

35<sup>TH</sup> ANNUAL REPORT  
**F. Y. 2019-20**



**CREATIVE  
CASTINGS LTD.**

AN ISO 9001 : 2008 COMPANY

**BOARD OF DIRECTORS (as at 25/07/2020):**

Shri D. H. Dand	DIN: 00284065	Chairman
Shri R. R. Bambhania	DIN: 00146211	Managing Director
Shri S. V. Vaishnav	DIN: 00169472	Executive Director
Shri J. S. Thanki	DIN: 00146168	Director
Shri H. N. Vadgama	DIN: 00145992	Director
Mrs. R. A. Gardi	DIN: 08193238	Women Independent Director
Shri B. R. Sureja	DIN: 00169883	Independent Director
Shri K. D. Panchamiya	DIN: 08193255	Independent Director
Shri R. S. Tilva	DIN: 08193261	Independent Director
Shri P. J. Doshi	DIN: 08444518	Independent Director

**STATUTORY AUDITORS':****J. C. Ranpura & Co.**

Chartered Accountants  
Star Avenue, First Floor, Dr. Radhakrishnan Rd,  
Opp. Rajkumar College, Rajkot-360001  
Phone: +91-281-2480035 to 37

**SECRETARIAL AUDITORS':****M. Buha & Co.**

Company Secretaries  
201/ B, Helix Complex  
Sayajigunj, Vadodara-390005.  
Phone : +91-73 8350 8350

**REGISTRAR & TRANSFER AGENT:****Link Intime India Pvt. Ltd.**

C 101, 247 Park,  
L. B. S. Marg, Vikhroli (W),  
Mumbai-400 083.  
Phones : 022- 49186270,  
Fax : 022- 49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Web.: [www.linkintime.co.in](http://www.linkintime.co.in)

**REGISTERED OFFICE & WORKS:****Creative Castings Limited**

102, GIDC-II, Rajkot Road,  
Dolatpara,  
Junagadh-362 003.  
Phone : 0285-2660224 / 2660254  
Fax.: 0285-2661348  
E-Mail : [info@creative-cast.com](mailto:info@creative-cast.com)  
Web.: [www.creative-cast.com](http://www.creative-cast.com)

**CFO:**

Shri Ashok Shekhat  
e-Mail : [info@creative-cast.com](mailto:info@creative-cast.com)

**COMPANY SECRETARY:**

Ms. Ekta Bhimani  
e-Mail : [info@creative-cast.com](mailto:info@creative-cast.com)

**CONTENTS:**

1. Notice	01
2. Board's Report	08
3. Independent Auditors' Report	38
5. Balance Sheet	44
6. Statement of Profit & Loss	45
7. Cash Flow Statement	46
8. Notes on financial statements	48
9. Attendance Slip & Proxy Form	77

## NOTICE

NOTICE is hereby given that the 35<sup>th</sup> (Thirty-fifth) Annual General Meeting ("the Meeting" or "35<sup>th</sup> AGM") of the Members of Creative Castings Limited ("the Company") will be held on Saturday, the 26<sup>th</sup> day of September, 2020 at 11:00 A.M. at its registered office situated at 102, GIDC Phase-II, Rajkot Road, Dolatpara, Junagadh-362003, Gujarat, to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended at March 31, 2020, together with the Reports of the Board of Directors ("the Board") and the Auditors thereon;
2. To declare a final dividend of Rs. 10.00 (Rupees Ten only) (i.e. 100%) per equity share, for the financial year ended on March 31, 2020;
3. To appoint a Director in place of Shri Jignesh Shashikant Thanki (DIN: 00146168), who retires by rotation and, being eligible, offers himself for reappointment;
4. To reappoint an Auditor and fix their remuneration

*Members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:*

"RESOLVED THAT, pursuant to Section 139(2) and 142 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to proposal of audit committee of the Board and recommendation of the Board, M/s. J. C. Ranpura & Co, Chartered Accountants, Rajkot (Firm Registration No. 108647W), who was appointed as Statutory Auditors up to the conclusion of the 35<sup>th</sup> AGM by the member of the Company on 28th December, 2019 to fill the causal vacancy caused due to resignation of M/S H R Dewani & Company, and who has given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and is hereby reappointed as a Statutory Auditor of the Company to hold office for a period of five (5) consecutive years commencing from financial year 2020-21 upto the conclusion of 40<sup>th</sup> Annual General Meeting of the Company, on a remuneration that may be determined by the audit committee in consultation with the auditors subject to the approval of the Board."

