

38TH 2021-22



THIRTY EIGHTH ANNUAL REPORT 2021-22

BOARD OF 1. Mr. Shirish Jaltare - Whole-time Director

DIRECTORS

2. Mrs. Leela Kalyani
3. Mr. Suresh Kejriwal
4. Mr. Prakash Kumar Gadia
5. Mr. Vivek Chibba
- Director
- Director

6. Mr. Sunil Khandelwal - Chief Financial Officer
7. Mr. Deepak Meena - Company Secretary

AUDITORS M/s Mahendra Badjatya and Company

Chartered Accountants,

Indore

SECRETARIAL CS Varun Bhomia

AUDITORS Practicing Company Secretary

Indore

INTERNAL CA Mrinalini Biyani
AUDITORS Chartered Accountant

Indore

LISTING Bombay Stock Exchange Limited,

REGISTERED Plot No. 110,

OFFICE Sector-1, Industrial Area,

Pithampur, Dist. Dhār (M.P.)

CORPORATE Princes Business Sky Park, Block No 412,

OFFICE Scheme No 54 PU-3, Commercial, Opposite Orbit Mall,

A.B. Road Indore 452010 MP IN

BANKERS ICICI Bank

Malav Parisar, A. B. Road, Branch,

Indore, (M.P.)

NOTICE OF 38th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY, 28TH DAY OF SEPTEMBER, 2022 AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 110, INDUSTRIAL AREA, SECTOR-I, PITHAMPUR- 454775, DIST. DHAR, (M.P.) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. ADOPTION AND APPROVAL OF ACCOUNTS:

To receive, consider and adopt the Audited Financial Statement (including the Consolidated financial Statements) of the Company for the year ended 31st March, 2022 together with the Reports of the Directors and Auditors thereon and if thought fit, pass the following resolution with or without modification(s) as an Ordinary Resolution:

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2022 together with the directors' report and the auditors' report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted.

RESOLVED THAT the Audited Consolidated Financial Statement of the Company for the year ended 31st March, 2022 together with the auditors' report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MR. SHIRISH JALTARE (DIN: 00070935) WHO RETIRES BY ROTATION AND BEING ELIGIBLE. OFFERS HIMSELF FOR RE-ELECTION:

To appoint **Mr. Shirish Jaltare (DIN: 00070935)**, Director of the Company, who retires by rotation and being eligible offers himself for reappointment, in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and pursuant to Section 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, and Subject to approval of the Shareholders at ensuing Annual General Meeting, Mr. Shirish Jaltare (DIN: 00070935), who retires by rotation from the Board of Directors and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and whose office shall be liable to be retire by rotation."

3. TO RE-APPOINT M/S. MAHENDRA BADJATYA & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION:

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Mahendra Badjatya & Co., Chartered Accountants, having firm registration No. 001457C be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

By order of the Board of Directors

Sd/Place: Indore (M.P.)
Date: 03.09.2022

Company Secretary

NOTES:

- **1.** A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company.
- 2. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- **3.** The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022 (Both days inclusive).
- **4.** Members/Proxies should bring the Attendance slip duly filled in for attending the meeting. For shares held in dematerialized form, the DP ID and Client ID numbers should be indicated in the Attendance Slip.
- 5. As per Circular No. MRD/DOP/CIR-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number (PAN) for Participating in securities market. Therefore, Members holding shares in demat form are requested to submit PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Ankit Consultancy Private Limited.
- **6.** Members are requested to:
 - a. Quote their folio number(s) in all correspondence with the Company.
 - b. For shares held in physical form, any change in address/other details may be intimated to the Company/Share Transfer Agent by quoting the Folio Number(s). For shares held in demat form, change in address/other details may be intimated directly to the Members' DP.
- 7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of their Folios.
- 8. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same by submitting duly filled-in 'E-Communication Registration Form' attached at the end of this report, with M/s. Ankit Consultancy Private Limited / Investors Service Department of the Company. The Members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only. Even after registering for E-Communication the Shareholders of the Company are entitled to receive such communication in physical form, upon request.
- 9. The voting period begins on September 25, 2022 at 9.00 A.M. and ends on September 27, 2022 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

10. Reappointment of Director:

- i) **Mr. Shirish Jaltare (DIN: 00070935)** Director of the company, who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.
- **11.** All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays and holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and will also be available for inspection at the meeting.
- **12.** Shareholders seeking any information with regards to accounts requested to write to the Company at the earliest so as to enable the management to keep the information ready.

