



Twenty Fifth
Annual Report
2018 - 19

Senbo Industries Limited

ANNUAL REPORT

2018-2019

Contents

- Notice including notes and Route Map (Page No. 01 to 18)
- Report of Board of Directors (Page No. 19 to 26)
- Form No. MGT-9 (Annexure-1 Extract of Annual Return) (Page No. 27 to 33)
- Form No. AOC-2 (Annexure-2) (Page No. 34)
- Secretarial Audit Report (Annexure-3) (Page No. 35 to 37)
- Report on Corporate Governance (Annexure-4) (Page No. 38 to 48)
- Disclosure Under Sec. 197(12) of the Co's Act, 2013 (Annexure-5) (Page No. 49)
- Certificate of Non-Disqualification of Directors (Annexure-A) (Page No. 50 to 51)
- CEO Certification (Page No. 52)
- Independent Auditor's Report (Page No. 53 to 58)
- Annexure to the Independent Auditor's Report (Page No. 59 to 63)
- Auditor's Certificate on Corporate Governance (Page No. 64 to 65)
- Balance Sheet (Page No. 66)
- Statement of Profit and Loss (Page No. 67)
- Cash Flow (Page No. 68 to 69)
- Notes on Financial Statements (Page No. 70 to 87)

Corporate Profile

Board of Directors

Shri Kingshuk Sengupta	Director
Shri Harijiban Banerjee	Director
Dr. Shaibal Kumar Chakraborty	Director
Shri Pradip Kumar Chakravorty	Director
Shri Badal Modak	Director
Smt. Sanghamitra Sen	Director
Smt. Monika Bhattacharjee	Director
Shri Dipak Chandra Ray	Director

Management Team

Kajal Sengupta	Chief Executive Officer
Amrita Bhattacharya	Chief Financial Officer
Amrita Bhattacharya	Company Secretary

Registered Office

87, Lenin Sarani, Kolkata-700013
Phone: (033) 22178915/16
Email: senboind@gmail.com
Website: www.senboindustries.co.in
CIN: L24231WB1994PLC063778

Bankers

Axis Bank
State Bank of India

Auditors

M/S. Agrawal & Kothari
Chartered Accountants
Firm Registration No: 323424E

Secretarial Auditors

R.N.Goswami & Co.
Company Secretaries

Registered & Share Transfer Agent

Niche Technologies Private Limited
3A, Auckland Place, Room No: 7A & 7B,
7th Floor, Kolkata_700017

Senbo Industries Limited
87, Lenin Sarani, Kolkata – 700 013
CIN: L24231WB1994PLC063778
Phone: (033) 2217 8915/16, Fax: 0332265 6485
E-mail: senboind@gmail.com, Website: www.senboindustries.co.in

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of Senbo Industries Limited will be held on (Wednesday), 31st of July, 2019 at 11:00 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 of the Company for the financial year ended 31st March, 2019 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Kingshuk Sengupta (DIN: 00329102), who retires by rotation and being eligible, offers himself for re-appointment as director.

Special Business

To consider and if thought fit, to pass the following resolutions:

3. **Ordinary Resolution for appointment of Ms. Monika Bhattacharjee (DIN: 08449655) as a Non-Executive Director**

“**Resolved That** pursuant to the provisions of sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR/Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force and as recommended by Nomination and Remuneration Committee Ms. Monika Bhattacharjee (DIN: 08449655) who was appointed as an Additional Director of the Company with effect from 10th May, 2019, and whose term expires at this AGM, be and is hereby appointed as a Non-Executive Director of the Company whose office is liable to retire by rotation.”

4. **Ordinary Resolution for appointment of Mr. Dipak Chandra Ray (DIN: 01341928) as an Independent Director**

“**Resolved That** pursuant to the provisions of sections 149, 150 and 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 (LODR/Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force and as recommended by Nomination and Remuneration Committee Mr. Dipak Chandra Ray (DIN:

01341928) who was appointed as an Additional Director of the Company with effect from 30th May, 2019, and whose term expires at this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 consecutive years with effect from 30th May, 2019 till 29th May, 2024.”

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**

**(Amrita Bhattacharya)
Company Secretary &
Compliance Officer
Mem No:A53270**

**Date : 27/06/2019
Place: Kolkata**

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 authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business is enclosed to this notice.
4. 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.
5. In case of joint holders attending the Meeting, only such joint holder who is holding maximum shares in the order of names will be entitled to vote.
6. 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 Sundays, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, July 25th, 2019 to July 31st 2019 (both days inclusive).
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 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.

9. 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.
10. 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.
11. 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.
12. Corporate Members intending to send their authorized representatives to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
13. **Route Map** : The Complete particulars of the venue of the meeting including route map and prominent land marks for easy identification of the 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.
14. Information about the Directors to be appointed and reappointed at the Annual General Meeting as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:

Name of the Director	Monika Bhattacharjee	Dipak Chandra Ray	Kingshuk Sengupta
Date of Birth & Age	14.04.1958 (61 years)	30.11.1943 (76 years)	14.07.1965 (54 years)
Nationality	Indian	Indian	Indian
Date of Appointment	10 th May, 2019	30 th May, 2019	20 th March, 1995

Qualification	B.Sc	Electrical Engineer (BE)	B.Com
Expertise in specific function areas	Teaching Profession	Senior official of Indian Railway under Government of India more than 33 years	More than 25 years of experience on construction Company
List of Directorship held in other Companies	Nil	1	1
Number of shares held by Director in the Company	1,92,100	Nil	1,22,900
Director Identification Number	08449655	01341928	00329102

15. **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 already 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 28th July, 2019 (10:00 a.m.) and ends on 30th July, 2019 (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 24th July, 2019, may cast their vote by remote e-voting. The remote e-voting

module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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 is mentioned below:

How to Log-into 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 holds hares in	16 Digit Beneficiary ID