

HARYANA
LEATHER CHEMICALS LTD.



...at the frontiers of technology
to protect our future



Through extensive research on RHEOLOGY, Haryana's expert team succeeded in extending shelf life of its products to enable customers sustain lockdowns - thus preventing losses, securing livelihood of hundreds of tannery workers

35th Annual Report | 2019-20



HARYANA LEATHER CHEMICALS LIMITED

BOARD OF DIRECTORS

Narendra Kumar Jain, Chairman
Pankaj Jain, Managing Director-cum-Vice Chairman
Vijay Kumar Garg
Harish Kumar Gupta upto 18.05.2019
Dr. K.S.V. Menon
Dott. Massimo Medini
Pradeep Behl
Sippy Jain
Marco Medini
Kanishk Gupta w.e.f. 18.05.2019

COMPANY SECRETARY

SILU NANDA

AUDITORS

AKR & Associates, Panchkula, Haryana

CORPORATE OFFICE

1405-B, Signature Towers, South City-I,
Gurgaon- 122001, Haryana

REGISTERED OFFICE AND WORKS

72-77, HSIIDC Industrial Estate, Hansi Road, Jind-126102 (Haryana)

CORPORATE EXECUTIVES

Sukanto Choudhary, CFO
Dr. M.P. Singh, General Manager - Production
Neeraj Bishnoi, General Manager - Marketing
PNR Kurup - Assistant General Manager - Secretarial Affairs

REGISTRAR & SHARE TRANSFER AGENTS

RCMC Share Registry (P) Ltd.
B-25/1, First Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020
Phones : 011-26387320, 26387323
Fax : 011-26387322.

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ISIN for Demat purpose : INE681F01018

CIN : L74999HR1985PLC019905

Script Code:524080



NOTICE

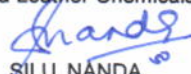
Notice is hereby given that the Thirty Fifth Annual General Meeting of the Members of the Company M/s Haryana Leather Chemicals Limited will be held on Friday, the 20th day of November, 2020 at 11.30 a.m. at the Registered Office of the Company at 72-77, HSIIDC Industrial Estate, Hansi Road, Jind - 126 102 to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet of the Company as on 31st March 2020 and the Statement of Profit & Loss Account for the Year ended as on that date together with the Reports of Auditors and Directors thereon. To consider passing the following resolution as an ordinary resolution:
Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash flow statement for the year ended March 31, 2020 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be are hereby adopted."
2. To consider appointing a Director in place of Mrs. Sippy Jain (DIN: 03189151), who retires by rotation and being eligible offers herself for re-appointment.
To consider passing the following resolution as an ordinary resolution:
"Resolved that pursuant to section 152 of the Companies Act, 2013, Mrs. Sippy Jain (DIN: 03189151), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."
3. To appoint statutory auditors of the Company. The appointment of statutory auditors M/s AKR & Associates, Chartered Accountants, who hold office from the conclusion of the Thirty Second General Meeting until the conclusion of the Thirty Fifth General Meeting to be held in Financial Year 2020, is to be appointed at AGM in accordance with Section 139 & 142 of the Companies Act, 2013. The declaration to the effect that their appointment would be within the limits and that they are free from any disqualification specified in section 141 of the Companies Act, 2013, and the rules made thereunder, has been received from them.
To consider passing the following resolution as an ordinary resolution:
"Resolved that, pursuant to Section 139 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit & Auditors) Rule, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to recommendation of Audit Committee of the Board approves the appointment of M/s. AKR & Associates, Chartered Accountants (Firm Registration No. 021179N) as auditors of the Company subject to approval of shareholder at the AGM and the Auditors appointed shall be eligible to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of the accounts of the Company."

Regd. Office: 72-77, HSIIDC Industrial Estate,
Hansi Road, Jind, Haryana - 126102.
CIN: L74999HR1985PLC019905
Date : 1st October, 2020
E-mail : info@leatherchem.com
Website : www.leatherchem.com

By order of the Board of Directors of
Haryana Leather Chemicals Ltd.


SILU NANDA
Company Secretary

Notes:

1. Any Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the said meeting and vote on her/his behalf, and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
Pursuant to Section 105 (1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. Members/Proxy holders are requested to bring at the venue of Annual General Meeting their attendance slip duly signed so as to avoid inconvenience.
5. Attendance slip, proxy form and route map of the venue of the meeting are annexed hereto.



