Proxy on behalf of Members not exceeding fifty in numbers and holding in the aggregate not more than ten percent of the total share capital of the Company carrying Voting Rights. A member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.
3. The Register of member and Share Transfer Book of the Company will remain closed from September 22, 2018 to September 29, 2018 (Both days inclusive).
4. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
7. Members who are yet to register their e-mail address with the Company or with the depository are once again requested to register the same.
8. Members who wish to obtain information of the Company or view the Accounts may visit the Company's website or send their queries at least 10 days before the AGM to the Company Secretary and Compliance Officer at the Registered Office of the Company.
9. The members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent to **M/s. Bigshare Services Private Limited**, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra, India, **Tel:** +91 22 62638200, **Fax:** +91 22 62638299, E-mail: ipo@bigshareonline.com, Website: www.bigshareonline.com.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
12. To ensure correct identity of each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Driving License, Passport, Voter ID card, etc.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 AM to 05:00 PM) on all working days except Sunday, up to and including the date of the Annual General Meeting of the Company.
14. Notice of Annual General Meeting was sent to those shareholders / beneficial owners, whose names were, appearing in the register of the members / list of beneficiaries received from the depositories as on August 24, 2018.
15. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: **cs.meera.gudka@marvellifestyle.com**.

16. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:

**NSE EMERGE**

National Stock Exchange of India Ltd.  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051

**Explanatory Statement of Special Business:**

**To approve terms of payment of remuneration to Ms. Urmi Paun, Director & Chief Financial Officer.**

**Ms. Urmi Paun**, (DIN: 01662228), Director & Chief Financial Officer were non-executive director of the company. The Designation of Ms. Urmi Paun changed to Executive Director and Chief Financial Officer of the company on January 24, 2017. She is associated with the company from since October 07, 2000 and very important member of the Board. She is look after Finance Portfolio of the company. Due to her potential capabilities and her important role on the board and growth of the company Nomination and Remuneration Committee and Board recommended to pay remuneration Rs. 21 Lac per annum.

In event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Ms. Urmi Paun, Director & Chief Financial Officer, the above referred remuneration shall be paid as minimum remuneration and the same shall be subject to the limits set out in Schedule V to the Companies Act, 2013

Further, the Board of Directors (including relevant committee thereof) is authorised to vary or increase the remuneration specified above from time to time to the appropriate, provided that such variation or increase shall be within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto.

No Director is interested in this resolution, except Mr. Ashok R. Paun, Chairman & Managing Director, Mr. Dipak R. Paun, Whole time Director, Ms. Dipti D. Paun, Director.

**Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Disclosure of Information related to Director's appointment/re appointment as mentioned in Item No. 3 of the Notice is provided hereunder;**

<b>Particulars</b>	<b>Mr. Ashok R. Paun</b>
<b>DIN</b>	<b>01662273</b>
<b>Date of Birth</b>	December 09, 1970
<b>Date of first appointment on the Board</b>	October 04, 1996
<b>Qualifications</b>	
<b>Expertise</b>	Mr. Ashok R. Paun has more than 22 years' Experience in Window Covering Fashion Industry and he is associated with the Company since Incorporation.
<b>Names of other Listed Companies in which the Director holds Directorship</b>	-
<b>Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership</b>	-
<b>Number of Shares held</b>	86,96,060

**Relationships between Directors and Key Managerial Personnel of the Company**

Brother of Mr. Dipak R. Paun, Spouse of Mrs. Urmi A. Paun and Brother in Law of Mrs. Dipti D. Paun

By order of the Board  
**MARVEL DECOR LIMITED**

**Place:** Jamnagar

**Date:** August 31, 2018

**Meera Gudka**  
Company Secretary & Compliance Officer

**Route Map for AGM;**

**Address:** Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India



## Directors' Report

To,  
The Members  
**MARVEL DECOR LIMITED**

Your Directors are delighted to present **Twenty Second** Annual Report on the business and operations of your Company together with the Audited Financial Statement of the company for the financial year ended 31st March, 2018.

### 1. FINANCIAL PERFORMANCE:

<u>RESULTS</u>	(Rs. in Lac)	
	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Revenue from Operation less Excise duty &amp; GST</b>	3,208.37	3,013.14
Other operation income	17.74	17.97
<b>Total revenue</b>	<b>3,226.11</b>	<b>3,031.12</b>
Total Expenditure except Dep. & Financial Cost	2406.78	2683.03
<b>Profit before Depreciation, Financial Cost &amp; Tax</b>	<b>819.33</b>	<b>348.08</b>
Depreciation and Amortization	181.88	76.80
<b>Profit before Financial Cost &amp; Tax</b>	<b>637.45</b>	<b>271.28</b>
Financial Cost	215.58	80.07
<b>Profit before Tax</b>	<b>421.87</b>	<b>191.21</b>
<b>Less:</b> Taxation	111.16	63.22
<b>Profit for the year</b>	<b>310.71</b>	<b>127.99</b>
<b>Balance brought forward from previous year</b>	726.34	598.35
<b>Profit available for Appropriations</b>	<b>1037.05</b>	<b>726.34</b>
<b>Appropriations:</b>		
- Bonus share issued	709.73	-
<b>Surplus carried to Balance Sheet</b>	<b>327.32</b>	<b>726.34</b>

### 2. RESULTS OF OPERATIONS

During the financial year 2017-18, Company has achieved total Revenue of Rs. 3,226.11 Lac resulting under review as compared to revenue of Rs. 3,031.12 Lac during the previous financial year 2016-17. The operating profit (profit after tax) is Rs. 310.71 Lac in financial year 2017-18 as compared to Rs. 127.99 Lac during the previous year.

### 3. DIVIDEND

The Company does not recommend any dividend for the year ended 31st March, 2018.

### 4. TRANSFER TO RESERVES

During the financial year 2017-18, Out of Total Profit of Rs. 3,10,71,301/-, 10% amount i.e. Rs. 31,07,130 is transferred to General Reserve and Remaining portion i.e. Rs. 2,79,64,171/- will be added in surplus.

#### **5. SHARE CAPITAL**

The paid up share capital of the company as on 31<sup>st</sup> March, 2018 was Rs. 17,04,01,400.

#### **6. LISTING OF SHARES**

The equity shares of Company got listed on the Emerge Platform of National Stock Exchange on March 23, 2018 and listing fees for the year 2017-18 has been paid.

#### **7. DEMATERIALIZATION OF SHARES**

The Company has entered into Tripartite Agreement dated March 1, 2018 with the depositories, national Securities Depository Limited and Central Depository Service (India) Limited for providing Demat facility to its Shareholders. For the purpose, the company has appointed **Bigshare Services Private Limited**, as its registrar and Share Transfer Agent.

#### **8. MATERIAL CHANGES AND COMMITMENTS;**

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statement relates and the date of this report.

#### **9. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS;**

The Directors have taken various measures to control the cost and to increase the turnover and profitability and are hopeful, barring unforeseen circumstances, to achieve better results.

#### **10. CORPORATE GOVERNANCE**

Details regarding Corporate Governance Report of the Company regarding Compliance of the Conditions of Corporate Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herewith as "**Annexure-I**"

#### **11. DEPOSITS;**

Company has not accepted any deposits within the meaning of Section 73 of the companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

#### **12. DIRECTOR'S RESPONSIBILITY STATEMENT;**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a) In the preparation of the annual accounts for the financial year 2017-18, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the statement of profit and loss of the company for the financial year.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) They have prepared the annual accounts on a going concern basis.
- e) They have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and

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

### **13. AUDITORS, SECRETARIAL AUDITORS REPORT AND COST AUDITORS**

There are no disqualifications, reservations or adverse remarks or disclaimers in the reports of Statutory Auditor.

Secretarial Auditor Report doesn't contain any qualification. Further, due to delayed receipt of required details and documents from bank, delay arose in filing Advance Remittance Form and Form FC-GPR.

Provision of Section 148 of Companies Act, 2013 with respect to Cost Audit and Maintenance of Cost record does not applicable to company.

### **14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT;**

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, Report on Management Discussion and Analysis Report is annexed herewith as "**Annexure- II**".

### **15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO;**

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

### **16. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES;**

Provision of Section 135 of Companies Act, 2013 does not apply to company.

### **17. BOARD EVALUATION;**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. The manner in which the evaluation has been carried out is mentioned in the Corporate Governance Report.

### **18. CHANGE IN NATURE OF BUSINESS;**

There is no change in nature of business of the Company during the year under review.

### **19. DIRECTORS AND KEY MANAGERIAL PERSONNEL;**

- Designation of Mr. Ashok R. Paun and Mr. Dipak R. Paun changed from Director to Chairman & Managing Director and Wholetime Director, respectively with effect from January 24, 2018.
- Mr. Dhansukhbhai J. Devani and Mr. Rajesh J. Morzaria were appointed as independent director of the Company on January 24, 2018.
- Ms. Urmi A. Paun, Director of the company were appointed as Chief Financial Officer of the company on January 24, 2018, in addition to her directorship in the company.
- Ms. Meera K. Gudka were appointed as a Company Secretary and Compliance Officer of the Company on January 24, 2018.
- In accordance with the provisions of section 152 of the Companies Act, 2013 and the AOA of the Company Mr. Ashok R. Paun (DIN: 01662273), director retiring by rotation in the ensuing Annual General Meeting, being eligible offered himself for the reappointment.

### **20. SIGNIFICANT AND MATERIAL ORDERS;**

There are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## **21. EXTRACT OF ANNUAL RETURN;**

The extracts of Annual Return in Form MGT-9, pursuant to the provisions of Section 92 (3) read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished herewith as “**Annexure V**” and is attached to this Report.

## **22. MEETING OF THE BOARD AND AUDIT COMMITTEE;**

The details of the number of Board and Committee Meetings of your Company are set out in the Corporate Governance Report which forms part of this report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

## **23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013;**

During year under review, Company has not given any Loan, provided any Guarantees or made any investment under section 186 of the Companies Act, 2013.

## **24. STATUTORY AUDITORS AND AUDITOR'S REPORT;**

At the 18<sup>th</sup> Annual General Meeting held on September 30, 2014, M/s. Chetan Agarwal & Co., Chartered Accountants were appointed as statutory auditors of the Company to hold office till the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company. In the terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Chetan Agarwal & Co., Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report.

## **25. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL;**

Your Company has received declarations from all the Independent Directors that they meet the criteria of independence as laid down under the Companies Act, 2013 read with Schedule and Rules made there under, The Board considered the independence of each of the Independent Directors in terms of above provisions and is of the view that they fulfil the criteria of independence.

## **26. SECRETARIAL AUDITORS AND REPORT;**

Pursuant to provision of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. N S Dave & Associates (Proprietor Mr. Nandish S. Dave) a whole time Company Secretary in practice having Membership No. 13946, to undertake the Secretarial Audit of the Company.

As required under section 204(1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report. The Secretarial Audit report is annexed herewith as “**Annexure VI**”

## **27. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT;**

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The “Code of Conduct” is available on the Corporate Governance section of the Company's website **www.marvellifestyle.com**.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

## 28. TRANSACTIONS WITH RELATED PARTIES;

The related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

## 29. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES;

There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

## 30. RELATIONSHIP BETWEEN DIRECTORS INTER-SE;

Directors are related to each other within the meaning of the term “relative” as per Section 2(77) of the Companies Act, 2013 in following manner.

Sr. No.	Name Of Director	Designation	Relation With Directors
1.	Mr. Ashok R. Paun	Chairman & Managing Director	Brother of Mr. Dipak R. Paun Husband of Mrs. Urmi A. Paun Brother in Law of Mrs. Dipti D. Paun
2.	Mr. Dipak R. Paun	Wholetime Director	Brother of Mr. Ashok R. Paun Husband of Dipti D. Paun Brother in Law of Mrs. Urmi A. Paun
3.	Mrs. Urmi A. Paun	Director & Chief Financial Officer	Wife of Mr. Ashok R. Paun Sister in Law of Mr. Dipak R. Paun Sister in Law of Mrs. Dipti D. Paun
4.	Mrs. Dipti D. Paun	Director	Wife of Mr. Dipak R. Paun Sister in Law of Mr. Ashok R. Paun Sister in Law of Mrs. Urmi A. Paun
5.	Mr. Dhansukhbhai J. Devani	Independent Director	Not Related To Any Director
6.	Mr. Rajesh J. Morzaria	Independent Director	Not Related To Any Director

## 31. INVESTOR COMPLAINTS (COMPLAINTS) AND COMPLIANCE;

Company has not received any complaint from investor and as on date no complaints are pending.

## 32. INTERNAL CONTROL;

The Company has set up adequate internal controls to ensure operational efficiency, safety of assets and efficient financial management. It has appointed an Independent Company Secretary to conduct regular internal audits. The Audit Committee of the Board reviews the internal controls and audit reports regularly. There is a Managing Committee consisting of senior functional heads and the Managing Director that meets periodically to review overall operations of the Company.

