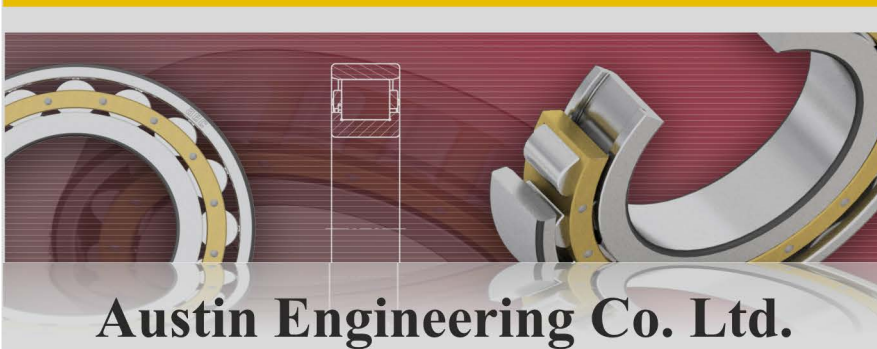


42nd Annual Report

2019-20



Certificate

Standard **IATF 16949:2016**
(1st edition, 2016-10-01)

Certificate Registr. No. 01 111 058896
IATF Certificate No. 0327386

Certificate Holder: **Austin Engineering Company Limited**
Village Patala, Tal. Bhesan
Dist. Junagadh 362030
India

Scope: Design and Manufacture of Cylindrical Roller Bearings

Proof has been furnished by means of an audit
that the requirements of IATF 16949:2016 are met.

Issue date/
Expiry date: The certificate is valid from 2018-08-31 until 2021-08-30.

Release date: 2018-09-03



2-IAO-QMC 01003


TUV Rheinland Cert GmbH
Am Grauen Stein · 51105 Köln
Germany · NRW

1 / 1

Certificate

Standard **ISO 9001:2015**

Certificate Registr. No. **01 100 058896**

Certificate Holder: **Austin Engineering Company Limited.**
Village Patla, Tal. Bhesan,
Dist. Junagadh – 362030, Gujarat, India

Scope: **Design and Manufacture of Cylindrical Roller Bearings and
Antifriction Bearings**

Validity: Proof has been furnished by means of an audit that the
requirements of ISO 9001:2015 are met.
The certificate is valid from 2018-08-31 until 2021-08-30.
First certification 2009-06-15.

2018-08-31



TUV Rheinland Cert GmbH
Am Grauen Stein · 51105 Köln





AUSTIN ENGINEERING COMPANY LIMITED

42nd ANNUAL REPORT 2019-2020

: BOARD OF DIRECTORS :

Mr. N. C. VADGAMA	:	Chairman & Executive Director
Mr. R. R. BAMBHANIA	:	Managing Director & CEO
Dr. B. R. SUREJA	:	Non Executive Independent Director
Mr. J. B. JAGANI	:	Non Executive Independent Director
Mrs. A. S. THANKI	:	Non Executive Non Independent Director
Mr. P. J. DOSHI	:	Non Executive Independent Director

: AUDITORS :

J. C. RANPURA & CO.
Chartered Accountants
Star Avenue, Dr. Radhakrishna Road, Rajkot-360 001.

: COMPANY SECRETARY :

Ms. Astha Vyas

: BANKERS :

BANK OF BARODA

: REGISTRAR & TRANSFER AGENT :

LINK INTIME INDIA PVT. LTD.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.

: REGISTERED OFFICE & WORKS :

Village : Patla, Taluka : Bhesan, Dist : JUNAGADH - 362 030 (Gujarat).

: JUNAGADH OFFICE :

101, G.I.D.C. Estate, Vadal Road, JUNAGADH - 362 003 (Gujarat).