6. Brief information of Directors, names of the Companies in which they hold Directorship and membership/ Chairmanship of Board Committees, Shareholdings and relationships between Directors as stipulated under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchange are provided in the Corporate Governance Report forming part of the Annual report.
7. Members are requested to bring their attendance slip alongwith their copy of Annual report to the meeting. 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.
8. The Register of Members and Share Transfer Books of the Company' shall remain closed from Friday the 13.11.2020 to Friday the 20.11.2020 (both days inclusive) to comply with the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. Members holding shares in the electronic form must send the advice about any change in their registered address or bank particulars to their respective Depository Participants with whom they are maintain their demat accounts and not to the Company.
10. Pursuant to Section 20 of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, Companies are allowed to send to their Members notices / documents in the electronic form. To enable the Company's send its Annual Report, Notice of AGM, and other documents for the financial year ended 31st March, 2020 electronically, Members are requested to update (in case of change)/register, at the earliest, their email IDs with their Depository Participants in case the shares are held in the electronic form or the Registrar and Share Transfer Agent of the Company, RCMC Share Registry Private Limited, in case the shares are held in the physical form. The Company will continue to send the said documents in the physical form to such Members whose email IDs it does not have and to those who request delivery of the said documents in the physical form.
11. Pursuant to Section 123 (5) of the Companies Act, 2013, and the Securities and Exchange Board of India's Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 and the modifications, if any, regarding use of electronic payment modes for making payments to investors, Members are requested to update their bank account and latest address details with their respective Depository Participants (for shares held in the electronic form) along with a photocopy of their cheques to the Company's Registrar and ShareTransfer Agent, RCMC Share Registry Private Limited (for shares held in the physical form). Our Registrar and Share Transfer Agent will take due note of the same for payment of Dividend whenever declared. This obviates problems like loss/fraudulent interception of Dividend warrants during postal transit while also expediting payment.
12. Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 (ten) days prior to the date of the Annual General Meeting so as to enable the Company keep the information ready.
13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi.
14. Members are advised to note the ISINNo. INE681F01018 allotted to the Company's shares and those who are interested to dematerialize their shares may do so.
15. In all correspondence with the Company or with its Share Transfer Agent, Members are requested to quote their Client ID Number and their DPID Number if the shares are held in the dematerialized form; in case the shares are held in the physical form, they must quote their Folio Number.
16. Those Members who have not yet en-cashed/ claimed the Dividend of the Company for any/ all of the financial year 2012-13, 2013-14, 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 are requested to en-cash/ claim the same immediately. In terms of Section 124 and 125 of the Companies Act, 2013, the Company shall be required to transfer the unclaimed/ unpaid Dividend of the Company on the expiry of seven years from the date it became due for payment, to the "Investor Education and Protection Fund" (IEPF) of the Central Government and subsequently, the Share holders shall not have any right to claim the said Dividend from the Company or from the said Fund.



The details of the un-encashed/unclaimed Dividend for the Financial Years 2012-13 to 2018-19 as on 31st March, 2020 are as under:

Dividend for the year	Unclaimed/Unpaid Dividend as on 31 st March, 2020 (Rs.)	Due date of transfer to Investor Education and Protection Fund
2012-13	2,82,993.00	13th September, 2020
2013-14	5,38,238.70	26th October, 2021
2014-15	4,57,098.20	31st October, 2022
2015-16	3,92,147.20	29th October, 2023
2016-17	3,63,176.00	29th October, 2024
2017-18	2,07,892.80	29th October, 2025
2018-19	1,98,612.00	29th October, 2026

17. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2018- 19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. October 18, 2019. Details of shares transferred to the IEPF Authority are available on the link <http://www.iepf.gov.in>.

Members may note that the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them by visiting site : <http://www.iepf.gov.in/IEPFA/refund.html> or can contact our RTA for lodging claim for refund of shares and/or dividend from the IEPF Authority.

18. SEBI has mandated submission of Permanent Account Number (PAN) by every Member of the Company. Members holding shares in dematerialized form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.

19. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means along with the Ballot Form and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company one-Voting system.

The Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or (link of website of Company).