## 33. RISK MANAGEMENT POLICY;

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Board of directors of the Company has adopted a Risk Management Policy of the Company. The Company is committed to identifying and managing risk in a manner appropriate to achieve its objectives.

This Policy intends to cover concerns that could have serious impacts on the operational and financial performance of the Company. The scope of the policy is to identify, assess and treat the risks associated with the Company and building framework and risk management programs, reviewing of the effectiveness of such programs and collectively to achieve the target of the Company.

#### **34. VIGIL MECHANISM;**

The Company has adopted Vigil Mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company's rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.

However, the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

#### **35. PREVENTION OF INSIDER TRADING;**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. All the Board of Directors and designated employees have confirmed compliance with the Code.

#### **36. ENVIRONMENT MANAGEMENT SYSTEMS (EMS);**

Our manufacturing sites and raw material locations in factory have implemented environmental management systems certified to ISO 14001.

#### **37. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013;**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2017-18, the Company has not received any complaints on sexual harassment.

### 38. NAMES OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES AS ON FINANCIAL YEAR END;

As on the Financial Year end date, Marvel Decor Limited is not holding any investment in Subsidiary, Associates and Joint Venture.

### 39. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS;

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

### 40. PARTICULARS OF REMUNERATION;

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees forms part of Corporate Governance Report of this Annual Report.

### 41. PARTICULARS OF EMPLOYEE;

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

**Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with rules made there under**

#### 1. Information as per section 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

##### (i) The ratio of remuneration of each director to the median remuneration of the employees for the financial year:

Sr. No.	Name	Designation	Ratio against median employee's remuneration
1.	Mr. Ashok R. Paun	Managing Director	22.57 : 1
2.	Mr. Dipak R. Paun	Whole-Time Director	15.80 : 1
3.	Ms. Urmi A. Paun	Director & CFO	11.29 : 1

##### (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	% increase over the previous year
1.	Mr. Ashok R. Paun	Managing Director	25%
2.	Mr. Dipak R. Paun	Whole-Time Director	40%
3.	Ms. Urmi A. Paun	Director & CFO	25%

**Total Number of Employees: 182**

#### **42. ACKNOWLEDGEMENTS;**

Your directors place on record their appreciation for co-operation and support extended by the Banks, SEBI, Shareholders, Bankers to the Issue, RTA and Traders for their continued support extended to the Company at all times.

The Directors further express their deep appreciation to all employees for high degree of professionalism and enthusiastic effort displayed by them during the year.

By behalf of the Board of Directors  
**MARVEL DECOR LIMITED**

**Place:** Jamnagar  
**Date:** August 31, 2018

**Shri Ashok R. Paun**  
Chairman and  
Managing Director  
DIN :01662273

**Shri Dipak R. Paun**  
Wholetime Director  
DIN: 01662090

## Annexure- I

### CORPORATE GOVERNANCE REPORT

Pursuing to Regulation-27 and Para-C of Schedule-V; report contains the details regarding Corporate Governance System and Mechanism of the **Marvel Decor Limited**.

#### Company's Doctrine on Corporate Governance:

The Company's Doctrine on Corporate Governance is based on Transparency, Accountability, Adaptability and Ethical corporate citizenship. The Company remain committed to uplift and develop its stakeholders and believes that Stakeholders i.e. shareholders, suppliers, customers, employees and society are the core and key part of the company and they contribute for development of the Company directly or indirectly.

The Company has established and developed such policy and taken such action so that it becomes good and standard model of Corporate Governance. In this behalf company follows each and every Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and other applicable Laws with its letter and spirit.

#### Board of Directors:

Composition of Board of Directors as well as other requirement in this regard is as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Significant and Material Information placed before the board from time to time so that they can give timely and proper response and discharge their duty diligently.

#### Composition:

The Board of Directors of the Company has an optimum combination of Executive and Non- Executive Directors as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. So far Independent Directors took active part at the Board and Committee meetings and played pivotal role in decision making process, which adds value in the decision making process.

#### Composition of the Board as on 31st March, 2018:

Sr. No.	Name of Director	DIN	Designation	Category
1.	Mr. Ashok R. Paun	01662273	Chairman & Managing Director	Executive Director
2.	Mr. Dipak R. Paun	01662090	Wholetime Director	Executive Director
3.	Ms. Urmi A. Paun	01662228	Director & Chief Financial Officer	Executive Director
4.	Ms. Dipti D. Paun	01662149	Director	Non-Executive Director
5.	Mr. Rajesh J. Morzaria	08042513	Director	Independent Director
6.	Mr. Dhansukhbhai J. Devani	01023482	Director	Independent Director

## Board Meetings and Attendance of Directors:

During the year under review 18 (Eighteen) Board meetings were held;

Sr. No.	Name of the Director	DIN	Attendance of Meeting during FY 2017-18		No of other Directorship as on 31.03.2018	No. of Membership(s) / Chairmanship(s) of Board Committees in other company as on 31.03.2018		Attendance in last AGM Held on 30/09/2017
			Board	Attended		Member	Chairperson	
1.	Mr. Ashok R. Paun	01662273	18	17	Nil	Nil	Nil	Yes
2.	Mr. Dipak R. Paun	01662090	18	18	Nil	Nil	Nil	Yes
3.	Ms. Urmi A. Paun	01662228	18	18	Nil	Nil	Nil	Yes
4.	Ms. Dipti D. Paun	01662149	18	18	Nil	Nil	Nil	Yes
5.	Mr. Rajesh J. Morzaria	08042513	6	6	Nil	Nil	Nil	N.A
6.	Mr. Dhansukhbhai J. Devani	01023482	6	6	One	Nil	Nil	N.A.

## Training to Board Members

The Board is equipped to perform its role through inputs from various sources from time to time. Directors are fully briefed on all matters concerning the business and operation of the Company, risk assessment and minimization procedures and new initiatives proposed by the Company. The Board members regularly interact with the management in order to obtain any information that they may require.

## Evaluation of Board's performance:

During the year, Board of Directors adopted a mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, attendance at the meetings, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

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

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

## Code of Conduct:

Pursuant to provision of Companies Act, 2013 and regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formed a Code of Conduct which is extended over directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations in letter as well as spirit. The “Code of Conduct” is available on the Investor section of the Company’s website <http://www.marvellifestyle.com>.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

## General Shareholder’s Meeting:

### 1. Annual General Meeting:

All Annual General Meeting of the Company had been held within the stipulated time mentioned in Companies Act, 2013/1956 as the case may be and the detail of last five AGM is as under:

Sr. No.	Financial Year	Date	Time	Venue
1.	2016-17	30.09.2017	11.00 AM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
2.	2015-16	30.09.2016	11.00 AM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
3.	2014-15	30.09.2015	11.00 AM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
4.	2013-14	30.09.2014	11.00 AM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
5.	2012-13	30.09.2013	11.00 AM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India

## 2. Details of Extra Ordinary General Meeting held during the year:

Following is the list of Extra Ordinary General meeting held during the financial year 2017-18.

Sr. No.	Date	Time	Venue
1.	21.09.2017	11.00 AM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
2.	29.09.2017	11.00 AM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
3.	04.12.2017	10.00 AM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
4.	05.01.2018	05:00 PM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
5.	24.01.2018	03:00 PM	Registered Office: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India

## 3. Postal Ballot:

The Company has not passed any resolution by means of postal ballot in previous Annual General Meeting. In ensuing Annual General Meeting there is no business requiring postal ballot.

## 4. Committees of Board;

**There are three Committees constituted as per Companies Act, 2013, which are as follows;**

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholder's Relationship Committee.

### A. Audit Committee

The Board had constituted qualified Audit Committee pursuant to provision of Companies Act, 2013 as well as Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constitution of said Committee was approved by a meeting of the Board of Directors held on January 27, 2018.

The Audit Committee confirms to extant SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in all respects concerning its constitution, meetings, functioning, role and powers, mandatory review of required information, approved related party transaction & accounting treatment for major items. It also fulfils the requirements asset out in the Companies Act, 2013.

During the financial year the Committee met One (01) time; on March 02, 2018.

Sr. No.	Name of the Members	DIN	Designation	Attendance
1.	Mr. Dhansukhbhai J. Devani	01023482	Chairman	01
2.	Mr. Rajesh J. Morzaria	08042513	Member	01
3.	Mr. Ashok R. Paun	01662273	Member	01

**Role of the audit committee:**

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a) Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Modified opinion(s) in the audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

9. Discussion with internal auditors on any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
16. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
17. Scrutiny of inter-corporate loans and investments.
18. Valuation of Undertakings or assets of the company, wherever it is necessary.
19. Evaluation of internal financial controls and risk management systems.
20. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
21. Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information

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

### **Powers of the Audit Committee:**

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

### **B. Nomination and Remuneration Committee**

The nomination and remuneration policy is being formulated in compliance with section 178 of the Companies Act, 2013 and rules made there under and Regulations of SEBI (Listing Obligation and Disclosure Requirements) regulations 2015.

The constitution of said Committee was approved by a meeting of the Board of Directors held on January 27, 2018.

During the year Committee met on February 16, 2018.

Composition of Nomination and Remuneration Committee is as under;

<b>Sr. No.</b>	<b>Name of the Members</b>	<b>DIN</b>	<b>Designation</b>	<b>Attendance</b>
1.	Mrs. Dipti D. Paun	01662149	Chairman	Yes
2.	Mr. Dipak R. Paun	01662090	Member	Yes
3.	Mr. Ashok R. Paun	01662273	Member	Yes

### **The terms of reference of the Nomination and Remuneration Committee are:**

To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);

To be authorized at its duly constituted meeting to determine on behalf the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/Executive Directors, including pension rights and any compensation payment;

Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

### **C. Shareholders Relationship Committee:**

Pursuant to Provisions of Companies Act, 2013 and rules made there under and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015; Company Constituted Shareholders Relationship Committee and Decided Role of said Committee.

The constitution of said Committee was approved by a meeting of the Board of Directors held on January 27, 2018.

During the year Committee met on March 25, 2018.

Composition of Shareholders Relationship Committee is as under;

Sr. No.	Name of the Members	DIN	Designation	Attendance
1.	Mr. Dhansukhbhai J. Devani	01023482	Chairman	Yes
2.	Mr. Rajesh J. Morzaria	08042513	Member	Yes
3.	Mrs. Dipti D. Paun	01662149	Member	Yes

The Stakeholder Relationships Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

- Redressal of shareholders' /investors' complaints;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

#### **Separate Meeting of Independent Directors:**

Pursuant to code of Independent Directors under the Companies Act, 2013 and rules made there under, a separate meeting of the Independent Directors of the Company was held on March 28, 2018 to review the performance of Non-independent directors (including the Chairman) and the Board as a whole. The Independent directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees which is necessary to effectively and reasonably perform and discharge their duties.

#### **Details of Shareholders Complaints;**

The details of complaints received /solved/pending during the year are as under:

Sr. No.	Particulars	Complaints
1.	No. of Shareholders' Complaints received during the year	Nil
2.	No. of Complaints not solved to the satisfaction of shareholder	Nil
3.	No. of pending complaints	Nil

## DISCLOSURES

### Related Party Transaction

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given in notes to accounts.

### Statutory Compliance, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchanges/ SEBI/ and Statutory Authorities to the extent applicable, accordingly no penalties have been imposed on the Company on any matter related to Capital Markets during the year.

### Whistle Blower Policy:

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company's rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected. However, the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

All Directors / Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

All Protected Disclosures should be reported in writing by the complainant as soon as possible, after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "**Protected disclosure under the Whistle Blower policy**" or sent through email with the subject "**Protected disclosure under the Whistle Blower policy**". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or to the Chairman of the Audit Committee or Managing Director in exceptional cases.

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer. On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

### Reconciliation of Share Capital Audit;

Pursuant to regulation 55A (1) of SEBI (Depository and Participants) Regulation, 1996, Company filed Reconciliation of Share Capital Audit with Stock Exchange within stipulated time conducted by **M/s. N S Dave & Associates, Practicing Company Secretary**, on quarterly basis to confirm that aggregate number of equity shares held in dematerialize form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited and in physical form, tally with total number of shares issued, paid up, listed and admitted capital of the Company.

### Declaration by Independent Director:

**Mr. Dhansukhbhai J. Devani and Mr. Rajesh J. Morzaria**, Independent directors of the Company have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

### CEO/CFO Certification:

The MD and Chief Financial Officer (CFO) have issued certificate pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

### Compliance with Non-Mandatory Requirements

The status of compliances with the non-mandatory requirements is as under:

#### Board

No separate office for the Chairman is maintained, and hence no reimbursement is made towards the same.

#### Means of Communication

The half yearly and yearly financial results, Shareholding Pattern and other required documents are regularly submitted to the Stock Exchange in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also uploaded on the Company's website. Any official news and announcements always posted on the Company's website.

