



**DECO-MICA LIMITED**

**30th**

**Annual Report**

**2018-2019**

**DECO-MICA LIMITED****Details of Directors**

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>
1.	Mr. Vijaykumar Dindayal Agarwal	01869337
2.	Mr. Vishal Vijaybhai Agarwal	01763739
3.	Mr. Vikas Vijaybhai Agarwal	01763769
4.	Mr. Harishkumar Dhanjibhai Joshi	01871634
5.	Miss Nupur Bipinchandra Modi	08261303

**NOTICE**

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of The **DECO MICA LIMITED** (CIN: L20299GJ1988PLC010807) will be held on the Friday, 27<sup>th</sup> September, 2019 at 11:00 a.m. in the premises of 408-10, Milestone Building near Drive- in Cinema Ahmedabad-380054 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vishal Vijaybhai Agarwal (DIN: 01763739) who retires by rotation and being eligible offers himself for reappointment.
3. To Consider and if thought fit to pass with or without modification the following resolution as an **Ordinary resolutions:-**

**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of Shareholders in General Meeting, to appoint Mr. Samir M. Shah & Associates (FRN.: 122377W) Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting (after commencement of the Companies Act 2013), subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

**SPECIAL BUSINESS**

4. To Consider and if thought fit to pass with or without modification the following resolution as an **Special resolutions:-**  
**RESOLVED THAT** pursuant to Section 2(19) & Section 203 read with rule made there under and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Vishal V. Agarwal be and is hereby appointed as Chief Financial Officer (CFO) w.e.f. 18<sup>th</sup> July, 2019 to perform the duties assigned to him by the Board of Directors from time to time.

5. To Consider and if thought fit to pass with or without modification the following resolution as an **Special resolutions:-**

**RESOLVED THAT** Mr. Harishkumar Dhanjibhai Joshi (DIN: 01871634), who was appointed as an Additional Director on the Board of Directors of the Company with the effect 27<sup>th</sup> September, 2019 in terms of Section 161 of the Companies Act, 2013 and who hold office upto the date of the Annual General meeting, be and hereby appointed as Independent Director of the Company.

6. To Consider and if thought fit to pass with or without modification the following resolution as an **Special resolutions:-**

**RESOLVED THAT** Miss Nupur B. Modi (DIN: 08261303), who was appointed as an Additional Director on the Board of Directors of the Company with the effect 27<sup>th</sup> September, 2019 in terms of Section 161 of the Companies Act, 2013 and who hold office upto the date of the Annual General meeting, be and hereby appointed as Independent Director of the Company.

7. To Consider and if thought fit to pass with or without modification the following resolution as an **Special resolutions:-**

**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gunjan Yogesh Pandya (DIN: 08493307), who is eligible for appointment in respect whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five year w.e.f. 27<sup>th</sup> September, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

Date: 28/05/2019  
Place: Ahmedabad

For and on behalf of the Board

**VIJAYKUMAR DINDAYAL AGARWAL**  
MANAGING DIRECTOR  
(DIN: 01869337)

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOK OF COMPANY WILL REMAIN CLOSED FROM SATURDAY, 21<sup>ST</sup> SEPTEMBER, 2019 TO SUNDAY, 29<sup>TH</sup> SEPTEMBER, 2019. (BOTH DAYS INCLUSIVE).
3. A BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IS GIVEN IN THE CORPORATE GOVERNANCE SECTION OF THE ANNUAL REPORT.
4. THE SHARES OF THE COMPANY ARE LISTED ON BOMBAY STOCK EXCHANGE LTD. (BSE) AND THE LISTING FEES IN RESPECT THEREOF FOR THE YEAR 2019-20 HAVE BEEN PAID TO BSE.
5. ALL ENQUIRIES AND CORRESPONDENCE REGARDING TRANSFER OF SHARES, DEMATERIALIZATION, ETC. SHOULD BE MADE WITH THE SHARE TRANSFER AGENTS OF THE COMPANY, MCS SHARE TRANSFER AGENT LIMITED, 101, SHATDAL COMPLEX, OPP. BATA SHOW ROOM, ASHRAM ROAD, AHMEDABAD- 380009.
6. COPIES OF THE ANNUAL REPORT 2018-19 ARE BEING SENT BY ELECTRONIC MODE ONLY TO ALL THE MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANT(S) FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES OF THE ANNUAL REPORT 2018-19 ARE BEING SENT BY THE PERMITTED MODE.
7. THE NOTICE OF THE THIRTY ANNUAL GENERAL MEETING AND INSTRUCTIONS FOR E-VOTING, ALONG WITH THE ATTENDANCE SLIP/PROXY FORM, ARE SENT BY ELECTRONIC MODE TO ALL MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH COMPANY/DEPOSITORY PARTICIPANT(S) UNLESS A MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES OF THE AFORESAID DOCUMENTS ARE SENT BY THE PERMITTED MODE. MEMBERS MAY ALSO NOTE THAT THE NOTICE OF THE THIRTY AGM AND THE ANNUAL REPORT 2018-19 WILL BE AVAILABLE ON THE COMPANY'S WEBSITE, [www.decomicaltd.com](http://www.decomicaltd.com). THE PHYSICAL COPIES OF THE AFORESAID DOCUMENTS WILL ALSO BE AVAILABLE AT THE COMPANY'S REGISTERED OFFICE FOR INSPECTION DURING NORMAL BUSINESS HOURS ON WORKING DAYS. MEMBERS WHO REQUIRE COMMUNICATION IN PHYSICAL FORM IN ADDITION TO E-COMMUNICATION, OR HAVE ANY OTHER QUERIES, MAY WRITE TO US AT: [cs@heritagesurfaces.com](mailto:cs@heritagesurfaces.com).

