

## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

1. Shri Sanjay Kumar Kanoria	Managing Director
2. Smt. Priyadarshini Kanoria	Whole-Time Director
3. Shri Kuldeep Kaw	Whole-Time Director
4. Shri Munna Lal Goyal	Director
5. Shri Ram Krishna	Director
6. Shri Natu Lal Sharma	Director

### **PRESIDENT**

Shri Rajiv Lal Adya

### **SR. VICE PRESIDENT (FINANCE) & CFO**

Shri Shyam Behari Vijay

### **COMPANY SECRETARY**

Shri Lokesh Mundra

### **STATUTORY AUDITORS**

M/s K. N. Gutgutia & Co.  
Chartered Accountants  
Kolkata

### **COST AUDITORS**

M/s. Mahendra Singh & Co.,  
Cost Accountants  
Lucknow

### **SECRETARIAL AUDITORS**

M/s Anil Somani & Associates  
Company Secretaries  
Bhilwara

### **BANKERS**

State Bank of India  
Bank of Baroda

### **REGISTERED OFFICE & WORKS**

P. O. Hamirgarh- 311025  
District- Bhilwara (Rajasthan)

### **REGISTRAR & TRANSFER AGENT**

BEETAL Financial & Computer Services Pvt Ltd.  
BEETAL HOUSE, 3<sup>rd</sup> Floor,  
99, Madangir, behind LSC,  
New Delhi - 110062

### **CORPORATE OFFICE**

A-9-A, Green Park  
New Delhi- 110016

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### **NOTICE TO THE SHAREHOLDERS**

**Notice** is hereby given that the 39<sup>th</sup> Annual General Meeting of the Shareholders of **M/s A INFRASTRUCTURE LIMITED (Formerly known as “Shree Pipes Limited”)** will be held on Friday, 27<sup>th</sup> September, 2019 at 3.00 p.m. at Shagun Food Court, 8 P1 P2, R. C. Vyas Colony, Opposite Gupta Hospital, Near Labour Chouraha Bhilwara Rajasthan 311001 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board Directors and the Auditors thereon.
2. To declare Final Dividend on equity shares for the Financial Year ended 31<sup>st</sup> March, 2019.
3. To appoint a Director in place of Shri Kuldeep Kaw (DIN: 07882201) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

##### **4. Appointment of Shri Nathu Lal Sharma as a Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Nathu Lal Sharma (DIN: 08204733), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

##### **5. Appointment of Shri Pradeep Sahani as a Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Pradeep Sahani (DIN: 07554457), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

##### **6. Appointment of Shri Arun Kumar Shishoo as a Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Arun Kumar Shishoo (DIN: 08261619), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

##### **7. Ratification of Remuneration to the Cost Auditors**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Vivek Laddha & Associates, Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2019-20 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding goods and service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

**8. Appointment of Mr. Nathu Lal Sharma (DIN: 08204733) as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nathu Lal Sharma (DIN: 08204733), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive year and whose office shall not be liable to retire by rotation”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

**9. Appointment of Mr. Pradeep Sahani (DIN: 07554457) as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Pradeep Sahani (DIN: 07554457), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive year and whose office shall not be liable to retire by rotation”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

**10. Re-appointment of Mr. Ram Krishna (DIN: 02773366) as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ram Krishna (DIN : 02773366), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive year and whose office shall not be liable to retire by rotation”.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions if any, consent of the members be and is hereby accorded for continuing the directorship of Mr. Ram Krishna (DIN : 02773366) as Independent Director after attain age of seventy five year during the second term of five consecutive years.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

**11. Re-appointment of Mr. Munna Lal Goyal (DIN: 01427276) as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Munna Lal Goyal (DIN: 01427276), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive year and whose office shall not be liable to retire by rotation”.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions if any, consent of the members be and is hereby accorded for continuing the directorship of Mr. Munna Lal Goyal (DIN: 01427276) as Independent Director who has already attained the age limit of 75 years and aged around 88 years at present, for the second term of five consecutive years.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

**12. Re-appointment of Mrs. Priyadarshini Kanoria (DIN: 00114513) as Whole Time Director:**

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

**“RESOLVED THAT** pursuant to the provision of section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) approval of the members be and is hereby accorded to re-appoint Mrs. Priyadarshini Kanoria as Whole Time Director (Designated as “Executive Director”) of the Company liable to retire by rotation, for a further period of 5 (Five) years from the expiry of his present term of office, that is, with effect from September 29, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