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 e-voting period commences on Tuesday 17th November, 2020 (10:00 a.m.) and ends on Thursday 19th November, 2020 (05:00 p.m.). During this period share holders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 cut-off date i.e. end of the day of 12th November, 2020. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. end of 12th November, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (Company/RTA email id).

The facility for voting through ballot paper shall be made available at the AGM/EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website is given below :

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.



3. 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 <https://eservices.nsdl.com> 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 will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DPID followed by 8 Digit Client ID (For example if your DPID 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 use 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 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 mail box. 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, your 'initial password' is communicated to you on your postal address.
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. "Physical User Reset Password?" (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 e-voting@nsdl.co.in 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 checkbox.
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.

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

1. After successful login at Step 1, you will be able to see the Homepage 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 the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. as sent 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 print out 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:

1. Institutional share holders (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 (mguptacs@gmail.com) to 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.

Please note the following :

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the share holder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.


Incase of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Download s sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

The Company has engaged the services of RCMC Share Registry Private Limited as the Authorized Agency to provide e-voting facility. The Particulars of e-voting will be sent to the share holders separately.

21. Relevant documents referred to in the accompanying Notice pursuant to provisions of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during office hours on all working days upto the date of the Annual General Meeting of the Company.

Regd. Office: 72-77, HSIIDC Industrial Estate,
Hansi Road, Jind, Haryana-126102.
CIN: L74999HR1985PLC019905
Date: 1st October 2020
E-mail: info@leatherchem.com
Website: www.leatherchem.com

By order of the Board of Directors of
Haryana Leather Chemicals Ltd.


SILU NANDA
Company Secretary

(ANNEXURE TO NOTICE)
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE FORTH COMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings (SS-2)]

Name of the Director	Sippy Jain
DIN	03189151
Date of Birth	28.08.1958
Date of first appointment on the Board	10.08.2010
Qualifications	Masters in Literature
Expertise	Designing
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	NIL
Memberships/ Chairmanships of committees across all companies	NIL
Number of Meetings attended during the year	4
Shareholding in the Company	153626



DIRECTORS'REPORT

Dear Share holders,

The Directors of Haryana Leather Chemicals Ltd. are pleased to present the 35th Annual Report and Audited Statement of the Company's accounts for the year ended on 31st March, 2020.

FINANCIAL RESULTS

A summary of the financial results for the year 2019-20 is given below:

	2019-20 (Rs. in Lacs)	2018-19 (Rs. in Lacs)
Sales Turnover (Net of Excise)	3502.59	3686.84
Gross Profit	359.03	289.74
Deductions:		
Depreciation	71.44	70.54
Interest	5.01	5.19
Profit before tax	282.58	214.01
Less: Provision for Income Tax for the year	61.49	46.97
Add: Provision for Income Tax written back	0.72	4.69
Less: Previous year's adjustment	-	-
Less/(Add): Deferred tax liability	10.99	(8.45)
Profit after tax and available for appropriation	209.38	153.89
Less: Provision for dividend	0.00	39.27
Less: Provision for dividend tax	0.00	7.99
Less: Transfer to general reserve	0.00	0.00
Profit Carried to Balance Sheet	209.38	106.63

OPERATIONS

During the year, there is a decrease in sales turnover which stands at Rs.3502.59 lakhs against Rs. 3686.84 lakhs of the previous year. The increase in profit of Rs. 209.38 lakhs as against Rs.106.38 lakhs of the previous year is due to lower material cost and increase of sale of products with high value addition.

COVID-19:

The Pandemic "COVID-19" spread has severely impacted business around the world including India. There has been severe disruption in regular business operations due to lockdown and emergency measures taken by the Government. The Company's management has made initial assessment of adverse impact on business and financial risks on account of COVID-19. It is well appreciated that the situation as well as its assessment is continuously evolving and the way ahead is to avoid living in denial leading to acceptance & pro-active measures. '

The Company management currently believes that the impact is likely to be short term in nature. Given the severity of impact, this financial year is likely to get affected, but also given the measures from Government and inherent resilience in Indian Economy, next year onwards are expected to show normal growth scenarios.

DIVIDEND

Looking at the prevailing market conditions due to Covid-19, the company sales and operations have been hit badly. To secure long term operations of the company, the Board of Directors has decided to skip dividend for the financial year ended March 31, 2020.