#### Code of Conduct for Prevention of Insider Trading

The Company has a Code of Conduct adopted by the Board for prevention of Insider Trading in place as prescribed by the Securities Exchange Board of India. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

#### Compliance Officer:

<b>Name</b>	Ms. CS Meera K Gudka
<b>Address</b>	<b>Marvel Decor Limited</b> Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India
<b>Tel No.</b>	+91 288 2730601/602
<b>Tele Fax No.</b>	+91 288 2730603
<b>Email Id</b>	cs.meera.gudka@marvellifestyle.com

### General Shareholders Information;

<b>Date, Time and Venue of the Annual General Meeting:</b>	<b>Date: September 29, 2018</b> <b>Time: 11:00 AM</b> <b>Venue: Registered Office, Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India</b>
<b>Record Dates:</b>	

### Financial Year Calendar 2017 – 18:

Sr. No.	Schedule	Date
1.	Financial Reporting for the half year ended on 30 <sup>th</sup> September, 2017.	Not Applicable*
2.	Financial Reporting for the Year and Half Year ended on 31 <sup>st</sup> March, 2018.	Reporting made on May 29, 2018

\* Company was not listed during First Half year.

### Registrar and Share Transfer Agent:

<b>Name:-</b>	<b>Bigshare Services Private Limited</b>
<b>Address:-</b>	Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059 <b>Tel:</b> +91 22 62638200 <b>Fax:</b> +91 22 62638299 <b>E-mail:</b> ipo@bigshareonline.com <b>Website:</b> www.bigshareonline.com

#### Note: -

Shareholder can lodge their complaints, Request and Suggestions to Registrar and Share Transfer Agent at above mentioned address.

### Share Transfer System:

The Company's all Shares are in the dematerialized form and there is no physical share, hence all transactions made through electronic mode.

### Dividend and Book Closure;

<b>1. Dividend</b>	No dividend has been declared
<b>2. Book Closure</b>	22/09/2018 To 29/09/2018

**Face Value of Equity Shares:** Rs. 10/- each.

**Listing on Stock Exchanges:** -The equity shares are listed on Emerge Platform of National Stock Exchange (SME Platform).

**Stock Code / Symbol:**

<b>Symbol</b>	MDL
<b>ISIN with NSDL &amp; CDSL</b>	INE575Z01010

**Corporate Identity Number: L18109GJ1996PLC030870**

**Market Price Data:** The Market price data on Emerge Platform of National Stock Exchange from the listing date i.e. **March 23, 2018 to March 31, 2018** are given below:

<b>Date</b>	<b>Open</b>	<b>High</b>	<b>Low</b>	<b>Close</b>
Date	Open Price	High Price	Low Price	Close Price
28-Mar-2018	57.00	57.20	55.80	56.55
27-Mar-2018	56.75	57.00	54.75	56.55
26-Mar-2018	57.50	57.50	55.40	56.70
23-Mar-2018	57.75	59.00	51.00	57.85

**Distribution of Shareholding as on March 31, 2018:**

<b>DISTRIBUTION SCHEDULE AS ON MARCH 31, 2018</b>					
<b>Sr. No.</b>	<b>Category(Shares)</b>	<b>Shareholders</b>	<b>% of Total</b>	<b>Amount (Rs.)</b>	<b>%</b>
1.	1- 5,000	4	0.7117	400	0.0002
2.	5,000 – 10,000	3	0.5338	30000	0.0176
2.	10,001 - 20,000	467	83.0961	9320000	5.4694
3.	30,001 - 40,000	12	2.1352	480000	0.2817
4.	50,001 - 100,000	13	2.3132	950000	0.5575
5.	100,000 & Above	63	11.2100	159621000	93.6735
<b>Total</b>		<b>562</b>		<b>170401400</b>	<b>100.00</b>

**Category of Shareholders as on March 31, 2018:**

<b>SHARE HOLDING PATTERN AS ON MARCH 31, 2018</b>				
<b>Sr. No.</b>	<b>Description</b>	<b>No of Holders</b>	<b>Shares</b>	<b>% Equity</b>
1.	PROMOTERS & PROMOTERS GROUP	7	12424140	72.91
2.	BODIES CORPORATES	10	482250	2.83
3.	NON RESIDENT INDIANS	2	4000	0.02
4.	CLEARING MEMBERS	17	580000	3.40

5.	ALTERNATE INVESTMENT FUNDS	1	318000	1.87
6.	MARKET MAKER	1	276000	1.62
7.	INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 2 LAC	486	1137750	6.68
8.	INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 2 LAC	34	1818000	10.67
<b>Total</b>		<b>558</b>	<b>17040140</b>	<b>100</b>

#### Break up of Shares from Depository view point:

Break up of Shares as on 31st March, 2018				
Sr. No.	Description	No of Holders	Shares	% To Equity
1	NSDL	232	15032120	88.22
2	CDSL	330	2008020	11.78
3	Physical	0	0	0.00
<b>Total</b>		<b>562</b>	<b>17040140</b>	<b>100.00</b>

#### Compliance Certificate of the Auditors:

A Certificate from N S Dave & Associates, Practicing Company Secretary and Secretarial Auditor of the Company regarding compliance of conditions of Corporate Governance as stipulated under Section 27 and Schedule V (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report.

#### Outstanding ADRs / GDRs:

The Company has not issued any ADRs/GDRs.

#### Plant Location: **MARVEL DECOR LIMITED**

Plot No 211, GIDC Phase II, Dared,  
Jamnagar-361004, Gujarat, India

**Investor's Correspondence may be addressed to**

<b>Ms. CS Meera K Gudka</b>		<b>Bigshare Services Private Limited</b>
Company Secretary & Compliance Office <b>MARVEL DECOR LIMITED</b> Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India <b>E-mail:</b> cs.meera.gudka@marvellifestyle.com	<b>---And---</b>	Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059 <b>Tel:</b> +91 22 62638200 <b>Fax:</b> +91 22 62638299 <b>E-mail:</b> ipo@bigshareonline.com <b>Website:</b> www.bigshareonline.com

By behalf of the Board of Directors

**MARVEL DECOR LIMITED**

**Place:** Jamnagar

**Date:**

**Ashok R. Paun**

Chairman & Managing Director

DIN: 01662273

**Dipak R. Paun**

Wholetime Director

DIN: 01662090

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of,

**MARVEL DECOR LIMITED**

We have examined the compliance of conditions on Corporate Governance of **MARVEL DECOR LIMITED**, for the financial year ended March 31, 2018, as per SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the Procedures and implementation there of adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance, to the extent applicable to SME company, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We state that there were no investor's grievances pending against the company for a period exceeding one month as at March 31, 2018 as per the records maintained by the company.

**For N S Dave & Associates**  
Practicing Company Secretary

**Date:** August 24, 2018

**Place:** Jamnagar

**Nandish Dave**  
Proprietor  
ACS: 37176  
CP: 13946

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## Annexure II

### Management Discussion and Analysis

#### **Industry Overview**

Window Covering industry has humungous opportunity considering worldwide trend, Window Covering market is considered of USD 22027 million/annum globally, out of which India's share is only USD 39 Million/Annum.

Ratio of Blinds into home in India is 4-5 % approximate, where in developed countries it is more than 50%, With developing economy and increase in level of lifestyle; on footstep of developed countries; Blinds are taking place of conventional curtains in India, because of this, ratio in India will grow rapidly so as window covering industry is likely to grow in manifold

Reasons for increase in use of Blinds are:

- ✓ Controls Light, Privacy & Heat as per the requirements
- ✓ Makes the room space bigger
- ✓ Modern look which enhance interior
- ✓ Pleasure of automation ease
- ✓ Maintenance free
- ✓ UV Protection & Energy efficient

Certified by ISO 9001:2015 and 14001:2015, today we are India's largest blinds manufacturers, after focusing on Blinds Industry from 2012 today we have become No. 1 leaving behind International and National brands.

#### **Development:**

The manufacturing facilities of the company is spread over 2,00,000 Sq.ft. Which includes

1. Plastic Moulding Machines
2. Power Press for metal components
3. Fabric Printing unit
4. Powder Coating Plant.
5. Spray Coating Plant
6. Fabric Cutting and Assembly unit.

These facilities enable us to achieve 95% of our 48-hour dispatch commitment.

#### **Opportunity and Threats:**

India being a developing economy, our life style is improving, buying power is improving and as mention above Ratio of Blinds in to home in India is increasing rapidly creating scope for better opportunities in Blinds Industry.

Because of our state of the art manufacturing facility, PAN India dealer distributor network, Industry Largest range of 14 Products, 9 different type of operating system and 95% Stock availability we are all set to take this opportunity.

We are also starting our international operations from October 2018 which will create more opportunities for us. A company is already registered in name of Callistus UK Limited for UK and for UAE company is entering in to partnership.

The Following factors have been considered for determining the materiality of Threat/Risk Factors

1. General Economic and business conditions in the market in which we operate and in the local, regional and National and International economies.;
2. Changes in Laws and regulations relating to the sectors/areas in which we operate;
3. With the diversification in new geographic it is envisaged that consequently political and currency risk would also come in to play.

**Risk Mitigation Strategy:**

The Board of Directors have experience, vision and proper advisory to meet above threats and adequate arrangements have been done in terms of fund planning, manpower planning.

**Human Resources:**

The total employee strength of the Company as of 31.03.2018 was 182. Given the nature of the operations, a significant portion of the said employee strength comprises of sales and marketing team.

The company has also recruited highly qualified and skilled professionals, to help in the growth and functioning of the company.

Your management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

By behalf of the Board of Directors

**MARVEL DECOR LIMITED.**

**Ashok R. Paun**

Chairman & Managing Director

DIN: 01662273

## Annexure- III

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO;

Information as per Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's Report for the year ended on March 31, 2018.

#### A. Conservation of Energy:

##### a) Energy conservation measure taken:

The use of energy and fuel is moderate in the company. The company has taken various measures to minimize consumption of energy, to optimize productivity and also to conserve energy and making best use of the resources. A considerable amount of time and effort was earmarked for conserving power across all our plant.

Additional investment and proposals, if any, being implemented for reduction in consumption of energy: Nil

##### b) Impact of the measures at (a) & (b) on energy consumption & consequent impact on the cost of production of goods:

- The above measures have resulted in energy saving and thus have led to reduction in the cost of production.
- As a result of above measures efficient utilization of power and other energy sources has been achieved.

#### Form for disclosure of Particulars with respect to Conservation of Energy

Financial Year	2017-18	2016-17
<b>A. Power and fuel consumption: Electricity</b>		
<b>Purchased Units (in Lac)</b>	2.32	2.07
<b>Total Amount (in Lac)</b>	20.50	18.28
<b>Rate per Unit (Rs.)</b>	8.83	8.83

#### B. Technology Absorption:

#### Form for disclosure of Particulars with respect to technology absorption

##### Research and Development (R & D)

##### 1. Specific areas in which R & D was carried out by the Company:

No R & D was carried out during the year within the meaning of applicable accounting standards.

##### 2. Benefits derived as results of the above R & D: Not applicable.

##### 3. Future plan of action:

- Improvement in productivity
- Reduction in wastage
- Energy conservation measures
- Safer environment

## Technology absorption, adaptation and innovation:

### a) Efforts made towards technology absorption, adaptation and innovation:

During the Financial Year 2017-18, no activities were carried out during the year.

However, recently in FY 2018-19, Company has purchased a Fabric Printing Plant, which will be beneficial to the company in different ways.