Visit at <http://www.aec.com>

E-mail : info@aec.com





NOTICE

NOTICE is hereby given that the **Forty Second Annual General Meeting** of the Company will be held on **Monday, 28th September, 2020 at 11.00 a.m.** at the Registered Office of the Company at Village: Patla, Taluka: Bhesan, Dist: Junagadh 362030 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt
 - (i) The Audited standalone financial statement of the Company for the financial year ended on **31st March, 2020** together with report of the Board of Directors and Auditors thereon and;
 - (ii) The Audited consolidated financial statement of the Company for the financial year ended on **31st March, 2020** together with report of Auditors thereon.
2. To appoint a Director in place of Mr. Rajan R. Bambhanja (**DIN No.:00146211**) who, retires by rotation and being eligible offers himself for re- appointment.
3. To consider and, if thought fit to pass, with or without modification/s the following resolution as **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/s. J C Ranpura & Company, Chartered Accountants, Rajkot, Gujarat (FRN 108647W)** who was appointed as Statutory Auditors up to the **conclusion of the 42nd Annual General Meeting** by the member of the Company in pursuant to the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014] on **27th December, 2019** to fill the causal vacancy caused due to resignation of **M/S H R Dewani & Company**, and who has given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and is hereby appointed as Statutory Auditors of the Company for a term of **Five (5)** years from the conclusion of this Annual General Meeting till the conclusion of the 47th Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider and, if thought fit to pass, with or without modification/s the following resolution as **Special Resolution**:
"RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, 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), approval of the members be and is hereby accorded to appoint **Mr. Hiren N Vadgama (DIN No.: 00145992)** who was appointed as Director by Board of Directors at its meeting held on **10th August, 2020** to fill up the casual vacancy caused on account of the resignation of **Mr. Narottam Chhaganlal Vadgama** before expiry of his term, **and whose office is also liable to retire by rotation be and is hereby appointed** in the capacity of **Executive Director** of the company for the remaining tenure for whom he has been appointed **i.e. up to 31st July, 2023** on the term and conditions including remuneration as set out in the statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to **Mr. Hiren N Vadgama**, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.
"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

Place : Patla, Junagadh
Date : 9th July, 2020

Sd/-
R. R. Bambhanja
Managing Director

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 INSTEAD OF HIM SELF/ HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
 - A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 - Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority and under its seal as may be applicable
 - The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not less than 48 hours before the commencement of the meeting.
 - A proxy form is being sent herewith.
2. The Register of Members and Share Transfer books of the Company will remain closed from **Tuesday, 22nd September, 2020 to Monday, 28th September, 2020** (Both days inclusive).



3. Any change in bank particulars and /or address are required to intimate to their depository participant in case of holding of shares in electronic form or to the Company's Registrar and Share Transfer agents, Link Intime India Pvt. Ltd, C-101 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 in case of holding of shares in physical mode.
4. 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 a long period. The statement of holdings should be obtained periodically from the concerned Depository Participant and the same should be verified.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Details under **Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. Electronic copy of the Annual Report for the financial year ended on **31st March, 2020** is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year ended on 31st March, 2020 is being sent in the permitted mode.
8. Members may also note that the Notice of the 42nd Annual General Meeting and the Annual Report for the financial year ended on **31st March, 2020** will also be available on the Company's website www.aec.com for their downloads. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
9. Members holding shares in physical mode may also send the request to the Company or its Registrar by letter or by email at rnt.helpdesk@linkintime.co.in to receive the soft copy of the Annual Report by email instead of hard copy. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
10. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.
12. Relevant documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Friday and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of the meeting.
13. (a) The Company has transferred the unpaid or unclaimed dividends declared upto the financial year 2011-12 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of the unclaimed and unpaid dividends amounts lying with the Company as **on 26th September, 2019 (date of previous Annual General Meeting)** on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.
14. (a) Adhering to the various requirements as set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 31st March, 2019. Details of shares transferred to the IEPF Authority are available on the website of the Company at <http://www.aec.com>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. The concerned members/investors are advised to visit the web link: <http://iepf.gov.in/iepf/refund.html> or contact our R & T M/s Link Intime India Private Limited for lodging claim for refund of shares and / or dividend from the IEPF Authority
- (c) The amount outstanding in unpaid dividend account in respect of financial year 2013 and shares where dividend had remained unpaid for last consecutive seven years will be transferred to the 'Investor Education and Protection Fund' maintained with the Central Government. The Company has placed on its website www.aec.com the information on unclaimed dividends.
15. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
16. Members holding shares in single name in physical form are advised to make a nomination in respect of their shareholding in the Company. The Nomination form can be downloaded from the Company's website (www.aec.com) under the section "Investor Relations".
17. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed Companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode at the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, the Company has proposed to send future communications in electronic mode at the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode, you have the benefit of receiving communications promptly and avoiding loss in postal transit.





18. INSTRUCTION FOR E-VOTING :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended till date, the Company is pleased to provide e-voting facility which will enable the members to exercise their rights to vote at the 42nd Annual General Meeting (AGM) by electronic means. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Friday, 25th September, 2020 (9.00 am)** and ends on **Sunday, 27th September, 2020 (5.00 pm)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Monday, 21st September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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,

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 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	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 **200816001** along with **AUSTIN ENGINEERING COMPANY LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "**RESOLUTION DISCRIPTION**" 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and 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. Please 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 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.





