

SANMIT INFRALIMITED
CIN: L70109MH2000PLC288648

Registered Office:
601, Makhija Royale, 6th Floor, S.V. Road, Khar (W) Mumbai City Mh 400052 IN.

21st ANNUAL REPORT
2020-2021

CORPORATE INFORMATION BOARD OF DIRECTORS

Mr. Sanjay K. Makhija	Managing Director
Mrs. Meena Jayesh Bhate	Non-Executive, Independent Director
Mr. Sanjay Vishindas Nasta	Non-Executive, Independent Director
Mr. Mohan Rathod	Non-Executive, Independent Director
Mr. Haresh K. Makhija	Whole-time Director
Mr. Kamal K. Makhija	Whole-time Director
Mr. Dinesh K. Makhija	Whole-time Director & CFO
Ms. Jyoti Asawa	Company Secretary & Compliance Officer

BANKERS
INDUSIND BANK**AUDITORS**
M/S. PAMS & ASSOCIATES CHARTERED ACCOUNTANTS

REGISTERED OFFICE:
601, MAKHIJA ROYALE, 6TH FLOOR S.V. ROAD, KHAR (W), MUMBAI-400052.
[Email:Sanmitinfra@gmail.com](mailto:Sanmitinfra@gmail.com) [Website:www.sanmitinfra ltd.com](http://www.sanmitinfra ltd.com)

LISTING
BOMBAY STOCK EXCHANGE LIMITED

REGISTRAR & SHARE TRANSFER AGENT
PURVA SHAREGISTRY INDIA PVT LTD, NO.9, SHIV SHAKTI INDUSTRIAL ESTATE,
GROUND FLOOR, J.R BORICHA MARG, OPP. KASTURBA HOSPITAL,
LOWER PAREL (W), MUMBAI - 400 011.

CONTENTS

Sr. No	Contents	Page No.
1.	Notice of Meeting	1-20
2.	Directors' Report	21-30
3.	Management Discussion and Analysis	31-33
4.	Secretarial Audit Report	34-39
5.	Extract of Annual Report (MGT-9)	40-48
6.	Corporate Governance Report	49-62
7.	Auditor's Report	63-74
8.	Balance Sheet	75
9.	Profit and Loss Accounts	76
10.	Cash Flow Statement	77-78
11.	Notes Forming part of Financial Statement & Schedule to Financial Statement	79-94

NOTICE

NOTICE is hereby given that the **21st Annual General Meeting** of the members of **Sanmit Infra Limited** will be held on Tuesday, August 24, 2021 at 02:00 pm IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare the final dividend of Rs. 0.35 paisa per share for the financial year ended March 31, 2021.

SPECIAL BUSINESS

3. **INCREASE THE AUTHORISED CAPITAL OF THE COMPANY:**

To increase the authorised capital of the Company; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 11,00,00,000 (Rs. Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) equity shares of Rs. 10 each/- (Rs. Ten Only) each to Rs. 16,00,00,000 (Rs. Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) equity shares of Rs. 10 each/- (Rs. Ten Only) each, ranking pari-passu in all respect with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT Mr. Sanjay K Makhija (DIN:00586770) – Managing Director and Mr. Kamal K Makhija (DIN:00586617)- Whole-time Director be and are hereby authorized jointly and severally to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution."

4. **ALTERATION IN THE CLAUSE NO. V of THE MEMORANDUM OF ASSOCIATION.**

To alter the clause no. v of the memorandum of association of the Company; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent

of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The authorized share capital of the Company is Rs. 16,00,00,000 (Rs. Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) equity shares of Rs. 10 each/- each. The Company has power from time to time to increase or reduce its capital and to divide the shares in such capital for the time being into secured classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf.”

“**RESOLVED FURTHER** THAT Mr. Sanjay K Makhija (DIN:00586770) – Managing Director and Mr. Kamal K Makhija (DIN:00586617)- Whole-time Director be and are hereby authorized jointly and severally to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution.”

