# **DIVYA JYOTI INDUSTRIES LIMITED**



28th Annual Report-2019-20

#### **CORPORATE INFORMATION**



# **Board of Directors:**

Mr. Girdhari R. Nyati
 Whole Time Director
 Whole Time Director

3. Mrs. Babita Nyati - Woman Director

4. Mr. Sudarshan Shastri - Independent Director

5. Mr. Suresh Kumar Varma- Independent Director

### **Chief Executive Officer (CEO):**

Mr. Sanjay Baweja

### **Chief Operating Officer (COO):**

Mr. Aniruddha Nyati

### **Chief Financial Officer (CFO):**

Mr. Gopal Nyati

# **Statutory Auditors:**

Anubhav Pradhan & Co.

**Chartered Accountants** 

1st Floor, Ghandiwala Complex, 10 Bhaktwar Marg,

Freeganj, Ujjain (M.P.) 456010

#### **Bankers:**

1 Dena Bank

2 Oriental Bank of Commerce

3 Saraswat Co-operative Bank Ltd.

#### **Registered Office:**

Plot No. M-19 39, Sector III

Industrial Area, Pithampur - 454775, Dist. Dhar (M.P.)

Phone: 07292-421900-1

#### **Corporate Identification Number:**

L15143MP1992PLC007090

### Committees of Directors Audit Committee:

Mr. Sudarshan Shastri
 Mr. Gopal Nyati
 Member
 Mr Suresh Kumar Varma
 Member

#### **Stakeholders Relationship Committee:**

1. Mr. Suresh Kumar Varma - Chairman 2. Mr. Gopal Nyati - Member 3. Mr. Sudarshan Shastri - Member

#### **Nomination and Remuneration Committee:**

1. Mr. Sudarshan Shastri - Chairman 2. Mrs. Babita Nyati - Member 3. Mr. Suresh Kumar Varma - Member

#### **Company Secretary & Compliance Officer:**

Ms. Nupur Mehta

# **Registrar & Shares Transfer Agent:**

Link In time India Pvt. Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.

Phone No: 022-25963838 Fax: 022-25946969

Email: rnt.helpdesk@linkintime.co.in

#### **Corporate Office:**

201-204, B.M. Tower Opposite Lotus Showroom, Sapna Sangeeta Road, Indore - 452001 (M.P.)

Phone: 0731-4010115, 4996596

Website: www.divyajyoti.net

### **INDEX**

| Notice   | 01 |
|--|----|
| Board Report                                   | 05 |
| Corporate Governance Report                    | 10 |
| CEO/ CFO Certification                         | 16 |
| Auditors' Certificate on Corporate Governance. | 16 |
| Management Discussion and Analysis             | 18 |
| Secretarial Audit Report                       | 20 |
| Independent Auditors' Report                   |    |
| Annexure to Independent Auditors' Report       | 27 |
| Balance Sheet                                  | 32 |
| Statement of Profit & Loss                     | 33 |
| Cash Flow Statement                            | 34 |
| Notes on Financial Statement                   |    |
|  |    |



#### NOTICE

Notice is hereby given that the **Twenty Eighth Annual General Meeting** of the members of **DIVYA JYOTI INDUSTRIES LIMITED** will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 11:30 AM at the Registered Office of the Company situated at 19-39, Sector III, Industrial Area, Pithampur - 454775 District Dhar (M.P.) with the permission of the relevant authority and in consideration of current COVID 19 pandemic, facility of video conferencing is also provided to all members to attend 28<sup>th</sup> annual general meeting to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2020 and report of Board of Directors and Auditors thereon.
- **2.** To re-appoint Mrs. Babita Nyati (DIN:06904655), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### Notes:-

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A REPRESENTATIVE TO VOTE INSTEAD OF HIMSELF/ HERSELF. The instrument appointing proxy should however be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting. Proxy shall not have any right to speak at the meeting.
- 2. Members to attend meeting through video conferencing accordingly the facility of appointment of proxies by members will not be available for the meeting.
- 3. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
- 4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 5. The Register of members and share transfer books of the Company will remain closed from September 27<sup>th</sup> 2020 to September 30<sup>th</sup>, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- 6. Shareholders seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
- 7. Members are requested to bring the copy of Annual Report at the meeting.
- 8. Members are requested to support Green Intiative by registering/ updating their e-mail addresses with the Depository participant (in case of shares held in dematerialized form) or with Linkintime India Private limited (in case shares held in physical form)
- 9. Members holding shares in physical form are requested to notify change in address, if any to the RTA of the Company. In case shares held in dematerialized form, the information regarding change of address should be given to their respective Depository Participant.

