

# **BOBSHELL ELECTRODES LIMITED**

## **26<sup>th</sup> Audited Annual Report**

**FOR THE YEAR 2019 - 20**

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COMPANY REGISTRATION NO.: 04-023275

CIN NO.: L29308GJ1994PLC023275

Registered with Registrar of Companies, Gujarat State

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### **BOBSHELL ELECTRODES LIMITED**

**REGISTERED OFFICE**

**B-505, FAIRDEAL HOUSE, OPP. : ST. XAVIERS' LADIES HOSTEL,  
SWASTIK CROSS ROADS, NAVRANGPURA, AHMEDABAD, GUJARAT-380009, INDIA.**

**Email – bobshellahm@yahoo.in ● Website - www.bobshell.net**

**Phone No – 079 – 26441025, 26444525 ● Fax – 079 – 26563724**



## BOBSHELL ELECTRODES LIMITED

### 26<sup>th</sup> ANNUAL REPORT

CIN	:	L29308GJ1994PLC023275	
BOARD OF DIRECTORS	:	Shri Shailesh M Joshi	Chairman, Managing Director
		Shri Kamlesh M Shah	Independent Director
		Shri Anish Shah	Independent Director
		Smt. Mudraben Pathak	Director (Women Director)
REGISTERED OFFICE	:	B-505, Fairdeal House, Opp. ST.Xaviers' Ladies Hostel, Swastik Char Rasta, Navrangpura , Ahmedabad- 380009.	
ADMINISTRATIVE OFFICE	:	802, 8TH Floor, Swagat Building, Near Lal Bunglow, C.G.Road, Ellisbridge, Ahmedabad- 380006.	
PLANT	:	496, Bhagya Laxmi Industrial Estate, Manpasand Weight Bridge, Santej, Rakanpur, Sola Santej, Gandhinagar-382721.	
AUDITORS	:	MAAK & ASSOCIATES Chartered Accountants 5 Devashish Complex, Besides Bavarchi Restaurant, Off. C G Girish Cold Drink Cross Road, Chimanlal Girdharlal Rd, Ahmedabad, Gujarat 380006.	
BANKERS TO THE COMPANY	:	1. Union Bank of India, Industrial Finance Branch, Ahmadabad 2. State Bank of Saurashtra, Sikka 3. Dena Bank, Wanakbori 4. Bank of Baroda, Dhuvaran 5. Bank of Baroda, Ukai	

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Shareholders are requested to bring their copies of Annual Report at the Annual General Meeting as the same will not be distributed in the Meeting Hall.



**NOTICE**

Notice is hereby given that the **26th Annual General Meeting** of the members of Bobshell Electrodes Limited will be held on the Sunday, 27th day of September 2020 at 12:30 A.M. at Radisson Blu, Near Panchvati Cross Roads, Ellisbridge, Ahmedabad, 380006, Gujarat, India to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020, Statement of Profit & Loss for the financial year 2019-20 and the Reports of Board of Directors and the Auditors thereon.
2. To Re-appoint Shailesh M. Joshi as Director of the Company, who retires by rotation
3. Appointment of M/s MAAK & Associates as Statutory Financial Auditors of the Company.

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 139 and 142 other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014. made thereunder MAAK & Associates, Chartered Accountants, having Firm Registration Number FRN:135024W be and is hereby appointed as Statutory Auditors of the Company for a period of 5 Consecutive years starting from Financial Year 01.04.2020 and that they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company i.e. Financial Year 31.03.2025 on such remuneration as may be mutually agreed upon between the Company and Auditors.

