



**ASAHI INDUSTRIES LIMITED**



**26<sup>th</sup> Annual Report  
2018-19**

**ASAHI INDUSTRIES LIMITED**  
CIN: L17120MH1993PLC073267  
**ANNUAL REPORT 2018-19**

**BOARD OF DIRECTORS**

Shri Manoj Kumar Sharma	- Suspended Director
Mrs. Mansi Wadkar	- Suspended Director
Shri Pushpendra Kumar Pandey	- Suspended Director

**Resolution Professional**

Ankur Kumar

**Company Secretary**

Swaroop Singh Bhati

**PRINCIPAL BANKERS**

Dena Bank

**AUDITORS**

M/s. Rishi Sekhari & Associates.  
Chartered Accountants

**REGISTERED OFFICE**

Ecomax, Musrane, Taluka Wada,  
Dist. Thane – 421 312, Maharashtra

**CORPORATE OFFICE**

396, Kamat Industrial Estate, Dadar Mumbai

**REGISTRAR & SHARE TRANSFER AGENT**

Universal Capital Securities Private Limited 21, Shakil Nivas, Opp Satya Sai Baba Temple,  
Mahakali Caves Road, Andheri (East) Mumbai – 400 093  
Email: info@unisec.in

**PLANT**

Valsad, Gujarat  
Bhilad

<p><b><i>26<sup>th</sup> Annual General Meeting to be held on Saturday, December 28, 2019 at 9.30 a.m at the Registered Office of the Company at Ecomax, Musrane, Taluka Wada, Dist. Thane-421312.</i></b></p>
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## NOTICE

Notice is hereby given that 26<sup>th</sup> Annual General Meeting of the Members of **ASAHI INDUSTRIES LIMITED** will be held on, 28th December, 2019, at the Registered Office of the Company at Ecomax, Musrane, Taluka Wada, Dist. Thane – 421 312, Maharashtra, at 09.30 a.m. to transact the following business:

This is to apprise the members that pursuant to an application made by Dena Bank, the Hon'ble National Company law Tribunal, Mumbai Bench (“**Adjudicating Authority**”), vide its order dated 21<sup>st</sup> January, 2019 had ordered the commencement of the corporate insolvency resolution (“**CIR**”) process in respect of your company under the provision of the Insolvency and bankruptcy Code, 2016 (the “**Code**”). Thereafter, in accordance with Section 17 of the Code, the powers of the Board of Directors (“**Board**”) stood suspended and Mr. Ankur Kumar appointed as interim resolution professional of the Company who was later confirmed as Resolution Professional of the Company on 20<sup>th</sup> February, 2019 for the management of the affairs of the Company (“**RP**”/“**Resolution Professional**”).

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2019 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
2. None of the Director is eligible for retire by rotation.

### SPECIAL BUSINESS

3. **To regularize the appointment of Mr. Manoj Kumar Sharma as a Director and in this regard, pass the following Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri. Manoj Kumar Sharma (DIN - 01884806) who was appointed as an Additional Director on 10<sup>th</sup> January 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper of expedient to give effect to this resolution.”

4. **To regularize the appointment of Ms. Mansi Wadkar as a Director and in this regard, pass the following Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Mansi Wadkar (DIN - 05309693) who was appointed as an Additional Director on 10<sup>th</sup> January 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper of expedient to give effect to this resolution.”

5. To approve the remuneration of Shri Pradip Damania, Cost Auditor for the financial year ending March 31, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration, as approved by the Resolution and as set out in the statement

annexed to the Notice convening this Meeting, to be paid to the Cost Auditors appointed by the Resolution, to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified.”

**RESOLVED FURTHER THAT** the Resolution has all powers under the code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to this resolution.”

#### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 3 & 4 forms an integral part of this Notice. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India,.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as a 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. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote002E
6. The Company has notified that there will be no closure of Register of Members and Share Transfer Books.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Universal Capital Securities Pvt Ltd.
8. Route Map giving directions to the venue of the meeting is annexed to the Notice.
9. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Universal Capital Securities Pvt. Ltd.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Universal Capital Securities Pvt. Ltd., for consolidation into a single folio.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Electronic copy of the Annual Report for 2019 will be 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.) within 2 days after approval by monitoring committee meeting because approval for extension of the AGM has received too much late by ROC hence we were not able to comply with SEBI (LODR), regulation For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode.

14. Electronic copy of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 Notice of the 26<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. In compliance with the provision of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the Resolution set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passes at the AGM.

These e-voting instructions are being sent to you as your name appears in the Register of Members as on Friday 20<sup>th</sup> December, 2019, being the cut-off date/entitlement date, fixed by the Resolution Professional of the Company to identify the Members who are entitled to receive the copies of the Notice of Twenty Sixth Annual General Meeting together with the Annual Report and to participate through e-voting.

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

- (i) The voting period begins on Wednesday 25<sup>th</sup> December 2019 at 9.00 A.M and ends on Friday 27<sup>th</sup> December, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday 21<sup>st</sup> December, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholder
- (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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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).</li> </ul>

- (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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (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 relevant Asahi industries 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 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).
- (xxi) M/s Rishi Sekhri, Chartered accountant in whole time practice, has been appointed as Scrutinizer, for providing facility to the members of the company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Wednesday 25<sup>th</sup> December 2019 at 9.00 A.M and ends on Friday 27<sup>th</sup> December, 2019 at 5.00 P.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday 21<sup>st</sup> December, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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).

**Place: Mumbai**  
**Date: 13.12.2019**

**SD/-**  
**Swaroop Singh Bhati**  
**Company Secretary**

## **EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3**

Shri Manoj kumar Sharma (DIN: 01884806), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company.

### **ITEM No. 4**

Smt Manasi Wadkar (DIN: 05309693), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company.

### **ITEM NO. 5**

The resolution professional has approved the appointment of Mr. Pradip Damania, Cost Accountants as a Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 on a remuneration of Rs 10,000/- P.A.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.

None of the Directors/ resolution professional/Key Managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

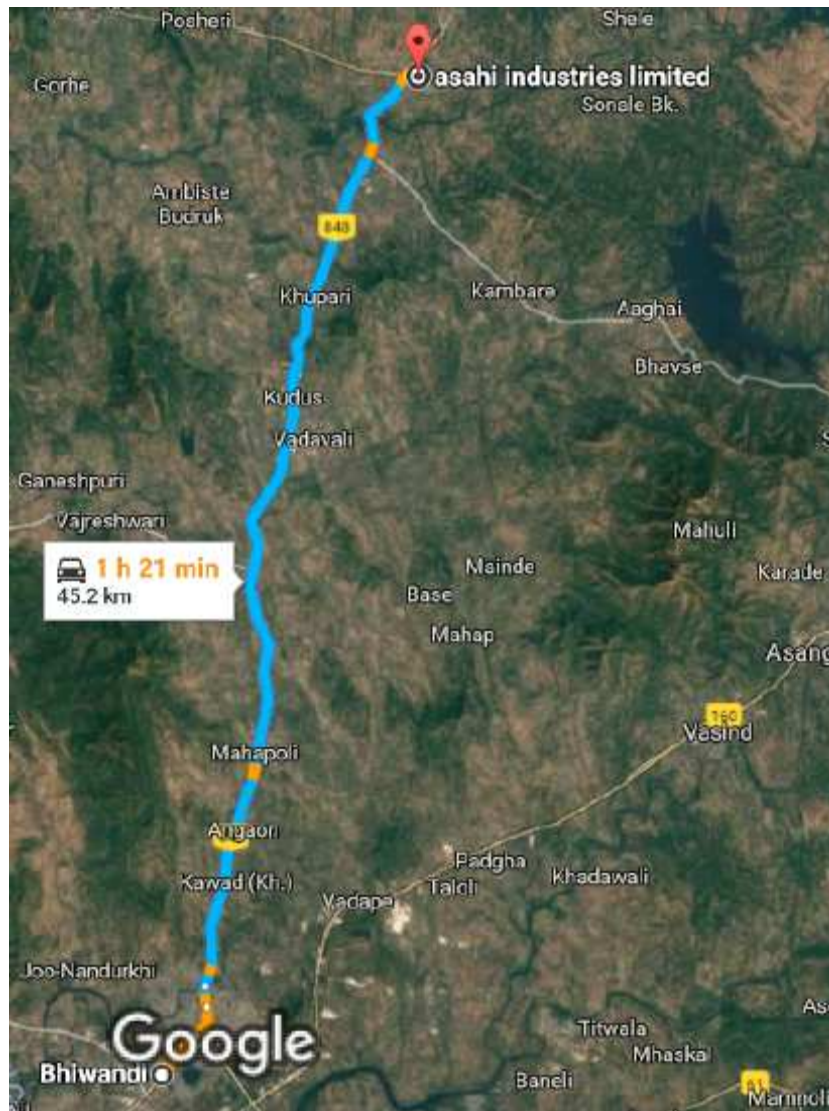
The resolution professional recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**Place: Mumbai**

