

**BOARD OF DIRECTORS**

Mr. Devabhai Desai	: Managing Director
Mrs. Renukaben Shah	: Non-Executive Director
Mr. Varun Shah	: Executive Director
Mr. Amit P. Kadiya	: Non-Executive Independent Director
Mr. Rajesh G. Lachhwani	: Non-Executive Independent Director
Ms. Vrusha Patel	: Non-Executive Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. Yash Patel

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

Mr. Dhaval P. Patel

**STATUTORY AUDITORS**

S. P PAREKH & CO.,  
Chartered Accountant  
201, Abhijyot, Near Avanti Bungalows,  
Billeswar Mahadev Road,  
Satellite, Ahmedabad- 380015

**BANKERS**

Punjab National Bank  
Address - Sector-16, Gandhinagar-382016

**REGISTERED OFFICE**

A-2, Hira Anand Tower,  
Gordhanwadi Tekara,  
Kankaria, Ahmedabad - 380008

**REGISTRAR & TRANSFER AGENT**

KARVY COMPUTERSHARE PRIVATE LIMITED  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032

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**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the 4<sup>th</sup> Annual General Meeting of the Members of M/s A & M Febcon Limited will be held on Saturday, 30<sup>th</sup> September, 2017 at the Registered Office of the Company at A-2, Hira Anand Tower, Gordhanwadi Tekara, Kankaria, Ahmedabad – 380008 at 11.00 A.M. to transact the following business:

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**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2017 and Report of the Board of Directors and Auditors thereon.
2. Re-appointment Mrs. Renukaben R. Shah, Director of the company, liable to retire by rotation in terms of section 152 (6) of the companies act, 2013 and, being eligible, herself for Re- appointment.
3. Ratification of M/s S.P Parekh & Co., Chartered accountants, Ahmedabad as statutory auditor of the company and fix their remuneration.

**SPECIAL BUSINESS:**

**4. To Appoint Mr. Varun Jigneshkumar Shah (DIN: 07740874) as a Director of the Company.**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), **Mr. Varun Jigneshkumar Shah (DIN: 07740874)** who has appointed as an Additional director of the company by the Board of Directors at its meeting held on March 22, 2017 and who ceases to hold office under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

**5. To Appoint Mr. Amitbhai Pravinbhai Kadiya (DIN: 07766925) as an Independent Director of the Company.**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, **Mr. Amitbhai Pravinbhai Kadiya(DIN:07766925)** who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 22.03.2017 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

**6. To Appoint Mr. Rajesh Ghanshayamdas Lachhwani (DIN: 07771836) as an Independent Director of the Company.**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Rajesh Ghanshayamdas Lachhwani (DIN: 07771836)** who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 22.03.2017 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

**7. To Appoint Ms. Vrusha Patel (DIN: 07772669) as an Independent Director of the Company.**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Vrusha Patel (DIN:07772669)** who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 22.03.2017 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

**DATE:** 01/09/2017  
**PLACE:** AHMEDABAD

**By Order of the Board of Director**  
SD/-  
Devabhai Desai  
Managing Director

**Registered Office:**

A-2, Hira Anand Tower,  
Gordhanwadi Tekara,  
Kankaria, Ahmedabad - 380008

**NOTES:**

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- (b) Members / proxies should bring their copy of Attendance Slip (duly completed) when attending the Meeting.
- (c) Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- (d) Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
- (e) 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 such a representative to attend and vote on their behalf at the meeting.
- (f) 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.
- (g) Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, KARVY COMPUTERSHARE PRIVATE LIMITED for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
- (h) The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. Stock Exchanges permit companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.

**BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief Profile of Directors eligible for appointment/re-appointment at Annual general Meeting vide item no. 4, 5, 6 and 7 are as follows:

Particular	Varun J. Shah	Amitbhai P. Kadiya	Rajesh G. Lachhwani	Vrusha Patel
Date of Birth	19/11/1994	08/01/1987	10/10/1991	25/06/1995
Date of Appointment	22/03/2017	22/03/2017	22/03/2017	22/03/2017
Qualification	He hold degree of Mechanical Engineering from the Gandhinagar Institute of Technology.	He hold degree of B.Com from the University of Gujarat.	He hold the Bachelor degree of Commerce and is also an associate member of Institute of Company Secretaries of India	She holds the Bachelor degree of Commerce and is also an associate member of Institute of Company Secretaries of India
Relationships between directors inter se	Mrs. Renukaben R. Shah is Grand Mother of Varun Shah	NO	NO	NO
Directorship held in other companies*	Nil	Nil	Nil	01
Membership/Chairmanships of Committee in other Public Companies	Nil	Nil	Nil	01

\*Pvt. Companies excluded

**ANNEXURE TO THE NOTICE**

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

**ITEM NO - 4:**

Mr. Varun Jigneshkumar Shah was appointed as an additional director under the category of Independent Director of the Company w.e.f 22.03.2017. Under section 161 of the Companies Act, 2013, Mr. Varun Jigneshkumar Shah holds his office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors. Accordingly, the Board recommends the resolution No 4, in relation to appointment of Mr. Varun Jigneshkumar Shah as a Director, respectively, for the approval by the shareholders of the Company.

Brief profile of Mr. Varun Jigneshkumar Shah in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Varun Jigneshkumar Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item

No. 4 of this Notice. None of the Director of the Company except Mr. Varun Jigneshkumar Shah is concerned or interested in this resolution.

**ITEM NO - 5:**

Mr. Amitbhai Pravinbhai Kadiya was appointed as an additional director under the category of Independent Director of the Company w.e.f 22.03.2017. Under section 161 of the Companies Act, 2013, Mr. Amitbhai Pravinbhai Kadiya holds his office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Amitbhai Pravinbhai Kadiya, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Amitbhai Pravinbhai Kadiya does not hold any equity share of the Company. The period of office of Mr. Amitbhai Pravinbhai Kadiya shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Amitbhai Pravinbhai Kadiya in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Amitbhai Pravinbhai Kadiya is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 5 of this Notice. None of the Director of the Company except Mr. Amitbhai Pravinbhai Kadiya is concerned or interested in this resolution.

**ITEM NO - 6:**

Mr. Rajesh Ghanshayamdas Lachhwani was appointed as an additional director under the category of Independent Director of the Company w.e.f 22.03.2017. Under section 161 of the Companies Act, 2013, Mr. Rajesh Ghanshayamdas Lachhwani holds his office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Rajesh Ghanshayamdas Lachhwani, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Rajesh Ghanshayamdas Lachhwani does not hold any equity share of the Company. The period of office of Mr. Rajesh Ghanshayamdas Lachhwani shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Rajesh Ghanshayamdas Lachhwani in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice Mr. Rajesh Ghanshayamdas Lachhwani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 6 of this Notice. None of the Director of the Company except Mr. Rajesh Ghanshayamdas Lachhwani is concerned or interested in this resolution.

**ITEM NO - 7:**

Ms. Vrusha Patel was appointed as an additional director under the category of Independent Director of the Company w.e.f 22.03.2017. Under section 161 of the Companies Act, 2013, Ms. Vrusha Patel holds his office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Ms. Vrusha Patel, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Ms. Vrusha Patel does not hold any equity share of the Company. The period of office of Ms. Vrusha Patel shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Ms. Vrusha Patel in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Ms. Vrusha Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 7 of this Notice. None of the Director of the Company except Ms. Vrusha Patel is concerned or interested in this resolution.

**DATE:** 01/09/2017  
**PLACE:** AHMEDABAD

**By Order of the Board of Director**  
SD/-  
Devabhai N. Desai  
Managing Director

**Registered Office:**  
A-2, Hira Anand Tower,  
Gordhanwadi Tekara,  
Kankaria, Ahmedabad - 380008

## DIRECTORS REPORT

To,  
The Members,

Your Directors have pleasure in presenting their Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

### 1. **FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)**

The Board's Report is prepared based on the stand alone financial statements of the company.