**8. VOTING THROUGH ELECTRONIC MEANS:**

- a) PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, THE COMPANY IS PLEASED TO PROVIDE MEMBERS THE FACILITY TO EXERCISE THEIR RIGHT TO VOTE AT THE ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND THE BUSINESS MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL).
- b) A MEMBER MAY EXERCISE HIS VOTE AT ANY ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND COMPANY MAY PASS ANY RESOLUTION BY ELECTRONIC VOTING SYSTEM IN ACCORDANCE WITH THE RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.
- c) DURING THE E-VOTING PERIOD, MEMBERS OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE I.E. FRIDAY, 13<sup>TH</sup> SEPTEMBER, 2019 MAY CAST THEIR VOTE ELECTRONICALLY.
- d) **THE E-VOTING PERIOD COMMENCES AT WEDNESDAY, 18<sup>TH</sup> SEPTEMBER, 2019 AT 9.00 AM AND ENDS AT TUESDAY, 24<sup>TH</sup> SEPTEMBER, 2019 AT 5.00 PM. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.**

**COMPANY'S EVSN NUMBER IS : 190722009**

- e) **ONCE THE VOTE ON A RESOLUTION IS CASTED BY THE SHAREHOLDER, THE SHAREHOLDER SHALL NOT BE ALLOWED TO CHANGE IT SUBSEQUENTLY.**
- f) VOTING RIGHTS SHALL BE RECKONED ON THE PAID-UP VALUE OF SHARES REGISTERED IN THE NAME OF THE MEMBERS AS ON THE DATE OF DISPATCH OF NOTICE.
- g) THE BOARD OF DIRECTORS AT THEIR MEETING HAVE APPOINTED MR. DILIP.N.MOTWANI, PRACTICING COMPANY SECRETARY, AS THE SCRUTINIZER TO SCRUTINIZE THE E-VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.

- h) THE SCRUTINIZER SHALL WITHIN A PERIOD NOT EXCEEDING FOUR (4) 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 AT THE VOTES CAST IN FAVOUR OR AGAINST, IF ANY, FORTHWITH TO THE CHAIRMAN OF THE COMPANY.
- i) THE RESULTS SHALL BE DECLARED ON OR AFTER THE AGM OF THE COMPANY. THE RESULT DECLARED ALONG WITH THE SCRUTINIZER'S REPORT SHALL BE PLACED ON THE COMPANY'S WEBSITE [www.decomicaltd.com](http://www.decomicaltd.com). AND ON THE WEBSITE OF CDSL WITHIN TWO (2) DAYS OF PASSING OF THE RESOLUTIONS AT THE AGM OF THE COMPANY AND COMMUNICATED TO THE BSE LIMITED.

**THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-**
**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Wednesday, 18<sup>th</sup> September, 2019 at 9.00 am and ends on Tuesday, 24<sup>th</sup> September, 2019 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13<sup>th</sup> September, 2019 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders 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
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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 <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvii) If Demat account holder has forgotten the same 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) 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 they have to create 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 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.
- (xix) 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 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **EXPLANATORY STATEMENT**

Annexed to the Notice convening the Thirty Annual General Meeting to be held on Friday, 27<sup>th</sup> September 2019

#### **Item No. 5**

- I. Mr. Harishkumar Dhanjibhai Joshi (DIN: 01871634) was appointed as an Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies act, 2013 read with the Articles of Association of the Company, Act, 2013 the above director holds office upto the date of ensuing Annual General Meeting of the Company.
- II. The Board is of the view the appointment Mr. Harishkumar Dhanjibhai Joshi (DIN: 01871634) on the Company’s Board as Directors is desirable and would be beneficial to the Company and hence it recommends the said Resolution No.5 for approval by the Members of the Company.
- III. None of the Directors/ Key Managerial Personnel of the Company/their relatives, except Mr. Harishkumar Dhanjibhai Joshi (DIN: 01871634) himself, in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

The Company has received the proposal recommendation at ensuring Annual General Meeting along with the requisite deposit as required under Section 161 of the Companies Act, 2013.

