

**28<sup>th</sup>**  
**ANNUAL REPORT**  
**2018-19**



**AJANTA SOYA LIMITED**

**BOARD OF DIRECTORS**

Mr Sushil Goyal

Mr Abhey Goyal

Mr Harsh Chander Kansal

Mr Hemant Bansal

Mrs Sushila Jain

Managing Director

Whole Time Director

Independent Director

Independent Director

Independent Director

**COMPANY SECRETARY**

Mr Kapil

**STATUTORY AUDITORS****M/s. Pawan Shubham & Co.****Chartered Accountants**603, Laxmi Deep Building,  
District Center, Laxmi Nagar,  
New Delhi - 110 092**SECRETARIAL AUDITORS****M/s. R&D Company Secretaries**785, Pocket-E, Mayur Vihar, Phase-II  
Delhi - 110 091

Phone/Fax : 011-22725301 / 43012488

E-Mail : rndregular@gmail.com

**SHARES LISTED WITH STOCK EXCHANGE AT**

BSE Limited

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001**BANKERS****STATE BANK OF INDIA**15<sup>th</sup> Floor, IFB Branch,

Jawahar Vyapar Bhawan

1, Tolstoy Marg, New Delhi - 110 001

**STANDARD CHARTERED BANK,**10 Sansad Marg,  
New Delhi-110 001**REGISTERED OFFICE**SP-916, RIICO Industrial Area Phase - III,  
Bhiwadi - 301 019, Distt. Alwar (Rajasthan)  
CIN: L15494RJ1992PLC016617**INVESTORS RELATION CENTRE**12<sup>th</sup> Floor, Bigjos Tower, A-8 Netaji Subhash Place

Wazirpur District Centre, New Delhi - 110 034

Phone : 011-42515151, Fax : 011-42515100

E-mail : cs@ajantasoya.com

Website : www.ajantasoya.com

**REGISTRAR & SHARE TRANSFER AGENT**

Skyline Financial Services Pvt. Ltd.

D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I,  
New Delhi - 110 020

Phone No. : 011-40450193-97

E mail : admin@skylinerta.com

*ALL CORRESPONDENCE RELATING TO TRANSFER  
OF SHARES, CHANGE IN ADDRESS ETC. SHOULD  
BE SENT TO THE REGISTRAR & SHARE TRANSFER  
AGENT OR INVESTORS RELATION CENTRE*

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## **NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of M/s Ajanta Soya Limited will be held on Monday, 30<sup>th</sup> September, 2019 at 11.30 A.M. at the Registered Office and Factory Premises of the Company at SP-916, Phase III, Industrial Area, Bhiwadi, 301019, Distt. Alwar, Rajasthan to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2019 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr Sushil Goyal (DIN: 00125275), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. 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(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s K.G. Goyal & Associates, Cost Accountants, having Firm Registration No. 000024, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to Rs. 50,000/- (Rupees Fifty Thousand Only) per annum plus applicable taxes as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

**Resolved further that** the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”

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

**“Resolved that** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs Sushila Jain (DIN: 03432157), a Non-Executive Independent Director of the Company, being eligible for re-appointment and in respect of whom the Nomination and Remuneration Committee of the Board has recommended her candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years from 28<sup>th</sup> March, 2020 to 27<sup>th</sup> March, 2025 and whose period of 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 and things and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

**Regd. Office:**  
SP-916, Phase III, Industrial Area,  
Bhiwadi, 301019,  
Distt. Alwar, Rajasthan

By order of the board  
**For Ajanta Soya Limited**

**Sushil Goyal**  
**DIN: 00125275**  
**Managing Director**  
**Address: House No. 42-A,**  
**Road No. 78, West Punjabi Bagh**  
**New Delhi - 110 026**

