



**Solid, Consistent Growth. By Design**

33RD ANNUAL REPORT 2018 - 19

## BOARD OF DIRECTORS :

**Dinesh Poddar**

Chairman and Managing Director

**Ramprasad Poddar**

**Rajesh Poddar**

**Sanjiv Rungta**

**Rakesh Garodia**

**Shilpa Poddar**

Directors

### ● KEY MANAGERIAL PERSONNEL:

**Hema Bhagtani (w.e.f. 22<sup>nd</sup> March, 2019)**

Company Secretary & Compliance officer

**Sunil Bhiwandkar (w.e.f. 22<sup>nd</sup> March, 2019)**

Chief Financial Officer (CFO)

### ● REGISTERED OFFICE:

**ASHIRWAD CAPITAL LIMITED**

**CIN: L51900MH1985PLC036117**

303, Tantia Jogani Industrial Estate,

J. R. Boricha Marg, Lower Parel,

Mumbai - 400 011.

Tel : 022 4344 3555

Fax: 022 2307 1511

E-Mail : [aclinvestors@svgcl.com](mailto:aclinvestors@svgcl.com)

Website : [www.ashirwadcapital.in](http://www.ashirwadcapital.in)

### ● BANKERS:

HDFC Bank Limited

### ● AUDITORS:

S.P. Jain & Associates

Chartered Accountants

### ● SECRETARIAL AUDITORS:

M/s. Sandeep Dar & Co.

Company Secretaries

### ● 33RD ANNUAL GENERAL MEETING :

**Date** : September 28, 2019

**Time** : 4:00 p.m.

**Venue** : Bombay YMCA,  
12, Nathalal Parekh Marg,  
Colaba, Mumbai - 400 001.

### ● REGISTRAR AND TRANSFER AGENT:

Bigshare Services Private Limited  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai 400 059.

Tel. No. : 022-62638200

Fax. No. : 022-62638299

E-mail : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website : [www.bigshareonline.com](http://www.bigshareonline.com)



**Solid, Consistent Growth. By Design**

## ● 33rd Annual Report 2018-19 ●

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## NOTICE

**NOTICE** is hereby given that the 33rd Annual General Meeting of the Company will be held on Saturday, 28th September, 2019 at 04:00 p.m. at Bombay YMCA, 12, Nathalal Parekh Marg, Colaba, Mumbai - 400 001, to transact the following business :-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2019 and the Profit and Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To declare dividend on equity shares for the financial year 2018-19.
3. To appoint a Director in place of Mr. Rajesh Ramprasad Poddar (DIN-00164011), who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

- 4 **Re-appointment of Mr. Sanjiv Vishwanath Rungta, as an Independent Director of the Company:**

**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 provision of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings, Mr. Sanjiv Vishwanath Rungta (DIN:00381643), Non-Executive 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(1) (b) and 25(8) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for second term of 5 (five) consecutive years with effect from July 25, 2019 to July 24, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the board of directors 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.

5. **Appointment of Mr. Dinesh Ramprasad Poddar (DIN: 00164182) as the Managing Director**

**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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the appointment of Mr. Dinesh Poddar (DIN:00164182), who was appointed as a "Managing Director" without remuneration for the period of Five years, w.e.f. 1st September, 2019 on such terms and conditions as contained in the agreement to be entered between the Company and Mr. Dinesh Poddar, a

draft whereof is placed before the meeting and for the purpose of identification is superscribed by the Chairman hereof.

**RESOLVED FURTHER THAT** Mr. Dinesh Poddar shall not be liable to retire by rotation during his tenure as Managing Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution."

**Registered Office:**  
 303, Tania Jogani Industrial Estate,  
 J. R. Boricha Marg, Lower Parel,  
 Mumbai - 400 011.

By Order of the Board  
**For Ashirwad Capital Limited**

Date: August 23, 2019  
 Place: Mumbai

**Dinesh Poddar**  
 Chairman and Managing Director

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The register of members and share transfer books will remain closed from Saturday, 21st September, 2019 to Saturday, 28th September, 2019. (Both days inclusive).
3. Dividend, after declaration, shall be disbursed to the members:-
  - a) Whose name appears as beneficial owners as at the end of business hours on 20th September, 2019 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
  - b) Whose names appear as members in the register of members of the Company after giving effect to valid transfers in physical form lodged with the Company or registrar and share transfer agents on or before 20th September, 2019.
4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the Meeting.
5. Shareholders holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, Registrar and transfer agent of the Company immediately.
6. Shareholders who are holding shares in Demat mode are requested to notify any change in their residential address, bank accounts details and/ or email

address immediately to their respective Depository Participants.