### SPECIAL BUSINESS:

5. To Appoint Shri Palak J. Doshi (DIN: 08444518) as an Independent Director of the Company and in this regard, to consider and if thought fit pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Palak J. Doshi (DIN: 08444518) who was appointed as an Additional Director pursuant to 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 who qualifies for being appointed as an Independent Director 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 Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 40<sup>th</sup> Annual General Meeting or September 25, 2025 whichever is earlier."

Registered Office:

**Creative Castings Limited**  
CIN : L27100GJ1985PLC008286  
102, GIDC-II, Rajkot Road  
Dolatpara, Junagadh.

Phone: 0285-2660040 / 2660224  
Fax: +91-285-2661348  
e-Mail : info@creative-cast.com  
Web: www.creative-cast.com

for and on behalf of Board  
For, Creative Castings Limited

Sd/-  
Dhirubhai H. Dand  
Chairman  
DIN: 00284065  
Dolatpara, July 25, 2020

### Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 5 of the Special Business is annexed hereto.
2. **A member entitled to attend and vote at the meeting is also entitled to appoint proxy to attend and vote instead of himself / herself and member need not be proxy of the company.** Pursuant to Section 105 of Companies Act, 2013 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 a proxy and such person shall not act as proxy for any other person or shareholder/member.

3. Proxies, in order to be effective, the proxy form should be duly stamped, completed, signed and must be sent to the Company so as to receive at its Registered Office not later than 48 hours before the commencement of the 35<sup>th</sup> AGM. A Proxy form is annexed to this report.
4. Corporate members intending to send their 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.
5. The members / proxies are requested to bring duly filled attendance slip enclosed herewith.
6. The Register of members and Share Transfer Books of the Company will remain closed from **September 20, 2020 (Sunday) to September 26, 2020 (Saturday)** (both days inclusive).
7. **In line with the MCA General Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the 35<sup>th</sup> AGM along with the Annual Report for the Financial Year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/R&T Agent/ Depositories. A copy of the Notice of this AGM along with the Annual Report is available on the website of the Company at [www.creative-cast.com](http://www.creative-cast.com) and website of the Stock Exchange where the equity shares of the Company are listed, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). For any communication, the Members may also send a request to the Company's email id: [info@creative-cast.com](mailto:info@creative-cast.com). The Company will not be dispatching physical copies of the Annual Reports for the Financial Year 2019-20 and the Notice of AGM to any Members.**
8. **Trading / Transfer in the shares of the Company shall compulsorily be done in dematerialized form only w.e.f. 1<sup>st</sup> April, 2019.** Pursuant to SEBI Press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized. Shareholders are therefore advised to dematerialize your physical shareholding at the earliest, if not yet done. A procedure for dematerialization of shares of the Company is hosted on its website i.e. [www.creative-cast.com](http://www.creative-cast.com). Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
9. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the company or its share transfer agent and in case their shares are held in dematerialized form then information should be passed on directly to their respective depository participants and not to the company/Share transfer agents without any delay. Members are further requested to complete necessary formalities with regard to their Bank accounts attached to their Demat account for enabling the Company to make timely credit of dividend in respective bank account especially in view of prevailing situation of COVID-19.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to exercise right to vote by members at the 35<sup>th</sup> AGM through electronic means on all the items enlisted in the Notice.

**The information with respect to Voting process and other instructions regarding e-voting are detailed in Note no. 33.**

The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the **cut-off date** i.e. Saturday, September 19, 2020.

11. The members who have cast their vote by remote e-voting may also attend the 35<sup>th</sup> AGM but shall not be entitled to cast their vote again. The member who votes through both, i.e. remote e-voting and also at 35<sup>th</sup> AGM, the votes casted through remote e-voting shall prevail and counted for the purpose of declaration of result.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 19, 2020 only shall be entitled to avail the remote e-voting facility as well as voting in the 35<sup>th</sup> AGM.
13. Shri Mayur Buha, proprietor of M. Buha & Co., Practicing Company Secretary (Membership No. F9000) has been appointed as the scrutinizer to scrutinize the e-voting & poll process in a fair and transparent manner.

14. The Scrutinizer shall, immediately after the conclusion of voting at the 35<sup>th</sup> AGM, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the 35<sup>th</sup> AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report will be placed on the Company's website [www.creative-cast.com](http://www.creative-cast.com) and on the website of Central Depository Services Limited (CDSL) immediately after the result is declared by the Chairman and the same shall be simultaneously placed on the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com).

