

31ST ANNUAL REPORT
ATCOM TECHNOLOGIES LIMITED
2020-21

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CORPORATE INFORMATION - ATCOM TECHNOLOGIES LIMITED**❖ Board of Directors**

Vikram Doshi
(DIN : 00063455)
Managing Director

Leena Doshi
(DIN : 00404404)
Non-Executive Director

Tanvi Doshi
(DIN : 01277738)
Non-Executive Director

Ankur Jain
(DIN : 03306931)
Independent Director

Shreya Mehta
(DIN : 08058428)
Independent Director

Sumair Vidha
(DIN : 03523895)
Independent Director

❖ Board Committees**❖ Audit Committee**

Ankur Jain(Chairman)
Sumair Vidha
Vikram Doshi

❖ Stakeholder's Relationship Committee

Ankur Jain (Chairman)
Shreya Mehta
Leena Doshi

❖ Nomination and Remuneration Committee

Ankur Jain (Chairman)
Shreya Mehta
Leena Doshi

❖ Auditors

Gada Chheda & Co. LLP
Chartered Accountants(Firm's Registration No.W100059)

❖ Bankers

IDFC Bank
Corporation Bank

❖ Registrar and Transfer Agents**Bigshare Services Private Limited**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai - 400 059.

Phone: +91 22 62638200 | E-mail: rajeshm@bigshareonline.com

❖ Registered Office

5 ,Sannidham, 145, Indulal D Bhuva Marg, Wadala Mumbai-31

CIN: L29299MH1989PLC054224 | Phone: 022 35566211

Email: contact@atcomtech.co.in | Website: www.atcomtech.co.in

BOARD'S REPORT

To,
The Members of
Atcom Technologies Limited

The Directors have pleasure in presenting their 31st Annual Report on the business and operations of the Company along with the Audited Financial Statements of the Company for the financial year ended on March 31, 2021.

1. FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)

Financial Results and Appropriations	Standalone		Consolidated	
	Year ended 31/03/2021	Year ended 31/03/2020	Year ended 31/03/2021	Year ended 31/03/2020
Revenue from Operations	0.00	0.00	0.00	0.00
Other Income	32.95	14.40	33.03	14.40
Total Revenue	32.95	14.40	33.03	14.40
Profit Before Tax (PBT)	(5.22)	(32.96)	(5.36)	(33.16)
Less: Taxation	0.00	650.18	0.00	0.00
Net Profit after Tax (PAT)	(5.22)	617.21	(5.36)	(33.16)
Other Comprehensive income (net of tax)	0.00	0.00	0.00	0.00
Total comprehensive income for the year	0.00	0.00	0.00	0.00
Balance brought forward from Previous Year	-16812.29	-17429.52	-17689.5	-17619.78
Profit/(Loss) for the year	(5.22)	(32.96)	(5.36)	(33.16)
Reserve Consolidation and others		650.17	757.23	(36.54)
Balance carried to Balance Sheet	-16817.51	-16812.29	-16937.61	-17689.50

Note: The Company discloses financial results on a quarterly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the website of the Company at www.atcomtech.co.in.

2. NATURE OF BUSINESS

The Company is engaged in the activities of Manufacturing and Trading in Weighing scales etc. There was no change in nature of the business of the Company, during the year under review.

3. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

4. FINANCIAL PERFORMANCE**Consolidated**

During the year under review, the Company recorded consolidated total revenue of Rs. 33.04 lakh as compared to Rs. 14.40 lakh for the previous year and Loss before Tax stood at Rs. 5.36 lakh for the year under review as compared to Rs. 33.17 lakh for the previous year.

Standalone

During the year under review, the Company recorded total revenue of Rs. 32.95 lakh as compared to Rs. 14.49 lakh for the previous year and loss before Tax stood at Rs. 5.22 lakh for the year under review as compared to Rs. 32.96 lakh for the previous year.

5. DIVIDEND

Due to the loss incurred, Directors have not recommended any dividend for the year under review.

6. TRANSFER TO GENERAL RESERVES

During the year under the review the Company has not transferred any amount to general reserves.

