



KAMA HOLDINGS LIMITED

**ANNUAL REPORT
2019-20**

BOARD OF DIRECTORS

Mr. Kartik Bharat Ram, Chairman

Mr. Amitav Virmani

Mr. Ashish Bharat Ram

Mr. Jagdeep Singh Rikhy

Ms. Ira Gupta

Ms. Ekta Maheshwari, Whole-time Director, CFO & Company Secretary

AUDITORS

Luthra & Luthra LLP, Chartered Accountants, New Delhi till August 10, 2020.

M/s V Sahai Tripathi & Co., Chartered Accountants, New Delhi w.e.f. August 10, 2020

BANKER

HDFC Bank Ltd.

REGISTERED OFFICE

CIN :L92199DL2000PLC104779

The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091

Email : info@kamaholdings.com Website: www.kamaholdings.com

CORPORATE OFFICE

Block C, Sector 45, Gurugram – 122003 (Haryana), India

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NOTICE

Notice is hereby given that the 20th Annual General Meeting of KAMA Holdings Limited will be held on Friday, October 30, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility [Deemed Venue for meeting: Registered Office: The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, 2nd Floor, Mayur Place, Mayur Vihar Phase I Extn, Delhi – 110091] to transact the following businesses: -

Ordinary Business

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the year ended March 31, 2020 together with the Reports of the Auditor and Board of Directors' thereon.
2. To confirm the payment of Interim Dividend of 6% and to declare remaining 2% final dividend on 8% Non-Cumulative Redeemable Preference Shares.
3. To appoint a Director in place of Mr. Ashish Bharat Ram (DIN 00671567), who retires by rotation and being eligible, offers himself for re-election.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Ratification of appointment of Statutory Auditors to fill the casual vacancy caused by resignation

"RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), appointment of M/s V Sahai Tripathi & Co., Chartered Accountants, New Delhi (Registration No. 000262N), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Luthra & Luthra LLP, Chartered Accountants, New Delhi (Registration No. 002081N/N500092) Statutory Auditors, to hold office from August 10, 2020, till the conclusion of this 20th Annual General Meeting, at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors, be and is hereby approved, confirmed and ratified."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Appointment of Statutory Auditors and fix their remuneration

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), M/s V Sahai Tripathi & Co., Chartered Accountants, New Delhi (Registration No. 000262N) be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this 20th Annual General Meeting ("AGM") till the conclusion of the 25th AGM to be held in the year 2025, at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Appointment of Mr. Jagdeep Singh Rikhy (DIN: 00944954) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Mr. Jagdeep Singh Rikhy (DIN: 00944954) who was appointed as an Additional Director of the Company effective from November 13, 2019 in terms of Section 161(1) of the Act who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term upto March 31, 2024 and shall not be liable to retire by rotation."

By Order of the Board
for KAMA Holdings Limited

Sd/-
Ekta Maheshwari
(DIN 02071432)
Whole Time Director, CFO
& Company Secretary

Gurugram
September 24, 2020

NOTES

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts in respect of Item No. 3, 4, 5 and Special business to be transacted at this AGM, is annexed hereto.
2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and June 15, 2020 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular dated May 12, 2020 and further extension granted by the Registrar of Companies NCT of Delhi & Haryana, vide its order no. ROC/Delhi/AGM Ext./2020/11538 dated September 8, 2020, in view of the prevailing COVID-19 pandemic, the 20th AGM of the Company is being conducted on Friday, October 30, 2020 through Video Conferencing (VC) or Other Audio Visual means (OAVM).
3. Company has appointed M/s. Kfin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Registrar and Share Transfer Agent ("Registrar"), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting of the AGM.
4. Since, the meeting is being conducted through VC/OAVM, facility of appointing proxies to attend and vote at the meeting on behalf of the members of the Company is not available and hence the proxy form is not annexed to this notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Body Corporates who intends to authorize representatives to participate and vote on their behalf in the meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the relevant board resolution/letter of authority/power of attorney to the Company at info@kamaholdings.com, through its registered E-mail Address.
5. The attendance of members (members' login) attending the AGM through VC/ OAVM shall be reckoned for the purpose of Quorum under Section 103 of the Companies Act, 2013 and hence no attendance slip is attached to the notice.
6. Pursuant to the applicable provisions of the Companies Act 2013, unpaid/unclaimed dividends up to the financial year 2012-13, was transferred to the Investor Education & Protection Fund (IEPF). Besides the dividend so transferred, Company has also transferred the relative share scrips in respect of dividends which remained unpaid for a continuous period of seven years to the demat account of IEPF Authority, in accordance with the applicable