15. The resolution(s) shall be deemed to be passed on the date of 35<sup>th</sup> AGM, subject to the receipt of sufficient votes.

#### Notes on Dividend

16. Members may note that the Board of Directors, in its meeting held on July 25, 2020 has recommended a final dividend of ` 10.00 per equity share (i.e. 100%). The record date for the purpose of final dividend for financial year 2019-20 will be September 19, 2020. The final dividend, once approved by the members in the ensuing 35<sup>th</sup> AGM will be paid within 30 days of the conclusion of the 35<sup>th</sup> AGM electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses once the postal facility resumes properly. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("R&T Agent") (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

17. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate (Withholding tax rate) as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

**For resident shareholders ("members"), taxes shall be deducted at source under Section 194 of the IT Act as follows-**

Particulars	Withholding tax rate	Documents required (if any)
Members having valid PAN	7.5%	No document required (if no exemption is sought)
Members not having PAN / valid PAN	20%	No document required (if no exemption is sought)
Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

**However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs. 5,000 and also in cases where members provide Form 15G (applicable to any person other than a Company or a Firm)/ Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act.** Resident members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident members,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident members have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident members will have to provide the following :

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member.
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by the member.
- Self-declaration in Form 10F.
- Self-declaration by the members of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident members.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

18. Documents (duly completed and signed), as envisaged above, shall be uploaded (at appropriate weblink provided in the e-mail) on the website of Link Intime India Private Ltd on or before September 16, 2020 in order to enable the Company/ R&T Agent to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after September 16, 2020, 6:00 PM. The Company will arrange to email a soft copy of TDS certificate to members on their registered email ID.
19. Members may note that in case the tax on said final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, option is available to them to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.
20. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
21. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.
22. All communications/ queries in this respect to dividend should be addressed to our R&T Agent, Link Intime India Private Limited on their e-mailed ID given in the e-mail communication.
23. The members who have not encashed their Dividend Warrants / Cheques / DD for any previous period are requested to send the same for revalidation to the Company at its Registered office once the normal process of post or courier will resume.
24. In terms of Section 124 and 125 of the Companies Act, 2013, any dividend, remaining unpaid or unclaimed for a period of seven years from the date of transfer of such dividend to Unpaid Dividend Account of a company shall be transferred by the company along with interest accrued, if any, to the Fund established known as Investors' Education and Protection Fund (IEPF). Accordingly, the unpaid or unclaimed dividend, if any, for the financial year 2012-13 shall be transferred to the Investor Education and Protection Fund Account. Members, who have not encashed their dividend warrant so far, for the financial year 2013-14 and the subsequent years, are requested to make their claims at the Registered office of the Company. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the said fund in respect of any amounts which were unclaimed / unpaid for a period of seven years from the dates that they are transferred to Unpaid Dividend Account of the Company and no payment shall be made in respect of any such claims.

Further, pursuant to Section 124 of the Act read with the IEPF Rules; all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Moreover, SEBI has also mandated to provide bank details, in addition to PAN, of securities holders who holds shares of the company in physical form. Members holding shares in electronic form or physical form are, therefore, requested to submit the PAN or Bank Details as the case may be to their Depository Participant(s) with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / its R&T Agent.
26. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 a.m. to 06:00 p.m.) on all working days except Friday and public holidays up to the date of the 35<sup>th</sup> AGM of the Company.
27. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the 35<sup>th</sup> AGM, forms part of this Notice.
28. In order to use natural resources, we request members to update their email address with their depository Participants to enable the Company to send communications electronically.
29. Any request by demat holders for change of bank particulars after dispatch of Dividend Warrant should be accompanied by copy of Client Master list showing the changed bank details.
30. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names, if any, are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio.
31. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

32. Members desirous of obtaining any information concerning the accounts or operations of the Company are requested to communicate their questions in writing to the Company, on [info@creative-cast.com](mailto:info@creative-cast.com), at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.
33. Voting process and instruction regarding e-voting:  
Members should follow the following steps to cast their votes electronically:

