

# 38<sup>th</sup> ANNUAL REPORT 2022-23

- In the support of Green Initiative in Corporate Governance, members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address along with details of name, address, Folio No., shares held:

i) To the registrar and share transfer agent, M/s Skyline Financial Services Pvt. Ltd. or Company for shares held in physical form / Demat;

Upon registration of the email address (es), the Company proposes to send Notices, Annual Report and such other documents to those Members via electronic mode/e-mail.

- SEBI vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated the submission of copy of Permanent Account Number (PAN) by every participant in securities market. Therefore, members are requested to submit copy of their PAN and bank account details (original cancelled cheque leaf/attested bank passbook showing name of account holder) to Company/Skyline.





#### **BOARD OF DIRECTORS**

Mr. G.N. Gupta, Chairman/Independent Director  
Mr. Ashok Kumar Matanhelia, Managing Director  
Mr. Somil Matanhelia, Whole time Director  
Mr. Shobhit Matanhelia, Whole time Director  
Mrs. Usha Matanhelia, Women Director  
Mr. Anurag Tulsyan, Independent Director  
Mr. Sunil Kedia, Independent Director

#### **STATUTORY AUDITORS**

M/s Rajeev Prem & Associates  
Chartered Accountants  
Kanpur

#### **COST AUDITOR**

M/s K.S. Bhatnagar and Associates  
Cost Accountant  
New Delhi

#### **INTERNAL AUDITOR**

M/s Agrawal Saraf and Company  
Chartered Accountant  
Gorakhpur

#### **SECRETARIAL AUDITOR**

Awashesh Dixit  
Company Secretary  
Kanpur

#### **REGISTERED OFFICE**

Flat No. 202, Preet Garden,  
3A/172, Azad Nagar,  
Kanpur-208 002

#### **ADMINISTRATIVE OFFICE**

PWD Officer's Colony  
Near Sahara Press  
7, Park Road  
Gorakhpur - 273001

#### **FACTORY**

Deokahia - Sardarnagar  
Gorakhpur (U.P.)-273202

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**38<sup>th</sup> Annual General Meeting  
scheduled to be held  
on Saturday,  
30<sup>th</sup> September, 2023  
through  
VC/OAVM  
at 3.00 pm.**

#### **BANKERS :**

- State Bank of India
- HDFC Bank



## DIRECTOR'S REPORT

Dear Member,

Your Directors are pleased to present the 38<sup>th</sup> Annual Report and the Company's Audited financial statement for the financial year ended March 31, 2023.

1. **FINANCIAL RESULTS:**

The Company's financial performance, for the year ended March 31, 2023 is summarized below:

PARTICULARS	(Rs in Lacs)	
	2022-23	2021-22
Revenue from Operation	8059.74	7359.24
Other Income	52.11	40.66
Total Expenditure	7888.41	7092.73
<b>Profit before Interest, Depreciation Prior Period Items and Tax (PBIDT)</b>	388.10	444.58
Less : Finance Costs	111.77	87.06
Less: Depreciation and Amortization	52.89	50.35
<b>Profit Before Exceptional/Prior Period Items and Tax</b>	223.44	307.17
Less: Exceptional/Prior Period Items (Net)	0	0
<b>Profit Before Taxes (PBT)</b>	223.44	307.17
Less: Tax Expense (Net)	62.33	76.98
<b>Profit for the year (PAT)</b>	161.11	230.19



**FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS:**

The turnover of the Company was Rs.8059.74 lakhs for the year ended March 31, 2023, increase of 9.52%, as compared to Rs. 7359.24 lakhs in the previous year. The Company's Profit from Operations for the year ended March 31, 2023 was Rs. 161.11 lakhs, decrease of 30 %, as compared to Rs. 230.19 lakhs in the previous year mainly due to increase of imported Rock Phosphate price & decrease in price of sulphuric acid.

**2. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is given in "Annexure I" to this Report..

**3. DIVIDEND:**

In order to conserve the resources of the Company the Board of Directors has decided not to recommend any dividend for the financial year 2022-23.

**4. AMOUNTS TRANSFERRED TO RESERVES:**

The Board discussed and decided to transfer the profit of the year in reserves account.

