



**SHREE PRECOATED STEELS LIMITED**

**9<sup>th</sup>**

**ANNUAL REPORT  
2016-17**



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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

<b>MR. AMBALAL C. PATEL</b>	- CHAIRMAN NON-EXECUTIVE INDEPENDENT DIRECTOR
<b>MR. HARSH L. MEHTA*</b>	- MANAGING DIRECTOR
<b>MR. JAGDISH J. DOSHI</b>	- INDEPENDENT DIRECTOR
<b>MS. AARTI M. RAMANI</b>	- INDEPENDENT DIRECTOR
<b>MR. NILESH H. SARVAIYA</b>	- NON-EXECUTIVE PROFESSIONAL DIRECTOR
<b>MR. SANJAY C. AJMERA**</b>	- MANAGING DIRECTOR
<b>MR. DHAVAL R. AJMERA***</b>	- DIRECTOR-OPERATIONS & MARKETING

\* Appointed as Managing Director w.e.f. 26<sup>th</sup> August, 2016.

\*\* Resigned from Board w.e.f. 23<sup>rd</sup> May, 2016.

\*\*\* Resigned from Board w.e.f. 24<sup>th</sup> May, 2016.

### CHIEF FINANCIAL OFFICER

Mr. Harish G. Taparia

### ASST. COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Akshay R. Sharma

### REGISTERED OFFICE

1, Ground Floor, Citi Mall, New Link Road,  
Andheri (W), Mumbai: 400 053  
Tel: +91 22 6552 6677  
Email: spsl.investors@gmail.com  
Website: www.spsl.com

**CORPORATE IDENTITY NUMBER (CIN)**  
L70109MH2007PLC174206

### REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited  
Unit no. 1, Luthra Industrial Premises Andheri  
Kurla Road, Safed Pool,  
Andheri (E), Mumbai: 400 072  
Tel: 022 28515606, Fax: 022 28512885  
Tel: 022 28515606, Fax: 022 28512885  
Email: sharexindia@vsnl.com  
Website: www.sharexindia.com

### AUDITORS

M/s. V.Parekh & Associates,  
Chartered Accountants,  
37, Hanuman Street, 2<sup>nd</sup> Floor,  
Fort, Mumbai: 400 001

### BOOK CLOSURE DATE

From Saturday, 23<sup>rd</sup> September, 2017  
to Friday, 29<sup>th</sup> September, 2017 (both  
days inclusive)

### NINTH ANNUAL GENERAL MEETING

Date : 29<sup>th</sup> September, 2017  
Day : Friday  
Time : 11.00 a.m  
Place : Activity Hall, Ground Floor,  
Juhu Vile Parle Gymkhana Club  
N.S. Road, Jvpd Scheme,  
Vile Parle (W), Mumbai: 400 049



## NOTICE

**NOTICE** is hereby given that the Ninth Annual General Meeting of the members of **Shree Precoated Steels Limited** will be held at Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N.S Road, JVPD Scheme, Vile Parle (West), Mumbai - 400049, Maharashtra on Friday, the 29<sup>th</sup> September, 2017 at 11:00 A.M. to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.

#### 2. Ratification of appointment of Auditors

To ratify appointment of the Auditors of the Company and to fix their remuneration, in this regards to consider and if thought fit, with our without modification(s) to pass, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the resolution passed by the Members at the Sixth Annual General Meeting (AGM) held on September 27, 2014 appointing M/s. V. Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W) Mumbai, as statutory auditors to hold office from the conclusion of the Sixth AGM till conclusion of the Eleventh AGM, the appointment of M/s. V. Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W), as statutory auditors of the Company, to hold office from the conclusion of this Meeting i.e. Ninth Annual General Meeting until the conclusion of the Tenth Annual General Meeting of the Company, be and is hereby ratified by the Members on a remuneration inclusive of tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company In consultation with the Auditors.

#### 3. Re-Appointment of Director

To appoint a Director in place of Mr. Nilesh H. Sarvaiya (DIN:00799636), Non Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. Fees for delivery of any document through a particular mode

To consider and determined the fees for delivery of any documents through a particular mode and in this regard to consider and if thought fit, with our without modification(s) if thought fit, to pass the following resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of ₹ 50/- (Rupees Fifty Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

**RESOLVED FURTHER THAT** the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

### NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed/re-appointed is given in the Annexure I to the Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy who shall not act as a proxy for any other member.



The instrument of proxy, in order to be effective should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names under a given Folio / DP ID – Client ID (in respect of dematerialized shares) will be entitled to vote.
6. Members / Proxies / Authorised Representatives shall bring the attendance slip enclosed herewith, duly completed and signed mentioning therein their DP ID and Client ID details in case they hold shares in dematerialized form whilst those members who hold shares in physical form should mention their Folio No. The attendance slip should be presented at the venue of the meeting.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive) for Annual General Meeting.
8. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
9. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com) at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
10. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company between 11:00 a.m to 5:00 p.m at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
11. All the documents referred to in the Notice & explanatory statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days from the date hereof upto the date of

the Meeting. The relevant documents referred to in the Notice & explanatory statement will also be available for inspection by the Members at the Meeting.