**Date: 13<sup>th</sup> August, 2019**  
**Place: New Delhi**

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 & 4 of the notice set out above is annexed herewith.
4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
5. Pursuant to Section 113 of the Companies Act, 2013 ("the Act") and rules framed there under, the Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution/Authority letter/Power of Attorney etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.
6. The requirement to place the matter relating to appointment of statutory auditors for ratification by members at every annual general meeting is omitted vide notification dated 7<sup>th</sup> May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of statutory auditors who were appointed for a period of five years at the 26<sup>th</sup> annual general meeting held on 26<sup>th</sup> September, 2017 is not proposed at this AGM.
7. The Share Transfer Books and Register of Members of the Company will remain closed from Monday, 23<sup>rd</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive).
8. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Skyline Financial Services Pvt Ltd., D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi- 110 020; Phone No. 011-40450193-97:-
  - i) their bank account details in order to receive payment of dividend through electronic mode,
  - ii) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
  - iii) any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
  - iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
  - i) their email id.
  - ii) all changes with respect to their address, email id, ECS mandate and bank details.
- C. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.

9. The 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 are required to submit their PAN details to the Registrar and Share Transfer Agents.
10. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form. Members may contact the Company's RTA for any assistance in this regard.
11. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, Electronic copy of the Annual Report for the financial year 2018-19 has been sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting duly filled in "e-Communication Registration Form" (available on our website "[www.ajantasoya.com](http://www.ajantasoya.com)" in Investor Relation) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their e-mail address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the 28<sup>th</sup> Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.ajantasoya.com](http://www.ajantasoya.com) for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same or download the same from Company's website [www.ajantasoya.com](http://www.ajantasoya.com).
14. A route map of the Annual General Meeting venue is attached in the Annual Report. The prominent landmark near the venue is Ajanta Chowk and Capital Mall at Bhiwadi, Rajasthan.
15. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company or at E-mail Id: [cs@ajantasoya.com](mailto:cs@ajantasoya.com) at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
16. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, details in respect of directors seeking re-appointment at the AGM, are provided in the Report on Corporate Governance forming part of the Annual Report and also annexed hereto and form part of this Notice. Directors seeking reappointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed there under.
17. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/ variation, as the case may be. The Forms can be downloaded from Company's website [www.ajantasoya.com](http://www.ajantasoya.com). Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
18. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of Annual General Meeting. The Register of Directors' and Key Managerial Personnel & their Shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts & Arrangements in which directors are interested maintained

under Section 189 of the Companies Act, 2013 shall be open for inspection at the meeting to any person having right to attend the meeting.

19. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
20. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
21. Voting through electronic means:

- i) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India ("ICSI") as amended from time to time, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL") as the Authorised Agency to provide e-voting facilities.
- ii) The Board of Directors have appointed Mr Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- iii) Members are requested to carefully read the instructions for e-voting before casting their vote.
- iv) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

Commencement of e-voting	From 9.00 a.m. (IST) on Friday, 27 <sup>th</sup> September, 2019
End of e-voting	Upto 5.00 p.m. (IST) on Sunday, 29 <sup>th</sup> September, 2019

- v) The cut-off date (i.e. the record date) for the purpose of e-voting is 23<sup>rd</sup> September, 2019.
- vi) Declaration of Result of e-voting:
  - a) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date).
  - b) The Scrutinizer shall immediately after the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - c) The Scrutinizer's decision on the validity of the vote shall be final and binding.
  - d) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
  - e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company ([www.ajantasoya.com](http://www.ajantasoya.com)) within 3 (three) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.
- vii) The procedure and instructions for e-voting are given separately with this Annual Report.
22. The facility for voting, through ballot/ polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2020. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2019-20 as set out in the resolution for the aforesaid services to be rendered by them.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

**Item No. 4**

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges, Mrs Sushila Jain (DIN: 03432157) was appointed as an Independent Director on the Board of the Company for a period of 5 (Five) consecutive years w.e.f. 28<sup>th</sup> March, 2015. She shall hold office as an Independent Director of the Company up to 27<sup>th</sup> March, 2020 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Director and the Board considers that, given her backgrounds, rich experiences of diversified sectors and contributions made by her during her tenure, the continued association of Mrs Sushila Jain would be beneficial to the Company and it is desirable to continue to avail her services as Independent Directors.

