



SVC INDUSTRIES LIMITED

(Formerly known as SVC Superchem Ltd.)

ANNUAL REPORT 2018-2019

SVC INDUSTRIES LIMITED

Corporate Information

BOARD OF DIRECTORS :

Mr. Suresh V. Chaturvedi, Promoter Director
(DIN-00577689)

Mr. I.G. Mehrotra, Non – Executive & Independent Director
(DIN – 00579544)

Dr. P.P. Shastri, Non-Executive & Independent Director
(DIN- 02199254)

Mr. Jaffar Imam, Non- Executive & Independent Director
(DIN- 00579549)

Mr. G.S. Dahotre, Non-Executive & Independent Director
(DIN -00009789)

Ms. Abha Ravi, Non-Executive Director
(DIN- 07127554)

BOARD COMMITTEES :

AUDIT COMMITTEE

Mr. G.S. Dahotre - Chairman

Dr. P.P. Shastri - Member

Mr. I.G. Mehrotra - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE :

Mr. Suresh V. Chaturvedi - Chairman

Mr. Jaffar Imam - Member

Mr. G.S. Dahotre - Member

NOMINATION AND REMUNERATION COMMITTEE :

Mr. G.S. Dahotre - Chairman

Mr. Jaffar Imam - Member

Mr. I.G. Mehrotra - Member

CHIEF FINANCIAL OFFICER :

Mr. Sanjay Agarwal

COMPANY SECRETARY

:

Mohd. Faiyaz Mansuri (up to 14.07.2019)

STATUTORY AUDITORS :

M/s. Chaturvedi SK & Fellows

Chartered Accountants

402, Dev Plaza, S.V. Road, Andheri West,
Mumbai - 400 058

REGISTERED OFFICE:

301-A, Shubham Centre-1, 3rd Floor,
491, Cardinal Gracious Road,
Andheri (East), Mumbai - 400 099.

SITE :

Chhata Barsana Road, Chhata,
Dist. - Mathura,
Uttar Pradesh - 281 401.

REGISTRAR AND TRANSFER AGENT :

Sharex Dynamic India Pvt. Ltd.

Branch Off: C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai-400083.

Phone:(022) 28515606, 28515644

Email:sharexindia@vsnl.com

Website: www.sharexindia.com

LISTING OF EQUITY SHARES :

BSE Limited,

Phiroze Jeejeebhoy Tower,
Mumbai - 400 001.

BSE STOCK CODE - 524488

INVESTOR EMAIL ID :

svcindustriesltd@gmail.com

CORPORATE IDENTITY NUMBER :

L15100MH1989PLC053232

SECRETARIAL AUDITOR

Ranjeet Kumar Sharma & Associates

WEBSITE :

www.svcindustriesltd.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of **SVC Industries Limited (formerly known as SVC Superchem Limited)** will be held on Monday, 23rd September 2019 at 11:30 a.m. at Indian Merchants' Chamber, Walchand Hirachand Hall, 4th Floor, LNM IMC Building, Churchgate, Mumbai- 400 020 to transact the following business: -

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Statements of Accounts Standalone & Consolidated for the financial year ended on 31st March, 2019 and the Balance Sheet as at that date and the Auditor's Report thereon along with the Report of the Board of Directors.
2. To appoint a Director in place of Mr. Suresh Chaturvedi (DIN 00577689), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS: -

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

"RESOLVED THAT pursuant to the provision of section 149, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Dr. P.P. Shastri (holding DIN 02199254), Director of the Company who was appointed as an Independent Director who holds office of Independent Director till 31st March, 2019 and being eligible, and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and as approved by the Board of Directors in its Board Meeting proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years consecutive years on the Board of the Company up to 31st March, 2024."

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

"RESOLVED THAT pursuant to the provision of section 149, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. I G Mehrotra (holding DIN 00579544), Director of the Company who was appointed as an Independent Director who holds office of Independent Director till 31st March, 2019 and being eligible, and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and as approved by the Board of Directors in its -

Board Meeting proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years consecutive years on the Board of the Company up to 31st March, 2024."

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

"RESOLVED THAT pursuant to the provision of section 149, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. G S Dahotre (holding DIN 00009789), Director of the Company who was appointed as an Independent Director who holds office of Independent Director till 31st March, 2019 and being eligible, and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and as approved by the Board of Directors in its Board Meeting proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years consecutive years on the Board of the Company up to 31st March, 2024."