Place : New Delhi  
Date : 07<sup>th</sup> August, 2019

**Sd/-**  
**Kuldeep Kaw**  
Director  
DIN: 07882201

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting and relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the person seeking re-appointment as Director under item no. 4 to 6, 8 to 12 of the notice are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

**A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**

3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, the 21<sup>st</sup> September, 2019 to 27<sup>th</sup> September, 2019 (both days inclusive) for payment of final dividend.
7. The Final dividend for the financial year ended 31<sup>st</sup> March, 2019, as recommended by the Board, if approved at the AGM, will be payable on and after 01<sup>th</sup> October, 2019, to those members who hold shares:
  - A. In dematerialised mode, based on the beneficial ownership details to be received from National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, 20<sup>th</sup> September, 2019;
  - B. In physical mode, if their names appear in the Register of Members at the close of business hours on Friday, 20<sup>th</sup> September, 2019. The instruments of transfer in respect of shares held in physical form of the Company should be lodged with BEETAL Financial & Computer Services Private Limited, BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062, so as to reach them on or before the close of business hours on Friday, 20<sup>th</sup> September, 2019;
8. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
- b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the IFSC Code) to their Depository Participants and also inform any change in bank particulars and address to their Depository Participants in case the shares are held in electronic mode or to the Registrars and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
9. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email ID's with the BEETAL Financial & Computer Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered or members may also register their email id by sending a email on **lokesh.m@kanoria.org**.  
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including financial statements, Auditor's Report, Board's Report etc. and this notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or with the company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to **lokesh.m@kanoria.org** mentioning your Folio/DP ID & Client ID.



11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

12. Members are requested to send all communications relating to shares, unclaimed dividends and change of address etc. to the Registrar and Share Transfer Agents at the following address:

**BEETAL Financial & Computer Services Private Limited**  
**BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062**  
**Ph. 011-29961281-283 Fax 011-29961284**

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

14. Mr. Anil Kumar Somani of M/s. Anil Somani & Associates, Practicing Company Secretaries (Membership No. 36055), has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

15. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

16. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on 23<sup>rd</sup> August, 2019 ("Record Date").

17. The instructions for e-voting are as under:

The e-voting period begins on Tuesday, 24<sup>th</sup> September, 2019 at 10.00 a.m. and ends on Thursday, 26<sup>th</sup> September, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

**A.** In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participant(s)) :

- i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN For E-Voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following **URL: <https://www.evoting.nsdl.com/>**
- iii) Click on shareholder-**Login**.
- iv) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vi) Home page of e-voting opens, click on e-voting: **Active Voting cycles**.
- vii) Select "EVEN" of "A Infrastructure Limited which is 111618".
- viii) Now you are ready for e-voting as cast vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
- x) Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- xi) Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xii) Institutional & Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B.** In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- I. Initial password is provided as below :

EVEN (E Voting event number)	USER ID	PASSWORD/PIN
111618		

- II. Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders/Members and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. : 1800-222-990
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. The e-voting period commences on **24.09.2019 at 10.00 A.M. and ends on 26.09.2019 at 5.00 P. M.** During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2019, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2019.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**VOTING AT AGM :-** The members who have not casted their votes through electronically can exercise their voting rights at the AGM.

**C. Other Instructions**

- A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report (including result of polling at AGM) of the votes cast in favour or against, if any, forthwith to the Chairman.
- The Results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website [www.ainfrastructure.com](http://www.ainfrastructure.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two (2) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to stock exchanges where the shares of the Company are listed.
- The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
- The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. BEETAL Financial & Computer Services Private Limited.
- Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
- All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the Registered Office of the Company during normal business hours on all working days,

except Saturdays, Sundays and Public Holidays, up to and including the date of the Annual General Meeting of the Company.

8. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

By order of the Board

Place : New Delhi  
Date : 07<sup>th</sup> August, 2019

**Sd/-**  
**Kuldeep Kaw**  
Director  
DIN: 07882201



## ANNEXURE

PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particular	Mrs. Priyadarshini Kanoria	Mr. Kuldeep Kaw	Shri Munna Lal Goyal	Shri Ram Krishna	Shri Nathu Lal Sharma	Shri Pradeep Sahani	Shri Arun Kumar Shishoo
DIN	00114513	07882201	01427276	01338725	08204733	07554457	08261619
Age	50 Years	48 Years	88 Years	71 Years	65 Years	57 Years	68 Years
No. of Board Meeting Attending during the financial year 2019-20	3	3	3	2	2	-	-
Date of Appointment/ Reappointment	14/08/2014	30/05/2017	26/09/2014	26/09/2014	01.09.2018	07/08/2019	07/08/2019
Qualification	Graduate	Graduate	B.A., LLB, Sahitya Ratna and retired from Indian Administrative Services	M.A. L.T. ADEEBA KAMIL and retired an I.A.S. Revenue Secretary, Govt. of U.P.	MA, B. Ed	Bachelor of Commerce (Hons) and Masters of Management Studies	B. Tech (Mech)
Expertise in specific functional areas	She has rich experience in Asbestos Cement Pipe & Sugar Industry as she had served more than 22 years in these industry.	He has more than 20 years of experience in different fields.	During his service tenure he occupied various administrative post like Collector and District Magistrate Bikaner, Director Tourism Jaipur Rajasthan, M.D. Rajasthan State Hotel Corporation, Administrator, Rajasthan State Agricultural Marketing Board, Director Industries, Rajasthan, Jaipur, Excise Commissioner Rajasthan He has vast experience in the finance, Administration and legal field.	He served in Administrative Services in the state of Uttar Pradesh. He has rich experience in the area of Rural & Urban Development projects and occupied various senior positions in Govt of U.P. undertakings.	He has retired from State Education Services, Rajasthan. He has vast experience in different fields.	He has vast experience in the finance, Management and Marketing field.	He has 42 years working experience in various industries
Directorship held in other public companies (excluding foreign companies)	Nil	Nil	1. Major Export Ltd. 2. Lalit Polymers & Electronics Ltd 3. Manglam Build-Developers Limited 4. The Mewar Sugar Mills Limited	Nil	Nil	Nil	Nil
Membership/ Chairmanship of committees of other Indian public Companies	-	-	<b>Audit Committee - Member</b> Lalit Polymers & Electronics Ltd <b>Nomination and Remuneration Committee - Member</b> Lalit Polymers & Electronics Ltd <b>Nomination and Remuneration Committee - Chairmanship</b> Lalit Polymers & Electronics Ltd <b>Stakeholders' Relationship Committee- Member</b> Lalit Polymers & Electronics Ltd	-	-	-	-
Number of share held in the company	984400	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors	Wife of Shri Sanjay Kumar Kanoria, Managing Director	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 4-11 of the accompanying Notice dated 07<sup>th</sup> August, 2019.

**Item No. 4**

Mr. Nathu Lal Sharma (DIN: 08204733) was appointed as Additional Director of the Company with effect from 01<sup>st</sup> September, 2018 pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose Mr. Nathu Lal Sharma (DIN: 08204733), as a Director of the Company along with a deposit as required under the aforesaid Section.

Except Mr. Nathu Lal Sharma (DIN: 08204733) none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

Your Directors recommend the resolution for your approval.

**Item No. 5**

Mr. Pradeep Sahani (DIN: 07554457) was appointed as Additional Director of the Company with effect from 07<sup>th</sup> August, 2019 pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose Mr. Pradeep Sahani (DIN: 07554457), as a Director of the Company along with a deposit as required under the aforesaid Section.

Except Mr. Pradeep Sahani (DIN: 07554457), none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice

Your Directors recommend the resolution for your approval.

**Item No. 6**

Mr. Arun Kumar Shishoo (DIN: 08261619) was appointed as Additional Director of the Company with effect from 07<sup>th</sup> August, 2019 pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose Mr. Arun Kumar Shishoo (DIN: 08261619), as a Director of the Company along with a deposit as required under the aforesaid Section.

Except Mr. Arun Kumar Shishoo (DIN: 08261619), none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 6 of the Notice

Your Directors recommend the resolution for your approval.

**Item No. 7**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On the recommendation of the Audit Committee at its meeting held on 07<sup>th</sup> August, 2019, the Board has approved the appointment of M/s. Vivek Laddha & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2019-20 at a remuneration of Rs. 50,000 (Rs. Fifty Thousand Only), exclusive of reimbursement of GST and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Ordinary Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 7 of the Notice.

**Item No. 8**

In the opinion of the Board, Mr. Nathu Lal Sharma (DIN: 08204733) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.