**Item No. 6**

- I. Miss Nupur B. Modi (DIN: 08261303) was appointed as an Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies act, 2013 read with the Articles of Association of the Company, Act, 2013 the above director holds office upto the date of ensuing Annual General Meeting of the Company.
- II. The Board is of the view the appointment of Miss Nupur B. Modi (DIN: 08261303) on the Company's Board as Directors is desirable and would be beneficial to the Company and hence it recommends the said Resolution No.5 for approval by the Members of the Company.
- III. None of the Directors/ Key Managerial Personnel of the Company/their relatives, except Miss Nupur B. Modi (DIN: 08261303)) himself, in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

The Company has received the proposal recommendation at ensuing Annual General Meeting along with the requisite deposit as required under Section 161 of the Companies Act, 2013

**ANNEXURE TO ITEMS NO. 2 OF THE NOTICE**
**Details of Director seeking appointment / Reappointment at the Forthcoming Annual General Meeting**

[In pursuance of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

Particulars	Mr. Vishal V. Agarwal
DIN	01763739
Date of Birth	08/08/1978
Date of First Appointment	08/11/2008
Qualifications/ Experience	MBA and with experience of more than 10years in the industry
List of Directorship/ Chairmanships of Committee of other Boards (Listed entities)	
1. Directorships in other Companies:	7
2. Chairmanships of the Committees' of other Boards	0
3. Memberships of the Committees of other Boards	0
4. Memberships of the committees of other Boards	0
No. of Shares	1,38,300
Relations between directors inter-se.	Family

**Note :**

The aforesaid detail contain the brief profiles of retiring Director in the conformity with the listing requirements.

**DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS  
FOR THE FINANCIAL YEAR 2018-19**

To,  
The Members,  
DECO MICA LIMITED  
CIN: L20299GJ1988PLC010807

Your Directors have pleasure in presenting their 30<sup>th</sup> Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2019.

**Financial Performance**

The Financial Performance for the year ended March, 2019 is summarized as under and the Directors recommend appropriation of Profit as under:

(Rupees in Lakhs)

Particular	Year ended 31st March 2019	Year ended 31st March 2018
Turnover	5154.30	5266.60
Profit/(Loss) before taxation	178.03	256.38
Less: Tax Expense		
a) Current Tax	46.00	86.80
b) Excess/Short Provisions of tax	(16.94)	20.74
c) Deferred tax expenses	7.46	(18.82)
d) Provision for wealth tax	—	—
<b>Profit/(Loss) after tax</b>	<b>141.51</b>	<b>167.66</b>
Less / Add: Appropriation		
a) Transferred to General Reserve	(9.29)	3.07
b) Proposed Dividend on Equity Shares	—	—
c) Tax on Dividend	—	—
Balance Profit of P.Y.	150.80	164.59

**State of Company's Affairs and Future Outlook:**

The income of the company during the year was Rs. 5154.30 lacs in comparison of Rs. 5266.60 lacs in the previous year. The Company has earned profit of Rs 141.51 Lacs during the year.

**Statutory Disclosures**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, pursuant to Section 134(3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in the Management Discussion and Analysis Report. The details pursuant to remuneration of Directors and employees in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**MANAGEMENT ANALYSIS**

The trading activities of the Company mostly comprises of export of Laminates which are subject to Government policies and other Global factor which has direct effect on the operational activities of trading. However the Company has proved its image in global market and has enough capacity to face the uneven situation in the course of its operation which is within its control.

**Dividend**

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31<sup>st</sup> March, 2019.



**Amounts Transferred to Reserves:**

No amount is transferred to General Reserve.

**Extract of Annual Return:**

The extract of Annual Return, in format MGT -9, for the Financial Year 2018-19 has been enclosed with this report as **Annexure – I**

**Details of Subsidiaries Companies, Associate Company & LLP/Partnership**

**\*There is no Subsidiary of Company hence no such information is provided.**

**Directors**

The Board comprises of five Directors as on March 31, 2019 viz. Mr. Vijaykumar D. Agarwal (Managing Director), Mr. Vishal V. Agarwal (Director) , Mr. Vikas V. Agarwal (Director), Mr. Harishkumar D. Joshi (Additional Director) and Miss. Nupur B. Modi (Additional Director).

