#### NOTICE

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of **Dhruv Estates Limited** will be held held on 23<sup>rd</sup> December, 2020 at 02:30 P.M through Video Conference (VC)/ Other Audio Visual Means (OVAM). to transact the following business: The deemed venue of the AGM shall be the registered office of the Company situated at B/709, Sagar Tech Plaza, Opp. Sudarsahn Restaurant, Andheri Kurla Road, Sakinaka Junction, Andheri (E), Mumbai-400072.

- To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2020 and the Profit
  and Loss account for the financial year ended on that date together with the Report of the Directors' and Auditors'
  thereon
- To appoint a Director in place of Mr. Sanjay Kishore Kanungo rotation and being eligible, offers himself for re-appointment.

(DIN: 00568508), who retires by

#### **SPECIAL BUSINESS:**

 To appoint Shri Mehboob Pradhan (DIN: 00568706) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of 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), Shri Mehboob Pradhan (DIN: 00568706), whose term of office expires at this Annual General Meeting 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 Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 41st Annual General Meeting of the Company in the calendar year 2025, not liable to retire by rotation."

Registered Office:

B/709, Sagar Tech Plaza, Andheri Kurla Road, Sakinaka Junction, Andheri (E), Mumbai 400 072.

Place: Mumbai

Date: 3<sup>rd</sup> November, 2020

By order of the Board

SD/-

Sanjay Kanungo DIN: 00568508 Managing Director

#### NOTES:

- An Explanatory Statement pursuant to Section 102 of Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto
- The Register of Members and the Share Transfer Books of the Company will remain closed from 17th December, 2020 to 23rd December, 2020. (both days inclusive)
- 3. Members are requested to intimate, indicating their folio number, the changes, if any, of their registered addresses to the Company's Registrar and Share Transfer Agents, (RTA) i.e. M/s. TSR Darashaw Limited, 6/10 Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011, or to the respective Depository Participant (DP) in case the shares are held in demat form.
- 4. If there is any change in the e-mail ID already registered with the Company, members shall immediately notify such change to the Company or its RTA in respect of in physical form and to DPs in respect of shares held in electronic form.
- 5. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
- 6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cutoff date of 16<sup>th</sup> December, 2020

- 7. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 8. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- 10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM will be uploaded on the website of the Company at www.dhruvestates.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 20th December, 2020 at 09:00 A.M. and ends on 22nd December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

# How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

## How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12************************************

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with
	the company
	For example if folio number is 001*** and EVEN is
	101456 then user ID is 101456001***

- 5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

# How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aartithakurdesai@gmail.com with a copy marked to evoting@nsdl.co.in.

- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a>

# Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

AADHAR (self attested scanned copy of Aadhar Card) to dhruvestatesltd@gmail.com

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to dhruvestatesltd@gmail.com
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card),

# THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- 3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

# INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDI.
- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

Registered Office:

B/709, Sagar Tech Plaza, Andheri Kurla Road, Sakinaka Junction, Andheri (E), Mumbai 400 072.

Place: Mumbai

Date: 3rd November, 2020

By order of the Board

sd/-

Sanjay Kanungo DIN: 00568508 Managing Director

#### ANNEXURE TO THE AGM NOTICE

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

#### Item No. 3

The term of office of Mr. Mehboob Pradhan as an Independent Director expires at this Annual General Meeting. It is proposed to re-appoint Mr. Mehboob Pradhan as an Independent Director under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years for a term up to the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company in the calendar year 2025.

Mr. Mehboob Pradhan is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from members under Section 160 of the Act proposing the candidature of Mr. Mehboob Pradhan for the office of Director of the Company.

The Company has also received declarations from Mr. Mehboob Pradhan that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Mehboob Pradhan fulfills the conditions for appointment as Independent Director as specified in the Act. Mr. Mehboob Pradhan is independent of the management.

Save and except the above, 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 at Item No. 3 of the Notice.

Your Directors commend the resolution at Item No. 3 for your approval.

Registered Office: B/709, Sagar Tech Plaza, Andheri Kurla Road, Sakinaka Junction, Andheri (E), Mumbai 400 072.

Place: Mumbai

Date: 3<sup>rd</sup> November, 2020

By order of the Board

sd/-

Sanjay Kanungo DIN: 00568508 Managing Director

## **DIRECTORS' REPORT**

To,

The Members,

The Directors present their 36<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2020.

# 1. Financial summary:

Particulars	2019-2020 Rs.	2018-2019 Rs.
Profit/(Loss) for the year before Depreciation	(354716)	(28277)
Less: Depreciation	-	-
Profit/(Loss) for the year before taxation	(354716)	(28277)
Less: Provision for taxation		
Profit/(Loss) after taxation	(354716)	(28277)
Add: Balance as per last B/S.	5293664	5321941
Profit/(Loss) available for appropriation	4938947	5293664
Balance carried to B/S	4938947	5293664

# 2. Company's working during the year:

The Company has been struggling in the past decades and is finding it difficult to comply with the listing regulations which requires money that is increasingly scarce, in view of financial losses and no business activity for two decades. As has been informed, the Land at Zanjaroli, Palghar is engaged in a legal Title dispute through its predecessors. Till such time the Appeals are settled and or disposed the land is undevelopable. Also the infrastructure is still remains inadequate. In the meanwhile the disputant's name has been entered in the Revenue Records as half owner following the decree passed by the trial Court which is being challenged in the appropriate forum.

#### 3. Dividend:

There being no income, the Directors are unable to recommend any dividend for the year.