### b) Benefits derived as a result of the above efforts:

- As a result of the above, there will be improvement in the quality of the product and saving in process costs.
- Customized designs will be offered.
- Company was needed to keep stock of printed fabrics. Now, because of this machine, requirement of keeping such stock will reduce significantly. It will help to reduce finance cost as well.
- This machine will help us offer numerous designs, so the adoption ratio of blinds into residential spaces will increase

## C. Foreign Exchange Earning and Outgo: Total foreign exchange used and earned

(Rs. In Lac)

Financial Year	2017-18	2016-17
i) Foreign currency used	695.22	1061.74
ii) Foreign currency earned	30.10	22.96

**For, Order of the Board of Directors  
MARVEL DECOR LIMITED**

**Ashok R. Paun**  
Chairman & Managing  
Director  
DIN: 01662273

**Dipak R. Paun**  
Wholetime Director  
DIN: 01662090

## Annexure- IV

Form No. MGT-9

### EXTRACT OF ANNUAL RETURNS as on the financial year ended on March 31, 2018

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

#### I. REGISTRATION AND OTHER DETAILS:

<b>i.</b>	CIN	<b>L18109GJ1996PLC030870</b>
<b>ii.</b>	Registration Date	October 04, 1996
<b>iii.</b>	Name of the Company	<b>MARVEL DECOR LIMITED</b>
<b>iv.</b>	Category / Sub-Category of the Company	Company limited by shares Indian Non-Government Company
<b>v.</b>	Address of the Registered office and Contact details	<b>Add.:</b> Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India <b>E-mail:</b> info@marvellifestyle.com; <b>Tel:</b> +91 288 2730601, <b>Fax:</b> +91 288 2730603
<b>vi.</b>	Whether listed company	Yes (on Emerge (SME) Platform of National Stock Exchange)
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059 <b>Tel:</b> +91 22 62638200, <b>Fax:</b> +91 22 62638299 <b>E-mail:</b> ipo@bigshareonline.com <b>Website:</b> www.bigshareonline.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of Main Products / Services	NIC Code of the Product / Service	% to total turnover of the company
1.	Manufacturing of Articles N.E.C. - Curtain Blinds	32909	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
-----Not Applicable-----					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### I Category-wise Share Holding

Category of Shareholders	No. of Shares held At the beginning of the year				No. of Shares held At the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	-	5401800	5401800	100.00	12424140	-	12424140	72.91	(27.09)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	-	5401800	5401800	100.00	12424140	-	12424140	72.91	(27.09)
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
<b>Total (A)</b>	-	<b>5401800</b>	<b>5401800</b>	<b>100.00</b>	<b>12424140</b>	-	<b>12424140</b>	<b>72.91</b>	<b>(27.09)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify Alternate Investment Funds)	-	-	-	-	318000	-	318000	1.87	1.87
Sub-total (B)(1)	-	-	-	-	318000	-	318000	1.87	1.87
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	-	-	-	-	482250	-	482250	2.83	2.83
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 Lac	-	-	-	-	1001750	-	1001750	5.88	5.88
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lac	-	-	-	-	1954000	-	1954000	11.47	11.47
c) Others(Specify)									
Non Resident Indians	-	-	-	-	4000	-	4000	0.02	0.02
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	580000	-	580000	3.40	3.40
Market Maker	-	-	-	-	276000	-	276000	1.62	1.62
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B) (2)	-	-	-	-	4298000	-	4298000	25.22	25.22
<b>Total Public Shareholding (B) = (B) (1)+ (B) (2)</b>	-	-	-	-	<b>4616000</b>	-	<b>4616000</b>	<b>27.09</b>	<b>27.09</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>5401800</b>	<b>5401800</b>	<b>100%</b>	<b>17040140</b>	-	<b>17040140</b>	<b>100%</b>	<b>0.00</b>

## II Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. Of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	ASHOK R. PAUN	3780900	69.99	Nil	8696060	51.03	Nil	(18.96)
2.	DIPAK R. PAUN	810900	15.01	Nil	1865040	10.95	Nil	(4.06)
3.	DIPTI D. PAUN	0	00.00	Nil	10	00.00	Nil	0.00
4.	URMI A. PAUN	810000	15.00	Nil	1863000	10.93	Nil	(4.07)
5.	MANYATABEN D. PAUN	0	00.00	Nil	10	00.00	Nil	0.00
6.	MANAN PAUN	0	00.00	Nil	10	00.00	Nil	0.00
7.	KHWAHISH A. PAUN	0	00.00	Nil	10	00.00	Nil	0.00
	<b>Total</b>	<b>5401800</b>	<b>100.00</b>	<b>-</b>	<b>12424140</b>	<b>72.91</b>	<b>-</b>	<b>(27.09)</b>

## III Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Shareholder's Name	Date	Reason	Increase/ (Decrease) in shareholding	Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company
<b>Ashok R. Paun</b>						
1.	At the beginning of the year	01/04/2017	-	-	3780900	69.99%
	Change during the year	29/09/2017	Bonus Issue	4915170	8696070	69.99%
		01/01/2018	Share Transfer	(10)	8696060	69.99%
	At the End of the year	31/03/2018	-	-	8696060	51.03%
<b>Dipak R. Paun</b>						
2.	At the beginning of the year	01/04/2017	-	-	810900	15.01%
	Change during the year	29/09/2017	Bonus Issue	1054170	1865070	15.01%
		01/01/2018	Share Transfer	(10)	1865060	15.01%
		01/01/2018	Share Transfer	(10)	1865050	15.01%
		01/01/2018	Share Transfer	(10)	1865040	15.01%
At the End of the year	31/03/2018	-	-	1865040	10.95%	
<b>Dipti D. Paun</b>						
3.	At the beginning of the year	01/04/2017	-	-	0	00.00%
	Change during the year	01/01/2018	Share Transfer	10	10	Negligible
	At the End of the year	31/03/2018	-	-	10	Negligible
<b>Urmi A. Paun</b>						
4.	At the beginning of the year	01/04/2017	-	-	810000	15.00%
	Change during the year	29/09/2017	Bonus Issue	1053000	1863000	15.00%
	At the End of the year	31/03/2018	-	-	1863000	10.93%
<b>Manyataben Paun</b>						
5.	At the beginning of the year	01/04/2017	-	-	0	00.00%
	Change during the year	01/01/2018	Share Transfer	10	10	Negligible
	At the End of the year	31/03/2018	-	-	10	Negligible
<b>Manan Paun</b>						
6.	At the beginning of the year	01/04/2017	-	-	0	00.00%
	Change during the year	01/01/2018	Share Transfer	10	10	Negligible
	At the End of the year	31/03/2018	-	-	10	Negligible
<b>Khwahish A. Paun</b>						
7.	At the beginning of the year	01/04/2017	-	-	0	00.00%
	Change during the year	01/01/2018	Share Transfer	10	10	Negligible
	At the End of the year	31/03/2018	-	-	10	Negligible

#### IV. Shareholding Pattern of top ten Shareholders.

(Other than directors, promoters and Holders of GDRs and ADRs):

Sr. No	For each of the Top 10 shareholders	Date	Reason	Increase/ (Decrease) in shareholding	Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company
1	<b>EW Clover Scheme</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	20/03/18	Allotment	318000	318000	1.87
	At the End of the year	31/03/18	Closing	-	318000	1.87
2	<b>Prudent Broking Services Private Limited</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	30/03/18	Transfer	296000	296000	1.74
	At the End of the year	31/03/18	Closing	-	296000	1.74
3	<b>Choice Equity Broking Private Limited</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	20/03/18	Allotment	236000	236000	1.39
		30/03/18	Transfer	40000	276000	1.62
At the End of the year	31/03/18	Closing	-	276000	1.62	
4	<b>Acepro Advisors Private Limited</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	20/03/18	Allotment	254000	254000	1.49
	At the End of the year	31/03/18	Closing	-	254000	1.49
5	<b>Jignesh Amrutlal Thobhani</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	20/03/18	Allotment	124000	124000	0.73
	At the End of the year	31/03/18	Closing	-	124000	0.73
6	<b>Ram Ballabh Katta</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	20/03/18	Allotment	120000	120000	0.70
		30/03/18	Transfer	-4000	116000	0.68
At the End of the year	31/03/18	Closing	-	116000	0.68	
7	<b>Sharekhan Limited</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	23/03/18	Transfer	14000	14000	0.08
		30/03/18	Transfer	128000	142000	0.83
At the End of the year	31/03/18	Closing	-	142000	0.83	
8	<b>Heenaben Manmohanbhai Radhanpura</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	20/03/18	Allotment	82000	82000	0.48
		30/03/18	Transfer	24000	106000	0.62
At the End of the year	31/03/18	Closing	-	106000	0.62	
9	<b>Dr Ramesh Chimanlal Shah</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	20/03/18	Allotment	66000	66000	0.39
		30/03/18	Transfer	34000	100000	0.59
At the End of the year	31/03/18	Closing	-	100000	0.59	
10	<b>Bhavesh Anupchand Shah</b>					
	At the beginning of the year	01/04/17	Opening	-	0	0.00
	Change during the year	20/03/18	Allotment	58000	58000	0.34
		30/03/18	Transfer	40000	98000	0.58
At the End of the year	31/03/18	Closing	-	98000	0.58	

#### V. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Increase/ (Decrease) in shareholding	Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company
1	<b>Mr. Ashok R. Paun</b>					
	At the beginning of the year	01/04/2017	-	3780900	3780900	69.99%
	Change during the year	29/09/2017	Bonus Issue	4915170	8696070	69.99%
		01/01/2018	Share Transfer	(10)	8696060	69.99%
At the End of the year	31/03/2018	-	8696060	8696060	51.03%	

<b>2</b>	<b>Mr. Dipak R. Paun</b>					
	At the beginning of the year	01/04/2017	-	810900	810900	15.01%
	Change during the year	29/09/2017	Bonus Issue	1054170	1865070	15.01%
		01/01/2018	Share Transfer	(10)	1865060	15.01%
		01/01/2018	Share Transfer	(10)	1865050	15.01%
		01/01/2018	Share Transfer	(10)	1865040	15.01%
	At the End of the year	31/03/2018	-	<b>1865040</b>	1865040	10.95%
<b>3</b>	<b>Ms. Urmil A. Paun</b>					
	At the beginning of the year	01/04/2017	-	810000	810000	15.00%
	Change during the year	29/09/2017	Bonus Issue	1053000	1863000	15.00%
	At the End of the year	31/03/2018	-	<b>1863000</b>	1863000	10.93%
<b>4</b>	<b>Ms. Dipti D. Paun</b>					
	At the beginning of the year	01/04/2017	-	0	0	00.00%
	Change during the year	01/01/2018	Share Transfer	10	10	Negligible
	At the End of the year	31/03/2018	-	<b>10</b>	10	Negligible
<b>5</b>	<b>Mr. Dhansukhbhai J. Devani</b>					
	At the beginning of the year	01/04/2017	-	-	-	-
	Change during the year	-	-	-	-	-
	At the End of the year	31/03/2018	-	-	-	-
<b>6</b>	<b>Mr. Rajesh J. Morzaria</b>					
	At the beginning of the year	01/04/2017	-	-	-	-
	Change during the year	-	-	-	-	-
	At the End of the year	31/03/2018	-	-	-	-
<b>7</b>	<b>Ms. Meera K. Gudka</b>					
	At the beginning of the year	01/04/2017	-	-	-	-
	Change during the year	-	-	-	-	-
	At the End of the year	31/03/2018	-	-	-	-

## VI INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment: (Rs. in Lac)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1234.12	773.43	-	2007.55
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1234.12</b>	<b>773.43</b>	<b>-</b>	<b>2007.55</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	45.41	448.49	-	493.90
- Reduction	1048.20	1221.90	-	2270.12
<b>Net Change</b>	<b>(1002.79)</b>	<b>(773.43)</b>	<b>-</b>	<b>(1776.21)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	231.02	-	-	231.02
ii) Interest due but not paid	0.31	-	-	0.31
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>231.32</b>	<b>-</b>	<b>-</b>	<b>231.32</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. In Lac)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Mr. Ashok R. Paun	Mr. Dipak R. Paun	
	<b>Name</b>	Mr. Ashok R. Paun	Mr. Dipak R. Paun	
	<b>Designation</b>	Chairman & Managing Director	Wholetime Director	
<b>1.</b>	Gross salary			
<b>a)</b>	Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	30.00	21.00	51.00
<b>b)</b>	Value of perquisites u/s 17(2)Income-tax Act, 1961			
<b>c)</b>	Profits in lieu of salary under section 17(3)Income- taxAct,1961			
<b>2.</b>	Stock Option			
<b>3.</b>	Sweat Equity			
<b>4.</b>	Commission as % of profit and others, specify...			
<b>5.</b>	Others, please specify			
<b>6.</b>	Total(A)	30.00	21.00	51.00
	Ceiling limit as per the Act*	30.00	21.00	51.00
	* Limits approved in Ordinary Resolution passed in General Meeting.			