DIRECTORS

The composition of the Board of Directors of the Company is furnished in the Corporate Governance Report annexed to this report. Pursuant to the provisions of the Articles of Association of the Company, the Directors- Dr. K.S.V. Menon (DIN:00920088), Dr. Massimo Medini (DIN: 000926147), Mr. Pradeep Behl (DIN: 00703855), Mr. Marco Medini (DIN: 03709885) and Mr. Kanishk Gupta (DIN: 02243899) are the Directors who are Non-Executive and Independent and are not eligible for retire by rotation. Mrs.Sippy Jain (DIN: 03189151) is liable to be retire by rotation at the forthcoming Annual General Meeting to be held on 20th November, 2020 and being eligible offers herself for re-appointment. Mr. Pankaj Jain (DIN: 00206564) being the Managing Director of the Company and Mr. N. K. Jain (DIN: 00486730) is the Director cum Chairman of the Company. Mr. Sukanto Choudhury is CFO in the Company.



DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Independent Directors are in compliance with the Code of Conduct prescribed under Schedule IV of the Companies Act, 2013.

STATUTORY AUDITORS

The members had at the 32nd AGM of the Company appointed AKR & Associates, Chartered Accountants, (Firm Registration No. 021179N) Panchkula as Statutory Auditors of the Company to hold the office from the close of the 32nd AGM till the conclusion of the 35th AGM, subject to their appointment being ratified by the members in every AGM has been appointed for a further term of three years. The members of the Company approved deletion of the requirement of seeking ratification of appointment of Statutory Auditors at every AGM pursuant to amendment brought by the Companies Amendment Act, 2017.

The Auditors' Report for FY 2020 forms part of this Annual Report and does not contain any qualification, reservation or adverse remark.

Auditor's report does not need any comments from the Directors.

MEETINGS OF THE BOARD, COMMITTEES & COMPLIANCE TO SECRETARIAL STANDARDS

The Board meets at regular intervals, with gap between two meetings not exceeding 120 days. During the year under review, the Board met four times.

The Board has three Committees namely Audit Committee (AC), Nomination and Remuneration Committee (NRC) and Stake holders Relationship Committee (SRC). A detailed note on the composition of the Board and its Committees (AC, NRC and SRC) is provided in the Corporate Governance Report included in this Annual Report.

The minutes of the meetings are reviewed at every Board meeting.

During the year under the review, the Company has complied with the provisions of Secretarial Standard 1 (relating to meeting of the Board of Directors) and Secretarial Standard 2 (relating to General meeting).

PARTICULARS OF EMPLOYEES u/s 134 (3) of the Companies Act, 2013

The information required pursuant to Section 134 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors, Key Managerial Personnel (KMP) and Employees of the Company are provided as follows:

The Company did not employ any person drawing a remuneration of Rs.5,00,000.00 or above for one month or part of the month or Rs. 60,00,000.00 or above for one year, whose particulars are required to be mentioned u/s 197 of the Companies Act, 2013.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Kumar Rishi & Associates, a firm of Company Secretaries in Practice (CP No.14063 to undertake the Secretarial Audit of the Company for the financial year ended 2019-20. The report on the Secretarial Audit carried out for the year 2019-20 is annexed herewith as 'Annexure-B'. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

COST AUDITOR'S COMPLIANCE

The Central Government has directed that a cost audit of the Company should be conducted in the manner specified in MCA order 52/26/CAB-2010 Dt. 24-01-2012, or any amendment thereof, by a Cost Accountant with in the meaning of the Cost and Works Accountants Act, 1959 as amended thereof.

However, as per Companies (cost records and audit) Rules, 2014 notified by Ministry of Corporate Affairs, cost audit is not applicable to the Company by virtue of its turnover being less than the prescribed limits. Therefore, the Board did not proceed with the appointment of cost audit or and cost audit for the year 2019-20.

The Company is properly maintaining its cost Record internally.

CORPORATE SOCIAL RESPONSIBILITY

With the enactment of the Companies Act, 2013, India has become the forerunner to mandate spend on Corporate Social Responsibility (CSR) activities through a statutory provision.

The new CSR provisions put formal and greater responsibility on companies in India to set out clear framework and processes to ensure strict compliance. However, what the Companies Act does is bring more companies into the fold and increase the total CSR spend.