Accordingly, the Board has recommended re-appointment of Mrs Sushila Jain as an Independent Director of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from 28<sup>th</sup> March, 2020.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013. Mrs Sushila Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director and also given declaration that she meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time). In the opinion of the Board, Mrs Sushila Jain Director meet the criteria of Independence and qualifies for appointment as an Independent Director.

Details of Director whose re-appointment as an Independent Director for Second Term is provided in the Corporate Governance Report forming part of the Annual Report pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI). Copy of draft letter of re-appointment of Mrs Sushila Jain setting out the terms and conditions of appointment shall be available for inspection by the Members at the Registered Office of the Company.

Mrs Sushila Jain is interested in the resolution set out respectively at Item Nos. 4 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Resolutions set out at Item Nos. 4 of the Notice for approval by the Members by way of Special Resolutions.

**Regd. Office:**

SP-916, Phase III, Industrial Area,  
Bhiwadi, 301019,  
Distt. Alwar, Rajasthan

By order of the board

**For Ajanta Soya Limited**

**Sushil Goyal**

**DIN: 00125275**

**Managing Director**

**Address: House No. 42-A,  
Road No. 78, West Punjabi Bagh  
New Delhi - 110 026**

**Date: 13<sup>th</sup> August, 2019**

**Place: New Delhi**

**DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM**

[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

Brief particulars of Directors who are appointed/re-appointed in this AGM are as follows:

<b>Particulars</b>	<b>Mrs Sushila Jain</b>
DIN	03432157
Father's Name	Mr Rameshwar Dass Jain
Date of Birth	22 <sup>nd</sup> February, 1954/65 Years
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	28.03.2015
Address	QU-283, D, Pitampura, Delhi 110 088
Designation	Independent Director
Education/Qualification	Graduate
Nature of Expertise /Experience (including nature of expertise in specific functional areas)/ Brief Resume	Over 14 years of experience in Administration and other Management Functions.
Relationships between the Directors inter-se	None
No. of Board Meetings attended during the FY 2018-19	8 out of 9
Terms and conditions of Appointment/ Reappointment	Re-appointment for a term of five consecutive years from 28 <sup>th</sup> March, 2020 to 27 <sup>th</sup> March, 2025 and whose period of office shall not be liable to retire by rotation.
Companies in which holds Directorship*	Nil
Companies in which holds membership of committees** **Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies.	Nil
Shareholding in the Company (No. & %)	Nil
Details of Remunerationsought to be paid	Nil
Remuneration last drawn (including sitting fees, If any)	Nil

\*excludes Directorships in Associations, Foreign and Section 25/8 Companies.



## **DIRECTORS' REPORT**

### **TO THE MEMBERS OF AJANTA SOYA LIMITED**

The Directors hereby present their 28<sup>th</sup> Annual Report on the business and operations of the Company and the financial accounts for the year ended 31<sup>st</sup> March, 2019.

#### **Financial Highlights**

(Amount in Lakhs)

<b>Particulars</b>	<b>Current Year (2019)</b>	<b>Previous Year (2018)</b>
Revenue from operations	<b>69465.36</b>	34604.55
Other Income	<b>101.50</b>	600.42
Profit/(Loss) before exceptional items and tax	<b>(281.25)</b>	376.91
Exceptional Items (Net)	<b>441.91</b>	-
Profit/(Loss) before Tax	<b>160.66</b>	376.91
Tax Expense	<b>200.97</b>	282.81
Profit/(Loss) after Tax	<b>(40.31)</b>	94.10
Other Comprehensive Income (Net of Tax)	<b>12.21</b>	(18.82)
Total Comprehensive Income	<b>(28.10)</b>	75.28
Transfer to Reserve	<b>Nil</b>	Nil
Reserves and surpluses	<b>2683.48</b>	2723.79
Earning per share	<b>(0.25)</b>	0.58