#### 4. Reserves:

Loss in the Statement of Profit and Loss account has been carried to Balance Sheet.

## 5. <u>Directors and Key Managerial Personnel</u>:

Ms. Sanjay Kanungo (DIN: 00568508) Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

Mr. Jagdish Vora (DIN: 00568638) stepped down as a Director of the Company w.e.f 08.06.2020. The Board records its appreciation of valuable contribution made by Mr. Jagdish Vora during his tenure as a Director of the Company.

The term of appointment of Mr. Mehboob Pradhan as an Independent Director of the Company expires at the forthcoming Annual General Meeting. Pursuant to Sections 149, 152 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, the Independent Directors shall be eligible for reappointment on passing of a special resolution by the company.

Mr. Mehboob Pradhan is eligible for re-appointment. Your Directors recommend his re-appointment for another term of five consecutive years, subject to approval of members at general meeting.

# 6. Particulars of Employees:

There are no employees and therefore none of the employees of the Company were in receipt of remuneration in excess of the limits mentioned in Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### 7. Meetings of the Board:

During the year, 2019-2020 Board Meetings were held on 15-04-19, 23-07-19, 16-10-19, 16-01-20.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## 8. Board Evaluation:

There being no business this year and annual evaluation of its own performance, pursuant to the provisions of the Companies Act, 2013, is brief.

The paid-up capital of the Company does not exceed Rs. 10 crores and also the net worth of the Company has never been Rs. 25 crores or more at any time in the history of the Company, Corporate Governance is not applicable to the Company.

### 9. Declaration by Independent Directors:

The Company has received declarations from the Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 10. Remuneration Policy:

For the reasons stated earlier, the requirement and formation of a recommendation of the Nomination & Remuneration Committee is at present redundant, as there are no employees and nor are any directors drawing any remuneration.

# 11. Auditors:

The Auditors' Report does not contain any qualifications.

The statutory Auditors M/s. Sujoy P Mehta & Associates, Chartered Accountants, Mumbai, (Registration No. 138588W) have been re-appointed to hold office till the conclusion of the 38th Annual General Meeting.

## 12. Secretarial Audit Report:

In terms of Section 204 of the Act and Rules made there under, M/s. A. U Thakurdesai & Co., Practicing Company Secretaries were appointed as Secretarial Auditors of the Company to conduct audit for the year 2019-20. The report of the Secretarial Auditors is enclosed as Annexure II to this report.

The Company is unable to find a qualified Company Secretary due to lack of inclination shown by candidates citing reasons of lack of incentive and job satisfaction owing to no business operations in the company coupled with the insufficient financial capacity of the company to pay according to their qualifications.

## 13. Internal Audit & Controls:

M/s Pankaj.B. Mehta & Associates Chartered Accountants (Firm Reg no. 107342W) were appointed as internal auditor of the company for the financial year 2019-20.

## 14. Vigil Mechanism:

There are no employees presently in the employment of the company and there are hardly any business operations. In view of these circumstances there appears no need for a vigil mechanism. As and when the Company's business operations commence, a Vigil Mechanism will be established for directors and employees to report genuine concerns, as required under Section 177(9) & (10) of the Companies Act, 2013.

### 15. Risk management policy

The Company in the last two decades has not had any significant working/operations, which is clearly evidenced in the financial statements. The management is considering liquidating the land at Zanzaroli, Palghar on as is where is basis.

### 16. Extract of Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 forms as a part of this Annual Report as ANNEXURE I.

# 17. Material changes and commitments affecting the financial position of the Company:

There were no material changes in the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

## 18. Details of adequacy of internal financial controls with reference to the Financial Statements:

The Company has internal financial controls which are adequate for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safe guarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information.

#### 19. Deposits:

During the year under review, the Company has not accepted any deposits.

## 20. Particulars of loans, guarantees or investments:

During the year under review the Company has neither made any loans or investments nor given any guarantees given under the provisions of Section 186 of Companies Act, 2013.

### 21. Particulars of contracts or arrangements with related parties:

There are no contracts or arrangements entered into with related parties referred to in Section 188(1) of Companies Act, 2013.

# 22. <u>Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And</u> Redressal) Act, 2013:

Since the Company is not having any employees and no women employee on its payroll as on date, the Company has not framed any policy for prevention of Sexual Harassment of Women at Workplace.

## 23. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

- **a)** The disclosure pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the Rule 8 of The Companies (Accounts) Rules, 2014 in terms of Conservation of Energy and Technology Absorption is not required to be given considering the nature of Company's business.
- b) Foreign Exchange Earnings and Expenditure: NIL

### 24. Human Resources:

The Company has no employees since 1st July, 2015.

# 25. <u>Directors' Responsibility Statement:</u>

The Board of Directors confirms that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period:
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 26. Disclosure under Section 164;

None of the Directors of your company are disqualified from being appointed as Directors specified under Section 164 of Companies Act, 2013.

#### 27. Transfer of Amounts to Investor Education and Protection Fund:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

## 28. Listing with Stock Exchanges:

The Company confirms that it has paid the Annual Listing Fees for the year 2019-2020 to BSE Limited, where the Company's Shares are listed.

## 29. Acknowledgements:

The Board place on record its appreciation for the support and co-operation your Company has received.

For and on behalf of the Board of Directors

-sd-

Sanjay Kanungo Managing Director (DIN: 00568508)

Place: Mumbai

Date: 3rd November, 2020

#### ANNEXURE INDEX

Annexure	Contents
I.	Extract of Annual Return in Form MGT 9
II.	Secretarial Audit Report in Form MR-3