

S&T Corporation Limited

38th Annual Report 2021-2022

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Ajay S. Savai	Managing Director
Mr. Dhaval Ajay Savai	Executive Non-Independent Director
Ms. Trishana Ajay Savai	Executive Non-Independent Director
Mr. Tejas. H. Shah	Non-Executive Independent Director
Mr. Parmit M. Shah	Non-Executive Independent Director
Mr. Nipun K. Zaveri	Non-Executive Independent Director
Mr. Bhaven T. Bakhai	Non-Executive Independent Director

CHIEF EXECUTIVE OFFICER

Ms. Trishna Ajay Savai

CHIEF FINANCE OFFICER

Mr. Dhaval Savai

BANKERS

Dena Bank
ICICI Bank
Bank of India
Kalupur Commercial Bank

AUDITORS

JPMK AND COMPANY
A 601, Kedarnath Apartment CHS,
Ovaripada, Dahisar (East) Mumbai-
400068
(will be appointed from ensuing AGM
2022)
Formerly Vridhi & Associates
Chartered Accountants

SECRETARIAL AUDITOR

Amruta Giradkar & Associates- Company
Secretaries

REGISTAR AND SHARE TRANSFER AGENT

M/s. Link in Time (India) Pvt. Ltd.
C 101, 247 Park, LBS Marg, Vikhroli
(West) Mumbai- 400078

REGISTERED OFFICE ADDRESS:

195, Walkeshwar Road, Teen Batti,
Mumbai - 400 006.

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DIRECTORS REPORT

Dear Members,

Directors of our Company take great pleasure in presenting the Annual Report on the business and operations of your company and the Audited Financial Statements for the financial year ended March 31, 2022.

FINANCIAL RESULTS

The Financial Performance of your Company for the year ended 31st March, 2022 is Summarized below:

Particulars	Current Year 2021-2022 (Rs)	Previous Year 2020-2021 (Rs)
Revenue From Operations	9879772	9353588
Other Income	12000	25300
Cost of Material Sold	0	0
Exceptional items	0	3309267
Profit Before Tax	6801194	3077489
Provision for Tax	-	-
Profit after Tax	6801194	3077489

OPERATION & REVIEW

To receive, consider and adopt the audited Balance Sheet as at March 31, 2022 and Statement of Profit & Loss together with notes forming part thereto ("Financial Statement") for the year ended on March 31, 2022 and Report of the Board of Directors and Auditors thereon. Total Revenue from operation of the Company is Rs. 9,879,772 And the net profit after tax is Rs. 6,801,194 for the financial year 2021-22.

DIVIDEND

For the financial year under review, the Board of Directors of your Company did not recommend any dividend.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

TRANSFER TO RESERVES

The closing balance of the retained earnings of the Company for FY 2022, after all appropriation and adjustments was Rs. 6,61,94,607.63

CHANGE IN THE NATURE OF THE BUSINESS

During the year, there is no change in the nature of the business of the Company. Whereas the Company has passed Special Resolution for Change in the Object Clause of the Company.

SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at March 31, 2022 stood at Rs 63,662,410/- comprising of Rs.10 each. During the year under review, the Company has neither issued shares, non-convertible securities, nor shares with differential voting rights, nor granted any stock options or sweat equity or warrants. As at March 31, 2022, none of the Directors of the Company hold any instruments, which are convertible into Equity shares of the Company.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Following are the Director and Key Managerial Personnel of the company as on a date of sign of this Report.

Sr. No.	Name of Director/KMP	Designation
1.	Mr. Ajay S. Savai	Managing Director
2.	Mr. Dhaval Ajay Savai	Director
3.	Ms. Trishana Ajay Savai	Director
4.	Mr. Tejas. H. Shah	Independent Director
5.	Mr. Parmit M. Shah	Independent Director
6.	Mr. Nipun K. Zaveri	Independent Director
7.	Mr. Bhaven T. Bakhai	Independent Director
8.	Ms. Trishana Ajay Savai	Chief Executive Officer
9.	Mr. Dhaval Savai	Chief Financial Officer
10.	Mrs. Kinjal Parkhiya	Company Secretary and Compliance Officer

NUMBER OF BOARD MEETINGS

During the Year under the review the Board of Directors met 04 (Four) times, details of the Board meeting are as under :

Date on which the Board Meetings were held	Total Strength of the Board	No. of Directors present
June 15, 2021	8	8
August 13, 2021	8	8
November 15, 2021	8	8
March 16, 2022	8	8

COMMITTEES TO THE BOARD:

The Company has 3 Board Level Committees. All decisions and recommendations of the Committees are placed before Board for information and approval. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. Audit Committee

The Audit Committee has played an important role in ensuring the financial integrity of the Company. The Audit Committee's role includes oversight of the financial reporting process,

the audit process, the adequacy of internal controls, transactions with related parties and compliance with applicable laws and regulations.