### B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Director	Total Amount
<b>1</b>	<b>Executive Director cum Chief Financial Officer</b>	Ms. Urmi A. Paun	
	Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	15.00	15.00
	Total(1)	15.00	15.00
<b>2</b>	<b>Independent Directors-</b>	-	-
	•Fee for attending board committee meetings	-	-
	•Commission	-	-
	•Others, please specify	-	-
<b>3</b>	Total(2)	-	-
	<b>Other Non-Executive Directors</b>	-	-
	•Fee for attending board committee meetings	-	-
	•Commission	-	-
	•Others, please specify	-	-
	Total(3)	-	-
	Total(B)=(1+2+3)	15.00	15.00
	Total Managerial Remuneration = (A) + (B)		66.00

### C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel (Rs in Lac)		
		Company Secretary	CFO	Total
	Name	Ms. Meera K. Gudka	Ms. Urmi A. Paun	
<b>1.</b>	Gross salary			
<b>a)</b>	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.30	Detail is given in part VI (B) above i.e. Remuneration to other directors	0.30
<b>b)</b>	Value of perquisites u/s 17(2)Income-tax Act, 1961	-		-
<b>c)</b>	Profits in lieu of salary under section 17(3)Income-tax Act, 1961	-		-
<b>2.</b>	Stock Option	-		-

3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	-Others, specify...	-	-
5.	Others, Please Specify	-	-
	Total	0.30	0.30

#### VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

By behalf of the Board of Directors  
**MARVEL DECOR LIMITED**

**Place:** Jamnagar  
**Date:** August 31, 2018

**Ashok R. Paun**      **Dipak R. Paun**  
Chairman & Managing Director      Wholetime Director  
DIN: 01662273      DIN: 01662090

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## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**MARVEL DECOR LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MARVEL DECOR LIMITED (L18109GJ1996PLC030870)** (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 our 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, We hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 ('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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Delay in Reporting of Foreign Remittance have been observed.) – **Delay noticed in filing Advance Remittance Form and Form FC-GPR.**
- 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, 1992;
  - c) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **No event occurred attracting provision of this Regulations during the period under review;**
  - 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 - **No event occurred attracting provision of this Regulations during the period under review** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **No event occurred attracting provision of these Regulations during the period under review.**

On the basis of representation made to us, record produced to us and test check made by us we state that company has adequate systems and processes to monitor and ensure compliance with following **General Laws:**

- (i) Competition Act, 2002 and Rules made there under;
- (ii) Factories Act 1948 and Rules made there under;
- (iii) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made there under;
- (iv) Payment of Wages Act 1936 and Rules made there under;
- (v) Minimum Wages Act 1948 and Rules made there under;
- (vi) Payment of Bonus Act 1965 and Rules made there under;
- (vii) Payment of Gratuity Act 1972 and Rules made there under; - **The Company has not made any provision in respect of gratuity benefit to employees. Hence, Gratuity will be recognized on payment basis as and when payment will be made.**
- (viii) Workmen's Compensation Act 1923 and Rules made there under;
- (ix) Employees' State Insurance Act 1948 and Rules made there under;
- (x) Industrial Disputes Act 1947 and Rules made there under;
- (xi) Environment (Protection) Act, 1986 and Rules made there under;
- (xii) Air (Prevention and Control of Pollution) Act, 1981 and Rules made there under;
- (xiii) Hazardous waste Handling and management act, 1989 and Rules made there under;
- (xiv) Water (Prevention and Control of Pollution), 1974 and Rules made there under;
- (xv) Noise Pollution (Regulation and Control) Rules, 2000.

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

- 1) Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2) The Listing Agreements entered into by the Company with Stock Exchanges.

During Financial Year following Major events occurred:

1. Name of company changed from Accumax Interior Products Private Limited to Marvel Decor Private Limited
2. Constitution of Company changed from Private Limited to Limited and as a result name changed to Marvel Decor Limited.
3. Company has issued 70,22,340 Bonus shares of Nominal values of Rs. 10/- each.
4. Company came with Public Issue of 46,16,000 Equity Shares of Face Value of Rs. 10/- Each Fully Paid Up. Company filed Prospectus on March 07, 2018 and Company's shares got listed on Emerge Platform of National Stock Exchange (SME) on March 23, 2018.

**We further report that**, having regard to the business and objects of the company, as per representation given by authorized personnel of the company and as per my belief there is **no Specific Act and Law** applicable to the Company.

**We further report that**, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were

carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

**Encl:** Annexure to Report

**For N S Dave & Associates**  
Practicing Company Secretary

**Place:** Jamnagar  
**Date:** August 24, 2018

**Nandish Dave**  
Proprietor  
**ACS:37176, CP No.: 13946**

## Annexure to the Secretarial Audit Report

To,  
The Members,

### **MARVEL DECOR LIMITED**

Plot No 211, GIDC Phase II,  
Dared, Jamnagar-361004,  
Gujarat, India

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our 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 random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random 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 N S Dave & Associates**  
Practicing Company Secretary

**Nandish Dave**  
Proprietor  
ACS:37176, CP No.: 13946

**Place:** Jamnagar  
**Date:** August 24, 2018

## **Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct:**

This is to confirm that the Company has adopted a Code of Conduct for the Board of directors and Senior Management of the Company.

As Managing Director of **MARVEL DECOR LIMITED** and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 I, hereby declare that all the Board Members and senior management personnel of the Company have affirmed compliance with the Code of Conduct for the financial year 2017-18.

**Date:**

**Place:** Jamnagar

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**Ashok R. Paun**  
Chairman & Managing Director  
**DIN: 01662273**

## CEO/CFO CERTIFICATION

To,  
The Board of Directors  
**MARVEL DECOR LIMITED**

I, Ashok R. Paun, Chairman & Managing Director of the Company and I, Urmi A. Paun, Chief Financial Officer (CFO) of the Company do here by certify to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year ending March 31, 2018 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material factor or contain statements that might be misleading;
  - These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Place:** Jamnagar  
**Date:** August 31, 2018

For and on behalf of Board of  
Directors  
**MARVEL DECOR LIMITED**

**Ashok R. Paun**  
Chairman & Managing Director

**Urmi A. Paun**  
Chief Financial Officer

## Independent Auditor's Report

To the Members of

Marvel Décor Limited

(Formerly Known as Marvel Décor Pvt. Ltd.

and Accumax Interior Products Pvt. Ltd.)

### Report on the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of Marvel Decor Limited (Formerly Known as Marvel Décor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.) ("the Company"), which comprise the balance sheet as at 31st March 2018, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and profit/loss, (changes 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 opinion.

#### Key Audit Matters

Company has taken CENVAT credit in respect of stock having excisable invoice as per GST law introduced from 01.07.2017 due to which profit of company has increased exceptionally by Rs. 1.13 Cr. not part of regular business income.

Profit Before Tax	4,21,87,105
Less: Provisional for Current tax	1,20,72,781
Provision for Deferred tax	(9,56,978)
Profit for the year after tax	3,10,71,301
Less: Exceptional item	
- Transactional Credit	1,13,56,183
Profit from Normal Course of Business	1,97,15,118

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our 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.

## **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit, we report to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) Since there is no branch of company reporting under point (c) is not applicable.
  - d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

f) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.

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

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure B statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For, **Chetan Agarwal & Co.**

Chartered Accountants

Chetan L. Agarwal

(Partner)

Membership No. 107547

Firm Registration No. 120447W

On Monday, May 28, 2018

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

**(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the Members of Marvel Décor Limited (Formerly Known as Marvel Décor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.))**

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

We have audited the internal financial controls over financial reporting of Marvel Décor Limited (Formerly Known as Marvel Décor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.) (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on 31<sup>st</sup> March, 2018.

#### **Management’s Responsibility for Internal Financial Controls**

The respective Boards of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, to the best of our information and according to the explanations given to us, the Company, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, 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, **Chetan Agarwal & Co.**

Chartered Accountants

Chetan L. Agarwal

(Partner)

Membership No. 107547

Firm Registration No. 120447W

On Monday, May 28, 2018

## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

**(Referred to in paragraph 2 under “Report on Other Legal and Regulatory Requirements” section of our report of even date to the Members of Marvel Decor Limited (Formerly Known as Marvel Décor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.))**

- (i) In respect of its property, plant and equipment:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - b) The property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) As explained to us, the stock of finished goods in the Company’s custody have been physically verified by the Management as at the end of the financial year, before the year-end or after the year-end, other than a significant part of the spare parts held for sale, and raw materials in the Company’s custody for both of which, there is a perpetual inventory system and a substantial portion of the stocks have been verified during the year. In our opinion, the frequency of verification is reasonable. In case of materials and spare parts held for sale lying with third parties, certificates confirming stocks have been received periodically for stocks held during the year and for a substantial portion of such stocks held at the year-end.
- (iii) According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013, in respect of which:
  - a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company’s interest.
  - b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - c) There is no amount overdue for more than 90 days at the balance sheet date.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year.
- (vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of its products is not applicable to the Company.

- (vii) According to the information and explanations given to us, in respect of statutory dues:
- The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, GST, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. We are informed by the Company that the Employees' State Insurance Act, 1948 is applicable only to certain locations of the Company. With regard to the contribution under the Employees' Deposit Linked Insurance Scheme, 1976 (the Scheme),
  - There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, GST, Customs Duty other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
  - Details of dues of Income-tax, GST, Customs Duty which have not been deposited as on March 31, 2017 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount
Nil				

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.
- (ix) In our opinion and according to the information and explanations given to us, the Company has raised moneys by way of initial public offer and the term loans have been applied by the Company during the year for the purposes for which they were raised.

#### Purpose for IPO

- To meet the working capital requirements of our Company;
  - Repayment of Long-Term Unsecured Loans of Promoters/Directors;
  - General Corporate Purposes;
  - Issue Expenses.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid /provided managerial remuneration in accordance with requisite approval mandated by the provision of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

- (xiii) Our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, 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) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

For, **Chetan Agarwal & Co.**

Chartered Accountants

Chetan L. Agarwal

(Partner)

Membership No. 107547

Firm Registration No. 120447W

On Monday, May 28, 2018

## Marvel Decor Limited

( Formerly Known as Marvel Decor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.)

### Balance Sheet as at the year ended on 31.03.2018

Particulars	Note No.	As At 31st March 2018	As At 31st March 2017
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	1	17,04,01,400	5,40,18,000
(b) Reserves And Surplus	2	22,56,64,234	7,26,34,400
(c) Money Received Against Share Warrants			
<b>2 Share Application money</b>			
<b>3 Non- current liabilities</b>			
(a) Long-Term Borrowings	3	2,28,28,884	11,25,96,102
(b) Deferred Tax Liabilities (Net)	4	56,32,348	65,89,326
(c) Other Long Term Liabilities		-	-
(d) Long-Term Provisions		-	-
<b>4 Current liabilities</b>			
(a) Short-Term Borrowings	5	3,04,503	8,81,58,505
(b) Trade Payables	6	4,37,82,964	4,90,30,816
(c) Other Current Liabilities	7	2,83,64,768	86,09,698
(d) Short-Term Provisions	8	4,73,355	4,77,073
<b>TOTAL</b>		<b>49,74,52,455</b>	<b>39,21,13,921</b>
<b>II. ASSETS &amp; ADVANCES</b>			
<b>1 Non- current assets</b>			
(a) Fixed Assets	9	12,58,67,232	13,77,73,517
(b) Non - Current Investment		-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long-Term Loans And Advances	10	47,09,371	8,79,125
(e) Other Non-Current Assets		-	-
<b>2 Current assets</b>			
(a) Current Investments		-	-
(b) Inventories	11	19,62,14,412	19,28,45,843
(c) Trade Receivables	12	6,31,26,400	4,26,79,388
(d) Cash And Cash Equivalents	13	8,59,52,790	7,56,305
(e) Short-Term Loans And Advances	14	2,15,82,250	1,71,79,743
(f) Other Current Assets		-	-
Unamortized Expenditure		-	-
<b>TOTAL</b>		<b>49,74,52,455</b>	<b>39,21,13,921</b>

Signatures to Balance sheet as at the year ended on 31.3.2018 on page number 65 of Annual Report 2017-18:

**For, Chetan Agarwal & Co  
Chartered Accountants**

**Marvel Decor Limited**

(Formerly Known as Marvel Decor Pvt. Ltd.  
and Accumax Interior Products Pvt. Ltd.)

**Chetan L. Agarwal**  
(Partner)  
Membership No. 107547  
Firm Registration No. 120447W  
On Saturday, May 28, 2018

**Shri Ashok R. Paun**  
Chairman and  
Managing Director  
DIN :01662273

**Shri Dipak R. Paun**  
Wholetime Director  
DIN: 01662090

**Shri Urmi A. Paun**  
Director and Chief  
Financial Officer  
DIN :01662228

**Ms. Meera Gudka**  
Company Secretary and  
Compliance officer

## Marvel Decor Limited

( Formerly Known as Marvel Decor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.)