7. MANAGEMENT DISCUSSION AND ANALYSIS

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

8. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a consolidated financial statement of the Company and its subsidiary is attached. The consolidated financial statements have been prepared in accordance with the relevant accounting standards as prescribed under Section 129 (3) of the Act. These financial statements disclose the assets, liabilities, income, expenses and other details of the Company and its subsidiary.

Pursuant to the provisions of Section 129, 134 and 136 of the Companies Act, 2013 read with rules framed thereunder and pursuant to Clause 33 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company had prepared consolidated financial statements of the company and its subsidiaries and a separate statement containing the salient features of financial statement of subsidiaries, joint ventures and associates in Form AOC-1 forms part of the Directors' Report as **Annexure - I**.

9. DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated in Section 134(3)(c) read with sub-section (5) of the Companies Act, 2013, to the best of their knowledge and ability state that:

- a) In preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) 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 or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) The Directors have prepared the annual accounts for the year ended March 31, 2021 on going concern basis;
- e) The Directors have laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) 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.

10. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

11. CORPORATE GOVERNANCE

The Company recognizes the importance of Good Corporate Governance, which is the tool of building strong and everlasting beneficial relationship with customers, suppliers, bankers and more importantly with the investors. Corporate Governance is strongly driven by our values such as quality, commitment, customer orientation and integrity.

Our Corporate Governance Report for the year 2020-21 forms an integral part of this Annual Report, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The members of the Board of Directors of the Company are of proven competence and integrity. Besides having financial literacy, experience, leadership qualities and the ability to think strategically, the Directors have a significant degree of commitment to the Company and devote adequate time for the meetings, preparation and attendance.

Appointment

Mr. Sumair Farukbhai Vidha was appointed as an additional director w.e.f. October 10, 2020 and then regularised at the Annual General Meeting of members of the Company. Ms. Tanvi Doshi was appointed as an Additional Director of the Company with effect from February 12, 2021. Mr. Mahendra Sanghavi resigned w.e.f. February 15, 2021.

Mr. Narendra Kumar Joshi appointed as a Company Secretary and Compliance Officer with effect from April 03, 2021.

Cessation

Ms. Seema Nishant Ravle resigned as a Company Secretary and Compliance Officer with effect from 10/10/2020.

Board Independence

'Independence' of Directors means as defined in Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the

Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent:

- a) Mr. Sumair Farukbhai Vidha
- b) Mr. Ankur Kunwarsen Jain
- c) Ms. Shreya Mehta

Mr Mahendra Sanghavi was an Independent Director of the Company and resigned w.e.f. February 15, 2021.

Declaration by Independent Directors

The Company has received declarations from all the independent directors of the Company that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Key Managerial Personnel

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder.

Mr. Vikram Doshi	-	Managing Director w.e.f. March 12, 2019
Mr. Sanjay Nimbalkar	-	Chief Financial Officer w.e.f. March 12, 2019
Ms. Seema Ravle	-	Company Secretary(Appointed w.e.f. February 01, 2020 till October 10, 2020)
Mr. Narendra Kumar Joshi	-	Company Secretary (Appointed w.e.f. April 03, 2021)

Policy on Director's Appointment and Remuneration

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. The Board consists of six members, three of whom are independent directors. The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report.

Board Evaluation

The Company has devised a Board Evaluation Framework for performance evaluation of Independent Directors, Board, Non-Independent Directors and Chairman of the Company. Pursuant to this framework, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non-Independent Directors including Chairman was done by the Independent Directors. The Nomination and Remuneration Committee has further carried out evaluation of all Directors including Independent Directors. The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to Conservation of Energy, Technology Absorption and Foreign Earning and Outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read together with Rule 8(3) of the Companies (Accounts) Rules, 2014 forms part of this Report as **Annexure II**.

14. EXTRACTS OF ANNUAL RETURN

As required under Section 134(3)(a) and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the Extract of the Annual Return as at March 31, 2021 is put up on the Company's website and can be accessed at <https://www.atcomtech.co.in/annual-report-policies>.

15. PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

The information required pursuant to Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is not annexed hereto as none of the employees have drawn remuneration exceeding Rs.5,00,000/- p.m. or Rs.60,00,000/- p.a.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

No related party transactions were entered during the financial year. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Accordingly, the disclosure of related party transaction as require under Section 134(3)(h) of the Companies Act, 2013 in form AOC-2 is not applicable.

17. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

There has not been an occasion for transfer of any sums to the Investor Education and Protection Fund.

18. AUDITORS**Statutory Auditors**

M/s. Gada Chheda & Co. LLP (Firm Registration No. W100059), Chartered Accountants, Mumbai, are the Statutory Auditors of the Company for the year ended March 31, 2021.

Audit Report

The Statutory Auditors of the Company have submitted Auditors' Report, which have certain Qualifications on the Financial Statements for the year ended on March 31, 2021.

Management's Explanation to the Auditor's Qualifications:

- a) In respect of the qualification with regards accumulated losses and its net-worth being substantially eroded. The Company is currently under liquidation in the High Court. Further the Company has also filed a scheme of rearrangement & compromise with the NCLT. These conditions state that a material uncertainty exists that may cast significant doubt on the entity's ability to continue as a going concern.

- b) All term loans & working capital facilities availed by the Holding Company from various banks & financial institutions were classified as Non Performing Assets (NPAs) in earlier financial years. The Holding Company has not made any provision for interest on these loans over the years since no communication was received from the lenders regarding the amount of interest provision as the same were classified as NPAs.

Management's explanation: The Company ran into financial troubles in 2003-04. Since loans agreed upon were not disbursed by the consortium lenders within the requisite time, the project failed. The promoters have undertaken resolution discussions with the remaining lenders. The Company has also undertaken the process of revoking its suspension with the exchanges in the last year and has filed its restructuring scheme with NCLT. The management is confident of reviving the company after its restructuring exercise. The Company will continue to remain a going concern.

The bank has not recorded any interest on these assets from 2003 nor has the company received any intimation of the same. Therefore, the same has not been booked.

Secretarial Auditor

The Board appointed M/s **Sanil Dhayalkar & Co** (ACS No: 31036, COP No: 16568), Practicing Company Secretaries, Mumbai to conduct Secretarial Audit for the Financial Year 2020-21. The Secretarial Audit Report for the financial year ended March 31, 2021 is annexed herewith marked as **Annexure III** to this Report. Secretarial Audit Report has certain Qualifications for the year ended on March 31, 2021 is as under:

Management's Explanation to the Secretarial Auditor's Qualifications:

- a) *During the period under review the status of the Company under Bombay Stock Exchange Ltd (BSE) and National Stock Exchange of India Ltd (NSE) is "Suspended due to Penal reasons".*

Managements Reply: The Company was suspended in 2006. It is now compliant with SEBI (LODR) Regulations, 2015 and has applied for revocation of suspension which is in process.

- b) *Letters & Emails received from Bombay Stock Exchange Ltd (BSE) and National Stock Exchange of India Ltd (NSE) for submitting additional documents.*

Managements Reply: The Compliance officer of the company has replied to such Letters & Emails accordingly and no further observations are noted by BSE & NSE.

- c) *Letter received from National Stock Exchange (Ref NSE/LIST/ 18011) for non-submission of disclosure in the Annual Report submitted for the year ended 31 - Mar - 2020 - 'Detail of fees paid to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.*

Managements Reply: The Company has provided clarification to the exchange that the said information has been mentioned in the notes to accounts on page 76.

- d) *Letter received from National Stock Exchange (Ref NSE/LISTCOMP/22633) for Clarification - Corporate Governance Report submitted under SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2020 - 'As you are aware that, as per regulation 17, the board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors*

Managements Reply: The Company has provided clarification to the exchange that the Company does not fall under the top 2000 listed entities and hence the compliance under Regulation 17 of having six Directors on the Board is not applicable to them. Still, the Company has adhered to the said Regulation 17 and now has six directors on the Board.