The Audit Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013. The members of the Audit Committee are financially literate and have requisite experience in financial management. The Audit Committee meets the Statutory Auditor and the Internal Auditor independently without the management at least once in a year. All the recommendations made by the Audit Committee were accepted by the Board.

During the financial year ended March 31, 2022, 4 (Four) meetings of the Audit Committee were held on June 15, 2021, August 13, 2021, November 15, 2021 and March 16, 2022. The Chairman of the Audit Committee was present at the last AGM held on September 28, 2021. The composition of the Audit Committee and their attendance of the Board of Directors of the Company attended during the financial year ended March 31, 2022 are detailed below:

Name of the Member	Nature of Membership	Board Meeting Details	
		Held	Attended
Mr. Nipun K Zaveri	Chairman	4	4
Mr. Tejas H Shah	Member	4	4
Mr. Dhaval Savai	Member	4	4

B. Nomination & Remuneration Committee

The Nomination and Remuneration Committee broadly plays a dual role of determining the composition of the Board based on need and requirements of the Company from time to time and determines the overall compensation framework and policy for Directors, senior management and employees. The Committee further reviews that the human resource practices of the Company are effective in maintaining and retaining a competent workforce.

The Nomination & Remuneration Committee (NRC) has been constituted in line with the provisions of Section 178 of the Companies Act, 2013. During the financial year ended March 31, 2022, 4 (Four) meetings of the NRC were held on June 15, 2021, August 13, 2021, November 15, 2021 and March 16, 2022. The composition of the Nomination & Remuneration Committee of the Board of Directors of the Company along with the details of the meeting held and attended during the financial year ended March 31, 2022 are detailed below:

Name of the Member	Nature of Membership	Board Meeting Details	
		Held	Attended
Mr. Tejas Shah	Chairman	4	4
Mr. Bhaven Bakhai	Member	4	4
Mr. Nipun K Zaveri	Member	4	4
Ms. Trishna Savai	Member	4	4

C. Stakeholder Relationship Committee

The Stakeholder Relationship Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013

The Committee met on November 15, 2021 during the financial year ended March 31, 2022. The constitution of the Stakeholders Relationship Committee and their attendance during the financial year is detailed below:

Name of the Member	Nature of Membership	Committee Meeting Details	
		Held	Attended
Mr. Parmit Shah	Chairman	1	1
Mr. Nipun Zaveri	Member	1	1
Mr. Ajay Savai	Member	1	1

DECLARATION BY INDEPENDENT DIRECTOR

Independent Directors have given written declarations to the Company confirming that they meets the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(b) of SEBI LODR Regulations. The terms and conditions of appointment of the Independent Directors are placed on the website of the Company at the web link stcl.co.in. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold highest standards of integrity.

MEETING OF INDEPENDENT DIRECTORS

The Board of Directors of the Company meets once in every Financial Year without the presence of Executive Directors and Management of the Company. The role of the Directors is as per the provisions of Companies Act, 2013 as well as the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting of Independent Directors was held on Thursday December 9, 2021.

CODE OF CONDUCT

The Company's Code of Conduct, as adopted by the Board of Directors, is applicable to all Directors, Senior Management and Employees of the Company. The Code of Conduct of the Company covers substantial development, disclosure of material information, integrity of financial reporting, continuous improvement of the internal control system and sound investor relations.

FAMILIARISATION PROGRAMME

The Company has put in place a system to familiarize the Independent Directors about the Company, its products, business operations in emerging markets, Quality Control and on-going events relating to the Company. The details of such familiarization programmes imparted for Independent Directors are placed on the website of the Company at the web link stcl.co.in.

BOARD EVALUATION

The performance of the Board and committees was evaluated by the Board on the basis of discussion and questionnaire prepared after taking into consideration, various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(5) of the Act. That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgments have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2022 and of the profit or loss of the Company for the financial year ended March 31, 2022.

That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

That the Annual Financial Statements have been prepared on a going concern basis.

That proper internal financial control was in place and that the financial controls were adequate and were operating effectively. That system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal controls commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditors report to the Chairman of the Audit Committee of the Board. Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year on 31st March 2022 to which the financial statement relates and the date of this report.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board has, on the recommendation of Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 relating to the remuneration for the Directors, Key Managerial Personnel, and other employees. As required by the rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and prescribed details are annexed to this report.

AUDITORS

JPMK and Company, Chartered Accountants (Firm Registration No:124193W) hold the office for a term of 5 years at the 38th AGM to be held on July 2022 until the conclusion of 43rd AGM.