### Statement of Profit and Loss for the year ended on 31.03.2018

	Note No.	2017-18	2016-17
<b>I. INCOME</b>			
(a) Revenue from Operations	15	32,08,37,031	30,13,14,221
(b) Other Income	16	17,73,783	17,97,358
<b>Total Revenue (a + b)</b>		<b>32,26,10,814</b>	<b>30,31,11,579</b>
<b>II. EXPENDITURE</b>			
(a) Cost of Material Consumed	17	12,26,56,493	16,15,62,812
(b) Changes in inventories of finished goods work-in-progress and Stock-in-Trade	18	(1,00,91,980)	(3,83,20,725)
(c) Employee Benefits Expense	19	4,03,72,373	2,70,79,987
(d) Finance Costs	20	2,15,58,187	80,06,564
(e) Depreciation	9	1,81,87,699	76,80,351
(f) Other Expenses	21	8,77,40,937	11,79,81,212
<b>Total Expenses (a + b + c + d +e +f)</b>		<b>28,04,23,709</b>	<b>28,39,90,201</b>
<b>III. Profit Before Tax (I - II)</b>		<b>4,21,87,105</b>	<b>1,91,21,379</b>
<b>IV. Tax expense</b>			
Provisional for Current tax		1,20,72,781	56,25,056
Provision for Deferred tax	22	(9,56,978)	6,97,045
<b>Profit for the year (III - IV)</b>		<b>3,10,71,301</b>	<b>1,27,99,277</b>
Transferred to General reserve		31,07,130	12,79,928
Balance Transfer to Balance Sheet		2,79,64,171	1,15,19,349
<b>V. Earnings per equity share:</b>			
Basic and diluted		1.82	2.37

Signatures to Statement of Profit and Loss for the year ended on 31.3.2018 on page number 67 of Annual Report 2017-18:

**For, Chetan Agarwal & Co**  
**Chartered Accountants**

**Marvel Decor Limited**  
(Formerly Known as Marvel Decor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.)

**Chetan L. Agarwal**  
(Partner)  
Membership No. 107547  
Firm Registration No. 120447W  
On Saturday, May 28, 2018

**Shri Ashok R. Paun**  
Chairman & Managing  
Director  
DIN :01662273

**Shri Dipak R. Paun**  
Wholetime Director  
DIN: 01662090

**Shri Urmi A. Paun**  
Director and Chief  
Financial Officer  
DIN :01662228

**Ms. Meera Gudka**  
Company Secretary and  
Compliance officer

## Marvel Decor Limited

( Formerly Known as Marvel Decor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.)

### Cash Flow Statements

(Amount INR)

Sr. No.	Particulars	Audited 2017-18
<b>A</b>	<b>Cash flow from Operating Activities</b>	
	Net Profit/ Loss as per Profit & Loss Account	3,10,71,301
	Add :-	
	- Depreciation	1,81,87,699
	- Non Cash Expenditure / Amortization	-
	- Taxes Provided	
	- Provisional for Current tax	1,20,72,781
	- Provision for Deferred tax	(9,56,978)
	<b>Cash Profit before Working Capital Adjustments</b>	6,03,74,804
	Adjustment for Working Capital Adjustments	
	- (Increase) / Decrease in Inventory	(33,68,569)
	- (Increase) / Decrease in Receivables	(2,04,47,012)
	- (Increase) / Decrease in Other Current Assets	(44,02,507)
	- Increase / (Decrease) in Sundry Creditors	(52,47,853)
	- Increase / (Decrease) in Other Current Liabilities	1,97,51,351
	Less : Taxes Paid	1,20,72,781
	<b>Net Cash flow from Operating Activities</b>	3,45,87,434
<b>B</b>	<b>Cash flow from Investing Activities</b>	
	- (Increase) / Decrease in Fixed Assets	(62,81,414)
	- (Increase) / Decrease in Investments	-
	- (Increase) / Decrease in Long-Term Loans And Advances	(38,30,246)
	<b>Net Cash Generated from Investing Activities</b>	(1,01,11,660)
<b>C</b>	<b>Cash flow from Financing Activities</b>	
	- Increase / (Decrease) in Capital	23,83,41,932
	- Increase / (Decrease) in Term Loan	(1,24,24,553)
	- Increase / (Decrease) in Unsecured Loan	(7,73,42,666)
	<b>Net Cash Generated from Financing Activities</b>	14,85,74,714
<b>D</b>	<b>Net Surplus [ A + B + C ]</b>	17,30,50,488
<b>E</b>	<b>Opening Cash &amp; Bank Balance</b>	7,56,305
	Opening Bank Borrowing or Cash Credit	(8,81,58,505)
	Net Opening Balance	(8,74,02,200)
<b>F</b>	<b>Add : Surplus / (Deficit) (D)</b>	17,30,50,488
<b>G</b>	<b>Net Closing Balance (G = E + F)</b>	8,56,48,288
<b>H</b>	<b>Closing Cash &amp; Bank Balance</b>	8,56,79,419
	Closing Bank Borrowing or Cash Credit	(31,131)
	Net Closing Balance (As Per Balance Sheet)	8,56,48,288
	<b>Difference (G - H)</b>	-

Signatures to Cash Flow Statements on page number 69 of Annual Report 2017-18:

**For, Chetan Agarwal & Co**  
**Chartered Accountants**

**Marvel Decor Limited**  
(Formerly Known as Marvel Decor Pvt. Ltd. and Accumax  
Interior Products Pvt. Ltd.)

**Chetan L. Agarwal**  
(Partner)  
Membership No. 107547  
Firm Registration No. 120447W  
On Saturday, May 28, 2018

**Shri Ashok R. Paun**  
Chairman & Managing  
Director  
DIN :01662273

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Director and Chief  
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DIN :01662228

**Ms. Meera Gudka**  
Company Secretary and  
Compliance officer

## Marvel Decor Limited

( Formerly Known as Marvel Decor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.)

Notes on Financial Statements for the Year Ended on 31.03.2018

Note No.	Particulars	Amount (INR)			
		31.03.2018	31.03.2017		
<b>1</b>	<b>Share Capital</b>				
	<b>Authorised Share Capital:</b>				
	2,00,00,000 Equity Shares of ` 10 each	20,00,00,000	-		
	55,10,000 Equity Shares of ` 10 each	-	5,51,00,000		
		<b>20,00,00,000</b>	<b>5,51,00,000</b>		
	<b>Issued, Subscribed &amp; Paid up Share Capital</b>				
	1,24,24,140 Equity Shares of ` 10 each fully paid (Promoters)	12,42,41,400	-		
	46,16,000 Equity Shares of ` 10 each fully paid (Public)	4,61,60,000	-		
	54,01,800 Equity Shares of ` 10 each fully paid	-	5,40,18,000		
		<b>17,04,01,400</b>	<b>5,40,18,000</b>		
<b>1.1</b>	<b>Reconciliation of number of shares:</b>	<b>Number</b>	<b>Number</b>		
	Shares outstanding at the beginning of the year	54,01,800	54,01,800		
	(Add:) Shares Issued during the year	1,16,38,340	-		
	(Less:) Shares bought back during the year	-	-		
	Any other Shares Movement (Specify)	-	-		
	<b>Shares outstanding at the end of the year</b>	<b>1,70,40,140</b>	<b>54,01,800</b>		
<b>1.2</b>	<b>The details of shareholders holding more than 5% shares at the Balance Sheet date:</b>				
		<b>Equity Shares</b>			
	<b>Name of Shareholder</b>	<b>As at 31st March 2018</b>		<b>As at 31st March 2017</b>	
		<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
	Shri Ashokbhai R. Paun	86,96,060	51.03%	37,80,900	69.99%
	Shri Deepakbhai R. Paun	18,65,040	10.94%	8,10,900	15.01%
	Smt. Urmiben A. Paun	18,63,000	10.93%	8,10,000	15.00%

## Terms and rights attached to equity shares

- |           |  |
|-----------|--|
| <b>a.</b> | The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. |
| <b>b.</b> | 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 the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.  |
| <b>c.</b> | 70,22,340 Equity Shares were allotted as Bonus Shares during the on 29th September 2017.   |
| <b>d.</b> | 46,16,000 Equity Shares (Face Value Rs.10/- each) were issued on 21st March 2018 under Initial Public Offer (IPO) at a premium of Rs.47 per share.   |

## Marvel Decor Limited

( Formerly Known as Marvel Decor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.)

### Notes on Financial Statements for the Year Ended on 31.03.2018

Note No.	Particulars	Amount (INR)	
		31.03.2018	31.03.2017
<b>2</b>	<b>Reserves And Surplus</b>		
	<b>(a) General Reserve</b>		
	Opening balance	1,10,21,622	97,41,694
	Less : Bonus Share Issue on 29th Sept 2017	1,10,21,622	-
	Add: Transfer from Profit and Loss Account	31,07,130	12,79,928
	Closing Balance (a)	31,07,130	1,10,21,622
	<b>(b) Surplus</b>		
	Opening balance	6,16,12,778	5,00,93,429
	Less : Bonus Share Issue on 29th Sept 2017	5,92,01,778	-
	Less : ROC Fees for Increase of Authorised Share Capital	7,49,500	-
	Add: Net Profit for the current year after tax and transferring amount to General Reserve	2,79,64,171	1,15,19,349
	Closing Balance (b)	2,96,25,672	6,16,12,778
	<b>(c) Security Premium</b>		
	Opening balance	-	-
	Less: Proposed Dividends	-	-
	Add: Received During the year	21,67,12,000	-
	Less : IPO Expense written off	2,37,80,568	-
	Closing Balance (c)	19,29,31,432	-
	<b>Total ( a+b+c)</b>	<b>22,56,64,234</b>	<b>7,26,34,400</b>
<b>3</b>	<b>Long-Term Borrowings</b>		
	<b><u>Unsecured</u></b>		
	<b>Loans and Advances from Related Parties</b>		
	From Directors	-	7,73,42,666
	Repayment of Unsecured loans of directors as per one of objects of issue mentioned in prospectus issued at time of Initial Public Offer ( IPO) at page no. . 88 of Prospectus		
	Sub Total	-	7,73,42,666
	<b><u>Secured</u></b>		
	From Banking Channel	2,28,28,884	3,52,53,437
	Sub Total	<b>2,28,28,884</b>	<b>3,52,53,437</b>
	<b>Total</b>	<b>2,28,28,884</b>	<b>11,25,96,102</b>

<b>4</b>	<b>Deferred Tax Liabilities (Net)</b>		
	<b>Deferred Tax Liability</b>		
	<u>Related to fixed assets</u>		
	Opening balance	65,89,326	58,92,281
	Provided for the year	(9,56,978)	6,97,045
	<b>Total</b>	<b>56,32,348</b>	<b>65,89,326</b>
<b>5</b>	<b>Short-Term Borrowings</b>		
	<b><u>Secured Loan</u></b>		
	<b>Loans repayable on demand</b>		
	From Banking Channel	31,131	8,80,56,728
	Sub Total	<b>31,131</b>	<b>8,80,56,728</b>
	<b><u>Unsecured</u></b>		
	<b>Other loans and advances (Credit Card)</b>	2,73,372	1,01,777
	Sub Total	<b>2,73,372</b>	<b>1,01,777</b>
	<b>Total</b>	<b>3,04,503</b>	<b>8,81,58,505</b>
<b>6</b>	<b>Trade Payables</b>		
	For Materials & Goods	28,62,953	82,84,590
	For Expenses & Services	26,02,255	45,57,532
	For Other Liabilities & Provisions	50,50,242	35,71,899
	Deposits From Company Dealer	3,32,67,514	3,26,16,795
	<b>Total</b>	<b>4,37,82,964</b>	<b>4,90,30,816</b>
<b>7</b>	<b>Other Current Liabilities</b>		
	Advance From Customers		
	- Domestic Market	33,79,064	57,44,073
	- Foreign Market	97,70,490	-
	Statutory Liabilities	1,52,15,214	28,65,625
	<b>Total</b>	<b>2,83,64,768</b>	<b>86,09,698</b>

<b>8</b>	<b>Short-Term Provisions</b>		
	<b>Provision for employee benefits</b>		
	- Provident Fund Payable	1,57,035	1,54,073
	- Professional Tax - Employees	3,16,320	3,23,000
	<b>Total</b>	<b>4,73,355</b>	<b>4,77,073</b>
<b>9</b>	<b>Fixed Assets</b>		
	Tangible Assets	12,58,67,232	13,77,73,517
	(As Per Annexure Attached)		
	<b>Total</b>	<b>12,58,67,232</b>	<b>13,77,73,517</b>
<b>10</b>	<b>Long Term Loans and Advances</b>		
	<b>Other loans and advances</b>		
	Security Deposits		
	Deposits	47,09,371	8,79,125
	Sub Total	47,09,371	8,79,125
	<b>Grand Total</b>	<b>47,09,371</b>	<b>8,79,125</b>
<b>11</b>	<b>Inventories</b>		
	(As certified by Management)		
	a. Raw Materials and Finished Goods	92,83,566	1,15,73,786
	b. Stock-in-trade	18,69,30,846	18,12,72,057
	<b>Total</b>	<b>19,62,14,412</b>	<b>19,28,45,843</b>