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

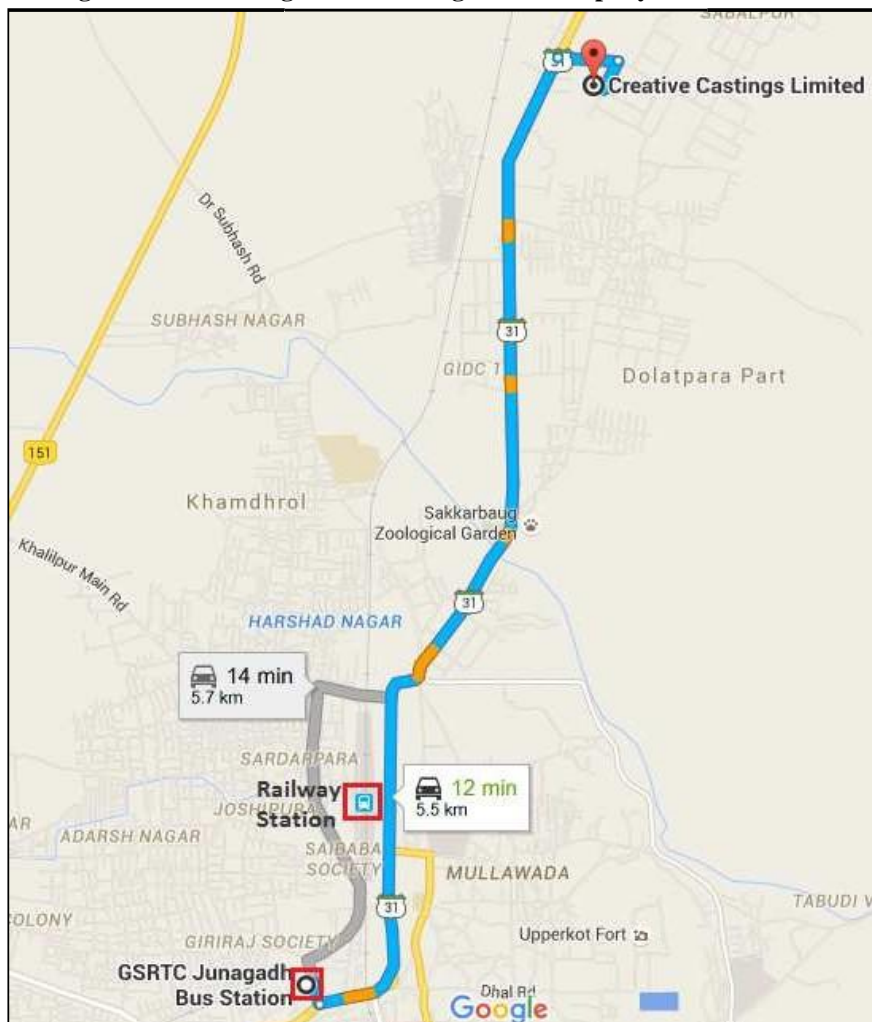
- (i) The voting period begins on September 22, 2020, 09.00 AM and ends on September 25, 2020 at 05.00 PM. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 19, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number as provided in e-mail in the PAN field or write to the CDSL on <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> with copy mark to the Company on <a href="mailto:info@creative-cast.com">info@creative-cast.com</a> for necessary facilitation.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><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 directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant CREATIVE CASTING 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. 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 members (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).

**34. Route-map for attaining the 35<sup>th</sup> Annual general Meeting of the Company:**



## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

### Item No. 5

Shri Palak J. Doshi was appointed as an Additional Independent Director of the Company in the Board of Directors’ meeting held on 1 August 12, 2019. As per Section 161 of the Companies Act, 2013, Additional Director shall hold office up to the date of next Annual General Meeting of the Company, thus, his term of Office is going to expire at 35th Annual General Meeting of the Company.

In accordance with the provisions of Section 149, 152 read with Schedule IV to the Companies Act, 2013, appointment of Independent Director requires approval of the members. Based on recommendations of Nomination and Remuneration Committee, the Board of Directors have proposed that Shri Palak J. Doshi be appointed as an Independent Director of the Company.

The Company has received a notice in writing from a member as prescribed under section 160 of the Act proposing the candidature of Shri Palak J. Doshi for the office of Independent Director of the Company. He is not disqualified from being appointed as a director in terms of Section 164 of the Act and he has given his consents to act as a Director. The Company has received a declaration from him confirming that he meets with the criteria as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

In the opinion of the Board, he fulfils the conditions for his appointment as an Independent Director as specified in the Act and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements), 2015 and that the proposed Director is independent of the management. Brief particular of proposed appointee is given in Annexure to this notice. Copy of the draft appointment letter of the proposed appointee as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company or a member can solicit the same through e-mail.

As per Secretarial Standard 2, details relating to the appointment or re-appointment of Directors is provided as an Annexure to this Notice.