According to MCA Notification S.O. 1833(E) dated May 07, 2018, the provision of annual ratification of appointment of auditors has been done away with. Accordingly, JPMK and Company shall act as Statutory Auditors in accordance with section 139 and 141 of the Companies Act, 2013 and rules made thereunder.

SECRETARIAL AUDITOR

Pursuant to provisions of Section 204(1) of the Act and Regulation 24A of the Listing Regulations, the Secretarial Audit Report for the financial year ended March 31, 2022 issued by Amruta Giradkar and Associates Practicing Company Secretaries and the Secretarial Auditor of the Company is annexed as “Annexure - II”. During the year under review, the Secretarial Auditor had not reported any fraud under Section 143(12) of the Act. Explanation or Comments on disqualifications, reservations, adverse remarks or disclaimers in the auditor’s reports:

1. Qualification 1- Late Filing of MGT-7 and AOC-4:- Your Company has paid late fine and filed the form with MCA.
2. Qualification 2: Penalties imposed by BSE Limited for non compliance of certain regulation of SEBI LODR, 2015
 - i. Non Compliance of Regulation 23(9) of SEBI LODR, 2015: As per Regulation 15 of LODR, 2015 Regulation 23(9) is not applicable to the Company as Company’s paid up share capital and net worth does exceed threshold limit.
 - ii. Non Compliance of Regulation 34 of SEBI LODR, 2015 for delayed submission of Annual Report: The Company has paid the fine of Rs. 96,760/- to the BSE for late submission of Annual Report
 - iii. Non Compliance of Shareholding Pattern Regulation 33 of SEBI LODR, 2015 within prescribed period: The Company has paid the fine of Rs. 35400/-
 - iv. Non Compliance of Regulation 19(1)/ 19(2) of SEBI LODR, 2015 with the constitution of nomination and remuneration committee- As per Regulation 15 of LODR, 2015 Regulation 19(1) and (2) is not applicable to the Company as Company’s paid up share capital and net worth does exceed threshold limit.
 - v. Non Compliance of Regulation 44 of SEBI LODR, 2015 non filing of Scrutinizer Report- The Company has paid the fine of Rs. 10,000/-

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 and no amount on account of principal or interest on public deposits was outstanding as on March 31, 2022.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary/joint venture/ associate. Accordingly, there were no companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year.

CORPORATE GOVERNANCE

Corporate Governance essentially involves balancing the interests of a Company's stakeholders. Corporate Governance practices of our Company are a reflection of our values, policies and relationship with our stakeholders. As per Regulation 15 of LODR, 2015, Regulation 27 and para C, D and E of Schedule V of the Regulation is not applicable. Your Company has complied with the mandatory requirements stipulated under Regulation 34(3) of the Listing Regulations.

PARTICULARS OF EMPLOYEES

There are 6 employees in Company no one of the employee drawing remuneration in excess of limits prescribed under section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Remuneration Managerial Personnel) Rules, 2014.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013.

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 and the Rules there under.

During the Financial Year 2021-22 company has not received any complaints regarding sexual harassment at workplace.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS

There are no significant material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations

LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

A. Details of investments made by the Company as on March 31, 2022

Investments in Partnership Firm (details are as below mentioned)

Name of The Company	Amount (Rs) as at March 31, 2022
Rajyog Enterprise-Capital	27,000/-
Rajyog Realtors- Capital	37,500/-
Rajyog Construction - Capital	2,200/-
Rajyog Enterprises- Loans & Advances	4,97,28,893.08/-
Rajyog Realtors - Loans & advances	7,53,28,186.96/-
Rajyog Construction - Loans & Advance	3,54,033.40/-

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. The Company has formulated a Policy on Related Party transactions. This policy as approved by the Board is uploaded on the Company's website - <http://www.stcl.co.in/>

The report of the Board in respect of the particulars of contracts or arrangements with related parties referred to sub-section (1) of section 188 in Form AOC-2 is annexed to this report.

The details of the related party transactions as required under Accounting Standards – 18 are set out in Notes to accounts to the standalone financial statements forming part of this Annual Report.

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

A. Conservation of energy and technology absorption

The operation of the company, being financial services related, requires normal consumption of electricity. The company is taking every necessary step for reducing consumption of energy.

B. Foreign Exchange Earnings and Outgo:

There was no foreign exchange outgo for the year ended as on March 31, 2022.

CORPORATE SOCIAL RESPONSIBILITY

The company does not fall under the categories of companies required to constitute the Corporate Social Responsibility (CSR) Committee as per Sec 135 of the Companies Act, 2013. Therefore, the Company has neither constituted CSR Committee nor has it developed or implemented any Policy on Corporate Social Responsibility.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and the Listing Regulations. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them.

The policy is uploaded on website of the company - <http://www.stcl.co.in/>

RISK MANAGEMENT

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the