PARTICULAR	2016-17	2015-16
Total Income for the year was	10,01,10,967	8,27,11,089
Profit/(Loss) Before Depreciation And Taxes	73,87,617	8,08,214
Less: Depreciation	5,69,482	2,95,642
Net Profit/(Loss) Before Tax	68,18,135	5,12,572
Less: Provision For Tax	17,95,806	-
Deferred Tax	3,93,218	1,05,605
<b>Profit/(Loss) After Tax</b>	<b>46,29,111</b>	<b>4,06,967</b>

### 2. **DIVIDEND**

The Board of Directors has not recommended any dividend for the year.

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

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

### 4. **TRANSFER TO RESERVES**

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

### 5. **CHANGE IN THE NATURE OF THE BUSINESS**

During the year, there is no change in the nature of the business of the Company.

### 6. **DIRECTORS & KEY MANAGERIAL PERSONNEL :**

#### **a) Appointments**

During the year under review, the board of directors of the company has appointed Mr. Devabhai desai as Managing director, Mr. Yash Patel as a Chief Financial Officer and Mr. Dhaval Patel as a Company Secretary of the company.

The Board of director has also appointed Mr. Varun Shah as an executive director and Mr. Rajesh Lachhwani, Mr. Amit Kadiya and Ms. Vrusha Patel as an independent directors of the company.

#### **b) Cessation**

During the year under review, the board of directors of the company has accepted resignation from Mrs. Zalak Parikh, Mrs. Ilaben Parikh, Mr. Amit Desai, Mr. Jignesh Shah, and Mr. Vishnubhai Parikh from the Directorship of the company.

The Board places on record its appreciation for the assistance and guidance provided by directors during their tenure as Director of the Company



**7. DECLARATION BY INDEPENDENT DIRECTORS**

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received necessary declaration from each Independent Director confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**8. NUMBER OF BOARD MEETINGS**

The Board of Directors duly met fourteen (14) times on 04/05/2016, 19/05/2016, 12/08/2016, 19/08/2016, 03/09/2016, 30/09/2016, 19/12/2016, 06/01/2017, 28-01-2017, 13/02/2017, 15/03/2017, 22/03/2017, 29/03/2017, 30/03/2017 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

**9. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 board annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it.

**10. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;
- (b) The directors 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 profit/loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**11. ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

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

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

**12. CHANGE IN CAPITAL STRUCTURE OF COMPANY**

- During the period under review, The authorized share capital of the Company has been increased to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 Equity shares of Rs.10/- each.

- During the period under review, the company has issued total 2726859 equity shares on preferential basis
- During the Period under review, The Company has issued 1813430 bonus equity Shares face value of Rs. 10/- each fully paid up in the ratio of 1 Equity Shares for every 2 Existing Equity Share held by capitalizing security premium account and partly balance lying in the Profit & Loss Account.

**13. MATERIAL CHANGES AND COMMITMENTS, IF ANY**

- During the Period under review the company has acquired M/s. V. P. Corporation under Slump Sale Agreement on 29.03.2017
- During the Period under review the company has been converted from Private Limited Company to Closely held Public Limited Company on 15<sup>th</sup> March 2017
- During the Period under review The Company has filed the Prospectus for the listing of its shares on SME platforms of Bombay Stock exchange.
- Except as mentioned above there are No other material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

**14. EXTRACT OF THE ANNUAL RETURN**

The Extract of Annual Return as required under section 134(3)(a) read with Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9, is annexed herewith as Annexure: "A"

**15. AUDITORS AND THEIR REPORT**

- **STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. S.P. Parekh & Co., Chartered Accountants, the Statutory Auditors of the Company have been appointed for a term of 4 years. However, their appointment as Statutory Auditors of the Company shall be required to be ratified by the Members at the ensuing Annual General Meeting. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company. Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

- **COST AUDITORS**

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

**16. DEPOSITS**

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