12. The register of Directors and key managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangement in which the directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
13. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent (RTA), M/s Sharex Dynamic (India) Private Limited.
14. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's RTA website [www.sharexindia.com](http://www.sharexindia.com) under the section 'Downloads'. Members can also find enclosed with this Annual Report nomination form in the form of SH-13. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
15. 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 RTA, for consolidation into a single folio.
16. 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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to RTA.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
18. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company / Depositories. In case any member desires to have a physical copy of the same, he/ she may write to the Company or send an Email to [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com). Members who have not registered their



email address and holding shares in physical, are requested to register the same with the Company or RTA and members holding shares in dematerialised form are requested to update their email address with their respective depository participants.

19. Members may kindly note that the Annual Report of the Company will also be available on the Company's website, [www.spsl.com](http://www.spsl.com) and can be downloaded, if required, by the Members.
20. 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 AGM by electronic means and the business may be transacted through e-Voting Services.

## INSTRUCTION FOR E-VOTING

- a) 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 Central Depository Services (India) Limited (CDSL).
- b) 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.
- c) 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. However, if a Member casts votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
- d) Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2017 may obtain the User ID and password in the manner as mentioned at sub points from (f) to (k) given below
- e) The e-voting period begins on 26<sup>th</sup> September, 2017 at 9:00 a.m and ends on 28<sup>th</sup> September, 2017 at 5:00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September, 2017 may cast their vote electronically
- f) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- g) Click on Shareholders tab.

- h) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company

- i) Next enter the Image Verification as displayed and Click on Login.
- j) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- k) 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"> <li>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. Sequence number is over printed on your ballot form.</li> <li>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 RA000000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/ mm/yyyy format.
Bank Details	<p>Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field as mentioned in instruction (h).</li> </ul>

- l) After entering these details appropriately, click on "SUBMIT" tab.
- m) 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.

- n) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- o) Click on the EVSN of SHREE PRECOATED STEELS LIMITED.
- p) 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.
- q) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- r) 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.
- s) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- t) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- u) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- v) **Note for Non - Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a compliance user 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](mailto: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

- w) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. The Company shall be making arrangements for the members to cast their votes in respect to the businesses either through electronic voting system or through poll, for members attending the meeting who have not cast their vote by remote voting.
22. Ms. Shreya Shah, Practicing Company Secretary (Membership No. 39409) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make 'not later than three days of conclusion of the meeting' a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.spsl.com](http://www.spsl.com) and will be communicated to BSE Limited where the shares of the Company are listed.
25. The route map showing directions to reach the venue of the Ninth AGM is given at the end of this Annual Report as required under Secretarial Standards - 2 issued by ICSI.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 :**

The Statement sets out all the material facts relating to the special business under item No. 4 of the accompanying Notice.

### **Item No. 4**

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 4 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the accompanying Notice.

By order of the Board of Directors  
For **SHREE PRECOATED STEELS LIMITED**

**Place:** Mumbai

**Date:** 18<sup>th</sup> August, 2017

**HARSH L. MEHTA**  
**MANAGING DIRECTOR**  
(DIN: 01738989)

**CIN:** L70109MH2007PLC174206

### **Registered Office:**

1, Ground Floor, Citi Mall, New Link Road, Andheri (W),

Mumbai - 400 053, Maharashtra,

**Tel.:** +91-22-65526677, **Email Id:** spsl.investors@gmail.com

**Website:** www.spsl.com

## **ANNEXURE I**

### **TO ITEM NO. 3 OF THE NOTICE**

Details of Directors seeking appointment and re-appointment at the ensuing Annual General Meeting  
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

<b>Name of the Director</b>	<b>Nilesh H. Sarvaiya</b>
Date of Birth	07/04/1969
Nationality	Indian
Date of Appointment on the Board	30/01/2010
Qualifications	B.com DBM Mumbai
Expertise in specific functional area	Trading in Electrical Equipments
Number of shares held in the Company	NIL
List of the directorships held in other Public companies	1. Prudential Leasing Limited. 2. Parsuns Traders Limited
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	NIL
Relationships between Directors inter-se	NA

## **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.





## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION ANALYSIS

Dear Shareholders,

The Directors of your company are presenting their 9<sup>th</sup> Annual Report together with the Audited Statement of Accounts of **Shree Precoated Steels Limited** for the year ended 31<sup>st</sup> March, 2017.