provisions of Companies Act, 2013 and Rules made thereunder. It may be noted that once the unclaimed / unpaid dividend and/or shares are so transferred; the same can only be reclaimed by a shareholder from the IEPF Authority in accordance with the applicable provisions of the Companies Act 2013 and relevant Rules made thereunder by following the prescribed procedure in this regard. The IEPF Rules and the application Form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs, are available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in. Details of the unpaid/ unclaimed dividend and shares transferred to IEPF from time to time also have been uploaded on the "Investors Section" of the website of the Company viz. www.kamaholdings.com.

Members, who have not encashed their dividend pertaining to financial year 2013-14 onwards, are advised to write at einward.ris@kfintech.com to M/s. Kfin Technologies Private Limited, Registrar of the Company immediately for claiming the same.

7. Members may utilize the facility extended by the Registrar for redressal of their queries including change of address, if any, by visiting at <https://karisma.kfintech.com/> and clicking on 'Investor Relations' section for query registration through free identity registration process. Members may also write at einward.ris@kfintech.com clearly mentioning their DP ID/ Client ID.
8. Members desiring any information/ clarification on the financial statements or any of the resolutions as detailed in the Notice are requested to write to the Company on or before 26th October 2020 through an E-mail to info@kamaholdings.com, specifying his/her name along with Demat account details. The same shall be replied by the Company suitably.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and all other documents mentioned in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an E-mail to info@kamaholdings.com.
10. Notice of the AGM and Annual Report 2019-20 are being sent via electronic mode to the members whose E-mail addresses are registered with the Company/ Registrar or the Depository Participant(s). In accordance with the MCA Circular No. 17/2020 dated 13th April 2020, the Notice calling the AGM has been uploaded on the Company's website: www.kamaholdings.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com and is also available on the website of e-voting agency M/s KFin Technologies Private Limited at <https://evoting.karvy.com/>.

11. The Annual Report along with the Notice of AGM is being sent to the members, whose name appear in the register of members/depositories as at closing hours of business on 2nd October, 2020.
 - a. Those member who have registered their E-mail address and mobile number including postal address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar in case the shares held in physical form.
 - b. Members who have not registered their E-mail address and in consequence, the Annual Report and Notice of AGM could not be served, may temporarily get their E-mail address and mobile number registered with the Company's Registrar, by clicking the link: <https://karisma.kfintech.com/E-mailreg> for sending the same. Members are requested to follow the process as guided to capture the E-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query, member may write to einward.ris@kfintech.com.
 - c. Members are also requested to visit the website of the Company <https://www.kamaholdings.com>, or the website of the Company's Registrar <https://karisma.kfintech.com/> for downloading the Annual Report and Notice of the AGM.
 - d. Alternatively members may send an E-mail request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the E-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
12. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar.
13. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form effective from 1st April 2019. In view of the above, members are advised to dematerialize their shares held by them in physical form. Members can also write to the Company's Registrar in this regard.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Company's Registrar of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
15. In case of joint holders attending the meeting, the members 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.
16. **Instructions for the Members for attending the AGM through Video Conferencing:**
 - a) Members will be provided with a facility to attend the AGM through VC platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-Voting credentials. The link for AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this notice.
 - b) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience. 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.
 - c) Members are requested to participate in the AGM on a first-come-first served basis, as participation through VC is restricted upto 1000 members only. However, members holding 2% or more shareholding (Large Shareholders), Promoters, Institutional investors, Directors, Key Managerial Personnel (KMP), Chairpersons of the Audit, Nomination & Remuneration and Stakeholder's Relationship Committee, Auditors, etc. are allowed to attend the AGM without restriction on account of first-come-first served principle.
 - d) Members who would like to express their views or ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions", queries/views/questions in the window provided by mentioning the name, demat account number/folio number, E-mail id, mobile number. Please note that, the queries/views/questions of those members