**5. ANNUAL RETURN:**

Pursuant to the provisions of section 134 (3) (a) and section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, annual return of the Company as at 31<sup>st</sup> March, 2023 is uploaded on the website of the Company at [www.asianfertilizers.com](http://www.asianfertilizers.com).

**6. NUMBER OF BOARD MEETING:**

Four meetings of the Board of Directors were held during the year as on 27.05.2022, 13.08.2022, 09.11.2022 and 11.02.2023.



S.No.	Name of Director	Designation	No. of Meeting Held	No. of Meeting Attended
1.	Mr. Gyanendra Nath Gupta	Chairman/ Independent Director	4	4
2.	Mr. Ashok Kumar Matanhelia	Managing Director	4	4
3.	Mr. Somil Matanhelia	Whole Time Director	4	4
4.	Mr. Shobhit Matanhelia	Whole Time Director	4	4
5.	Mr. Anurag Tulsyan	Independent Director	4	4
6.	Mrs. Usha Matanhelia	Women Director	4	4
7.	Mr. Sunil Kedia	Independent Director	4	4

Leave of absence was granted to the non-attending directors on their request and noted in the attendance register as well as in the minutes of the meetings.

**7. ANNUAL GENERAL MEETING:**

The Annual general meeting of the Company for the financial year 2021-22 was held on 24/09/2022.

**8. RELATED PARTY CONTRACT AND ARRANGEMENT OF THE COMPANY:**

All the related party transactions that were entered during the financial year 2022-23 were in the ordinary course of business of the Company and were on an arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

All such Related Party Transactions were placed before the Audit Committee for approval,





applicable. Prior omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions was presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The policy on dealing with Related Party Transactions has been framed by the Board of Directors with the prior approval of the Audit Committee.

All related party transactions entered by the Company were in the ordinary course of business and were on an arm's length basis, form AOC-2 is annexed with this report as "ANNEXURE –II" to the Director's Report.

The details of the transactions with Related Party are provided in the accompanying financial statements.

## **9. AUDITORS' & AUDITORS' REPORT:**

### **(a) Statutory Auditor & Audit Report:**

Pursuant to provisions of Section 139 of the Act and Rules made thereunder, M/s Rajeev Prem & Associates, Chartered Accountants, Kanpur (FRN: 008905C) were appointed as Statutory Auditors of the Company for a term of five years, to hold office from the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company held on September 29, 2018, till the conclusion of the 38<sup>th</sup> Annual General Meeting to be held in the year 2023. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

M/s. Rajeev Prem & Associates, Chartered Accountants, Kanpur submitted their report for the financial year ended March 31, 2023. The observations of the auditors are explained wherever necessary in appropriate notes to the accounts. Also, there is no adverse comment in the Auditor's Report.

### **(b) Secretarial Auditor & Secretarial Audit Report:**

The Board, on recommendation made by the Audit Committee, had appointed Mr. Awashesh Dixit, Practicing Company Secretary, Kanpur to conduct Secretarial Audit for the F.Y. 2022-23. The Secretarial Audit Report for the financial year ended March 31,



2023 is annexed with this report as **ANNEXURE III** to this Report. The Secretarial Audit report contains few adverse remarks or disclaimer.

Replies of qualification marks in Secretarial Audit Report are as follows.

- (i) *The company has provided the facility of Demat of the shares to all the shareholders. However, the process of Demat of shareholding including promoters is in progress;*

Demat of shares are in the process.

- (ii) *Listing Fee for the F.Y 2023-24 is pending.*

Company is in the process of revocation and will pay as per BSE orders.

- (iii) *Compliance u/s 185 needs to be done for the loan provided by the Company to Vibrant Laminate Pvt Ltd*

**The approval of share holders by way of special resolution is necessary for giving loan to entity in which director is intreseted as per section 185 and accordinly compnay has proposed the speicail resolution for the approval of loan so given, in the insuing AGM.**

- (iv) *Compliance strictly need to adhere in terms of provision of regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulation 2015 regarding the Structured Digital Data Base.*

**Company is in the process of arranging software for reg. 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulation 2015 regarding the Structured Digital Data Base.**

**(c) Cost Auditor:**

M/s K. S. Bhatnagar and Associates, Cost Accountants was appointed as the cost Auditor of the Company for the financial year ended March 31, 2023 to conduct the audit of Cost records of the Company. They have been re-appointed as the Cost Auditor of the Company for the financial year ending on March 31, 2024. Pursuant to provisions of section 148(3) of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to Cost Auditors has to be ratified by the Members of the Company. Accordingly, the Board seeks ratification at the ensuing Annual General Meeting of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2024.