<b>12</b>	<b>Trade Receivables</b>		
	Trade receivables outstanding for a period <b>less than six months</b> from the date they are due for payment		
	( Secured, considered good)		
	- Indian Market	5,06,81,178	3,24,83,987
	- Exports Receivable	-	-
	Less: Provision for doubtful debts	-	-
	Sub Total	5,06,81,178	3,24,83,987
	Trade receivables outstanding for a period <b>exceeding six months</b> from the date they are due for payment		
	( Secured, considered good )		
	- Indian Market	68,65,985	52,94,055
	- Exports Receivable	55,79,237	49,01,346
	Less: Provision for doubtful debts	-	-
	Sub Total	1,24,45,221	1,01,95,401
	<b>Total</b>	<b>6,31,26,400</b>	<b>4,26,79,388</b>
<b>13</b>	<b>Cash and cash equivalents</b>		
	<b>(a) Balances with banks</b>		
	As per groupings	8,37,65,163	2,70,490
	<b>(b) Cash on hand</b>	21,87,627	4,85,815
	<b>Total</b>	<b>8,59,52,790</b>	<b>7,56,305</b>
<b>14</b>	<b>Short-term loans and advances</b>		
	<b>(a) Loans and advances to other parties</b>		
	Advances paid to Suppliers - Capital Expenditure	14,46,696	23,51,494
	<u>Advances paid :</u>		
	- For Import :	49,22,168	1,00,39,843
	- For Staff :	20,79,818	25,85,772
	- For Expenses & Goods	22,00,368	19,12,709
	Sub Total	<b>1,06,49,050</b>	<b>1,68,89,818</b>
	Balance with Government Authorities	1,09,33,200	2,89,925
	Sub Total	<b>1,09,33,200</b>	<b>2,89,925</b>
	<b>Grand Total</b>	<b>2,15,82,250</b>	<b>1,71,79,743</b>

<b>15</b>	<b>Revenue from Operations</b>		
	Sale of Products (Net of Sales Return)		
	- Sales : Manufacturing Activity	5,56,76,549	16,75,64,477
	- Sales : Trading Activity	26,67,58,269	13,95,52,170
	Less : Excise	15,97,787	58,02,426
	Sale of Products (Net of Sales Return)	32,08,37,031	30,13,14,221
	<b>Total</b>	<b>32,08,37,031</b>	<b>30,13,14,221</b>
<b>16</b>	<b>Other Income</b>		
	Discount & Rounding off	4,87,402	3,24,488
	Excess Provision of Prior Period Income Tax	-	29,983
	Freight, Packing and other Charges Recovered	77,296	3,450
	Rate Difference on Material Purchase	10,89,168	12,40,218
	Installation & Fitting Income	88,226	1,21,150
	Profit on sale of Vehicle	31,691	-
	Insurance Claim Received	-	36,788
	Interest Income on PGCVL Deposit	-	16,281
	Retention Money Income	-	25,000
	<b>Total</b>	<b>17,73,783</b>	<b>17,97,358</b>
<b>17</b>	<b>Cost of Material Consumed</b>		
	Purchase (Net of Purchase Return)	12,72,89,265	16,15,62,812
	Less :		
	Transitional Credit on Excisable Purchase	46,32,772	
	<b>Total</b>	<b>12,26,56,493</b>	<b>16,15,62,812</b>

<b>18</b>	Details of changes in Inventory		
	<b><u>Inventories (at close)</u></b>		
	Closing Stock ( Raw Material)	93,80,467	1,15,73,786
	Less : Transitional Credit	96,901	-
	Closing Stock ( Raw Material) (A)	92,83,566	1,15,73,786
	Closing Stock ( Finished Goods)	19,15,43,912	18,12,72,057
	Less : Transitional Credit	46,13,066	-
	Closing Stock ( Finished Goods) (B)	18,69,30,846	18,12,72,057
	<b>Total (A+B)</b>	<b>19,62,14,412</b>	<b>19,28,45,843</b>
	<b><u>Inventories (at opening)</u></b>		
	Opening Stock ( Raw Material)	1,15,73,786	1,03,64,084
	Less :		
	Transitional Credit of Op. Stock	1,65,498	-
	Sub-Total (A)	1,14,08,288	1,03,64,084
	Opening Stock ( Finished Goods)	18,12,72,057	14,41,61,034
	Less :		
	Transitional Credit of Op. Stock	65,57,913	-
	Sub-Total (B)	17,47,14,144	14,41,61,034
	<b>Total ( A+ B )</b>	<b>18,61,22,432</b>	<b>15,45,25,118</b>
	<b>(Increase)/Decrease in Inventory</b>	<b>(1,00,91,980)</b>	<b>(3,83,20,725)</b>
<b>19</b>	<b>Employee Benefits Expense</b>		
	Medical Expenses	66,437	35,714
	Office Staff Bonus	4,43,693	3,39,654
	Office Staff Salary	3,13,05,685	2,01,70,889
	Petrol & Conveyance	8,40,874	5,77,098
	Provident Fund	9,41,515	6,73,220
	Staff Recruitment & Training Expenses	1,74,169	1,83,412
	Sub Total	<b>3,37,72,373</b>	<b>2,19,79,987</b>
	- Director's Remuneration	66,00,000	51,00,000
	Sub Total	<b>66,00,000</b>	<b>51,00,000</b>
	<b>Total</b>	<b>4,03,72,373</b>	<b>2,70,79,987</b>

<b>20</b>	<b>Finance costs</b>		
	-Bank Commission & Charges	1,85,824	2,79,776
	-Bank Interest	-	1,90,382
	-Bank Loan Renewal & Processing Charges	2,58,750	10,17,820
	-Interest on Car Loan	22,617	68,216
	-Interest on Cash Credit	91,39,125	50,15,217
	-Interest on Dealer's Deposits	26,51,719	7,26,333
	-Interest on Unsecured Loan	44,06,577	5,58,290
	-Interest on Term Loan	34,85,416	-
	-Interest on Income Tax & TDS	46,595	1,17,117
	-Interest on Overdraft	12,81,972	-
	-Interest Others	79,592	33,413
	<b>Total</b>	<b>2,15,58,187</b>	<b>80,06,564</b>
<b>21</b>	<b>Other Expenses</b>		
	<b><u>Manufacturing Expense</u></b>		
	- Brokerage Charges	1,80,000	-
	- Clearing, Forwarding Charges	48,95,006	72,77,582
	- Transportation & Courier	94,80,962	1,13,76,348
	- Custom & Import Duty	1,22,02,850	3,12,50,243
	- Display Board Material	1,36,849	71,789
	- Factory Building Repairing & Maintenance	2,26,309	42,342
	- Inspection & Testing Charges	4,945	61,900
	- Jobwork Charges	21,45,274	21,49,744
	- Machinery Repairing & Maintenance	93,710	54,740
	- Material Inspection & Testing Expense	4,278	15,56,683
	- Motive Power	13,55,233	7,88,578
	- Pollution Control & Laboratory Expense	-	2,491
	- Factory Rent	12,96,000	12,96,000
	- Sample and R & D Mat. Expenses	3,60,310	-
	- Short / Damage / Loss of Mat. Expenses	(1,734)	1,07,938
	- Rate Difference, Kasar, Damage & Short Material	2,07,308	1,67,197
	- Tea & Snacks to Factory Worker	9,48,805	7,66,849
	- VAT Reversal	52,984	1,73,988
	- Water Charges and GIDC Expense	64,850	4,36,798
	- Worker Overtime Wages	10,24,741	19,79,898
	- Worker Wages	1,81,47,175	1,78,49,538
	- Worker Welfare	2,09,867	1,07,165
	- Workers Bonus	8,33,350	21,33,046
	Sub Total	5,38,69,070	7,96,50,857

<b><u>Administrative Expense</u></b>		
- Air Conditions Repair & Maintenance	1,10,600	57,150
- Compressor Repair & Maintenance	1,576	6,625
- Computer Repair & Maintenance	7,56,675	6,00,504
- Donation	11,00,000	-
- Electric Installation	1,48,096	27,360
- Epabx System	7,220	11,560
- Furniture & Fixture	16,417	7,720
- Festival Expenses	1,75,774	1,67,320
- Generator Expense	18,319	57,359
- Guest House Rent	12,60,000	37,800
- Insurance (Stock & Building)	1,72,849	74,252
- Security Guard Service Charges	5,84,766	3,69,500
- Foreign Exchange Fluctuation Exp.	41,461	3,18,485
- Internet & Website Design	3,71,158	3,15,075
- I.S.O. Audit Fees	1,00,500	-
- Income Tax Expense (Prior Period)	73,075	-
- Legal & Professional Fees	3,69,024	2,01,647
- Lightning & Power Expenses	7,23,671	6,60,825
- Local Conveyance Charges	43,379	57,019
- Miscellaneous Expenses	3,90,601	3,59,998
- Membership Fees	4,600	-
- News Paper & Subscription	51,940	45,800
- Postage & Courier	1,372	3,095
- Professional Tax	2,500	2,500
- General Repairs & Maintenance	2,27,247	1,86,084
- Service Tax	-	2,55,608
- Stationery & Printing	7,07,197	9,28,529
- Telephone Expenses	10,90,650	11,62,145
- Vehicle Running & Maintenance	4,38,323	8,59,986
Sub Total	89,88,990	67,73,946
<b><u>Selling &amp; Distribution Expense</u></b>		
- Advertisement	56,780	1,19,000
- Business Promotion (Event)	55,98,089	1,20,22,097
- Discount & Incentive	55,32,392	54,04,001
- Foreign Traveling	9,69,875	1,02,470
- Leaflete Printing	22,68,256	42,75,010
- Travelling Expenses	1,04,14,010	95,59,407
Sub Total	2,48,39,402	3,14,81,985

	<b>Payment to Auditor as</b>		
	- Statutory Auditor	43,475	74,425
	Sub Total	43,475	74,425
	<b>Total</b>	<b>8,77,40,937</b>	<b>11,79,81,212</b>
<b>22</b>	<b>Provision for Deferred tax</b>		
	<b>Liabilities :</b>		
	Depreciation		
	- As per Companies Act 2013	1,81,87,699	76,80,351
	- As per Income Tax Act 1961	1,47,14,411	97,88,584
	Net Difference	(34,73,288)	21,08,232
	Deferred Leafate Expense		-
	Deferred Sales Promotion Expense	-	-
	Deferred Leafate Expense of Previous Year disallowable under I.T. Act (Reversed during the year)	-	-
	Net Deferred Tax Liabilities	(34,73,288)	21,08,232
	Additional Deferred Tax Liabilities @ 33.063%	-	6,97,045
	Additional Deferred Tax Liabilities @ 27.5525 %	(9,56,978)	-
	Less : Prior Period Deferred Tax Adjustment	-	-
	<b>Total Deferred Tax Laibility</b>	<b>(9,56,978)</b>	<b>6,97,045</b>
<b>23</b>	<b>Details of Non-Resident Shareholding:</b>		
	Non-resident shareholding	Nil	Nil
<b>24</b>	<b>Amount remitted in Foreign Currency on Account of Dividend:</b>		
	Remittance in foreign currency on account of dividend	Nil	Nil

<b>25</b>	Earning and Outgoing in Foreign Exchange		
	Expenditure	7,00,18,103	10,61,72,931
	Earnings	6,50,821	22,95,931
<b>26</b>	In the opinion of the management, the current assets, loans and advances are approximately of the value stated if realized, in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.		
<b>27</b>	Previous year's figures are regrouped and rearranged whenever necessary to make them comparable to those for the current year and also for the better presentation of financial statements.		
<b>28</b>	Balance with sundry debtors, sundry creditors, loans and advances are subject to confirmation & reconciliation.		

**Chetan L. Agarwal**

(Partner)

Membership No. 107547

Firm Registration No. 120447W

On Saturday, May 28, 2018

**Marvel Decor Limited**

(Formerly Known as Marvel Decor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.)

**For, Chetan Agarwal & Co**  
**Chartered Accountants**

**Shri Ashok R. Paun**

Chairman and  
Managing Director

DIN :01662273

**Shri Dipak R. Paun**

Wholetime Director

DIN: 01662090

**Shri Urmi A. Paun**

Director and Chief  
Financial Officer

DIN :01662228

**Ms. Meera Gudka**

Company Secretary and  
Compliance officer

## Notes to the Financial Statements

### 29. Company Overview

Company was incorporated as Modele Blinds and Components Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated October 04, 1996, issued by Registrar of Companies, Gujarat, Ahmedabad. Subsequently, the name of Company was changed from Modele Blinds and Components Private Limited to Accumax Interior Products Private Limited vide shareholder's approval on June 12, 2000 and certificate of incorporation dated June 30, 2000, issued by Registrar of Companies, Gujarat, Ahmedabad. Further, the name of our Company was changed from Accumax Interior Products Private Limited to Marvel Decor Private Limited vide shareholder's approval on December 04, 2017 and vide fresh certificate of incorporation dated January 05, 2018, issued by Registrar of Companies, Gujarat, Ahmedabad. Subsequently, the name of our Company was changed to Marvel Décor Limited pursuant to conversion into a public company vide shareholder's approval on January 05, 2018 and fresh certificate of incorporation dated January 23, 2018, issued by Registrar of Companies, Gujarat, Ahmedabad

The Company's equity shares are listed on National Stock Exchange with effect from 23rd March, 2018.

The company is presently in the business of manufacturing of venetian blinds components and supplying it to the company making venetian blinds.

### 30. Basis of Preparation of financial statements

The Company's financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs under sections 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financials for the year ended March 31, 2018 of the Company are the first financial statements prepared in compliance with Ind AS. The date of transition to Ind AS is April 1, 2017.