By order of the Board of Directors

Sd/-Deepak Meena Company Secretary

Place: Indore (M.P.) Date: 03.09.2022

INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING

CDSL e-Voting System - For Remote e-voting and e-voting during AGM

- 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.silveroakindia.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- **Step 1**: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- **Step 2**: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on September 25, 2022 at 9.00 A.M. and ends on September 27, 2022 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- **Step 1**: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	 Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com/myeasi/Registration/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service
Individual Shareholders holding securities in demat mode with NSDL Depository	Providers. 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding			
	shares in Demat.			
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department			
	(Applicable for both demat shareholders as well as physical shareholders)			
	Shareholders who have not updated their PAN with the			
	Company/Depository Participant are requested to use the sequence			
	number sent by Company/RTA or contact Company/RTA.			
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as			
Bank Details	recorded in your demat account or in the company records in order to login.			
OR Date of	If both the details are not recorded with the depository or company,			
Birth (DOB)	please enter the member id / folio number in the Dividend Bank details			
	field.			

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board
 Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized
 signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;
 silveroak.indore@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to silveroak.indore@gmail.com and operation@ankitonline.com
- 2. For Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
 - If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33
- (xviii) Mr. Varun Bhomia (Membership No. FCS 9144), Practicing Company Secretary, Indore has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- (xix) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.
- (xx) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2022 subject to receipt of the requisite number of votes in favour of the Resolutions.

DIRECTORS' REPORT

To, **Dear Members**,

The Directors present the 38th Annual Report of **SILVER OAK (INDIA) LIMITED** along with the audited financial statements for the financial year ended March 31, 2022. The consolidated performance of the Company has been referred to wherever required.

1. Financial results

a) Standalone figures:

Particulars	2021-22	2020-21
Fai ticulai s	(Rs. in Thousands)	
Sales and other Income	202.78	69.01
Profit/(Loss) before Depreciation	(7584.35)	(7154.96)
Interest	5794.30	6297.09
Depreciation	666.53	685.29
Profit/(Loss) before Tax	(14045.18)	(14137.34)
Less: Exceptional Item	1947.96	19538.87
Less: Provision for Tax	-	4440.72
Net Profit/(loss) for the year	(12097.23)	960.81
Profit/(Loss) brought forward from previous year	(80074.79)	(81035.60)
Balance carried to Balance Sheet	(92172.02)	(80074.79)

b) Consolidated figures:

Particulars	2021-22	2020-21
Particulars	(Rs. in Thousands)	
Sales and other Income	11325.47	29034.64
Profit/(Loss) before Depreciation	(4865.13)	(1331.51)
Interest	5907.05	6508.90
Depreciation	1865.30	1901.13
Profit/(Loss) before Tax	(10689.53)	9797.33
Less: Provision for Tax	301.84	4806.74
Net Profit/(loss) for the year	(10991.37)	4990.59

2. Dividend

The Company has incurred a Net loss of Rs. 12097.23 Thousands during the financial year 2021-2022 and further in view of the future expansion plan and other business activities your directors have decided not to recommend any dividend for the year ended 31st March, 2022.

3. Going Concern Status

During the year under review, there were no significant or material orders passed by any regulators or court or tribunal, which can impact the going concern status of the company and /or its future operations.

4. Share Capital

The paid up equity share capital of the Company as on 31st March, 2022 stood at Rs. 3,79,02,000/- (Three Crore Seventy Nine Lac Two Thousand Only). During the year under review, the Company has neither issued shares with differential voting rights nor granted any