#### **Company Performance**

During the year under review total income of the Company was Rs. 69566.86 Lakhs as against Rs. 35204.97 Lakhs in the previous year. The total expenses of the Company was Rs. 69848.11 Lakhs during the year as compared to Rs. 34828.06 during the previous year. The Company had suffered a loss after tax of the year of Rs. 40.31 Lakhs against a profit after tax of Rs. 94.10 Lakhs in the previous year. During 2017-18, the Company has installed new machinery and recommenced its manufacturing operations in the month of February, 2018. During initial commissioning and stabilisation process and low capacity utilisation, the utility cost remained high and secondly as per NGT's directive and by orders of CPCB and RPCB the boiler fuel has been changed from Petcoke to imported coal in Steam Boiler and PNG in Thermosyphons resulting in higher fuel cost. The capacity utilisation has been low in the first year after recommissioning of expanded capacity of new plant resulting in higher production costs.

Due to increased fuel cost compounded with lower plant capacity utilisation, the company has suffered loss in the year under review. Your Directors are putting in their best efforts to improve the performance of the Company by increasing the throughput of the plant.

#### **Statement of Company's Affair**

The Company is engaged in the business of manufacturing of Vanaspati and Refined Oil with shortening products (bakery & biscuit). During the year company has produced 93636.543 MT of Vanaspati/Refined Oil as against 47627.232 MT in the previous year.

The most popular brands of Vanaspati/refined oil and bakery shortening are "Dhruv", "Anchal" and "Parv", all are which enjoy a considerable market share.

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report attached to this report.

#### **Change in nature of Business of the Company**

There has been no change in the nature of business of the Company.

#### **Material Changes etc**

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company-31<sup>st</sup> March, 2019 and the date of this Report.

## Dividend

Due to loss suffered by the Company, your directors regret to declare any dividend for this year.

## Share Capital

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2019 was Rs. 16.10 crores. During the year under review, the Company has not issued any Shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

## Utilization of Issue Proceeds

During the period under review, Company has not raised any funds through preferential allotment or qualified institutions placement.

## Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013 details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are as under below.

### Detail of Investment as on 31<sup>st</sup> March, 2019

Name of Company	(Rs. In Lakhs)*
- DG Estates Pvt Ltd (2,94,500 equity shares of Rs. 10/- each)	137.61
- Dhruv Globals Limited (3,86,050 equity shares of Rs. 10/- each)	185.10
- Ajanta Realtech Pvt Ltd (95,000 equity shares of Rs. 10/- each)	129.46

\* Fair Value of Investments as per Ind AS.

### Detail of Guarantee as on 31<sup>st</sup> March, 2019

Name of Company	(Rs. In Lakhs)
Guarantee issued in favour of bank on behalf of Dhruv Globals Limited.	7827.00

During the financial year ended 31<sup>st</sup> March, 2019, no Loan u/s 186 of the Companies Act, 2013 was made by the Company.

## Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2018-19 in terms of Chapter V of the Companies Act, 2013.

## Report on Subsidiaries, Associates and Joint Venture companies

The Company has no subsidiaries, associates and joint ventures companies.

## Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are attached as 'Annexure 1' which forms part of this report.

## Listing

At present, the equity shares of the Company are listed at Bombay Stock Exchange Ltd. (BSE). The annual listing fees for the financial year 2019-20 to BSE has been paid.

## Corporate Governance

Corporate Governance is all about ethical conduct, openness, integrity and accountability of an enterprise. Good Corporate Governance involves a commitment of the Company to run the business in a legal, ethical and transparent manner and runs from the top and permeates throughout the organization. It involves a set of relationships between a company's management, its Board, shareholders and Stakeholders. It is a key element in improving the economic efficiency of the enterprise. Credibility offered by Corporate Governance helps in improving the confidence of the investors – both domestic and foreign, and establishing productive and lasting business relationship with all stakeholders.

At ASL Corporate Governance is more a way of business life than a mere legal obligation. Strong governance practices