**RESOLVED FURTHER THAT**, Mr. Shailesh M. Joshi, Managing Director of the Company be and is hereby authorized severally, on behalf of the Company, to file necessary E-forms with ROC and to do all acts, deeds, matters and things necessary for the purpose of giving effect to the aforesaid resolution

**SPECIAL BUSINESS:**

4. **Re-Appointment of Mr. Shailesh M. Joshi as the Managing Director of the Company:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) read with Companies (Appointment

and Remuneration of Key Managerial Personnel) Rules 2014 as also subject to approval and confirmation of the members in the General Meeting and subject to approval of the Central Government and such other consents and permission if any, as may be necessary or required from time to time Mr. Shailesh Manshankar Joshi, a Director of the Company be and is hereby Re appointed as Chairman And Managing Director of the Company for the period of three years from 22nd May, 2020 to 22nd May, 2023 at the monthly Remuneration of Rs.3,50,000/- or such other Higher or Lower amount of Remuneration as may be decided by the Board from time to time in consultation with the Managing Director and also subject to such modifications within the overall ceiling limits as laid down under the provisions of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the condition that the Managing Director may be paid remuneration by way of cash or in kind (Other than Securities of the Company), and may be paid either on monthly, quarterly, half yearly, yearly or in any other mode and the remuneration payable to the managing director may in addition to the above limit, also include with it such of the perquisites, benefits, reimbursement of expenses, retirement benefits, bonuses, performance bonuses, commission on net profits etc or by one or more of any of the above said combinations.

**FURTHER RESOLVED THAT** Smt Jenish Joshi, Chief Financial Officer of the Company, Mudraben Pathak, Director of the Company or the Company Secretary of the Company for the time being in the employment of the Company be and is hereby authorized to sign the relevant forms using their digital signatures and file the same with the Registrar of Companies in this behalf along with all necessary documents, papers, consent letter etc. and also be further authorized to update all statutory records, registers and to do all other acts, things, deed, sign etc. in this regard.

**Item 5. Appointment of Statutory Auditors M/s. MAAK & Associates in Casual Vacancy.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special resolution:

**“RESOLVED THAT** pursuant to Section 139(8) of the Companies Act 2013 read with Rule 4 & 6 of Companies (Audit and Auditors) Rules 2014 and also read with Sub Regulation 7 of Part-A of Schedule III read with Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations and Rule 20 of Companies (management and administration) Rules, 2014 read with regulation 44(3)



of the SEBI (listing obligations and disclosure requirements), 2015 the appointment of MAAK & Associates, Chartered Accountants, a Firm of Chartered Accountants having Firm Registration Number FRN:135024W made by the Board of Directors of the Company for the Financial year 2019-20 (Financial Year ending on 31st March, 2020) in a casual vacancy caused by the Resignation of the erstwhile statutory auditors M/s. ANA & Associates Company be and is hereby approved and confirmed.

**“RESOLVED FURTHER THAT,** MAAK & Associates with FRN: 135024W shall hold office up to the conclusion of the next Annual General Meeting and they shall conduct the Statutory Audit for the Financial year ending on 31.03.2020 and shall also give their Limited Review Certificates for the unaudited/audited financial results of the company prepared/ to be prepared for on quarterly basis for all the remaining quarters and shall also provide final statutory audit report of the company.

**THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY SHALL REMAIN CLOSED FOR THE PURPOSE OF 26TH ANNUAL GENERAL MEETING FROM 21st September, 2020 TO 27TH SEPTEMBER, 2020 (inclusive of both days)**

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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.

2. For the convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature as registered with the company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
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. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting annexed hereto.
5. Members/ Proxies are requested to bring their attendance slip to the meeting.
6. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours up to the date of the Meeting.
8. Members are requested to address all correspondence to the Registrar and Transfer Agents (RTA): Bigshare Services Private Limited A – 802, 8th Floor, Samudra Complex, Near Klassic Gold Hotel, Off C. G. Road, Ahmedabad – 380006, Gujarat, India.
9. 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 and bank mandates immediately to the Company/ RTA.
10. 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 in their Depository Participant with whom they are maintaining their Demat accounts, members holding shares in physical form can submit their PAN to the Company RTA.
11. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
12. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2020 is uploaded on the Company's website [www.bobshell.net](http://www.bobshell.net) and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. [www.bseindia.com](http://www.bseindia.com).
13. The Company has implemented the 'Green initiative' as per Circular Nos. 17/2011 dated 21 April 2011 and 18/11 dated 29 April 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic



delivery of the notices/ documents. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/ documents including those covered under Section 136 of the Companies Act, 2013 (Corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the notice of the Annual General Meeting will also be available on the website of the Company, **www.bobshell.net** for download. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company.