The financial statements for all periods up to and including the year ended March 31, 2017, were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Act.

The figures for the year ended March 31, 2017 and April 1, 2017 have now been restated under Ind AS for like to like comparison.

The financial statements of the Company for the year ended 31st March 2018 were approved for issue in accordance with the resolution of the Board of Directors on 28th May, 2018.

### 31. Basis of accounting

#### a. Basis of Preparation

The financial statement of the company has been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the

Accounting Standards specified under section 133 of Companies Act, 2013 (“the Act 2013”). The financial statements have been prepared on accrual basis under the historical cost conventions. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in previous year.

All assets and liabilities have been classified as current or non-current as per the company’s normal operating cycle and other criteria set out in Schedule III of the

Companies Act, 2013. Based on the nature of products and the time between the acquisition of the assets for processing and realisation in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

## **b. Revenue recognition**

### Sale of Goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts, usually on delivery of the goods, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty, if applicable, and excludes value added tax / sales tax. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

### Interest Income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

## **c. Fixed assets:**

Fixed Assets are shown at Historical cost as reduced by accumulated depreciation thereon. Cost of fixed Assets includes cost of purchase and/or construction as increased by necessary expenditure incurred to make them ready for use in the business. Useful life of assets has determined by management as per Company Act, 2013.

- Fixed assets (comprising of tangible assets) are stated on cost. The cost includes cost of assets, freight, taxes (Net of CENVAT) and other incidental expenses relating to the acquisition and installation.

## **d. Inventories**

Inventories are valued at cost and net realizable value, whichever is lower. For this purpose, basis of ascertainment of cost is as under:

- Raw Material and packing materials: At cost on First-in-First-out basis
- Finished goods: Raw material and other related overhead cost exclusive of transition credit of Goods and Service Tax
- Trading Goods: All landed cost plus overhead cost, determined on FIFO basis.

## **e. Depreciation**

The company is charging depreciation on Fixed Assets as per Written down Value method over estimated useful lives of the assets considering the guidelines of Part C of Schedule II to the Companies Act, 2013.

## **f. Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

## **g. Taxes on income**

### Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

### Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

## **h. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## **i. Gratuity and other Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The Company has not made any provision in respect of gratuity benefit to employees. Hence Gratuity will be recognized on payment basis as and when payment will be made.

#### **j. Foreign currency reinstatement and translation**

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates as on balance sheet date and the resulting exchange difference recognised in statement of profit and loss. Differences arising on settlement of monetary items are also recognised in statement of profit and loss.

#### **k. Treatment of Prior period, Extraordinary items and change in accounting Policies**

- Any material items (other than those arising out of over / under utilization of earlier years) arising as a result of error or omission in preparation of earlier years Financial Statements are separately disclosed.
- Any material gains/losses, which arise from the events and transactions which are distinct from ordinary activities of the Company are separately disclosed.

### **32. Preliminary expenses**

As per section 35D of Income Tax Act, 1961 expenses of preliminary expense were calculated as follows:

Preliminary expenses are allowed as deduction of one fifth of the qualifying expenditure is in each of five successive year subject to maximum five percent of capital employed as on last day of previous year. Deduction of preliminary expenses is calculated as follows:

<b>Particulars</b>	<b>Amount (INR)</b>
Issued share capital	17,04,01,400
Long Term borrowings ( Term Loan : HDFC Bank )	2,28,28,884
<b>Total Capital Employed</b>	<b>19,32,30,284</b>
Maximum 5% of Capital Employed	96,61,514
Preliminary expenses as defined u/s. 35D	2,16,58,480
1/5th of preliminary expenses allowed as deduction u/s. 35D of Income Tax Act, 1961	19,32,302/-

### 33. Presentation of Financial Statements

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in equity are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The disclosure requirements with respect to items in the Balance

Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 34. Cash Flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

35. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.

36. Necessary disclosures as per requirements of Accounting Standard (AS)- 18 on 'Related Party Disclosure' are made as under: -

**Related Party Covered: -**

(i)	Key Management Personnel	Mr. Ashok R. Paun Mr. Dipak R. Paun Mrs. Urmiben A. Paun Mrs. Dipti D. Paun
(ii)	Relatives of Key Management Personnel	Miss. Manyata D. Paun

**Transaction with Related Parties: -**

	Transaction with	Nature of Transaction	31.03.2018	
(i)	Key Management Personnel		Remuneration	Interest on Loan
	Mr. Ashok R. Paun	Director	30,00,000	12,46,359
	Mr. Dipak R. Paun	Remuneration &	21,00,000	15,22,491
	Mrs. Urmiben A. Paun	Interest on Loan	15,00,000	11,00,566
	Mrs. Deeptiben D. Paun		-	5,37,161
	Miss Manyata D. Paun	Staff Salary	5,13,610	-

37. Provisions of Accounting Standard (AS) – 17 on ‘Segment Reporting’ are not been applicable to the Company.
38. Balance shown under head Sundry Debtors, Creditors, Loans and Advances are subject to confirmation.
39. In the opinion of Board of Directors and to the best of their knowledge and belief, the realisable value of Current Assets, Loans and Advances would not be less than the amount at which they are stated in the Balance Sheet.
40. During the year the company has issued 46,16,000 equity shares at Rs. 10 per share by way of initial public offer at National Stock Exchange. Proceeds of initial public offer is utilized in the following manner:

Particulars
1) To meet the working capital requirements of Company
2) Repayment of Unsecured Loans of Promoters/Directors
3) General Corporate Purpose
4) Issue Expenses

41. Previous Year's Figures have been re-arranged or re- grouped wherever considered necessary.

42. Figures have been rounded off to the nearest rupees.

43. Figures in brackets indicate negative (-) figures (if any)

**For, Chetan Agarwal & Co  
Chartered Accountants**

**Marvel Decor Limited**  
(Formerly Known as Marvel Decor Pvt. Ltd.  
and Accumax Interior Products Pvt. Ltd.)

**Chetan L. Agarwal**  
(Partner)  
Membership No. 107547  
Firm Registration No. 120447W  
On Saturday, May 28, 2018

**Shri Ashok R. Paun**  
Chairman and  
Managing Director  
DIN :01662273

**Shri Dipak R. Paun**  
Wholetime Director  
DIN: 01662090

**Shri Urmi A. Paun**  
Director and Chief  
Financial Officer  
DIN :01662228

**Ms. Meera Gudka**  
Company Secretary and  
Compliance officer

**Marvel Decor Limited**  
(Formerly Known as Marvel Decor Pvt. Ltd. and Accumax Interior Products Pvt. Ltd.)

Amount (INR)										
Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2017	Additions	Disposals	Balance as at 31st March 2018	Balance as at 1st April 2017	Depreciation charge for the year	On disposals	Balance as at 31st March 2018	Balance as at 1st April 2018	Balance as at 31st March 2017
<b>Tangible Assets</b>										
Plant and Equipment	3,10,45,286	18,78,045	-	3,29,23,331	1,28,29,677	39,52,723	-	1,67,82,400	1,61,40,931	1,82,15,609
Furniture and Fixtures	1,11,99,728	16,97,429	-	1,28,97,157	29,76,321	23,44,397	-	53,20,718	75,76,438	82,23,407
Electrification & Fittings	30,25,745	2,04,481	-	32,30,226	3,22,485	7,28,919	-	10,51,404	21,78,822	27,03,260
Vehicles	1,22,58,666	4,100	3,66,181	1,18,96,585	91,85,080	9,14,544	3,47,872	97,51,751	21,44,834	30,73,586
Land & Buiding	10,90,46,600	12,52,454	-	11,02,99,054	40,99,381	93,81,744	-	1,34,81,125	9,68,17,929	10,49,47,219
Computer and Software	43,97,986	12,63,217	-	56,61,203	37,87,551	8,65,373	-	46,52,924	10,08,279	6,10,435
<b>Sub Total</b>	<b>17,09,74,011</b>	<b>62,99,725</b>	<b>3,66,181</b>	<b>17,69,07,555</b>	<b>3,32,00,496</b>	<b>1,81,87,699</b>	<b>3,47,872</b>	<b>5,10,40,323</b>	<b>12,58,67,232</b>	<b>13,77,73,517</b>

To,  
**Bigshare Services Pvt. Ltd,**  
 Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis,  
 Makwana Road, Marol, Andheri East,  
 Mumbai – 400059, Maharashtra, India

Dear Sir/Madam,

**Updation of Shareholder Information**

I/we request you to record the following information against my/our folio no.;

Folio Number/DP ID/ Client ID		No of Shares Held	
Name of the Shareholder	1. 2.		
Address of The First Holder			
Email Id			
PAN		Telephone No(s)	
Bank Name			
Branch Address			
Bank Account Number			
MICR Code		IFSC Code	
Specimen Signature(s)	1. 2.		
Attestation by Bank Under Their Stamp Name of the officer Authorization Code Number Contact Number.			

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete/incorrect information, I/we would not hold the Company /RTA responsible. I/We understand that the above details shall be maintained till I/we hold the securities under above folio number. Pursuant to Section 101 of the Companies Act, 2013 read with Rule made thereunder, I also give consent to the company to send the Notices, Annual Reports etc. through electronically.

Place:

Date:

\_\_\_\_\_  
Signature of sole / First Holder

Note:

1. Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
2. Members who hold shares in physical mode are requested to send this form duly filled and signed with their signature which shall be duly attested by their banker under their name, authorization code number, contact number and Account number with the bank.
3. Attach following documents along with form;
  - a) Attested copy of the PAN card.
  - b) Attested copy of Aadhar Card/Passport/ration Card/Driving Licence/Voter Id (any one) (If PAN card is not obtained)
  - c) Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
  - d) In case of death of any holder kindly send attested copy of the death certificate.
4. Copy of Cancel Cheque

Note: Members are requested refer SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 of dated April 20, 2018 regarding updation of bank details with the company/RTA.

**MARVEL DECOR LIMITED**  
**(Formerly known as Accumax Interior Product Private Limited)**

CIN: L18109GJ1996PLC030870

**Regd. Office:** Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India

**E-mail:** info@marvellifestyle.com;

**Tel:** +91 288 2730601, **Fax:** +91 288 2730603

**Form No. MGT-11**

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rule, 2014]

22<sup>nd</sup> Annual General Meeting of **Marvel Decor Limited**

Name of the member(s)	:-	
Registered address	:-	
E-mail Id	:-	
Folio No/ Client Id	:-	
DP ID	:-	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

Name	:-	
Address	:-	
E-mail Id	:-	
Signature	:-	

Or failing him/her

Name	:-	
Address	:-	
E-mail Id	:-	
Signature	:-	

Or failing him/her

Name	:-	
Address	:-	
E-mail Id	:-	
Signature	:-	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual general meeting of the company, to be held on Saturday, September 29, 2018 At 11:00 AM at Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote	
		For	Against
1.	<b>Adoption of Financial Statement</b> Audited Financial Statement for the financial year ended on March 31, 2018 along with Report of Board of Director and Auditor thereon.		
2.	<b>Ratification of Appointment of Auditor</b> To Ratify the Appointment of Auditor (M/s. Chetan Agarwal & Co.) of the Company appointed from the Financial Year 2014-2015 to 2018-2019 and fix their remuneration.		
3.	<b>Retire by Rotation</b> To appoint a director in place of Mr. Ashok R. Paun (DIN: 01662273), who retires by rotation and being eligible to offers himself for re- appointment.		
4.	<b>To approve terms of payment of remuneration to Ms. Urmi Paun, Director &amp; Chief Financial Officer</b>		

Signed this..... day of..... 2018

Signature of shareholder: .....

Signature of Proxy holder .....

Affix Revenue Stamp
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**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of

**MARVEL DECOR LIMITED**  
**(Formerly known as Accumax Interior Product Private Limited)**

CIN: L18109GJ1996PLC030870

**Regd. Office:** Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India

**E-mail:** info@marvellifestyle.com;

**Tel:** +91 288 2730601, **Fax:** +91 288 2730603

ATTENDANCE SLIP  
(To be presented at the entrance)

I/we hereby record my/our presence at the 22<sup>nd</sup> **Annual General Meeting** of the Members of the Company to be held on Saturday, September 29, 2018 At 11:00 AM at Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India.

DP ID:	
Registered Folio No.:	
Client ID:	
No. of Shares:	
Name of the Member:	
Address:	
Joint holder-1:	
Joint holder-2:	

-----  
Name of Member/Proxy in Block  
letters

-----  
Signature of  
Member/Proxy

**Note:** Please fill in the name, sign this attendance Slip and deposit the same as per direction of the Company officials at the venue of Meeting.

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**Marvel Decor Ltd.**

Corporate and Registered Office

Plot No. 210-211, G. I. D. C Phase-II, Dared,  
Jamnagar - 361 004, Gujarat (INDIA)

[www.marvellifestyle.com](http://www.marvellifestyle.com)