28th Annual General Meeting

SHAMROCK INDUSTRIAL COMPANY LIMITED

ANNUAL REPORT 2018-19

CONTENTS

Particulars	Page No.
Corporate Information& other Details	3
Notice of 28th Annual General Meeting of the Company	4
Procedure and Instruction for E-voting	5
Explanatory Statement to Resolutions u/s 102 of Companies Act, 2013	8
Additional information of Directors seeking Re-Appointment/Appointment	9
Board of Directors' Report	10
Annexure to Directors' Report	
❖ Policy on Selection and Appointment, Performance Evolution & Remuneration of Directors - Annexure I	16
❖ Form MR-3 Secretarial Audit Report – Annexure II	18
❖ Form AOC-2 (Related Party Transaction) – Annexure III	21
❖ For MGT-9 Extract of Annual Return – Annexure IV	22
Corporate Governance Report	28
Management Discussion and Analysis Report	38
CEO/CFO Certification	42
Declaration regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct	42
Certificate of Non-Disqualification of Directors	43
Certificate of Compliance from Auditors up on Corporate Governance	44
Independent Auditors' Report	45
Annexure to Auditors' Report	48
Balance Sheet	52
Profit & Loss A/c	53
Cash Flow Statement	54
Schedules and Notes forming part of Financial Statement	55
Attendance Slip	68
Proxy Form	68
Ballot Paper	69
Route Map	70

SHAMROCK INDUSTRIAL COMPANY LIMITED

CIN: L24239MH1991PLC62298

REGISTERED OFFICE: 83-E, HANSRAJ PRAGJI BUILDING, OFF. DR. E MOSES ROAD, WORLI, MUMBAI – 400018

28TH ANNUAL REPORT

BOARD OF DIRECTORS

Shri. Kamlesh Khokhani	-	Managing Director
Shri. Kalpesh Khokhani	-	Director
Shri Ketan Parikh	-	Director
Shri Bhibhutinarayan Shribastak	-	Director
Smt Neeta Jitesh Khokhani	-	Director

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Surbhi Inani (resigned w.e.f. 13.06.2019)

CFO:

Mr. Jitesh Khokhani

PRINCIPLE BANKERS:

Kotak Mahindra Bank - Nariman Point Branch

AUDITORS:

M/s. R. Soni & Co.
1509,Ghanshyam Enclave, New Link Road,
Near Lalji Pada Police Chowki,
Kandivali(West), Mumbai-400067

REGISTAR & TRANSFER AGENT:

Bigshare Services Pvt. Ltd.
CIN : U99999MH1994PTC076534
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai 400059
Board No. : 022 40430200, 022 40430295
Email id: investor@bigshareonline.com
Email id: bhagwan@bigshareonline.com

LISTING OF EQUITY SHARES:

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street,Mumbai-400001
Tel: 91-22-22721233/4 |91-22-66545695

CORPORATE / COMMUNICATION ADDRESS:

83 – E, Hansraj Pragji Building,
Off: Dr. E. Moses Road, Worli, Mumbai - 400018
Email id: shamrockfin@gmail.com
Website: www.shamrockindustrial.wordpress.com
Tel: 022-40778879 | Fax: 022-24983300

NOTICE IS HEREBY GIVEN THAT THE 28th ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. SHAMROCK INDUSTRIAL COMPANY LIMITED WILL BE HELD ON FRIDAY, 27TH SEPTEMBER, 2019, AT 11.30 A.M. AT REGISTERED OFFICE: 83-E, HANSRAJ PRAGJI BUILDING, OFF. DR. E MOSES ROAD, WORLI, MUMBAI – 400018

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Shri Kalpesh Rameshchandra Khokhani (DIN:00322052),who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

3. To Ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution.

"**Resolved That** pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Amendment) Act 2017 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and resolution passed by the Members of the Company at the 27th Annual General Meeting (AGM) of the Company held on 29th September, 2018, the appointment M/s. R. Soni & Co, Chartered Accountants, (Firm Registration N0130349W) as Statutory Auditors of the Company for a period of four years commencing from the conclusion of 27th AGM till the conclusion of 31st AGM of the Company to be held in the year 2022 be and hereby continues for the said term at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **To regularize appointment of Mrs. Neeta Jitesh Khokhani as a Director who has been appointed as an additional Director on Board w.e.f. 14.11.2018.**