Save and except Shri Palak J. Doshi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out from Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out from Item No. 5 of the Notice for approval by the members.

### ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of the directors seeking re/appointment in 35<sup>th</sup> Annual General Meeting to be held on September 26, 2020.

Name of Director	Shri Jignesh Shashikant Thanki	Shri Palak J. Doshi
Age	47 years	31 years
Date of Appointment	August 19, 2013	August 12, 2019
Experience	Around 25 years' experience in Engineering field.	Experience in Business administration.
Qualification	B.E. Mech.	Dentist
Terms and conditions for Appointment	Liable to retire by rotation and shall entitled to get sitting fees only.	As per the draft appointment letter as placed on the website of the Company and available at the Registered office. Shall entitled to hold the office of Director for a term of 5 years and entitled to get sitting fees only.
Details of Remuneration	NA	NA
Shareholding in the company as on March 31, 2020	31,550	NIL
No of Board meetings attended during the year	5	2
Membership of Committees of Board	NA	3 committees of the Company.
Chairmanship of Committees of Board	NA	Stakeholders Relationship Committee
Relationship with other directors/KMPs of company	NA	NA
List of other Companies/LLPs in which holding the position of Director/Designated Partner	<ul style="list-style-type: none"><li>• Eminent Trading (India) LLP</li><li>• Marthen Enterprises Private Limited</li><li>• SPECMAC Techno Private Limited</li><li>• EMSR Foundation</li></ul>	Austin Engineering Company Limited

## BOARD'S REPORT

To the Members,

The Board of Directors hereby submits the 35<sup>th</sup> Annual report of your Company ('the Company'), along with the audited financial statement, for the financial year ended on March 31, 2020 ('Year' or 'Financial Year').

### Financial Results:

(As per Indian Accounting Standards)

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
(i) Revenue from operations and other income	32,65,23,659.00	31,40,56,803.00
(ii) Gross Profit before Finance Cost, Depreciation and Taxation (PBIDT)	4,51,75,175.00	5,00,54,778.00
Less : Finance Cost	66,906.00	86,424.00
(iii) Profit before Depreciation and Taxation	4,51,08,269.00	4,99,68,354.00
Less : Depreciation	59,04,828.00	60,06,500.00
(iv) Profit Before Tax (PBT)	3,92,03,441.00	4,39,61,854.00
(v) Less: Provision for Taxes:		
(a) Current Tax	98,58,346.00	88,41,250.00
(b) Deferred Tax	(7,82,806.00)	4,68,026.00
(vi) Profit after Tax (PAT / PAIDT)	3,01,27,900.00	3,46,52,578.00

### Company's Performance & Affairs:

Your Company is manufacturing investment casting products and it has also revenue from wind-mill turbine. Presently, it is supplying over 5000 different types of castings in as cast & in fully machined conditions to almost every field of engineering applications such as pumps & valves, defense, oil & refinery, fire control equipments automobiles etc.

### Performance highlights of the Company:

- Operational revenue of the Company increased by 3.18 percent as compared to previous financial year.
- Similarly, aggregate expenditure of the Company increased by 6.38 percent compared to previous year figures;
- PBT of the Company reported downfall of 10.82 percent as compared to previous year.
- PAT of the company also reported downfall of 13.06 percent as compared to previous year.

During the FY 2019-20, your Company has performed satisfactory against the overall industrial performance and COVID-19 pandemic. The Company has taken all remedial measures for cost reduction, taken steps to increase better sales realization and has taken all steps to improve its sales which will be in the benefit of the company and all stakeholders.

Except COVID-19 pandemic and its possible effect on financials of the Company and overall industry, there are no changes and commitments that have occurred after the close of the financial year till the date of this report, which affects the financial position of the Company.

### Impact of COVID-19 pandemic on Company's business:

The impact of COVID-19 pandemic on the financial aspect is separately provided under the annexed Management Discussion and Analysis report.

### Dividend:

The Board of Directors of your company is pleased to recommend a final dividend for the financial year 2019-20 of Rs. 10 per equity share of the face value of Rs. 10 each (i.e. @ 100%), payable to those members whose names appear in the Register of Members as on the Book Closure / Record Date which is subject to approval of members as at 35<sup>th</sup> Annual General Meeting.

The recommended Dividend, if declared at 35<sup>th</sup> AGM of the Company, will not attract any dividend distribution tax on the dividend since it has been abolished but would be subject to TDS.