- After receiving the login details, user would be able 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

(B) OTHERS:

- The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company
- PCS Kaushik Shah of M/s K J Shah & Company, Practicing Company Secretary FCS 2420; CP No: 1414** of 305, Hrishikesh II, Opp. Municipal School, Near Navrangpura Bus Stop, Navrangpura, Ahmedabad 380009 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- The Scrutinizers shall, immediately after the conclusion of voting at the general meeting first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- The results declared along with the scrutinizer's report shall be placed on the Company's website www.aec.com and on the website of CDSL <https://www.evotingindia.com> within three working days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

Company's Details:

AUSTIN ENGINEERING COMPANY LIMITED

Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India

CIN: L27259GJ1978PLC003179

E-mail ID: info@aec.com

Registrar and Transfer Agent:

LINK INTIME INDIA PRIVATE LIMITED

C-101 247 Park, LBS Marg,

Vikhroli (West), Mumbai – 400083

Phone No.: 91 22 49186000

Fax No.: 91 22 49186060

Email: rnt.helpdesk@linkintime.co.in

E-Voting Agency: Central Depository Services (India) Limited

E-mail ID: helpdesk.evoting@cdslindia.com

Scrutinizer: CS K J Shah of M/S K J Shah & Company

Practicing Company Secretary

E-mail ID: kjshahco@gmail.com

RESUME OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AND DIRECTORS APPOINTED SINCE LAST AGM

Particulars	Mr. Rajan R Bambhanja
Date of Birth	29-08-1976
Appointed on	01-02-2008
Qualifications	D.M.E.
Expertise in Specific Functional Areas	Engineering
Directorship held in other Public Companies (excluding Foreign Companies)	Yes
Membership/ Chairmanship of Committees across Public Companies	No.
Shareholding	60300

By Order of the Board of Directors

SD/-

R. R. Bambhanja

Managing Director

Place : Patla, Junagadh

Date : 9th July, 2020





ANNEXURE TO THE NOTICE

(Explanatory statement pursuant to section 102 of the companies Act, 2013)

Item No. 4:

The Board of Directors of the Company has appointed **Mr. Hiren N Vadgama DIN: 00145992 as Director** liable to retire by rotation at its meeting held on **10th August, 2020** to fill up the casual vacancy caused on account of the resignation of **Mr. Narottam Chhaganlal Vadgama DIN 00169209** from the office of Director/ Executive of the Company before expiry of his term. The Board at recommendation of Nomination and Remuneration Committee appointed **Mr. Hiren N Vadgama** as **Executive Director** for the remaining period for whom has been appointed on the terms detailed here under.

Your approval is therefore sought as recommended by Nomination and Remuneration Committee.

The terms proposed for him is detailed here under:

1. Tenure of Appointment shall be for the remaining period which shall be expiring on 31st July, 2023.
2. Remuneration: **Rs. 175000/-** (Rs. One Lakh Seventy-Five Thousand Only) per month in the scale of **Rs.175000-25000-250000**.
3. In addition to the above remuneration, they will be entitled to any benefits, allowances, or perquisites as may be determined by the Board of Directors and Remuneration Committee within the overall ceiling limit as per the Companies Act, 2013.
4. The Board of Directors or Remuneration Committee is authorised to fix, alter and/or vary from time to time the quantum/periodically/ composition of the remuneration payable to them including the mode of payment, in such a manner and to such extent not exceeding the limit specified in the Companies Act, 2013 and schedule thereto or such other provisions as may be applicable in this regard, as in force from time to time.
5. All Whole-time Directors shall not be paid any setting fees for attending the meeting of the Board of Directors or Committee thereof.
6. None of the directors except **Mr. Hiren N Vadgama and their relatives** may be deemed to be concerned or interested in the said resolution.

The above statement may be treated as an abstract of the term and memorandum of interest under section 190 of the "Act"



DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in submitting their 42nd Annual Report of the Company together with the Audited Statements of Accounts for the year ended **31st March, 2020**.

FINANCIAL RESULTS:

The Company's financial performance for the year ended 31st March, 2020 along with previous year figure is summarized as here under:

(STAND ALONE)		(Rs. In Lakhs)
Particulars	Year ended 31 st March, 2020	Year ended 31 st March, 2019
Gross profit before Interest Depreciation and Tax	50.43	434.49
Less: Interest and Depreciation	206.13	183.28
Profit / (Loss) before Tax	(155.70)	251.21
Less: Provision for Taxation	-	-
Deferred Tax (Assets) / Liabilities	(18.98)	43.31
Profit / (Loss) after Tax	(136.72)	207.90
Add: Other Comprehensive Income	(46.68)	(1.19)
Total Comprehensive Income / Loss	(183.40)	206.71

REVIEW OF BUSINESS OPERATION AND FUTURE PROSPECTS :

The sales of the company have declined both in domestic and export segment. The sales during the year were Rs. 7110.49 Lakhs as against Rs. 9514.45 Lakhs in the previous year. The sales thus registered as declined of 25.27% as compared to last year. The company had net Loss of Rs. 136.72 Lakhs in the current year as against the net Profit of Rs 207.90 Lakhs in the previous year.

DIVIDEND :

In view of inadequacy of the profit, your director's regrets to recommend any dividend for the financial year ended 31st March, 2020

FIXED DEPOSITS :

The Company has not accepted any fixed deposits from the public falling within the ambit of section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. There are no unclaimed deposits as on March 31, 2020.

SHARE CAPITAL :

The paid-up Equity Share Capital of the Company as on March 31, 2020 was **Rs 3,47,78,000/-**. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options or sweat equity. The shareholding of Directors in the Company, as on March 31, 2020, is given in the Extract of Annual Return.

DIRECTORS AND KEY MANAGERIAL PERSONNEL :

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, **Mr. Rajan Ramniklal Bambhanja**, a Director of the Company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends his appointment for your approval.

The Board of Directors of the Company has appointed **Mr. Hiren N Vadgama DIN: 00145992 as Director** liable to retire by rotation at its meeting held on **10th August, 2020** to fill up the casual vacancy caused on account of the resignation of **Mr. Narottam Chhaganlal Vadgama DIN 00169209** from the office of Director/ Executive of the Company before expiry of his term.

The Board at recommendation of Nomination and Remuneration Committee appointed **Mr. Hiren N Vadgama as Executive Director** for the remaining tenure i.e. up to **31st July, 2023** for whom has been appointed.

The following are the **Key Managerial Personnel** as defined under Section 2(51) of the Companies Act, 2013:

- Mr. Narottam C Vadgama (Whole-time Director Up to 10th August, 2020)
- Mr. Hiren N Vadgama (Whole-time Director w.e.f. 10th August, 2020)
- Mr. Rajan R Bambhanja (Managing Director and CEO)
- Mr. Siddik A Kotal (Chief Financial Officer w.e.f. 09th April, 2019)
- Ms. Meenu Bhomia (Company Secretary up to 05.06.2019)
- Ms. Astha Vyas (Company Secretary w.e.f. 01.12.2019)





NOTING OF APPRECIATION OF SERVICES :

The Board places on record the appreciation for guidance and valuable services provided by Mr. Bhagwanji D Joshi, a non-executive independent director who resigns from the office of Director with effect from **20th April, 2019** on account of his preoccupation.

The Board also places on record the appreciation for guidance and valuable services including his untiring efforts to bring up the Company to this level provided by **Mr. Narottam Chhaganlal Vadgama, the Chairman & Executive Director of the Company** who resigns from the office of Director with effect from 10th August, 2020 on account of his health issue. The Board wishes him good health in the days to come.

BOARD EVALUATION :

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

COMPOSITION OF VARIOUS COMMITTEES :

The details of various committees constituted by the Board as per the Regulation 18, 19 and 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 are given in the Corporate Governance Report which forms part of this report.

MEETINGS :

During the year **Five** Board Meetings, **Four** Audit Committee Meetings, **One** Nomination and Remuneration Committee Meeting, **One** Stakeholders Relationship Committee Meeting and **One** separate Meeting of Independent Directors were held. The details of the same are given in the Corporate Governance Report. The intervening gaps between the Board meetings were within the period prescribed under the Companies Act, 2013 in compliance to secretarial standards SS-1 issued by ICSI.

INDEPENDENT DIRECTORS :

The Independent Directors met on **09th July, 2020** without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors and Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has received necessary declarations from each Independent Director under Section 149 (7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.

DIRECTOR DISCLOSURE :

None of the Directors of your Company is disqualified as per provisions of Section 164 (2) of the companies Act, 2013 for financial year ended on 31st March, 2020. Your Directors have made necessary disclosures, as required under Companies Act, 2013. The Company has obtained certificate dated **9th July, 2020** from **Shahs & Associates, Practicing Company Secretaries** in that regards. The certificate for Non-Disqualification of directors for the financial year ended on **31st March, 2020** is annexed herewith marked as **Annexure "D"** to this Report.

DIRECTORS RESPONSIBILITY STATEMENT :

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its responsibility Statement as enumerated here under:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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 and loss of the Company for that period;
- 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;
- The directors have prepared the annual accounts on a going concern basis;
- 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; and
- 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.