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

"**Resolved That** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time with the Companies (Appointment and Qualification of Directors) Rules, 2014, the appointment of Mrs. Neeta Jitesh Khokhani be and is hereby confirmed as Director of the Company who has been appointed as a Women Director under Non-Executive Category in respect of whom the company has received notice proposing of her candidatureship and her office is liable to retire by rotation.

REGISTERED OFFICE:
83 – E, Hansraj Pragji Building,
Off Dr. E. Moses Road, Worli,
Mumbai - 400018

Date: 14/08/2019

By Order of the Board

Sd/-
Kamlesh Khokhani
(Managing Director)

IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.

2. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPTIAL OF THE COMPANY. FURTHER, 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 MAY NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERD OFFICE OF THE COMPNAY NOT LESS THAN 48 HOURS BEFORE THE TIME OF H OLDING THE MEETING.

3. Corporate Members are requested to send in advance duly certified copy of Board Resolution / power of attorney authorizing their representative to attend the annual general meeting.

4. Members/ proxies are requested to bring their copies of annual reports and the attendance slip duly completed and signed at the meeting, quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.

5. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 20/09/2019 to 27/09/2019 (both days inclusive).

6. The Securities & Exchange Board of India (SEBI) has mandated 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 Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Bigshare Services Private Limited) of the Company.

7. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Bigshare Services Pvt. Ltd, at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059

8. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2018-2019 along with Notice of 28th Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e mail address, physical copies of the Annual Report for the financial year 2018-2019 along with 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 Forms is being sent by other permissible modes.

9. Notice convening 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 who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

10. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's websitewww.shamrockindustrial.wordpress.com, which can be downloaded from the site. 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 all the working days except Saturdays and Sundays.

11. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

12. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

13. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

Procedure and Instruction for E-Voting:

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulation, 2015, the Company provides to its members, the 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 National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted 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.

The instructions for e-voting are as under:

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.

A detail on Step 1 is 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/

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 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 user 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 enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      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'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

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

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

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

A Detail on Step 2 is 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.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN 111860" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pankajtrivedicsllb@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

The e-voting period commences on Tuesday 24/09/2019 at 9:00 a.m. and ends on Thursday, 26/09/2019 at 5:00 p.m. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff / relevant date i.e. Friday, 20/09/2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Friday, 20/09/2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or shamrockfin@gmail.com. However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

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, viz. Friday, 20/09/2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Mr. Pankaj Trivedi, Company Secretary in practice, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, will 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 authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.shamrockindustrial.wordpress.com and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before September 17, 2019, so that the answers/details can be kept ready at the Annual General Meeting.

Annexure to the Notice

Explanatory Statement Pursuant To Section 102 Of The Companies Act 2013, Special Business:

Item No.4

As per Provision of Section 161(1) of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time with the Companies (Appointment and Qualification of Directors) Rules, 2014, the appointment of Mrs. Neeta Jitesh Khokhani be and is hereby confirmed as Director of the Company who has been appointed as a Women Director under Non-Executive Category and liable to retire by rotation.

Mrs. Neeta Jitesh Khokhani is having experience of more than 15 years in the field of Administration and Management and who had consented to act as women director in Non-executive category. She is being a part of a promoter group have disclosed her interest in DIR-8 and MBP-1. The Notice proposing her candidature ship also received and to be placed before meeting.