will be answered who continue to hold the shares as on cut-off date. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the aforesaid window facilities during the meeting.

- e) In addition to above, members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during this period. The speaker registration shall commence on 24th October 2020 at 9.00 AM (IST) and closes on 26th October 2020 at 5.00 PM (IST). Members are requested to remember the same and wait for their turn to be called by the Chairman/ Company Secretary of the meeting during the Q&A Session. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence members are encouraged to send their queries/views/questions in advance as provided in note no. 8. The members may also send their queries alongwith their name and Client Id/DP Id or folio no. as the case may be to the email: info@kamaholdings.com during the said period and the replies to these queries may be given by the Chairman during the course of AGM or subsequently via email.
- f) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM on first come first served basis subject to the limitations as mentioned in note (c) above.

17. Cut-off Date for E-voting:

- a) The remote e-voting /voting rights of the members/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. 23rd October 2020 only.
- b) A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

18. Voting through electronic means / Remote e-voting:

The Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' M/s KFin Technologies Private Limited, Company's Registrar, for the eligible members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the AGM.

- a) The remote e-voting period begins on Tuesday, 27th October 2020 at 09.00 am (IST) and ends on Thursday, 29th October 2020 at 5.00 PM (IST). During this period members of the Company, as on the Cut-Off Date i.e. 23rd October 2020, may cast their votes electronically. Once the vote on a resolution

is cast by a member, the member shall not be allowed to change it subsequently. In case of voting by both the modes, vote casted through remote e-voting will be considered final.

- b) The remote e-voting module shall be disabled by Company's Registrar for voting at 5:00 PM (IST) on Thursday, 29th October 2020.

19. Voting at the AGM: Members who could not vote through remote e-voting may avail the e-voting facility as shall be provided during the AGM.

Instructions for members for e-Voting during the AGM session:

- a) The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman/ Company Secretary during the e-AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page
- b) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c) Only those members, who will be present in the AGM through VC facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the AGM.
- d) However, members who have voted through Remote e-Voting will also be eligible to attend the AGM.

20. The details of the process and manner for remote e-voting are explained herein below:

- i. Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the E-mail forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the Notice of AGM in case E-mail id is not registered and physical copy of the Annual Report is being received by you. The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date). Your Folio No./ DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Kfintech for remote e-voting, you shall use your existing User ID and password for casting your vote.
- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut- off date i.e. 23rd October 2020 may obtain the User id and password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL : MYEPWD <SPACE>
IN12345612345678

Example for CDSL : MYEPWD <SPACE>
1402345612345678

Example for Physical : MYEPWD
<SPACE> XXXX1234567

- b) If e-mail id or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Members may call Kfintech toll free number 1-800-3454-001.
- d) Members may send an e-mail request to evoting@kfintech.com. However, Kfintech shall endeavor to send User ID and Password to those new Members whose mail ids are available.

If the member is already registered with Company's Registrar for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining any new User ID and password.

- iv. After entering these details appropriately, click on "LOGIN".
- v. You will now reach at the password changing Menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, E-mail ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the Event Number for KAMA Holdings Limited.
- viii. On the voting page you will see the Resolution Description and the Options "FOR/AGAINST/

ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.

- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xi. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
21. In case of any grievances connected to the remote e-voting or e-voting or VC/ OAVM during the AGM, please contact Mr. B Venkata Kishore, Deputy Manager at M/s KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Contact no. 040-67162222 or call Kfintech toll free No. 1800-3454-001 for any further clarifications.
22. You can also update your mobile number and E-mail address in the user profile details of the folio which may be used for sending future communication(s).
23. Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice of AGM along with the Annual Report before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@kfintech.com or visit the FAQ's section available at Kfintech website <https://evoting.karvy.com>.
24. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date.
25. 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 or e-voting during the AGM.
26. Mr. Arvind Kohli , Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner
27. The results declared along with the report of the

Scrutinizer shall be placed on the Company's website <https://www.kamaholdings.com> and on the website of M/s. KFin Technologies Private Limited <https://evoting.karvy.com> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the concerned Stock Exchanges i.e. BSE.

28. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

29. In terms of SEBI Listing Regulations, application for : (i) Deletion of name of the deceased member(s) where the shares are held in the name of two or more member(s) (ii) Transmission of shares to the legal heir(s)/representative(s), where deceased member was the sole holder of shares (iii) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more member has to be accompanied with a self-attested copy of their PAN along with the other required documents to the Company's Registrar irrespective of the value of the transaction. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or Registrar for any of the purposes stated above. Section 72 of the Act, provides for Nomination by the members of the Company and the members are requested to avail this facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 & DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Item No. 3

Mr. Ashish Bharat Ram (DIN: 00671567)

Mr. Ashish Bharat Ram is a Director liable to retire by rotation. In compliance with the requirements of Section 152 of the Companies Act, 2013, Mr. Ashish Bharat Ram will, retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Ashish Bharat Ram (DIN: 00671567) (51 years) has done his schooling from Doon School and graduation in Economics from the Hindu College, Delhi University with an emphasis on mathematics. He holds a Masters' degree in Business Administration on Corporate Strategy with an emphasis on finance and strategy from The Johnson Graduate School of Management, Cornell University, Ithaca, NY, USA and has about 29 years working experience in senior positions. He is the Managing Director of SRF Ltd. which is engaged in the business of manufacture of nylon tyre cord, refrigerant gases, specialty chemicals and packaging films.

Mr. Ashish Bharat Ram is a member of Nomination & Remuneration Committee and Committee of Directors-Financial Resources and Chairman of Stakeholders Relationship Committee and Risk Management Committee of the Board. He holds 31,94,325 fully paid up 8% Non-Cumulative Redeemable Preference Shares of Rs. 10 each (24.73% of the paid up preference share capital), jointly with Mr. Kartik Bharat Ram, his relative.

Directorships in other Indian companies	Committee Chairmanship/ Membership
SRF Ltd.	Stakeholders Relationship Committee – Member Risk Management Committee – Chairman Committee of Directors-Financial Resources – Member
Transport Corporation of India Limited	Compensation/ Nomination & Remuneration Committee – Chairman Corporate Social Responsibility Committee – Chairman Corporate & Restructuring Committee – Member
Shri Educare Limited	-
Orange Farms Private Limited	-
Lotus Estate Private Limited	-
TVS Capital Funds Private Limited	-

Except Mr. Ashish Bharat Ram and Mr. Kartik Bharat Ram who is his relative, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. In view of the above, the Board of Directors recommend the resolution for approval of the members by way of ordinary Resolution set out at Item No. 3 of the Notice.

Item Nos. 4 & 5

The Members of the Company at their 17th Annual General Meeting ("AGM") had approved the appointment of M/s. Luthra & Luthra LLP, Chartered Accountants, New Delhi (Registration No. 002081N/N500092) as the Statutory Auditors of the Company to hold office till the conclusion of the 22nd AGM.