14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.

#### **INSTRUCTIONS 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 read with Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

#### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins **on 24.09.2020 at 10.00 a.m. and ends on 26.09.2020 at 5.00 p.m.** The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at Annual General Meeting (AGM) is Friday, September 18th, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- (iii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders.
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (ix) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	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"> <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>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.

- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN: 200905045 for the Bobshell Electrodes Limited on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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 & enter the details as prompted by the system.
- (xx) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xxi) **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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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)

#### **GENERAL INSTRUCTIONS:**

The voting period begins on 24th September, 2020 at 10:00a.m. and ends on 26th September, 2020 at 5:0 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 of (record date) of 18th September 2020, may cast their vote Electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The EVSN number for E Voting generated on the website [www.evotingindia.com](http://www.evotingindia.com) is 200905045.

- a) 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.co.in](http://www.evotingindia.co.in) under help section.
- b) Mr. Jay D. Khatnani, Practising Company Secretary, (Membership No. A50727 and COP No. 18421) (Address : 801-A, Mahalay Complex, Opp. Hotel President, Swastik Cross Roads, Navrangpura, Ahmedabad-380009, Gujarat, India) has been appointed as the Scrutinizer to the e-voting process in a fair and transparent manner.
- c) The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting unblock the votes unblock the votes in the presence of atleast 2 witnesses not in the employment of the company and a Scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- d) The Results declared along with the Scrutinizer's Report shall be placed on the Company's Website [www.bobshell.net](http://www.bobshell.net) and on the website of CDSL within 21 working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THEREUNDER****ITEM NO.4****Reappointment Mr. Shailesh M Joshi as Managing director of the company.**

Mr. Shailesh. M. Joshi is a Main Promoter and Director of the Company. He is also the Managing Director of the Company. As per his last Reappointment as Managing director, his term as Managing Director has expired on 22nd May 2020. The Board of Directors had reappointed him for a further period of 3 years from 22nd May 2020 up to 22nd May 2023 with no increase in Managerial Remuneration payable to him.

The Terms and Conditions of appointment and the details of Remuneration payable or proposed to be paid to him is fixed by the Board by way of passing necessary resolution which is subject to further confirmation and ratification by the members in General Meeting as per provisions of the Companies Act 2013.

Hence, an Ordinary Resolution is proposed to be passed at Annual General Meeting is forming part of the Notice convening 26th Annual General Meeting at Sr. No. 4. Your directors recommend to pass the same with requisite majority.

Mr. Shailesh. M. Joshi himself and Mrs. Jenish S. Joshi, Chief Financial Officer of the Company being his wife, may be deemed to be concerned or interested in the proposed resolution to the extent of their Shareholding in the company.

Except the above stated Directors and KMP, no other Directors, or KMP or any of their relatives are in any way may be deemed to be concerned or interested in the proposed Resolution.

**ITEM NO.5****Item 5: Appointment of Statutory Auditors in Casual Vacancy of the Company.**

As per the General Circular No. 22/2020 of Ministry of Corporate Affairs Dated: 15/06/2020 due to pandemic

situation of COVID-19 Ministry has decided to extend the EGM's up to 30th September, 2020.

The Chairman writes to the Members of the Board that the company has received a Letter of Resignation as Statutory Auditors of the Company of M/s. ANA & Associates vide their letter dated 11/02/2020 stating that their firm ANA & Associates has been merged/amalgamated with M/s. D.J. N. V. & Co., our company's immediate predecessor statutory auditors accordingly, as M/s. D. J. N. V & Co., cannot be appointed as statutory auditors, and M/s. ANA & Associates are now not in existence, there is an urgent need to appoint some other firm as the Statutory Auditors of the company in a casual vacancy caused by the Resignation of the existing auditors.