7. The government took a 'green initiative in corporate governance' in 2011 by allowing the Companies to service the documents to its members through electronic mode. Accordingly, the Company sends all communication including the notice along with annual report in electronic form to all members whose email Id's are registered with the Company/ depository participant(s) unless a specific request for hard copy has been requested.
8. Members are requested to update their email ID's by downloading the form which is available at the website of the Company i.e. [www.ashirwadcapital.in](http://www.ashirwadcapital.in) and submit the same at the registered office of the Company for receiving the notices and other documents at their email addresses.
9. The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and physical votes received through ballot in accordance with the law in a fair and transparent manner.
10. In accordance with Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Our Company is exempted from compliance with the Corporate Governance provisions and hence Corporate Governance Report is not required to be attached with this Annual Report.

## 11. VOTING OPTIONS

### I. Voting through electronic means

The Company is pleased to offer remote e-voting facility, for all its members to enable them to cast their vote electronically in term of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Facility for voting, through ballot/ polling paper will be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights through ballot papers at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

#### The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Wednesday, September 25, 2019 at 9:00 a.m. and ends on Friday, September 27, 2019 at 5:00 p.m. Members holding Shares in physical or in demat form as on cut off date i.e Saturday, September 21, 2019 shall only be eligible for e-voting.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the **ASHIRWAD CAPITAL LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please

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follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(XX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533

#### In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

#### II. Voting Through Ballot :

The Company is also providing the facility for voting through Ballot process at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting will be able to exercise their right to vote at the AGM. The Ballot Forms will be available at the venue of the AGM.

#### III. Other Instructions

A Member can opt for only one mode of voting i.e. either through e-voting or ballot. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

- 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 the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited, quoting their folio numbers.

#### Registered Office:

303, Tania Jogani Industrial Estate,  
J.R. Boricha Marg, Lower Parel,  
Mumbai – 400 011.

By Order of the Board

**For Ashirwad Capital Limited**

Date: August 23, 2019

Place: Mumbai

**Dinesh Poddar**

**Chairman and Managing Director**

#### Annexure to Item 3

Detail of Directors seeking appointment and/or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 - General Meetings issued by ICSI

Name of Director	Mr. Rajesh Ramprasad Poddar
Director Identification Number (DIN)	00164011
Date of Birth	27th December, 1968
Experience	26 years in Business
Other Companies in which he is director excluding private company & Companies u/s. 8 of Companies Act, 2013	Swasti Vinayaka Art And Heritage Corporation Limited Swasti Vinayaka Synthetics Limited
Chairperson/membership of the Committee in other listed Company	Member of Audit Committee and Chairman of Stakeholder of Swasti Vinayaka Art And Heritage Corporation Limited Member of Stakeholder Committee of Swasti Vinayaka Synthetics Limited

#### Annexure to Item 4

Detail of Directors seeking appointment and/or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 - General Meetings issued by ICSI

Name of Director	Mr. Sanjiv Vishwanath Rungta
Director Identification Number (DIN)	00381643
Date of Birth	28th June, 1962

Experience	35 years in Business
Other Companies in which he is director excluding private company & Companies u/s. 8 of Companies Act, 2013	Swasti Vinayaka Art & Heritage Corporation Limited Swasti Vinayaka Synthetics Limited
Chairperson/membership of the Committee in other listed Company	Member of Audit Committee and Chairman of Nomination and remuneration committee of Swasti Vinayaka Art And Heritage Corporation Limited Chairman of Audit Committee and nomination and remuneration committee of Swasti Vinayaka Synthetics Limited

#### Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

##### Item 4

The Company has received a declaration from Mr. Sanjiv Vishwanath Rungta, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Sanjiv Vishwanath Rungta, confirming the criteria of Independence as prescribed under the Companies Act, 2013 and the Listing Regulations, as amended from time to time. Mr. Sanjiv Vishwanath Rungta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such authority.

The Company has received declaration from him stating that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Sanjiv Rungta's, background & experience and contributions made by him, it would be appropriate that he be reappointed for the second term of 5 years with effect from July 25, 2019. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Sanjiv Rungta's as an Independent Director of the Company.

Except Mr. Sanjiv Rungta's, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

#### **Item 5**

Persuant to recommendations of the Nomination and Remuneration committee the board of directors at their meeting held on August 23, 2019 appointed Mr. Dinesh Poddar (DIN: 00036827) as a Managing Director with effect from September 1, 2019. The appointment of Mr. Dinesh Poddar will be made by passing an ordinary resolution.

The information of appointment is as follows:

#### **I. GENERAL INFORMATION:**

- a) Nature of Industry: Financial/Investment Activities
- b) Date of commencement of Business: June 12, 1985.
- c) Foreign investments or collaborations: Not Applicable.