M/s. Luthra & Luthra LLP, Chartered Accountants, New Delhi (Registration No. 002081N/N500092) vide its letter dated August 10, 2020 resigned as the Statutory Auditors of the Company due to time gap between receipt of Company's material subsidiary's audited financial

statements/ reviewed financial results and Company's Audit Committee meetings being very meagre, resulting in insufficient time available for audit of the consolidated financial statements/review the consolidated financial results. This has resulted in a casual vacancy in the office of the Statutory Auditors of the Company.

Pursuant to Section 139(8) of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on August 10, 2020 accepted resignation of M/s. Luthra & Luthra LLP, Chartered Accountants, New Delhi (Registration No. 002081N/N500092) and appointed M/s V Sahai Tripathi & Co., Chartered Accountants, New Delhi (Registration No. 000262N), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Luthra & Luthra LLP with effect from August 10, 2020 till the conclusion of this 20th AGM, subject to the approval and ratification by the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

M/s V Sahai Tripathi & Co. (VST), Chartered Accountants (Firm Registration No. 000262N) is a well known firm of Chartered Accountants based at New Delhi, founded in 1935. Over years, it has become a multi service professional organisation with experience in the area of Statutory Audits, Internal Audits, Bank Audits, Company Law Advisory, Taxation including International Taxation, Financial Consultancy.

The Board of Directors of the Company on the recommendation of the Audit Committee at its Meeting held on August 10, 2020, also recommended the appointment M/s V Sahai Tripathi & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of this 20th AGM, till the conclusion of the 25th AGM of the Company to be held in the year 2025, subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Company has received the consent letter and eligibility certificate from M/s V Sahai Tripathi & Co., Chartered Accountants, to act as the Statutory Auditors of the Company in place of M/s. Luthra & Luthra LLP, Chartered Accountants, New Delhi (Registration No. 002081N/N500092) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

The proposed fee payable to M/s V Sahai Tripathi & Co., Chartered Accountants shall be fixed by the Board of Directors of the Company. There is no material change in the fee payable to M/s V Sahai Tripathi & Co. Chartered Accountants from that paid to the erstwhile Auditors.

The Board accordingly recommends the ordinary resolutions set out at Item No. 4 and 5 of this notice for approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 and 5 of the Notice.

Item No. 6

MR. JAGDEEP SINGH RIKHY (DIN: 00944954)

In terms of the Nomination, Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Mr. Jagdeep Singh Rikhy (55) as Additional Director in the category of Independent Director, effective from November 13, 2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Jagdeep Singh Rikhy holds office upto the date of this AGM and is eligible for appointment as Director of the Company. In accordance with the provisions of Section 149 of the Act, it is proposed to appoint Mr. Jagdeep Singh Rikhy as an Independent Director who shall hold office upto a term ending on 31st March 2024 on the Board of the company and he shall not be liable to retire by rotation.

Notice as stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Jagdeep Singh Rikhy for appointment as a Director of the Company. Mr. Jagdeep Singh Rikhy has given his consent to act as Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). Mr. Jagdeep Singh Rikhy is a member of Audit Committee of KAMA Holdings Limited.

In the opinion of the Board of Directors, Mr. Jagdeep Singh Rikhy fulfills the conditions specified in the Act and the rules made thereunder read with the Listing Regulations for appointment as an Independent Director of the Company and he is independent of the management of the Company.

Mr. Jagdeep Singh Rikhy has no shareholding in the Company. He does not hold directorship in any other Public limited Company. Except Mr. Jagdeep Singh Rikhy, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution.

The Board of Directors recommend the resolution for approval of the members by way of ordinary Resolution

Important communication to members

The members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar & Transfer agent M/s KFin technologies Pvt. Ltd.