#### 10. Voting through electronic means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his/her vote by electronic means.

#### **E-VOTING PROCESS:**

#### The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2020 at 9:00 A.M. and ends on 29<sup>th</sup> September, 2020 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10<sup>th</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

#### OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> from <a href="Login - Myeasi">Login - Myeasi</a> using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to <a href="www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier evoting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

|                           | For Shareholders 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> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul> |
| Dividend<br>Bank Details  | 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.   |
| OR Date of<br>Birth (DOB) | <ul> <li>If both the details are not recorded with the depository or company please enter the<br/>member id / folio number in the Dividend Bank details field as mentioned in<br/>instruction (v).</li> </ul>                    |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Divya Jyoti Industries on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- 1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
- 2. For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID



+ CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

#### Instructions for shareholders attending the egm/agm through vc/oavm are as under:

- Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.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 EVSN of Company will be displayed.
- 2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3. Further shareholders 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.
- 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at shares@divyajyoti.net. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at shares@divyajyoti.net. These queries will be replied to by the company suitably by email.
- 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

# Instructions for shareholders for e-voting during theagm/egm are as under:-

- 1. 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 shareholders, who are 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 available during the EGM/AGM.
- 3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 4. Shareholders 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.
- (xx) Note for Non Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.
  - 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz shares@divyajyoti.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <a href="www.evotingindia.com">www.evotingindia.com</a>, under help section or write an email to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call on 022-23058542/43.

- (xxi) The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- (xxii) CA Ankit Ladha, Practicing Chartered Accountant of M/s A K Ladha & Associates, Membership No.:ACA 420925, (FRN No: 017601C) Address: Dak-Banglow Road, Ratangarh PIN 458226, email ID caankitladha@gmail.com has been appointed as the Scrutinizer to scrutinize the e-voting and voting process at the AGM.
- (xxiii) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.divyajyoti.net and on the website of CDSL e voting www.evotingindia.com within two days of the passing of the resolutions at the AGM of the Company and will also be communicated to the BSE Limited where the shares of the Company are listed.
- (xxiv) The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite majority.

# **Contact Details**

**Company** 

Divya Jyoti Industries Limited

Corp. Office: 201-204 B.M.Tower, Sapna Sangeeta Main Road, Indore (M.P.)-452001

CIN: L15143MP1992PLC007090 E-mail ID: shares@divyajyoti.net

### Registrar and Share Transfer Agent Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083

Phone No: 022-25963838 Fax: 022-25946969 Email: rnt.helpdesk@linkintime.co.in

E-Voting Agency: Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com

Place: Indore

Date: 25th August, 2020

By the order of the Board of Directors Sd/-Nupur Mehta Company Secretary



#### **BOARD REPORT**

Dear Members,

Your Directors are pleased to present the **28**<sup>th</sup> **Annual Report** and the Company's Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2020.

#### FINANCIAL HIGHLIGHTS

The Company's financial performance for the year ended on 31st March, 2020 is summarized below:

(Rs. In Lacs)

| Particulars                                       | 2019-20  | 2018-19  |
|---|----------|----------|
| Revenue from Operations                           | 0.00     | 195.94   |
| Add: Other Income                                 | .02      | 34.35    |
| Total Revenue                                     |          | 230.29   |
| Earnings Before Finance cost & Depreciation & Tax | 255.68   | 982.06   |
| Less: Finance Costs                               | 11.15    | 70.89    |
| Profit Before Depreciation                        | 244.53   | 911.1    |
| Less: Depreciation and amortization Expenses      | 2.65     | 9.16     |
| Profit Before Tax (PBT)                           | (244.53) | (902.01) |
| Less: (a) Current Tax                             | 0.00     | 0.00     |
| (b) Deferred Tax                                  | (1.05)   | (.96)    |
| Profit After Tax (PAT)                            | (245.58) | (901.05) |
| Add: Profit Brought Forward                       | 204.27   | 1105.33  |
| Less: Transferred during the year                 | 0.00     | 0.00     |
| Profit Available for Appropriation                | (41.31)  | 204.27   |

### BUSINESS PERFORMANCE AND THE STATE OF COMPANY AFFAIRS

During the year under review, your Company has recorded total revenue of Rs. 00.02 Lacs. The consolidated revenue from operations of the Company for the year ended 31<sup>st</sup> March, 2020.

#### DIVIDEND

The Company has not declared dividend for the period under review due to losses.

#### ANNUAL RETURN

In compliance with section 92(3), section 134 (3) (a) and rule 11 of the Companies (Management and Administration) Rules, 2014 and the Companies Amendment Act, 2017 the annual return for the financial year 2019-20 is available on the website of the Company on the weblink <a href="http://divyajyoti.net/AGM/ANNUAL%20REPORT%202018-%202019.pdf">http://divyajyoti.net/AGM/ANNUAL%20REPORT%202018-%202019.pdf</a>.

#### COMPOSITION AND MEETINGS OF THE BOARD

Currently, the Board has three committees: the Audit Committee, the Nomination & Remuneration Committee and the Stakeholders' Relationship Committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report forming part of this Annual Report.

4 (Four) meetings of the Board of Directors were held during the year. The details of Board and Committee meetings are mentioned in the Corporate Governance Report.

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company Mrs. Babita Nyati (DIN: 06904655), Woman Director retires by rotation and being eligible offers herself for re-appointment & the declaration has been received from him certifying that he meets with criteria of appointment and holding office of Director thereto.

#### INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



#### MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on Tuesday, the 4<sup>st</sup> day of February, 2020, inter alia, carried on the following business:

- (i) Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (ii) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (iii) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

#### FORMAL ANNUAL EVALUATION

The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out individually by the Nomination and Remuneration Committee.

- (i) During the year under review, there are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of the Report.
- (ii) There has been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.
- (iii) The composition of the Audit Committee of the Company is provided under Corporate Governance Report, forming part of this Annual Report. Further, all the recommendations made by the Audit Committee were accepted by the board.
- (iv) The operations of the Company have been closed since two and half year 3 or 4 months and the Company has stop production for various reasons.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors confirms that:-

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
- (ii) They have, in the selection of the accounting policies, consulted the statutory auditors and have 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.
- (iii) They have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) They have prepared the annual accounts on a going concern basis.
- (v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

(vii)

#### **POLICIES**

## Policy on Director's Appointment and Remuneration

Matching the needs of the Company and enhancing the competencies of the Board are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. The current policy is to have a balanced mix of executive and non-executive Independent Directors to maintain the independence of the Board, and separate its functions of governance and management.

The policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive/ non- executive) and also the criteria for determining the remuneration of the directors,



key managerial personnel and other employees. The Complete policy is available on the web link <a href="http://divyajyoti.net/Policies/Remuneration%20Policy.pdf">http://divyajyoti.net/Policies/Remuneration%20Policy.pdf</a>

#### RISK MANAGEMENT POLICY

The policy is developed and implemented which deals with identifying risks inherent in business operations of the Company and provides guidelines to identify, measure, report, control and mitigate the identified risks. It helps to create and protect shareholder value by minimizing threats or losses, and identify and maximizing opportunities.

All our corporate policies are available on the website of the Company under the weblink (http://www.divyajyoti.net/Policies.html). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

#### Prevention of Sexual Harassment at workplace

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The weblink for the same is http://www.divyajyoti.net/Policie.s/Sexual%20Harrassment%20Policy.pdf.