The Board of Directors recommends the approval for Item no.4 of the Notice through Ordinary resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested except Mrs. Neeta Jitesh Khokhani and her relatives, in the resolution of item No. 4

REGISTERED OFFICE:
83 – E, Hansraj Pragji Building,
Off: Dr. E. Moses Road, Worli,
Mumbai - 400018

Date: 14/08/2019

By Order of the Board

Sd/-
Kamlesh Khokhani
(Managing Director)

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING
(In pursuance of Regulation 36(3) of the LODR Regulation, 2015)

Details of directors seeking appointment and re-appointment at the ensuring Annual General Meeting

Sr. No	Name of the Directors	Shri Kalpesh Rameshchandra Khokhani	Smt. Neeta Jitesh Khokhani
1	Date of Birth	26/11/1969	10/01/1971
2	Age	50 years	48 years
3	Date of Appointment	01/10/1994	14.11.2018
4	PAN	AADPK6604M	
5	DIN	00322052	08272554
6	No. of Equity shares held in the company (as on 31.03.2019)	2,48,118	0
7	Qualifications	B.Com, DITM from US	Graduation
8	Brief Profile	Mr. Kalpesh R. Khokhani is one of the co-founder of the Company, Aged 49 years. He is the one Director since 1994 who is driving the Company. He is a degree holder of Bachelor of Engineering in Chemical Engineering. He also holds a diploma in Business Management. He has more than 28 years of vast experience in Pharmaceutical and Chemical Industries backed by astute and dynamic leadership and Marketing qualities. He is also one of the Co-founder, Director and Promoter of other Shamrock Group of Companies, which are also mainly engaged in Pharmaceutical and Chemical Sector. He has got various recognition for mastering various good business tactics.	Mrs. Neeta Jitesh Khokhani is one of the co-promoter of the Company; she is having experience of more than 15 years in the field of Administration and Management.
9	List of other Directorships (excluding Foreign Company)	1. Shamrock Finlease Limited 2. Shamrock Advertising & Publishing Company Pvt Ltd 3. Dukansh Trading Private Limited 4. Shamrock Medicaments (India) Limited	None
10	Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	None	None
11	Relationships, if any between Directors, interest.	Brother of Mr. Kamlesh Khokhani and Co-Promoter.	Spouse of Mr. Jitesh Khokhani who is CFO and Promoter of the Company.

BOARD OF DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the 28th Annual Report along with the Audited Accounts for the financial year ended March 31, 2019.

FINANCIAL RESULTS:

Summary of the Company's financial performance for F.Y. 2018-2019 as compared to the previous financial year is given below:

(Figures in Lacs)

Particulars	F.Y. 2018 – 2019	F.Y. 2017 – 2018
Revenue from Operation	-	-
Revenue from other Income	-	3.27
Total Revenue	**-**	**3.27**
Profit before Dep. & Int.	-	(6.41)
Depreciation	-	-
Interest	-	-
Profit after Depreciation & Interest	(28.81)	(6.41)
Provision for Taxation	-	-
Provision for Tax (deferred)	-	-
Provision for Taxation for earlier year	-	-
Profit/ Loss after Tax	(28.81)	(6.41)
EPS	(0.53)	(0.12)

HIGHLIGHTS:

Your Company's main activity is cornered in to dealers and manufacturing of pharmaceutical products and services. Since few years your Company is non-operative. The main reason of occurring losses is due to day to day routine Expenses. The management of the Company wants to revive the Company and very optimistic regarding performance of the Company in future and taking every steps and making every efforts to turn the Company in to profitable organization.

DIVIDEND:

During the year the company incurred losses; your directors have not recommended any dividend on Equity Shares for the year under review.

AMOUNTS TO BE TRANSFERRED TO RESERVES:

In the view of continuous losses no fund was transferred to General Reserve.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Composition of the Board during the year was as per the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Companies Act, 2013.

Pursuant to Section 152(6) of the Companies Act, 2013 Shri Kalpesh Rameshchandra Khokhani retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Board has recommended his re-appointment.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time with the Companies (Appointment and Qualification of Directors) Rules, 2014, the appointment of Mrs Neeta Jitesh Khokhani be and is hereby confirmed as Director of the Company who has been appointed as a Women Director under Non-Executive Category.

The Board appointed Mr. Jitesh Khokhani is as Chief Financial Officer of the Company w.e.f. 19.06.2018.

Ms. Surbhi Inani, Company Secretary, KMP and Compliance Officer of the Company resigned from the services of the Company. The resignation was effective 13 June, 2019.