

# **SARUP INDUSTRIES LIMITED**

## **41<sup>ST</sup> ANNUAL REPORT AND ACCOUNTS 2019-20**

**CIN: L19113PB1979PLC004014**

**REGD OFF: - PLOT NO-141, LEATHER COMPLEX, JALANDHAR-144001, PUNJAB (INDIA)**

**OTHER OFFICE: - P.O. RAMDASPURA, JALANDHAR- 144003, PUNJAB (INDIA)**

**GO GREEN!**

**DEAR SHAREHOLDERS,**

**YOU ARE HEREBY REQUESTED TO FURNISH YOUR E-MAIL ADDRESS TO US BY SENDING AND E-MAIL ID TO [shareholders@bawastl.com](mailto:shareholders@bawastl.com) QUOTING YOUR FOLIO NUMBER/DEPOSITORY PARTICIPANT ID AND CLIENT ID OR REGISTER YOUR E-MAIL ADDRESS WITH YOUR RESPECTIVE DEPOSITORY PARTICIPANT.**

**THEREAFTER, THE E-MAIL ADDRESSES AVAILABLE IN OUR RECORDS OR WITH YOUR DEPOSITORY PARTICIPANT SHALL BE DEEMED TO BE YOUR REGISTERED E-MAIL ADDRESS FOR SERVING NOTICES/DOCUMENTS, ETC. INCLUDING THOSE COVERED UNDER THE COMPANIES ACT, 2013 (THE ACT). IN THE EVENT OF ANY CHANGE IN YOUR E-MAIL ADDRESS FOR RECEIVING FUTURE COMMUNICATION/DOCUMENTS, YOU ARE REQUESTED TO UPDATE THE SAME WITH US OR YOUR DEPOSITORY PARTICIPANT.**

**WE SINCERELY LOOK FORWARD TO YOUR SUPPORT IN THIS INITIATIVE.**

**INDEX**

<b><u>Contents</u></b>	<b><u>Page No.</u></b>
Corporate Information	4-4
Notice of Annual General Meeting and E-voting Instructions & Information	5-15
Director's Report	16-38
Management Discussion & Analysis Report	39-41
Report on Corporate Governance	42-52
Independent Auditors' Report	53-60
Balance Sheet	61-61
Profit & Loss Account	62-62
Cash Flow Statement	63-63
Notes to Financial Statements	64-80

**CORPORATE INFORMATION**

<p><b>BOARD OF DIRECTORS</b></p> <p>MR. SIMARJIT SINGH BAWA (MANAGING DIRECTOR)</p> <p>MR. ATAMJIT SINGH BAWA (DIRECTOR)</p> <p>MR.ASHWANI ARORA (DIRECTOR)</p> <p>Col . GURCHARAN SINGH (INDEPENDENT DIRECTOR)</p> <p>MR. GURENDRA SINGH BEDI (INDEPENDENT DIRECTOR)</p> <p>MS.HARNARINDER KAUR (INDEPENDENT DIRECTOR)</p> <p>MS.LISSY JACOB (DIRECTOR)</p> <p>MR. ROHIT RAJPAL (INDEPENDENT DIRECTOR)</p> <p>MR.SURINDER SINGH CHEEMA (INDEPENDENT DIRECTOR)</p> <p><b>COMPANY SECRETARY</b> MRS. MEGHA GANDHI</p> <p><b>CHEIF FINANCIAL OFFICER</b> MR. SAJAN</p>	<p><b>AUDITORS</b> M/S VSAP &amp; ASSOCIATES LANE NO-1 PATEL NAGAR, OPP OLD SABJI MANDI MAIN BANGA ROAD, PHAGWARA-144401</p> <p><b>LEGAL ADVISOR</b> V.K. SAREEN 7-NEW RAJENDRA NAGAR POLICE LINES ROAD, JALANDHAR</p> <p><b>SECRETARIAL AUDITOR</b> M/S DINESH GUPTA &amp; CO. COMPANY SECRETARIES , RAJ CHAMBERS, 5-6 HIND SAMACHAR STREET, JALANDHAR-144001</p> <p><b>INTERNAL AUDITOR</b> M/S SAJIV MANAV JAIN &amp; ASSOCIATES 177, SHAKTI NAGAR, JALANDHAR - 144002</p> <p><b>REGISTRAR &amp; TRANSFER AGENT</b> SKYLINE FINANCIAL SERVICES PVT LTD D-153 A, 1ST FLOOR, OKHLA INDUSTRIAL AREA PHASE – I, NEW DELHI- 110020</p>
<p><b>BANKERS</b> STATE BANK OF INDIA -SME BRANCH, JALANDHAR BRANCH, PUNJAB</p>	<p><b>REGISTERED OFFICE</b> PLOT NO-141, LEATHER COMPELEX JALANDHAR-144021, PUNJAB (INDIA)</p> <p><b>OTHER OFFICE FOR MAINTAINCE OF BOOKS OF ACCOUNTS OF THE COMPANY</b> P O RAMDASPURA, JALANDHAR 144003, PUNJAB (INDIA)</p> <p><b>PLANT LOCATIONS</b> (1) PLOT NO.141, LEATHER COMPLEX KAPURTHALA ROAD, JALANDHAR</p> <p>(2) UNIT NO V, VILL SHYAMPUR TAHLIWAL, UNA, (H.P.)</p>