Board's Report

Dear Members,

Your Directors are pleased to present their Twentieth Annual Report on the business and operations of the Company and the statement of accounts for the year ended March 31, 2020

FINANCIAL RESULTS

(Rs. Lakhs)

Particulars	2019-20	2018-19
Dividend and Other Income	4,206.86	3,750.38
Profit before Interest, Depreciation & Tax (PBITD)	4,138.91	3,699.95
Less: Interest & Finance Charges (Net)	103.36	103.36
Gross Profit	4,035.55	3,596.59
Less: Depreciation and amortization charge	3.76	0.75
Profit before Tax (PBT)	4,031.79	3,595.84
Less: Provision for Taxes (including provision for deferred tax)	(5.86)	(73.56)
Net Profit after Tax (PAT)	4,037.65	3,669.40
Add: Profit brought forward from previous year	29,410.80	26,709.50
Surplus available for appropriation	33,448.45	30,378.90

Appropriations

Interim Dividend on Equity shares	1,935.78	967.89
Corporate tax on dividend	-	-
Other comprehensive income arising from re-measurement of defined benefit obligation	(0.32)	(0.21)
Amount transferred to General Reserve	-	-
Profit carried to Balance Sheet	31,512.35	29,410.80
Total Appropriation	33,448.45	30,378.90

DIVIDEND

During the year, your Company has paid an interim dividend of Rs. 30 per equity share amounting to Rs. 1935.78 Lakhs. No final dividend is recommended on Equity Shares.

Your Directors paid Interim dividend on 8% Non-cumulative Redeemable Preference Shares at 6% as

Interim Dividend and has recommended remaining 2% as final dividend.

OPERATIONS REVIEW

Profit before Interest, Depreciation & Tax (PBITD) increased by 11.86% to Rs 4138.91 lakhs during 2019-20 from Rs 3699.95 lakhs during 2018-19. Profit after Tax increased by 10.03% to Rs. 4037.65 lakhs during 2019-20 from Rs 3669.40 lakhs during 2018-19 mainly on account of increase in dividend income.

TRANSFER OF SHARES INTER-SE PROMOTERS

During the year, 4839446 equity shares (75% of Equity Share Capital) held jointly by Promoters i.e. Mr. Arun Bharat Ram, Mr. Ashish Bharat Ram and Mr. Kartik Bharat Ram have been gifted/settled in ABR Family Trust The Trustees are Mr. Arun Bharat Ram, Mr. Kartik Bharat Ram and Mr. Ashish Bharat Ram. This was done in accordance with SEBI order dated December 9, 2019 granting exemption to ABR Family Trust, from complying with the requirements of Regulations 4 and 5(1) of the Takeover Regulations 2011

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2020, your company had the following subsidiaries:-

1. SRF Limited is a subsidiary of the Company engaged primarily in the manufacture of technical textiles, specialty chemicals, fluorochemicals and packaging films. It has Six wholly owned subsidiaries out of which one wholly owned subsidiary is registered in India and remaining five are registered outside India. Two of these are direct wholly owned subsidiaries and the rest four are step down wholly owned subsidiaries of SRF Limited. The details of the business of these subsidiaries is more particularly given in the Annual Report of SRF Ltd. for 2019-20 which is available on the website www.srf.com
2. SRF Transnational Holdings Ltd. (SRFT) is a registered non deposit taking NBFC engaged in the business of investment in shares and securities.
3. Shri Educare Ltd. (SEL) is a company engaged in the business of rendering assistance for establishing, managing and running of the schools including sub-licensing of copyrights, trademarks and software.
4. Shri Educare Maldives Pvt. Ltd. (SEMP) is managing a school in a public-private partnership with Maldives Government.
5. KAMA Realty (Delhi) Ltd. (KRDL) is a company engaged in acquisition and rental of properties.
6. KAMA Real Estate Holdings LLP (KREHL) is a limited liability partnership between KAMA Realty (Delhi) Ltd. and Shri Educare Ltd. It is engaged primarily in acquisition and rental of properties.

The consolidated profit and loss account for the period ended March 31, 2020 includes the profit and accounts for these twelve subsidiaries for the complete financial year ended March 31, 2020