### FINANCIAL RESULTS:

(₹ in lakhs)

Particulars	For the year ended March 31 <sup>st</sup> , 2017	For the year ended March 31 <sup>st</sup> , 2016
Revenue from Operations (net)	290.05	1284.98
Other Income	-	-
<b>Total Revenue</b>	<b>290.05</b>	<b>1284.98</b>
Less: Total Expenses	405.77	1878.72
Profit / (Loss) before Exceptional Items & Tax	(115.72)	(593.74)
Exceptional Item	(461.04)	-
Profit/(Loss) before Taxation	(576.76)	(593.74)
Less: Tax Expense	-	-
<b>Profit/(Loss) after tax</b>	<b>(576.76)</b>	<b>(593.74)</b>
Less: Minority Interest	-	-
Profit attributable to the shareholders of the Company	-	-
Opening balance in Statement of Profit and Loss	(13,966.70)	(13,372.96)
Amount available for appropriation	-	-
Transfer to General Reserve	-	-
<b>Closing Balance in the Statement of Profit / (Loss)</b>	<b>(14,543.46)</b>	<b>(13,966.70)</b>

### OPERATIONAL REVIEW :

Your Company posted Net Revenues (from operations) of ₹ 290.05 Lakhs and Net Loss of ₹ 576.76 Lakhs for F.Y. 2016-17. The Net Revenues and Net Loss for F.Y. 2015-16 was ₹ 1284.98 Lakhs and ₹ 593.74 Lakhs respectively. Since the Company has incurred a loss, no amount is available for appropriation.

### SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as on 31<sup>st</sup> March, 2017 was ₹ 82,79,80,420/- divided into 8,27,98,042 Equity shares, having face value of ₹ 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options neither sweat equity.

### DIVIDEND:

Your Directors regret their inability to recommend any dividend since the Company has suffered loss during the current financial year.

### SUBSIDIARIES & ASSOCIATE COMPANIES:

The Company does not have any Subsidiary or Associate Company.

### PUBLIC DEPOSITS:

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

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There is no loan given, investment made, guarantee given or security provided by the Company to any entity covered under Section 186 of Companies Act, 2013.

### RELATED PARTY TRANSACTIONS:

During the financial year under review, all related party transactions entered into by the Company were on arm's length basis and in the ordinary course of the business. All Related Party Transactions were placed before the Audit Committee for approval. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

All Related Party Transaction are placed before the audit committee & given in the Notes annexed to & forming part of this Financial Statement. The approved policy on Related Party Transaction is also available on the website of the Company.



## CORPORATE GOVERNANCE :

Corporate governance is about maximizing shareholder value legally, ethically and sustainably. At SPSL, the Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by the Securities and Exchange Board of India (SEBI). A detailed report on corporate governance is available as a separate section in this Annual Report. Certificate of the Statutory Auditors regarding compliance with the conditions stipulated as per SEBI (LODR) Regulations, 2015, is also forms part of this Annual Report.

## BOARD OF DIRECTORS:

As on 31<sup>st</sup> March, 2017, the Board comprised of 1 (one) Executive Director, 3 (three) Non-Executive Director Independent Directors and 1 (one) Non-Executive Director

## Independent Director's Declaration

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and under regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## Number of Meetings of the Board

The Board of Directors of the Company met six times during the financial year 2016-17. The details of various Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

## Board Committees

There are currently four Committees of the Board as under:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee; and
4. Corporate Social Responsibility Committee;

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

## DIRECTORS & KEY MANAGERIAL PERSONNEL:

Following changes took place in the directorship and key managerial personnel (hereinafter called 'KMP') of the company.

## Appointment of Directors and KMP

Mr. Harsh L. Mehta (DIN No. 01738989) has been appointed as Managing Director at 8<sup>th</sup> Annual General Meeting of the Company for a period of 5 (Five) year w.e.f 24<sup>th</sup> May, 2016 upto 23<sup>rd</sup> May, 2021.

Mr. Akshay R. Sharma appointed as Asst. Company Secretary and Key Managerial Personnel by the Board of Directors of the Company with effect from 24<sup>th</sup> March, 2017.

## Change in Designation

Mr. Nilesh H. Sarvaiya (DIN:00799636) change in designation from Independent Director to Non-Executive Director with

effect from 30<sup>th</sup> June, 2016, duly approved by the Shareholders at their meeting held on 26<sup>th</sup> August, 2016.

## Retirement by Rotation

In accordance with the provision of section 152 of the Companies Act, 2013 & Article of Association of the company, Mr. Nilesh H. Sarvaiya (DIN No. 00799636) Non-Executive Director of the company retire by rotation at the ensuing Annual General Meeting and being, has eligible, offered himself for re-appointment.

## Resignation of Directors and KMP

Mr. Sanjay C. Ajmera (DIN: 00012696) Managing Director and Key Managerial Personnel of the Company resigned on 23<sup>rd</sup> May, 2016.

Mr. Dhaval R. Ajmera (DIN: 00012504) Director on the Board of the Company resigned on 24<sup>th</sup> May, 2016.

Ms. Nitika S. Singh Asst. Company Secretary and Key Managerial Personnel of the company resigned on 23<sup>rd</sup> March, 2017.

## BOARD EVALUATION :

Pursuant to the provisions of the Companies Act, 2013 and under regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The performance of the board was evaluated by the Nomination and Remuneration Committee after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

## FAMILIARIZATION PROGRAM :

The details of training and familiarization program are provided in the Corporate governance report and is also available on our website (<http://www.spsl.com/downloads/familiarisation-of-ID-of-SPSL.pdf>). Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The format of the letter of appointment is also available on our website (<http://www.spsl.com/downloads/policies/Draft-lettercontaining-terms-and-conditions-of-ID.pdf>).

## REMUNERATION TO DIRECTORS :

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated pursuant to the requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI