

# **ELPRO INTERNATIONAL LIMITED**

**58<sup>th</sup> ANNUAL REPORT 2020-21**

**Board of Directors**

Mr. Deepak Kumar (Chairman & Managing Director)  
Mr. Surbhit Dabriwala  
Mr. Narayan T. Atal  
Mr. Sunil Khandelwal  
Ms. Shweta Kaushik  
Mr. Naresh Agarwal

**Chief Financial Officer**

Mr. Sambhaw Kumar Jain

**Company Secretary**

Ms. Binal Khosla

**Auditor**

M/s. VSS & Associates  
Chartered Accountants

**Bankers**

Kotak Mahindra Bank Limited  
IndusInd Bank Limited

**Registered Office**

"Nirmal", 17th Floor, Nariman Point,  
Mumbai - 400 021  
Tel. No.: 91 22 22023075 / 40299000  
Fax No.: 91 22 22027995  
Website: [www.elpro.co.in](http://www.elpro.co.in)

**Corporate Identity Number**

L51505MH1962PLC012425

**Works**

Elpro Compound, Chinchwad Gaon,  
Pune - 411 033

**Share Transfer Agent**

Link Intime India Pvt. Ltd.  
C 101, 247 Park,  
L B S Marg, Vikhroli (West),  
Mumbai - 400 083  
Tel No: 022 49186270  
Fax: 022 49186060  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**COMMITTEES OF DIRECTORS****Audit Committee**

Mr. Narayan T. Atal  
Mr. Naresh Agarwal  
Mr. Deepak Kumar

**Nomination and Remuneration Committee**

Mr. Narayan T. Atal  
Mr. Naresh Agarwal  
Mr. Surbhit Dabriwala

**Stakeholders Relationship Committee**

Mr. Narayan T. Atal  
Mr. Deepak Kumar  
Mr. Sunil Khandelwal  
Mr. Surbhit Dabriwala

**CSR Committee**

Mr. Narayan T. Atal  
Mr. Deepak Kumar  
Mr. Surbhit Dabriwala

**INDEX**

<b>Contents</b>	<b>Page No.</b>
Notice of Annual General Meeting	3
Directors' Report & Annexures thereto	10
Management Discussion & Analysis	31
Report on Corporate Governance	33
Auditors' Report of Standalone Financial Statements	47
Balance Sheet - Standalone	54
Profit and Loss Statement - Standalone	55
Cash Flow Statement - Standalone	56
Notes forming part of the Accounts - Standalone	59
Auditors' Report of Consolidated Financial Statements	101
Balance Sheet - Consolidated	104
Profit and Loss Statement - Consolidated	105
Cash Flow Statement - Consolidated	106
Notes forming part of the Accounts - Consolidated	109

**ELPRO INTERNATIONAL LIMITED**Regd. Office: Nirmal, 17<sup>th</sup> Floor, Nariman Point, Mumbai – 400 021

CIN:L51505MH1962PLC012425

**NOTICE**

Notice is hereby given that the 58<sup>th</sup> ANNUAL GENERAL MEETING of the members of ELPRO INTERNATIONAL LIMITED will be held on Tuesday, September 28, 2021 at 10:00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai- 400021 to transact the following businesses:

**ORDINARY BUSINESS**

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2021, Reports of Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mr. Surbhit Dabriwala (holding DIN: 00083077), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To approve Scheme of loan to employees including Managing Director/Whole-Time Directors of the Company.

To consider, and pass the following resolution as a Special Resolution as thought fit:

**“RESOLVED THAT** in accordance with the provisions of Section 185(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s), change or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded to approve a Scheme of loan for its employees including Managing Director/ Whole Time Director of the Company as set out in the explanatory statement annexed to the notice convening this Annual General Meeting.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to employees of the Company including Managing Director/ Whole Time Director, and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By Order of the Board  
For Elpro International Limited**

Date: 14.08.2021

Place: Mumbai

Sd/-  
**Binal Khosla**  
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of members not exceeding 50 (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 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting.
4. Corporate members intending to send their authorised representative 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 relevant Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item No. 3 of the Notice as set out above, is annexed hereto and forms part of the Notice.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Individual Shareholders can avail of the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trusts and holders of Power of Attorney. For further details, please contact the Company's corporate office.
8. Members are requested to:
  - (a) intimate to the Company's Registrar and Share Transfer Agents, changes, if any, in their respective addresses along with Pin Code Number at an early date.
  - (b) Quote Folio Numbers in all their correspondence.
  - (c) Consolidate holdings into one folio in case of multiplicity of Folios with names in identical orders.
9. The Securities and Exchange Board of India has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the company and its RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
10. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the information may be made readily available at the Meeting.
11. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 21<sup>st</sup> September, 2021 to Tuesday 28<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company.
12. In compliance with Ministry of Corporate Affairs ("MCA") General Circular No. 02/2021 dated January 13, 2021 MCA General Circular No. 20/2020 dated May 5, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the notice of the 58<sup>th</sup> AGM along with the Annual Report 2020-21 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at [www.elpro.co.in](http://www.elpro.co.in) and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited. at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
14. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically. The members may cast their vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting"). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The facility for voting through polling paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**The instructions for members for remote e-voting are as under:**

- (i) The voting period begins on Saturday, September 25, 2021 at 9:00 a.m. and ends on Monday, September 27, 2021 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 September 21, 2021, 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	3) 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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 (v).</li> </ul>



- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

**(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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 [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.
- 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; [investors@elpro.co.in](mailto:investors@elpro.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvii) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

15. Once the vote on a resolution is cast by the shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently.

16. The voting right of the shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date.
17. A copy of this notice is placed on the website of the Company and the website of CDSL.
18. Mrs. Jayshree A. Lalpuria, Practicing Company Secretary (Certificate of Practice Number 7109) has been appointed as scrutinizer for conducting the e-voting in fair and transparent manner.
19. The Scrutinizer shall after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 3 days of the conclusion of AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The result declared along with the Scrutinizer Report shall be placed on the Company's website - [www.elpro.co.in](http://www.elpro.co.in), and the website of CDSL within two days of passing the resolutions at the AGM of the Company and communicated to BSE Ltd.

**By Order of the Board  
For Elpro International Limited**

Place: Mumbai  
Date: 14.08.2021

Sd/-  
**Binal Khosla**  
Company Secretary

### EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item No. 3 of the accompanying Notice dated 14th August, 2021:

The Board of Directors proposes to introduce the Scheme of Loan for its employees including Managing Director/ Whole Time Director after due consideration of their association and efforts towards the progress of the Company.

The Board of Directors of the Company in their meeting held on June 30, 2021 has approved the Scheme of giving loan to its employees including Managing Director/ Whole Time Director of the Company. The sanction of loan will be at the sole discretion of the Management. The policy is subject to review by the management from time to time.

The broad terms of the said Policy are as under:

**Purpose:** Company recognize the need by its Employees monetarily in meeting unexpected emergencies like payment of house deposit, purchase of house, child education, hospitalization expenses etc. including any personal needs. To meet these needs / goals, the Company will consider granting its employees loan on a limited scale.

**Amount of Loan:** The maximum amount of loan shall not exceed three years basic salary and shall be redeemed within a maximum of 60 months.

**Rate of interest:** 0% to 12% p.a, as may be decided by the Managing Director

**Repayment terms:** Within the maximum limit and maximum tenure, the amount of the loan and the tenure for repayment shall be decided on case to case by the Management based on the employee's monthly salary, purpose of the loan, longevity in the Company, etc

In terms of Section 185 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of the scheme.

Your Directors recommend passing of this resolution by way of a special resolution.

None of the other Directors / Key Managerial Personnel of the Company /their relatives except Mr. Deepak Kumar, Managing Director of the company are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.