**10. PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS UNDER SECTION 186:**

The Particulars of loans, Guarantees & Investments U/S 186, for the financial year 2022-2023 has been mentioned in balance sheet attached with the report.

**11. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:**

The Company would like to inform that no material changes and commitments affecting



the financial position of the Company have occurred during the period from the end of financial Year till the date of this report.

**12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**a) Conservation of Energy**

Since the operations of the Company are not energy intensive, therefore it does not call for any steps to be taken.

Therefore clause (i), (ii) & (iii) of Rule 8 are not applicable.

**b) Technology Absorption**

The Company has not imported any specific technology for its operations which are not updated in India.

**13. RISK MANAGEMENT POLICY AND IDENTIFICATION OF KEY RISKS:**

The Company would like to inform that the risks which threaten the existence of the Company have been identified and accordingly a risk management framework has been created and adopted by the Company. Further the internal auditor of the Company has been casted with the responsibility of monitoring this framework and reports to the management the key risks affecting the business.

**14. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):**

**a. Appointment of Directors and Key Managerial Personnel**

No director/s or KMP/s have been appointed or retired or resigned during the financial year 2022-23

**b. Retirement by Rotation:**

Mr. Shbhit Matanhelia, (Whole Time Director), is liable to retire by rotation and being eligible offer himself for re-appointment in the ensuing AGM.





The brief resume of Mr. Shobhit Matanhelia, (Whole Time Director) of the Company, retiring by rotation but seeking re-appointment at the ensuing Annual General Meeting is the part of Annual Report. (Please see notes of AGM Notice)

**15. INTERNAL FINANCIAL CONTROLS:**

The existing internal financial control system is adequate and commensurate with the nature and size of the business of the Company. The internal auditors of the Company keep a follow up on the internal financial reporting and information dissemination of the Company between the departments. The Audit committee of the Company interacts from time to time with the internal auditors of the Company regarding the adequacy of internal financial control system placed in the Company.

**16. DECLARATION BY INDEPENDENT DIRECTOR:**

All Independent Directors have given declaration under section 149(7) of the Companies Act 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

**17. CSR ACTIVITIES:**

Since the Company does not meet the criteria as defined under section 135 of Companies Act, 2013 read with schedule. Therefore, the provision relating to CSR Activities are not applicable to the Company.

**18. FORMAL ANNUAL EVALUATION OF BOARD OF DIRECTORS AND ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

**a. Performance evaluation of the Board of Directors of the Company:**

As per the evaluation criteria formulated by the Nomination and Remuneration Committee of the Board, Board of the Company has evaluated its own performance in context of Company's performance, status of compliance carried out, efforts made



towards risk management, internal control, code of conduct followed and maintained by them, ethical standards met. Below are some of the criteria on the basis of which Board has made its evaluation at specific intervals:

- 1) Size and composition of the Board of Directors of the Company as per Companies Act, 2013.
- 2) Diversity of thought, experience, knowledge, perspective and gender in the Board of Directors of the Company.
- 3) Maintaining transparency in the entire Board processes.
- 4) Any deviations, if any, from the set goals of the Board and steps taken to control such deviations.
- 5) Efficiency and effectiveness of the Board of Directors of the Company in carrying out its functions.
- 6) Timely flow of information among the Board of Directors.
- 7) Updation of knowledge of governing laws, rules and regulations.
- 8) Independent judgement of each matter placed before the Board of Directors.

After evaluating its own performance, Board is of the view that the performance of the Board of Directors as a whole was satisfactory during the financial year 2022-23.

**b. Performance evaluation of the Committees of Board of Directors of the Company:**

The Board of Directors of the Company evaluated the performance of each of its committees on the basis of various criteria such as composition of committee, quantum and quality of information received by the committee members, time spent for discussing the matter and reaching out the final decision, efficiency and effectiveness of the decision making of the committee members, level of active participation of committee members, number of meetings attended by the members, presence of the Chairman of the committee.

On the basis of the above criteria and the working procedure established by the Board of Directors of the Company, the Board is of unanimous consent that all the committees of the Company are working satisfactorily.