**Date: 16<sup>th</sup> December, 2019**



**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING**  
**On Saturday December 28, 2019 at 09:30 A.M**



## DIRECTOR'S REPORT

Dear Members,

This is to apprise the members that pursuant to an application made by Dena Bank, the Hon'ble National Company law Tribunal, Mumbai Bench ("**Adjudicating Authority**"), vide its order dated 21<sup>st</sup> January, 2019 had ordered the commencement of the corporate insolvency resolution ("**CIR**") process in respect of your company under the provision of the Insolvency and bankruptcy Code, 2016 (the "**Code**"). Thereafter, in accordance with Section 17 of the Code, the powers of the Board of Directors ("**Board**") stood suspended and Mr. Ankur Kumar appointed as interim resolution professional of the Company who was later confirmed as Resolution Professional of the Company on 20<sup>th</sup> February, 2019 for the management of the affairs of the Company ("**RP**" / "**Resolution Professional**").

In compliance with the provision of Section 134(3) of the Companies Act, 2013, a report containing the details and information as required to be disclosed in the Directors' Report to the Shareholders of the Company is provided hereunder.

This Report was discussed in a meeting held with the Key Management Persons and thereafter taken on record by the Resolution Professional. Accordingly, Report for the year ended 31<sup>st</sup> March, 2019 is as under.

### FINANCIAL HIGHLIGHTS

	2018-2019 (Rs. in Lacs)	2017-2018 (Rs. in Lacs)
Revenue from operations	1,957.36	12466.18
Finance Cost	20.34	127.85
Depreciation and Amortization Expense	428.92	1151.40
<b>Provision for Tax</b>		
Current Tax	0.00	0.00
Deferred Tax Assets / (Liabilities)	(365.93)	217.40
Profit/Loss after Tax	<b>(820.93)</b>	<b>(1035.25)</b>

**Note:** Previous year figures have been regrouped/ rearranged wherever necessary.

### DIVIDEND

Due to inadequacy of profits during the year under report, there is no recommendation of Dividend on the Equity Shares of the Company.

### REVIEW OF PERFORMANCE

During the year, the Turnover of Company has substantially decreased to Rs 1957.36 Lacs as against Rs. 12466.18 Lacs in respect of the previous Financial Year ended 31st March, 2018. The Profit/ Loss after Tax decreased to Rs (820.93) Lacs in the Financial Year ended 31st March, 2019 as against Rs. (1035.25) Lacs in the previous financial year ended 31<sup>st</sup> March, 2018 after considering deferred tax of Rs. (365.93) Lacs as against 217.40 Lacs in the previous financial year.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Clause 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") entered into with the Stock Exchanges. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

Further, the Composition is given in the Corporate Governance Report.

### EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure A**".