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

"RESOLVED THAT pursuant to the provision of section 149, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Jaffar Imam (holding DIN 00579549), Director of the Company who was appointed as an Independent Director who holds office of Independent Director till 31st March, 2019 and being eligible, and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and as approved by the Board of Directors in its Board Meeting proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years consecutive years on the Board of the Company up to 31st March, 2024."

7. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) and re-enactment thereof for the time being in force) and subject to such approvals, permission and sanctions, as may be required, and subject to the approval of the Central Government, wherever

required and such other approvals as may be necessary, and the provisions of Articles of Association of the company and as agreed by the Board of Directors (hereinafter referred to as the 'Board', which term shall unless repugnant to the context and meaning thereof, be deemed to include any committee thereof, and any person authorised by Board on this behalf), approval of the members be and is hereby accorded to appoint Mr. Sanjay Agrawal, Chief Financial Officer of the Company as Manager of the Company, giving him an additional designation of Manager for a period of three years w.e.f 20th March, 2019, to perform the duties required to be performed by a Key Managerial Personnel on the terms and conditions set out in the Statement annexed to the Notice convening this meeting, with the authority to Directors to alter and vary or alter such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Sanjay Agarwal."

By Order of the Board of Directors
For **SVC Industries Limited**

Suresh V. Chaturvedi
Director

Place: Mumbai
Date: 7th August, 2019

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 17th September 2019 to 23rd September 2019 (both days inclusive).
5. 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 Sundays between 09.00 a.m. and 5.00 p.m. upto the date of the Annual General Meeting.
6. The Members/ Proxies are requested to bring their attendance slip duly filled along with the copy of Annual Report to the Meeting.
7. Members are requested to notify to the Company any change in their addresses specifying full address in block letters with pin code of the post office and their Folio No. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the 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 can submit their PAN details to the Company.
9. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
10. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. Members who hold the shares in dematerialized form are requested to write their client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
12. 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.
13. As part of the Green Initiative circulars issued by the Ministry of Corporate Affairs, the Notice and Annual Report of the Company are being sent to the shareholders on their respective mail addresses. However, shareholders requiring a physical copy of the Annual Report may write to the Company at its registered office at 301, 3rd Floor, Shubham Centre-1, 491, Cardinal Gracias Road, Andheri (East), Mumbai - 400099.
14. Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.svcindustriesltd.com for their download. The physical copies of the aforesaid documents will also be available at the

Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: svcindustriesttd@gmail.com

16. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting (AGM) by electronic means 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 Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the AGM 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.

III. 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.

(I) The voting period begins on Friday, 20th September, 2019 (11.00 a.m.) and ends on Sunday, 22nd September, 2019 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders / Members

(iv) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat - shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
17. 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.
18. Ranjeet Kumar & Associates, a practising Company Secretary (Certificate of Practice 13241) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. 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.
20. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and 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.
21. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.svcindustriesltd.com and on the website of CDSL i.e. www.cdslindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Saturdays and Sundays up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors
For **SVC Industries Limited**

Suresh V. Chaturvedi
Director

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, set out the material facts relating to the business mentioned in the accompanying notice dated 7th August 2019

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Re-appointment by Rotation of Mr. Suresh V. Chaturvedi (Item No. 2

| | |
|--|---|
| Name of the Director | Mr. Suresh V. Chaturvedi |
| Qualification | B.Com |
| Date of Appointment | 29th August, 1989 |
| Profile and expertise | Mr.Suresh V. Chaturvedi aged about 62 years is a non-executive director. He has over 40 years of rich experience in setting up of projects in sectors of Power Generation, Water, Sugar, Road & Infrastructure. |
| Directorship held in other companies | Chaturvedi Engineering and Trading Pvt. Ltd SVC Growth Funds Private Limited Krishna Advisors Pvt. Ltd. |
| Committee position held in other companies | Nil |
| Shareholding (No. of equity shares) | 41,92,000 |

Re-appointment of Independent Director Dr.P.P Shastri (Item No. 3)

Dr. P.P. Shastri is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company as a Nominee of UTI on 23rd April, 2008. His nomination was withdrawn by UTI effective 9th November, 2011. Thereafter Dr. P.P. Shastri was inducted as the Additional Director on the Board and approved by the shareholders at the 21st Annual General Meeting held on 28th September, 2012. Dr. P. P. Shastri is also member of Audit Committee of the Board.

He is a M.A. (Economics) with Industrial and Labour Economics Specialization (from Andhra University, 1968-70. Secured 4th Rank in M.A. Economics at the Andhra University Post-graduate Centre, Certificate in Research Methodology Course (conducted by the Indian Council of Social Science Research at Loyola College of Social Sciences, Thiruvananthapuram, May-July 1972), Postgraduate Diploma in Population Studies (From David Owen Centre for Population Studies, Cardiff, U.K., during 1978-79) and Ph.D. awarded by the International Institute for Population Sciences, Bombay at the convocation held on May 6, 2000 for the thesis "Modernization and Fertility in Maharashtra and Uttar Pradesh".

Dr. P.P. Shastri is also director in Velagapudi Steel Limited, NCR Limited and Unimers India Limited. He is also a member of Advisory Committee of SNTD Women's University as nominee of SUUTI Endorsement. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended re-appointment of Dr. P.P. Shastri as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board bases on the performance evaluation of Independent Directors as per the recommendations of the Nomination and Remuneration Committee, considers that given this background and experience and contributions made by him during his tenure, the continued association of Dr. P.P. Shastri would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Dr. P.P. Shastri as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent Director of the Company shall meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Dr. P.P. Shastri is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Directors.

The Company has also received declarations from Dr. P.P. Shastri that they meet with the criteria of independence as prescribed both -

under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Dr. P.P. Shastri fulfil the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations.

Details of Directors whose re-appointment as Independent Directors is proposed at Item No. 3 is provided pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Dr. P.P. Shastri setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Dr. P.P. Shastri is interested in the resolutions set out respectively at item No. 3 to Notice with regard to his re-appointment. The relatives of Dr. P. P. Shastri may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item No. 3 of the Notice for approval by the members.

Re-appointment of Independent Director Mr. I.G. Mehrotra (Item No. 4)

Mr. I.G. Mehrotra is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 6th November, 2000. Mr. I.G. Mehrotra is also a member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

He is M.Com from Allahabad University. He has more than 4 decades of experience in administrative, Managerial, Marketing, underwriting, investments and managing portfolio of LIC of India. He retired from Life Insurance Corporation of India Limited. Mr. I.G. Mehrotra is also director in West End Investment and Finance Consultancy Private Limited.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended re-appointment of Mr. I.G. Mehrotra as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board bases on the performance evaluation of Independent Directors as per the recommendations of the Nomination and Remuneration Committee, considers that given this background and experience and contributions made by him during his tenure, the continued association of Mr. I.G. Mehrotra would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. I.G. Mehrotra as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent Director of the Company shall meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Mr. I.G. Mehrotra is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Directors.

The Company has also received declarations from Mr. I.G. Mehrotra that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. I.G. Mehrotra fulfil the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations.

Details of Directors whose re-appointment as Independent Directors is proposed at Item No. 4 is provided pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. I.G. Mehrotra setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. I.G. Mehrotra is interested in the resolutions set out respectively at item No. 4 to Notice with regard to his re-appointment. The relatives of Mr. I.G. Mehrotra may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item Nos. 4 of the Notice for approval by the members.

Re-appointment of Independent Director Mr. G.S. Dahotre (Item No. 5)

Mr. G.S. Dahotre is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 20th August, 1998. Mr. G.S. Dahotre is also a Chairman of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

He is a Graduate from Pune University and Certified Associate of Indian Institute of Bankers (CAIIB). A Veteran Banker with a distinguished career in banking spanning over three decades. He retired as the Chairman and Managing Director of Bank of India and was also the Chairman of Dena Bank. Mr. G.S. Dahotre is not a director in any other company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended re-appointment of Mr. G.S. Dahotre as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board bases on the performance evaluation of Independent Directors as per the recommendations of the Nomination and Remuneration Committee, considers that given this background and experience and contributions made by him during his tenure, the continued -

association of Mr. G.S. Dahotre would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. G.S. Dahotre as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and the provisions of the securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent Director of the Company shall meet the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Mr. G.S. Dahotre is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Directors.