#### **II. INFORMATION ABOUT THE APPOINTEE:**

- a) Background details:

Mr. Dinesh Poddar, 49 years old is a M.B.A. (Finance) and M.S. (Information Systems) from the University of Pittsburgh, U.S.A by qualification. He was appointed as Managing Director of the Company on 1st January, 2014.

- b) Job profile and his suitability:

The Managing Director would have the authority to oversee and implement the day-to-day operations of the Company. Managing Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The appointee has clear vision and foresight to work for the prosperity and success of the company. The Managing Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.

- c) The draft agreement between the Company and Mr. Dinesh Poddar for his reappointment contains inter alia the following terms and conditions.
  - i. Salary: Rs. Nil/-.
  - ii. Perquisites and allowances: NIL
  - iii. Minimum Remuneration: N.A
  - iv. General Terms & Conditions:
    - a) The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Managing Director in accordance with Schedule V to the Companies Act 2013 or any amendments made hereafter in this regard.

- b) If at any time the Managing Director ceases to be a Director of the Company of any cause whatsoever, he shall cease to be the Managing Director of the Company.

Your directors recommend passing of this Ordinary resolution

None of the directors except Mr. Ramprasad Poddar, Mrs. Shilpa Dinesh Poddar Mr. Rajesh Poddar and Mr. Dinesh Poddar are interested parties in the passing of the said resolution.

**Registered Office:**  
 303, Tania Jogani Industrial Estate,  
 J. R. Boricha Marg, Lower Parel,  
 Mumbai – 400 011.

Date: August 23, 2019  
 Place: Mumbai

By Order of the Board  
**For Ashirwad Capital Limited**

**Dinesh Poddar**  
**Chairman and Managing Director**



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and schedule V Para C clause (10) (i) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members

**ASHIRWAD CAPITAL LIMITED**  
 303, Tanta Jogani Industrial Estate,  
 J.R. Boricha Marg, Lower Parel,  
 Mumbai - 400 011.

We, Sandeep Dar & Co. have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ashirwad Capital Limited having CIN:L51900MH1985PLC036117 and having registered office at 303, Tanta Jogani Industrial Estate, J.R. Boricha Marg, Lower Parel, Mumbai - 400 011 and(hereinafter referred to as 'the company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers,

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Rakesh Kumar Garodia	00143438	19/03/2015
2.	Ramprasad Poddar	00163950	30/06/1989
3.	Rajesh Ramprasad Poddar	00164011	30/06/1989
4.	Shilpa Dinesh Poddar	00164141	19/03/2015
5.	Dinesh Ramprasad Poddar	00164182	01/01/2011
6.	Sanjiv Vishwanath Rungta	00381643	09/05/2006

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sandeep Dar & Co.**  
**Company Secretaries**

Date: May 28, 2019  
 Place: Navi Mumbai

**CS Sandeep Dar**  
 Membership No: 3159  
 COP No: 1571

## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 33<sup>rd</sup> Annual Report on the business and operations of the Company and Audited Statement of Accounts for the year ended 31st March, 2019.

### 1. FINANCIAL HIGHLIGHTS:

The Board's Report is prepared based on the stand alone financial statements of the Company. (Rs. in Lakhs)

Sr. No.	Particulars	2018-2019	2017-2018
1.	<b>Net Sales/ Income</b>	<b>101.08</b>	<b>78.45</b>
2.	Total Expenditure		
	i) Employee benefit Expenses	1.50	7.25
	ii) Depreciation	0.97	1.04
	iii) Other Expenditure	9.22	(32.43)
	Total	11.69	(24.14)
3.	Profit (Loss) Before Tax	89.39	102.59
4.	Provision for taxation		
	i) Current Tax	16.99	11.25
	ii) Deferred Tax	1.15	(0.43)
	iii) Earlier year Tax	0.76	0.03
5.	Profit (Loss) After Tax	70.49	91.74
6.	Balance carried from previous year	27.99	2.97
7.	Amount Available for Appropriation	98.48	94.71
8.	Appropriations:		
	Dividend	-	(40.00)
	Provision/Reversal of Dividend		
	Distribution Tax	0.15	(8.37)
	Transferred to Statutory Reserve	14.10	(18.35)
9.	Balance carried to Balance Sheet	84.53	27.99
10.	Earning per Equity Shares	0.18	0.23

### 2. DIVIDEND:

We are pleased to inform that the Board of Directors has recommended dividend of Re. 0.10 Paise per equity share of Re.1/- each (i.e. 10% of face Value) aggregating Rs. 40,00,000/- (excluding distribution tax as applicable) for the financial year ended 31st March 2019.

### 3. RESERVES:

As required under Section 45IC of the Reserve Bank of India Act, 1934, 20% of the net profits are required to be transferred to a Special Reserve Account. Therefore an amount of Rs. 14.10 Lakhs, which equal to 20% of the net profits, has been transferred to said Reserve.