## **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **41st (Forty First)** Annual General Meeting of the Members of Sarup Industries Limited will be held on **Monday, the 28th day of September, 2020 at 11:00 A.M** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following businesses:-

### **ORDINARY BUSINESS**

#### **Item No.1- Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, together with the Reports of the Directors and the Auditors thereon.

#### **Item No.2- Retire By Rotation**

To appoint a Director in place of **MR. ASHWANI ARORA (DIN: 01809365)** who retires by rotation and being eligible, offers himself for re-election.

### **SPECIAL BUSINESS**

#### **Item No.3- Appointment of Mr. ROHIT RAJPAL as Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") 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 Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **Mr. ROHIT RAJPAL (DIN: 08750443)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30<sup>th</sup> May, 2020 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 30th May,2020 to 29th May,2025."

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**Item No.4- Appointment of Col. GURCHARAN SINGH as Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) 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 Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **Col. GURCHARAN SINGH** (DIN: 02425153), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26<sup>th</sup> August, 2020 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 26<sup>th</sup> August, 2020 to 25<sup>th</sup> August , 2025.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**By Order of the Board of Directors  
For Sarup Industries Ltd**

**Simarjit Singh Bawa**  
**Managing Director**  
**Din: 00851651**

**Atamjit Singh Bawa**  
**Director**  
**Din:00807400**

**Place: Jalandhar**  
**Date: 31.08.2020**

**NOTES**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12th May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for forty first e-AGM shall be the other Office of the Company at P O Ramdaspora, Jalandhar-144003, Punjab.
3. 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 through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. 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.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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 <https://www.sarupindustries.com/>. 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with Skyline Financial Services Pvt Ltd at <http://www.skylinerta.com/>, [info@skylinerta.com](mailto:info@skylinerta.com).

9. Further, the Company had availed of services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
10. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY 2020 and Notice of Forty-First e-AGM, may temporarily get themselves registered with Skyline Financial Services Pvt Ltd at <http://www.skylinerta.com/>, [info@skylinerta.com](mailto:info@skylinerta.com) for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
11. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Tuesday, 22nd September 2020, such person may obtain the user id and password from Skyline by email request on [info@skylinerta.com](mailto:info@skylinerta.com).
12. The Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2020 to 28th September, 2020 (both days inclusive)
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. 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 e-AGM.
15. SEBI vide its notification dated 8th June 2018 as amended on 30th November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
16. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
17. Those Members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government, pursuant to Section 124 of the Companies Act, 2013 on the respective dates mentioned there against. Please note that as per Section 124 of the Companies Act, 2013, no claim shall lie against the Company or the aforesaid Fund in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date the dividend became due for payment and no payment shall be made in respect of such claims.

<b>Dividend for the Financial Year ended</b>	<b>Due date for Transfer</b>	<b>Dividend for the Financial Year ended</b>	<b>Due date for Transfer</b>
31.03.2013	28th October, 2020	31.03.2015	28th October, 2022
31.03.2014	28th October, 2021	31.03.2017	28th October, 2024



Shareholders are, therefore, requested to check up and send their claims, if any, for the relevant years from 2012-13 onwards before the respective amounts become due for transfer to the above fund.

18. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

19. Instructions for remote e-voting and joining the e-AGM are as follows:

**The Instructions for Members For Remote E-Voting Are As Under:-**

The remote e-voting period begins on Thursday 24th September 2020 at 10:00 A.M. and ends on Sunday, 27th September 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do to vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.