The Company has also received declarations from Mr. G.S. Dahotre that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. G.S. Dahotre fulfil the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations.

Details of Directors whose re-appointment as Independent Directors is proposed at Item No. 5 is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. G.S. Dahotre setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. G.S. Dahotre is interested in the resolutions set out respectively at item No. 5 to Notice with regard to their respective re-appointments. The relatives of Mr. G.S. Dahotre may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item Nos. 5 of the Notice for approval by the members.

Re-appointment of Independent Director Mr. Jaffar Imam (Item No. 6)

Mr. Jaffar Imam is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 28th September 2015. Mr. Jaffar Imam is also a member of Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Jaffar Imam is a Master in Social Science, specializing in Human Relations and Industrial Communications. Mr. Jaffar Imam has -

occupied senior executive positions in national and multinational firms and on the board of several companies. Extensively travelled, his professional roots are deeply entrenched in the corporate world. An industrial consultant by profession, he has a passion for Urdu and English literature, besides a keen interest in art and poetry. A person deeply influenced by Sufism, he hails from the ruling family of Kamadhia, an erstwhile state in Gujarat and is a scion of H.H. Nawab Mir. Jaffar Ali Khan of Surat. "MirzaGhalib and The Mirs of Gujarat" are the books written by him.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended re-appointment of Mr. Jaffar Imam as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board bases on the performance evaluation of Independent Directors as per the recommendations of the Nomination and Remuneration Committee, considers that given this background and experience and contributions made by him during his tenure, the continued association of Mr. Jaffar Imam would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Jaffar Imamas Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and the provisions of the securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent Director of the Company shall meet the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Mr. Jaffar Imam is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Directors.

The Company has also received declarations from Mr. Jaffar Imam that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Jaffar Imam fulfil the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations.

Details of Directors whose re-appointment as Independent Directors is proposed at Item No. 6is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. Jaffar Imam setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Jaffar Imam is interested in the resolutions set out respectively at item No. 5 to Notice with regard to his re-appointment. The relatives of Mr. Jaffar Imam may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key -

Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item Nos. 6 of the Notice for approval by the members.

Appointment of Mr. Sanjay Agrawal as the Manager (Item No. 7)

Mr. Sanjay Agrawal is at present the Chief Financial Officer of the Company w.e.f 29th May, 2014. The Board of Directors at its meeting held on 20th March 2019 at the recommendation made by the Nomination and Remuneration Committee approved the proposal for appointing his with the additional designation of Manager of the Company w.e.f 20th March, 2019 at no additional remuneration.

Mr Sanjay Agrawal is a graduate in Bachelor of Commerce and Bachelor of Laws. He has also complete his Master of Business Administration. He is associated with the Company since 1997. And he has work experience of more than 25 years in the field of Accounts, Taxation, Finance and Legal and Companies.

In terms of the provisions of Companies Act, 2013, consent of shareholders is required for Appointment of Mr. Sanjay Agrawal as Manager of the Company. The Board hereby recommend his appointment as the Manager of the Company for the approval of the members as an Ordinary Resolution.

The terms set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions of appointment and remuneration in terms of Section 196, 197 and 203 of Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members for their approval.

Mr. Sanjay Agarwal is interested in the Resolution set out at Item No. 7 of the Notice with regard to his appointment as Manager. The relatives of Mr. Sanjay Agarwal may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors present the 28th Annual Report together with the Audited Statements of Accounts of the Company for the financial year ended 31st March, 2019.

FINANCIAL RESULTS:

| (Rs. in Lacs) | | |
|---|-----------|-----------|
| Particulars | 2018-19 | 2017-18 |
| Revenue from Operations | 4.50 | NIL |
| Other Income | 187.94 | 85.94 |
| Total Income | 192.44 | 85.94 |
| Expenditure | (600.14) | (114.85) |
| Loss due to Assets Discarded | (3407.58) | Nil |
| Profit / Loss Before Tax | (3815.28) | (28.91) |
| Other Comprehensive Income | Nil | (1012.85) |
| Total Comprehensive Income (Net of Tax) | (3815.28) | (1041.76) |

PROJECT:

Company's Plant under construction has been under shut down since September, 2000 and with the passage of time and in the absence of any operation since then, the corrosion is taking place in the Plant due to climatic and cyclonic conditions in the area. During the previous year, provision of Ind AS became applicable to the Company and thus the Company has decided to adopt for fair valuation of Property, Plant & Equipments as at 01.04.2016. On the basis of valuation from reputed valuer the plant and equipments under construction of the Company were fair valued and a loss of Rs. 688.07 crore was provided on transition to Ind AS in the year 2017-2018.