5. **CONVERSION OF LOAN INTO EQUITY- PROMOTER GROUP**

To Consider The Conversion Of Loan Of The Promoter To The Company Into Equity Shares That Was Used For The Purpose Of Settlement Of Bank/Fi Loans if thought fit, to pass, the following resolution as a Special Resolution;

“**RESOLVED THAT** pursuant to section 39,42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded to utilize/convert the Loan(S)/Advances advanced to the Company on various dates and aggregating upto Rs. 4,52,64,843 as on 30/06/2021 by the promoter group, namely :

Sl. No.	Name	Amount of Loan advanced to the company as on 30.06.2021	Maximum amount to be utilized for subscription of 4828250 (75% of 4828250 @12.50 per warrant)- convertible warrants into equity shares
1	Hareesh Makhija	11316084	11316084
2	Kamal Makhija	11316112	11316112
3	Sanjay Makhija	11316581	11316581
4	Dinesh Makhija	11316066	11316066
Total			4,52,64,843

towards the subscription of 4828250 convertible warrants into equity shares allotted on 06/01/2021 to them at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), and subsequent amendments thereto, Companies Act, 2013 and rules framed thereunder.

“RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the promoter groups, in one or multiple tranches, towards the subscription of 4828250 convertible warrants into equity shares allotted on 06/01/2021 to them.”

“RESOLVED FURTHER THAT pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record the subscription money for conversion of warrants into equity shares to be utilized as loans aggregating of Rs. Upto 4,52,64,843 as on 30.06.2021 by the above promoters to the company on various occasions as mentioned in the Explanatory statement this notice and also deeded to be considered as the utilization of funds in accordance with the object for the issue of share capital of the company as on 28/09/2020 including issue of 4828250 convertible warrants into equity shares allotted on 06/01/2021 to them.”

“AND RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required .”

By Order of Board For Sanmit Infra Limited

Sanjay Makhija

Sd/-

(Managing Director)

DIN: 00586770

Place: Mumbai

Date : 27/07/2021

REGISTERED OFFICE:

601, MAKHIJA ROYALE, 6TH FLOOR
S.V. ROAD, KHAR (W),
Mumbai-400052.

Email:Sanmitinfra@gmail.com

Website:www.sanmitinfraltd.com

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 3 to 5 forms part of this Notice.
2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the 21st AGM of the Company is being held through VC/OAVM on Tuesday August 24, 2021 at 02:00 P.M The deemed venue for the AGM will be at 601, Makhija Royale, 6th Floor, S.V. Road, Khar (W) Mumbai City MH 400052.
3. Since the 21st AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Friday, August 20, 2021 at 10.00 AM IST and ends on Monday, August 23, 2021 at 5.00 PM IST. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Tuesday, August 17, 2021.
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. 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.

8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Tuesday, August 17, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) support@purvashare.com. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. CS Ramesh Mishra, Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Mishra & Associates, vide Board Resolution dated 30/06/2021 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
11. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.sanmitinfraltd.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.sanmitinfraltd.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Annual Report 2020-21, the Notice of the AGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants.

Members may also note that the Annual Report 2020-21 and the Notice convening the AGM are also available on the Company's website www.sanmitinfraltd.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) <https://helpdesk.evoting@cdslindia.com>.

- 15.** The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 16.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 17.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 18.** Pursuant to Section 91 of the Act The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 18, 2021 to Tuesday, August 24, 2021 (both days inclusive) for the purpose of AGM.
- 19.** The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on sanmitinfra@gmail.com.
- 20.** Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
- 21.** As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
- 22.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

- 23.** Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
- 24.** Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
- 25.** Subject to provision of Section 123 of the Act, the final dividend, as recommended by the Board of Directors, if declared and approved at the 21st AGM, will be paid within 30 days of the AGM:
- a) To those Members whose names appear on the Register of Members of the Company on Tuesday, August 17, 2021.
 - b) In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on Tuesday, August 17, 2021 as per the list of beneficiaries furnished by NSDL and Central Depository Services (India) Ltd. (CDSL), the Depositories, for this purpose.

The final dividend, once approved by the shareholders in the ensuing AGM will be paid electronically through various online transfer modes to those shareholders who have updated their bank account details. For shareholders who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent to their registered addresses once the postal facility is available. To avoid delay in receiving the dividend, shareholders are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Share Transfer Agent (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

- 26.** Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.