### 4. OPERATIONS:

During the period under review there was a growth in the Revenue of the Company by 28.85% i.e total income of Rs. 101.08 Lakhs as Compared to Previous Year: Rs 78.45 Lakhs. The Company has earned the Net Profit of Rs.70.49 Lakhs (Previous Year Net Profit: Rs. 91.74 Lakhs). Your directors are confident that the performance for the coming years is expected to improve with expected improvements in the economic activities.

### 5. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Report in form MGT-9, as required under Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, are included in this Report as Annexure-1 and forms an integral part of this report.

### 6. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors state that-

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had 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 and loss of the Company for that period;
- the Directors had 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;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 7. DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTMENTS / RESIGNATIONS DURING THE YEAR:

During the year under review, following changes takes place in the constitution of the Board.

- Ms. Hema Bhagtani was appointed as a company Secretary cum compliance officer of the company with effect from 22nd March 2019.
- Mr. Sunil Bhiwandkar was appointed as a Chief Financial Officer with effect from 22nd March 2019.

### 8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC-2 which is enclosed as **Annexure 2**.

### 9. PARTICULARS OF EMPLOYEES:

- The Information pursuant to rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is described in below table:-

Sr. No.	Particulars	Remarks
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.	Not applicable since no remuneration has been paid to the Directors.
2.	The percentage increase in the remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Not applicable since no remuneration has been paid to the Directors.



Sr. No.	Particulars	Remarks			
3.	The percentage increase in the median remuneration of employees in the financial year (in. Lacs)	Median Remuneration FY 2018-2019	Median Remuneration FY 2017-2018	% Increase	
		0.32	3.62	--	
4.	The number of permanent employees on the roll of Company.	01(One)			
5.	Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration		FY 2018-2019 (in lacs)	FY 2017-2018 (in lacs)	% Increase
		Employees salary	0.84	7.25	--
		Managerial salary	NIL	NIL	NIL
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is affirmed that the remuneration is as per the remuneration policy of the Company.			

- (2) Particulars of employees drawing remuneration in excess of limits prescribed under Section 134(3)(q) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :  
There are no employees drawing remuneration exceeding Rupees One Crore and Two Lakhs per annum if employed throughout the financial year or Rupees Eight Lakh Fifty Thousand per month if employed for part of the financial year or draws remuneration in excess of Managing Director or Whole time Director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

**10. NUMBER OF MEETINGS OF BOARD DURING THE YEAR:**

Sr.No	Particulars	No. of meetings held
1.	Board Meetings	Five
2.	Audit Committee Meetings	Four
3.	Independent Directors Meeting	One

**11. FORMAL ANNUAL EVALUATION:**

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, its structure and composition, establishment and delegation of responsibilities to various Committees. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management of the Company. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the

Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**12. DECLARATION BY INDEPENDENT DIRECTORS:**

Declarations by the Independent Directors, that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received by the Company.

**13. REMUNERATION POLICY:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The remuneration policy is also uploaded on the website [www.ashirwadcapital.in](http://www.ashirwadcapital.in)

**14. AUDITORS:**

At the Annual General Meeting held on September 28, 2018, M/s. S. P. Jain & Associates, Chartered Accountants, (FRN 103969W), Mumbai, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2023.

The report given by the auditors on the financial statement of the Company is a part of the Annual Report. There has been no qualification, reservation, adverse remarks or disclaimer given by the auditors in their report.

**15. SECRETARIAL AUDIT REPORT:**

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s. Sandeep Dar and Co., Practicing Company Secretaries have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as Annexure 3 to this report. The report is self-explanatory. However, Company has initiated necessary steps to comply with various non-compliances as per the provisions of various statute mentioned under the Secretarial Audit Report.

**16. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company at [www.ashirwadcapital.in](http://www.ashirwadcapital.in)

**17. COMPOSITION OF AUDIT COMMITTEE:**

Composition of Audit Committee as required under section 177(8) of the Companies Act, 2013.

The Composition of Audit Committee is as follows:

- |    |                    |            |
|----|--------------------|------------|
| 1. | Mr. Sanjiv Rungta  | - Chairman |
| 2. | Mr. Rajesh Poddar  | - Member   |
| 3. | Mr. Rakesh Garodia | - Member   |

**18. SIGNIFICANT MATERIAL CHANGES:**

There were no material changes and commitments, which adversely affects the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**19. RISK MANAGEMENT:**

The Company is periodically reviewing its risk perception taking into accounts overall business environment affecting / threatening the existence of the Company. Presently management is of the opinion that such existence of risk is minimal.

**20. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has in place adequate internal financial controls. During the year, such controls were tested and no reportable material weakness in the design or operation was observed and that such internal financial controls are adequate and operating effectively.