The Company has complied with provisions relating to constitution of Internal Compliant Committee under the Sexual Harresment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been initially set up and reconstituted for further period according to the applicable legal provisions during the Financial Year 2019-20, to redress complaints received regarding sexual harassment. All kind of employees viz. permanent, contractual, temporary, trainees etc. are covered under this policy.

No complaints pertaining to sexual harassment were received during FY 2019-2020.

#### **AUDITORS AND THEIR REPORTS**

As per the provisions of the Act and applicable regulations, the appointment of M/s. Anubhav Pradhan and Co., Chartered Accountants (ICAI FRN: 013822C), Statutory Auditor of the Company is to be ratified for the financial Year 2020-21. The necessary information in this respect is incorporated in the notice to this Annual General meeting.

The Auditors' Report contain qualification, reservation, adverse remark or disclaimer. The Auditors' Report is self-explanatory and hence, do not call for any further comments.

#### SECRETARIAL AUDITOR

The Board has appointed Ms. Shivani Mittal, Practicing Company Secretaries, to conduct Secretarial Audit for the FY 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith. The Secretarial Audit Report contain qualification, reservation, adverse remark or disclaimer hence, The Secretarial Auditor Report is self-explanatory and hence, do not call for any further comments.

#### COST RECODRS AND AUDIT

The maintenance of cost records as specified by the Central Government under Section 148 (1) of the Act is not applicable to the Company and accordingly such accounts and records are made ad maintained.

# PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED

Particulars of investments of the Company are provided in the Financial Statements of the Company for the year under review. The Company has not given any loan, guarantees and securities in respect of loan as provided under Section 186 of the Companies Act, 2013 and Rules made thereunder.

### TRANSFER TO RESERVES

During the year, the Company does not propose to transfer any amount to the any Reserve.

#### DIVIDEND

The Company is in losses and operating activities have been closed since two and half yearss, The Board of Directors do not recommend dividend for the year ended 31st March, 2020.



# CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to energy conservation, Technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are forming part of the Board Report.

#### I. CONSERVATION OF ENERGY

The operation of the Company has been closed for two and half year.

(Amt. in Rs)

| Power and Fuel Consumption | 2019-20 | 2018-19 |
|----------------------------|---------|---------|
| Electricity                |         |         |
| Unit (KWH)                 | 19369   | 44232   |
| Total Cost (In Rs.)        | 229719  | 3744812 |
| Rate/Unit (In Rs.)         | 6.5     | 6.5     |
| Coal                       |         |         |
| Quantity (Metric ton)      | 264.490 |         |
| Total Cost (In Rs.)        | 583201  | 1405928 |
| Rate/MT(In Rs.)            | 2201    | 5325    |
| Diesel                     |         |         |
| Quantity (Litre)           | 0.00    | 19984   |
| Total Cost (In Rs.)        | 0.00    | 1348121 |
| Rate/Litre(In Rs.)         | 0.00    | 67.46   |

#### II. TECHNOLOGY ABSORPTION

#### (A) Research & Development

- 1. The Company is not carrying on any R&D in special area but is continuously engaged in improvement of Plant and Machinery to conserve energy for better working results.
- 2. Benefits derived as a result of the above R&D: N.A.
- 3. Future Plan of Action: At the moment, the company has no special areas to carry on R&D.
- 4. Expenditure on R&D: N.A.

#### (B) Technology Absorption, Adaption and Innovation

- 1. The technology is innovated on the basis of experience gained in the working of the plant.
- 2. However, it is not possible to evaluate the exact cost reduction and production improvement.
- 3. We do not have any imported technology and hence, the details required to be given for imported technology is not applicable.

#### III. FOREIGN EXCHANGE EARNINGS & OUTGO

The Company has already established an export market for its products and has been taking keen interest for developing new export market for its products.

# 1. Earnings

The Company has not exported in the year under review.

#### 2. Out Go

Value of CIF Imports : Nil Expenditure in Foreign Currency : Nil

#### DEPOSITS

The Company has not invited/accepted public deposit within the meaning of section 73 of the Companies Act, 2013 and rules made thereunder; during the year under review.

# PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as Required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:-