The Company's management had immediately approached M/s. MAAK & Associates, as the statutory auditors. They have agreed and given their consent to act as the statutory auditors of the company in a casual vacancy for the financial year 2019-20. The casual vacancy caused by the Resignation of the existing auditors be filled immediately by passing a circular resolution which will be confirmed by the board in its ensuing Meeting on 14th February 2020. Board has accorded to appoint MAAK & Associates, Chartered Accountants, having Firm Registration Number FRN:135024W as Statutory Auditor of the Company to fill the Casual Vacancy caused by the resignation of ANA & Associates, Firm Regn. No: 130797W. MAAK & Associates with FRN: 135024W shall hold office up to the conclusion of the next Annual General Meeting.

**Date : 03Rd September, 2020**

**Place : Ahmedabad**

**By order of the  
Board of Directors of  
Bobshell Electrodes Limited**

**Registered Office:**

B-505, Fairdeal House,  
Opp. ST. Xaviers'  
Ladies Hostel  
Swastik Char Rasta,  
Navrangpura,  
Ahmedabad- 380009.

**Sd/-  
Shailesh M. Joshi  
Chairman &  
Managing Director  
(DIN: 01453505)**



**BOBSHELL ELECTRODES LIMITED**

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE 24th ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015**

<b>Name of Director</b>	<b>SHAILESH MANSHANKAR JOSI</b> (DIN: 01453505)
Date of Birth	19.11.1958
Date of Appointment	14.10.1994
Relationship with other Directors Inter se	None
Profile & Expertise in Specific functional Areas	He has vast experience in Business of manufacturing and marketing special purpose low heat Input Welding Electrodes for more than 20 years..
Qualification	B.E (Mechanical )
No. of Equity Shares held in the Company	5, 50,000 equity Shares.
List of other Companies in which Directorships are held	1. Paramount Club Private Limited 2. Tristar Organisers Private Limited 3. Everest Extrusions Limited
List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held	N.A.



**DIRECTORS' REPORT**

Dear Members,

Your Directors present 26th Annual Report on the operations and performance together with the Audited Financial Statements for the year ended on 31st March 2020.

**FINANCIAL HIGHLIGHTS**

(Amt in Rs.)

PARTICULARS	FOR THE YEAR ENDED ON 31/03/2020	FOR THE YEAR ENDED ON 31/03/2019
Net Revenue from Operations	34236018.93	3,81,69,365.55
Other Income	651576	8,57,020.44
Total Income.	34887594.93	3,90,26,385.99
Total Expenses	38792143.95	40090142.02
Profit Before Tax	(4876489.52)	(2119371.03)
Depreciation	971940.50	1055615
Adjustment For Tax	0	0
Provision for FBT.	0	0
Profit / (Loss) After Tax.	(4823344.25)	(2286315.72)
Deferred Tax (Assets) Liability	(53145.27)	(166944.69)
Net Profit / (Loss) for the Year	(4823344.25)	(2286315.72)
Earnings Per Share (In Rupees)	(0.80)	(0.38)

**OPERATIONAL OVERVIEW**

During the year under review Net Turnover of the Company has increased from Rs. 3,81,69,365.55/- to Rs 34236018.93 /- as compared to previous year's turnover. As compare to the previous year, company has incurred a net loss of Rs. 4823344.25/-

**DIVIDEND**

The Board wants to plough back the profits in the business and therefore the Directors have not recommended dividend for the financial year 2019-20

**RESERVES**

The company due to insufficient profits will be unable to transfer the funds to Reserves during the current year.

**TRANSFER OF UNPAID / UNCLAIMED DIVIDEND**

The Company does not have any amount of Unpaid / Unclaimed Dividend as mentioned under section 124 of the Companies Act, 2013 which is required to be transferred as per the Section 125 of the Companies Act, 2013 to the Investors Education & Protection fund and as required under provisions of the applicable laws.