**(a) Woman Director**

In terms of the provisions of Section 149 of the Companies Act, 2013 and the Listing Regulations, specified Companies are required to have at least one Woman Director in their Board. Miss. Nupur B. Modi was appointed on 3<sup>rd</sup> October, 2018 as Women Director on Board.

**(b) Chairman of the Board**

Mr. Vijaykumar D. Agarwal (DIN 01763739) has been Chairman since 8<sup>th</sup> November, 2008.

**(c) Managing Director & CEO**

Mr. Vijaykumar D. Agarwal (DIN 01763739) has been the Managing Director and CFO since 8<sup>th</sup> November 2008.

**(d) Appointment/ Re-appointment/ Resignation/ Retirement of Directors**

In order to ensure compliance with Section 152 (6) of the Act, the Board has considered Mr. Vishal V. Agarwal, Director as liable to retire by rotation and being eligible offer themselves for reappointment.

**Number of Board Meetings:**

During the Financial Year 2018-19, the following meetings of the Board of Directors of the company were held.

Sr. No.	Date of Board Meeting	No. of Director Present in the Meeting
1.	10/05/2018	Five Directors were present
2.	23/05/2018	Five Directors were present
3.	13/08/2018	Five Directors were present
4.	08/09/2018	Five Directors were present
5.	01/10/2018	Five Directors were present
6.	03/10/2018	Four Directors were present
7.	02/11/2018	Five Directors were present
8.	08/02/2019	Five Directors were present
9.	30/03/2019	Five Directors were present

The details of the Committee Meetings held during the year is as follows:

Sr. No.	Name of Committee	Name of Committee Members	Category
1.	Audit Committee	1. Vijaybhai D. Agarwal 2. Harishkumar D. Joshi 3. Nupur B. Modi	Chairman Independent Independent
2.	Nomination and Remuneration Committee	1. Harishkumar D. Joshi 2. Nupur B. Modi	Independent Independent
3.	Risk Management Committee ( if applicable)	Not Applicable	
4.	Stakeholders Relationship Committee	1. Vijay D. Agarwal 2. Vishal V. Agarwal 3. Harishkumar D. Joshi	Director Director Director

**System for Internal Financial Controls and its adequacy**

The Financial Statements are prepared based on Computer system outputs. Responsibility of preparation of Financial Statements is entrusted to a dedicated unit which is completely independent of business, risk, audit or other functions. This unit does not originate accounting entries except for limited matters such as Share Capital, Taxes, and Transfers to Reserves. The Company has implemented adequate procedures and internal controls which provide reasonable assurance regarding reliability of financial reporting and preparation of Financial Statements and that such internal financial controls were adequate and were operating effectively during the year.

**Particulars of Loan, Guarantees and Investments under Section 186:**

During the financial year 2018-19, the Company has not given any loan to any other Company.

The investment in other securities is within the authority given to the Board by the shareholders under Section 186 of the Companies Act, 2013.

**Particulars of Contracts or Arrangements with Related Parties:**

All the transactions entered by the Company with related parties were in the ordinary course of business and at Arm's Length Pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

The pricing basis is mostly based on Arm's Length Price and the decision is taken based on the consideration and Comparable Uncontrolled Price Method prevailing in the market.

**Explanation to Auditor's Remarks**

The remarks made by the Auditors in their Report have been suitably dealt with in the schedules and notes and therefore, do not call for any further clarification.

**Conservation of Energy and Technology Absorption:**

The details of Energy and Technology Absorption are as under:

**A. Conservation of Energy:**

The Company continues its endeavor to improve energy conservation and utilization.

**B. Technology Absorption:**
**(1) the efforts made towards technology absorption:**

Indigenously developed technologies for the improvement of production in the factory were adopted and required modifications and innovations were done on continuous basis.

**(2) the benefits derived like product improvement, cost reduction, product development or import substitution:**

The innovations made by the Company has provided better results in quality and production and also reducing the involvement of manual workers without increasing the overall cost of production and maintenance.

**(3) in case of imported technologies( imported during last three years reckoned from the beginning of the financial year)**

(a) The details of technology imported: Nil

(b) The year of import: Nil

(c) Whether the technology been fully absorbed: Not applicable

(d) If not fully absorbed, areas where absorption has not taken place and the reasons therefor: Not applicable.

**Risk Management Policy:**

The Company has developed a very comprehensive risk management policy and the same is reviewed by the Audit Committee at periodical intervals, which in turn, informs the Board about the risk assessment and minimization procedures adopted by the management. Suggestions or guidance given by the audit committee members are immediately implemented. At the corporate level major risks are reviewed by the Managing Directors and directions in this regard are issued accordingly.