



Twenty Third Annual Report 2016-17

Senbo 

Senbo Industries Ltd.

ANNUAL REPORT

2016 - 2017

Contents

Notice of the Annual General Meeting	...	1
Attendance Form, Proxy Form & Route Map	...	6
Report of Board of Directors	...	9
Report on Corporate Governance	...	24
Auditors' Certificate on Corporate Governance	...	32
CEO/CFO Certification	...	33
Independent Auditors' Report	...	35
Annexure to the Independent Auditors' Report	...	37
Balance Sheet	...	40
Statement of Profit and Loss	...	40
Cash Flow Statement	...	42
Notes on Financial Statements	...	43

Corporate Profile

Board of Directors

Shri Kingshuk Sengupta	Director
Shri Bimal Kanti Choudhury	Director
Shri Harijiban Banerjee	Director
Dr. Shaibal Kumar Chakraborty	Director
Shri Pradip Kumar Chakravorty	Director
Shri Badal Modak	Director
Smt. Sanghamitra Sen	Director

Management Team

Chief Executive Officer

Shri Kajal Sengupta

Company Secretary

Shri Rahul Kumar Singh (resigned w.e.f. 08.01.2018)
Ms. Paulami Mukherjee (appointed w.e.f. 14.02.2018)
CIN No.: L24231WB1994PLC063778

Registered Office

87, Lenin Sarani, Kolkata 700 013
Phone : (033) 2217 8915/16, Fax : 033 2265 6485
Email : senboind@gmail.com
Website: www.senboindustries.co.in

Bankers

Axis Bank
State Bank of India

Auditors

M/S. Rajesh Chaturvedi & Associates

Chartered Accountants

643 A, New Alipore, "O" Block, Kolkata 700 053

Registrar & Share Transfer Agent

Niche Technologies Pvt. Ltd.

D511, Bagri Market,
71, B. R. B. B. Road, Kolkata 700 001

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of Senbo Industries Limited will be held on (Thursday), 22nd of March, 2018 at 10:00 A.M. at its factory premises at Sonarpur, Karbala, Station Road, Kolkata-700 103 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2017 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Harijiban Banerjee (DIN: 00627508), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Kingshuk Sengupta (DIN:00329102), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to Section 139 of Companies Act, 2013 and the Rules framed there under Kothari & Agrawal, Chartered Accountants, (Registration No.: 323424E), be and are hereby appointed as Auditors of the Company, for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the twenty eighth Annual General Meeting of the Company at such remuneration as may be mutually agreed upon by the directors of the company in consultation with the said auditor.”

Registered office

87, Lenin Sarani, Kolkata- 700 013
 Phone: 033-2264-1395, 2217-8915/16
 Email : senboind@gmail.com
 Website: www.senboindustries.co.in
CIN : L24231WB1994PLC063778

**By order of the Board of Directors
 For Senbo Industries Limited**

Date : 14.02.2018
 Place : Kolkata

(Paulami Mukherjee)
*Company Secretary and
 Compliance Officer*

Notes :

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under relevant clause of the SEBI (LODR) Regulations 2015 with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. 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.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. The Company has notified closure of Register of Members and Share Transfer Books from Friday, March 16, 2018 to Thursday, March 22, 2018 (both days inclusive).
7. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Niche Technologies Private Limited, for consolidation into a single folio.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. The Ministry of Corporate Affairs (MCA) has come out with a circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2014, propagating “Green Initiative” encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
11. Corporate Members intending to send their authorised representatives to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
12. **Route Map** : The Complete particulars of the venue of the meeting including route map and prominent land marks for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the company at www.senboindustries.co.in.

13. 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 amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered

at the 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 the 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. 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.

III. **The process and manner for remote e-voting are as under :**

- (i) The remote e-voting period commences on 19th March, 2018 (10:00 a.m.) and ends on 21st March, 2018 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th March, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above 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 i.e. <SENBO INDUSTRIES LIMITED> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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 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.

- (xix) 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
14. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at [<asit@aklabh.com>](mailto:asit@aklabh.com) with a copy marked to helpdesk.evoting@cdslindia.com on or before 21st March, 2018 upto 5:00 pm without which the vote shall not be treated as valid.
 15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th March, 2018.
 16. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 9th February, 2018.
 17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 15th March, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th March, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 19. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 20. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 15th March, 2018 are requested to send the written / email communication to the Company at senboind@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 21. Shri Asit Kumar Labh, Practicing Company Secretary, (Membership No.: A32891, Certificate of Practice Number : 14664) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.senboindustries.co.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange Limited and The Calcutta Stock Exchange Limited .

Registered office

87, Lenin Sarani, Kolkata- 700 013
 Phone: 033-2264-1395, 2217-8915/16
 Email : senboind@gmail.com
 Website: www.senboindustries.co.in
CIN : L24231WB1994PLC063778

(Paulami Mukherjee)
*Company Secretary and
 Compliance Officer*

Date : 14.02.2018
 Place : Kolkata

SENBO INDUSTRIES LIMITED

ATTENDANCE SLIP

(To be handed over at the entrance of the Hall)

23rd ANNUAL GENERAL MEETING

Thursday, 22nd March, 2018 at 10 A.M.

I/we hereby record my/our presence at the 23rd Annual General Meeting of the Company at its office Karbala, Sonarpur Station Road, Kolkata – 700103, on Thursday, March 22, 2018 at 10:00 A.M.

Full Name of the member (in BLOCK LETTERS) :

Folio No. DP ID No. Client ID No.....

Full Name of Proxy (in BLOCK LETTERS):

Member/ Proxy(s) Signature :

Member's Folio	DP ID- Client ID No.	Member's/ Proxy's Name in BLOCK LETTERS	Member's /Proxy's Signature

NOTES:

1. Please complete the Folio/DPID-Client ID No. and name of the member or/proxy and sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

23rd Annual General Meeting (Thursday, March 22, 2018)

Name of the Company : SENBO INDUSTRIES LTD
 Registered Office : 87, Lenin Sarani, Kolkata 700013
 CIN : L24231WB1994PLC063778

Name of the member(s) : _____

Registered Address : _____

Email id : _____

Folio No./DP ID-Client ID
 No. :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____

Address : _____

Email Id : _____

Signature : _____, or failing him

2. Name : _____

Address : _____

Email Id : _____

Signature : _____, or failing him

3. Name : _____

Address : _____

Email Id : _____

Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on Thursday, 22nd March, 2018 at 10:00 a.m. at Karbala, Sonarpur Station Road, Kolkata – 700 103 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution		
Ordinary Business		For	Against
1.	To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2017 together with the Reports of the Directors and the Auditors thereon.		
2.	To appoint a Director in place of Shri Harijiban Banerjee (DIN: 00627508), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Shri Kingshuk Sengupta (DIN: 00329102), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of Kothari & Agarwal, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		

Signed this _____ day of _____, 2018

Signature of Shareholder: _____

Affix
Revenue
Stamp

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 87, Lenin Sarani, Kolkata- 700 013 not less than 48 hours before the commencement of the Meeting.

Route Map as referred in page 3