**BUSINESS ACTIVITY**

The Company is engaged in the business of manufacture of Low Heat Input Welding Electrodes since October 1994.

The company has the most modern manufacturing facilities to produce least Defect Electrodes. All the facilities required to produce quality electrodes are there under one roof. There was no change in the nature of any of the business activity during the year.

**FIXED DEPOSIT**

The Company has not accepted any public deposit during the year under review and no amount against the same was outstanding at the end of the year.

**REGULATORY STATEMENT**

In conformity with provision of Regulation 34 in the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, the Cash Flow Statement for the year ended 31.03.2020 is annexed hereto. The equity shares of the Company are listed on the Bombay Stock Exchange Ltd (BSE).

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

As required under Section 134 (3) (m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, particulars relating to conservation of Energy, R & D, Technology absorption and foreign Exchange earnings / outgo are separately provided in the Annexure – A to this report.

**DETAILS OF RELATED PARTIES TRANSACTIONS PURSUANT TO SECTION 188(1) OF THE COMPANIES ACT, 2013**

The Company entered into related party transactions were on an arm's length basis and in ordinary course of business. Accordingly, disclosure of related party transactions as required under S. 134 (3)(h) of the Companies Act, 2013 in Form AOC – 2 is attached in Annexure – B.

Regarding Performance Review of each of the member of the Board and also the performance of the various Committees and the Board, the Company has adopted the Model Code of Conduct for Independent Directors, Key Managerial Personnel as prescribed in Schedule IV to the Companies Act, 2013 and also as prescribed in the SEBI (Insider Trading) Regulations. The Company strictly follows the procedure to obtain necessary timely declarations from each of the directors and key managerial personnel from time to time.

**SIGNIFICANT MATERIAL ORDERS PASSED BY THE COURT OR REGULATORS**

There are no significant orders passed by the Regulators/ Courts which would impact going concern status of the Company and its future operations.

**DETAILS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013**

During the year under review the Company has not made any inter corporate loans, investments, given any corporate



guarantee to any other body corporate, subsidiary, associate or any other company.

#### EMPLOYEE STOCK OPTION SCHEME

The Company has not issued Employee Stock Option.

#### CORPORATE GOVERNANCE

The Company's Total paid up equity share capital is less than Rs. 10 crores and its total Net worth is less than Rs. 25 crores, Hence, the Company is being treated as Small Company and as such as per SEBI (LODR) 2015 Regulation Number: 15(2) your company is exempt from making compliance with Regulations No. 17 to 27, Clause- B to I of Sub Regulation 2 of Regulation 45 and Para C, D and E of Schedule V. Accordingly, except the statement on "Management Discussion and Analyses Report," your Directors have though formed the sub Committees of the Board as per requirements of Corporate Governance and they are operational, however, no detailed Report on Compliance with Conditions of Corporate Governance report are given here with. The Company is exempted from providing report on Corporate Governance in accordance with regulation 34(3) and schedule V(C) to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

#### BOARD OF DIRECTORS

Details about the Board of Directors Meetings are attached to the Report on Corporate Governance.

Shri Shailesh M. Joshi, will be the Director retiring and he offers himself for reappointment at the ensuing Annual General Meeting.

Shri Shailesh M. Joshi is reappointed as Managing Director for a period of 3 years.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 25 of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

#### DECLARATION BY INDEPENDENT DIRECTORS:

**(Pursuant to Provisions of section 149(6) OF the Companies Act 2013)**

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate company.
- (4) Who are or were not related to promoters or directors in the company in terms of S.2 (77) of the Companies Act, 2013, its holding, subsidiary or associate company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,
- (7) Who neither himself, nor any of his relatives,
  - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.
  - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed of
    - (i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; OR
    - (ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent, or more of the gross turnover of such firm; OR
    - (iii) Holds together with his relatives two per cent, or more of the total voting power of the company; OR
    - (iv) Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; OR