Further in the last year the Company has approached various agencies for advice to utilise the plant under construction for alternative uses however Technical Advisor has given health assessment report of the plant and has categorically stated that if the Company tries to repair the equipment after some inspections, it will not be possible to guarantee overall safety & reliability of high pressure equipment for hazardous plant operation. He stated that it is not considered safe to operate the equipment in Company's plants & offsite facilities at this stage and concluded that Company's plant and equipments under construction are not considered fit for operation and hence should be discarded. Accordingly company has discarded / disposed off the plant during the year.

DIVIDEND:

Your Directors have not recommended any dividend on equity shares for the year as there is no profit in the year.

STATE OF COMPANY'S AFFAIRS:

The Strategic Investor of the Company has received a proposal for setting up of Mega Food Park as provided under the Mega Food -

Park Scheme Guidelines issued by Ministry of Food Processing Industries, Government of India. Strategic Investor of the Company has received "Final" approval on dated 28.01.2019 of the competent Authority for establishment of Mega Food Park at Village Bhadawal, Chhatta, Chhatta-Barsana Road, District Mathura, Uttar Pradesh. The primary object these guidelines is to provide modern infrastructure facilities for the food processing along the value chain from the farm to the market. It will include creation of the processing infrastructure near the farm, transportation, logistic and centralized processing centers. This scheme aims to facilitate the establishment of a strong food processing industry backed by an efficient supply chain, which include collection centers, primary processing centers and cold chain infrastructure. The food processing units, under the scheme, would be located at a Central Processing Centre with need based common infrastructure required for processing, packaging, environmental protection systems, quality control labs, etc. The Food Park to be completed within 30 months from the date of final approval by MOFPI (Ministry of Food Processing Industry)

For the purpose of entering into new venture of Mega Food Park, the Company has taken approval of the shareholders vide postal ballot on 22nd February, 2018 to sale, lease, transfer its PTA plant, as it has not been in operation since Sept' 2000 due to various reasons beyond its control and has also changes its object clause vide postal ballot on 22nd February, 2018. Company is in the process of utilizing its infrastructure for some new Industry as advised by international consultants EY.

Company has granted a 76 years lease of its investment properties to its associate company Nandvan Mega Food Park Pvt Limited, a Government approved project for Mega Food Park. The lease rent is payable from third year onwards with 5% increment periodically. Token lease rent of Rs 18 lakh for 1st year commencing from January, 2019 and Rs 35 lakh for the 2nd year is receivable.

ORDER RECEIVED FROM BSE

The Company has received letter from SEBI dated 7th August, 2017, SEBI vide its letter bearing no. SEBI / HO/ ISD/ OW/ P/ 2017/ 18183 as forwarded a list of 331 shell companies as identified by Ministry of Corporate Affairs and has directed the Exchanges to identify the companies listed on their trading platform and to initiate some measures. Where trading in all such listed securities shall be placed in Stage VI of the Graded Surveillance Measure (GSM) with immediate effect. Therefore, as per the provisions of GSM framework, the securities were not be available for trading from 9th August, 2017. Trading in these securities are permitted only on first Monday of the month.

The Company had filed an application/representation dated August 17th, 2017 with BSE to remove the name of the Company from the list of suspected shell companies and from Graded Surveillance Measures Stage VI and BSE vide its order dated 8th of March, 2018, had rejected the application/representation of Company.

Thereafter, Company had filed an appeal to SEBI Appellate Tribunal (SAT) against the order of BSE dated 8th of March, 2018, and on 27th May, 2019 SAT has given its order in favor of the Company. SAT has stated that the approach adopted by SEBI as well as BSE is totally erroneous and that the impugned order passed by the BSE cannot be sustained and is quashed. It further directed SEBI and BSE not to place the Company in the category of a shell Company or place it in GSM Stage VI. The shares of the Company are traded under listed category.