**Annexure I**

**Disclosure relating to Directors seeking appointment/ re-appointment pursuant to Regulation 36(3) of Securities and Exchange of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard 2 on General Meetings:**

<b>Name of the Director</b>	<b>Mr. Surbhit Dabriwala</b>
DIN	00083077
Qualification	Bachelor of Arts & Science in 1998 from University of Pennsylvania Graduate
Expertise in specific functional areas	Diversified experience in the line of real estate, insurance service, private and public equities that include global equities and hedge funds
Date of appointment on the Board of the Company	April 20, 2009
Details of Shares held in the Company as on 31.03.2021	14,41,281 shares representing 0.85% of paid up capital of the Company
Terms & Conditions of appointment/re-appointment	Re-appointment as Non-Executive Non-Independent Director, liable to retire by Rotation
Remuneration to be paid	Nil
Remuneration last drawn	Nil
List of Companies in which outside Directorships held as on 31.03.2021	1. PNB Metlife India Insurance Company Limited 2. Dabri Properties & Trading Co Ltd 3. First Apartments Private Limited 4. Amaranth Education Private Limited
Chairman / Member of the Committees of other Companies on which he is a Director as on 31.03.2021	PNB Metlife India Insurance Company Limited 1. CSR Committee - Member 2. NRC Committee - Member
Category	Non- Executive Promoter Director
Relationship with other Directors/Manager/Key Managerial Personnel	NIL

## DIRECTORS' REPORT

Dear Shareholders,

The Directors present the 58<sup>th</sup> Annual Report along with the Audited Financial Statement for the year ended March 31, 2021.

### 1. FINANCIAL RESULTS

(₹ In Lakhs)

Particulars	Standalone	
	2020-21	2019-20
Gross Sales	6315.32	10981.17
Other Income	330.33	408.14
Profit/(loss) before tax and exceptional items	494.76	700.19
Exceptional items – Income/(Loss)	0.00	0.00
Profit/ Loss before Taxation	494.76	700.19
Provision for taxation	-207.85	225.65
Profit/ Loss after tax	702.61	474.54
Other Comprehensive Income/(Loss)	940.23	150.96
<b>Total Comprehensive Income</b>	<b>1642.85</b>	<b>625.50</b>

### 2. OVERVIEW AND STATE OF COMPANY'S AFFAIR

The Company's revenue from operations during the year stood at Rs. 6,315.32/- lacs as compared to previous year Rs. 10,981.17/- lacs, having decrease of 42.49% mainly on account of booking of revenue against sale of part retail area situated in Elpro City Square to tune of Rs.6042.45 Lakhs during previous year. All other segmental operating revenues are stable as compared to previous year. The COVID-19 pandemic manifested itself into a global crisis, adversely affecting economies of all nations. To contain the spread of Covid-19, the Government of India, imposed nationwide lockdown from 24th March, 2020 and the plant of the company was shut down temporarily from 24th March, 2020. The plants received approval for resuming operations and the same was resumed in June 2020. Production at the plant started in gradual manner after implementing necessary precautions as per various guidelines issued by the Government. However, the second wave of the pandemic since March, 2021 has proven to be more infectious and severe than the initial wave of last year, and once again the businesses are feeling the impact of the same. While up until now the impact of the second wave on the overall business is not substantial, the situation is continuously evolving and extent to which your Company's operational and financial position can get impacted still remains uncertain. Your Company is confident that it is now much better equipped with resources to absorb any short-term business disruptions.

The Company has been periodically reviewing the impact of Covid-19 on its operations and is also keeping a close watch on any other possible impacts of any third wave of the pandemic.

### 3. CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements have been prepared in accordance with the provisions of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, applicable Accounting Standards and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Annual Report.

### 4. SUBSIDIARY COMPANIES/ ASSOCIATE COMPANIES

The Company has "Dabri Properties and Trading Company Limited" and "PNB Metlife India Insurance Limited" as Associate Companies as at the end of financial year ended March 31, 2021. Pursuant to section 129(3) of the Act read with rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the associate companies as on March 31, 2021 in Form AOC -1 is annexed herewith as 'Annexure I'

During the financial year, no other company became or ceased to be the Subsidiary, Joint Venture or Associate Company.

### 5. CHANGE IN NATURE OF BUSINESS

During the financial year 2020-21, Company has not changed its nature of business and has been continuing with the same line of business.

### 6. SHARE CAPITAL

The paid-up capital equity share capital as on 31<sup>st</sup> March, 2021 was ₹ 1694.79 Lakhs. During the year under review, the Company has not issued or allotted any securities.