

SINNAR
BIDI UDYOG LIMITED

45th
ANNUAL REPORT
2018-2019

===== **SINNAR BIDI UDYOG LIMITED.** =====

45th ANNUAL REPORT
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BOARD OF DIRECTORS

- **Madhav Deshpande** Whole Time Director & CFO
- **Bhausahab Pawar** Director
- **Laxminarayan Karwa** Director
- **Bharti Sancheti** Director
- **Dhanpal Shah** Independent Director
- **Rajendra Tatiya** Independent Director

AUDITORS

- **M/S SABADRA & SABADRA**
Chartered Accountants
Nashik - 422 002.

BANKERS

- **STATE BANK OF INDIA**
Nashik

REGISTRAR

- **LINK INTIME INDIA PVT. LTD.**
C-101, 247 Park, LBS Marg, Vikhroli (W),
Mumbai - 400 083

REGISTERED OFFICE

- Parekh Mahal, 2nd Floor, Room No.62,
Plot No. 8-9, Jamshedji Road,
Sakharam Keer Marg, Mahim,
MUMBAI - 400 016

ADMINISTRATIVE OFFICE

- "CAMEL HOUSE"
Nashik-Pune Road,
Nashik-422 011.

SINNAR BIDI UDYOG LIMITED.

Registered Office : Parekh Mahal, 2nd Floor, Room No. 62, Plot no. 8-9, Lady Jamshedji Road,
Sakharam Keer Marg, Mahim, MUMBAI - 400 016

Adm. Office : 'Camel House', Nasik-Pune Road, Nasik - 422 011

CIN-L16002MH1974PLC017734

Ph.no. (0253) 2594231 (3 Lines) Fax : 2595698 Website : sinnarbidi.com Email : investor@sinnarbidi.com

NOTICE OF THE MEETING

NOTICE is hereby given that the 45th Annual General Meeting of the members of Sinnar Bidi Udyog Limited will be held at 2, Gurukrupa Apartment, N. C. Kelkar Marg, Dadar (W), Mumbai-400028 on Thursday, 26th September 2019 at 1.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (both standalone and consolidated financial statements) of the Company for the financial year ended 31st March 2019 and the reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Bhusaheb Sukhdev Pawar (DIN:00155195), who retires by rotation and being eligible offers himself for re-appointment.

**By order of the Board of Directors
For Sinnar Bidi Udyog Limited**

**Pratiksha Shah
Company Secretary & Compliance Officer
Place: Nashik
Date: 14th August 2019**

SINNAR BIDI UDYOG LIMITED.

Notes:

1. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member.
2. Authorised Representative of body corporate who is a registered equity shareholder of the Company may attend and vote at the meeting provided a certified copy of the resolution of the Board of Directors authorising such representative to attend and vote at the meeting on behalf of the body corporate is deposited at the registered office of the company.
3. The Register of Members and Share Transfer Book of the Company will remain closed from 20th September 2019 to 26th September, 2019 (both days inclusive).
4. The Company has appointed M/s Link Intime India Private Limited, 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 as its Share Transfer Agents.
5. Complete set of Financial Statements is available on the website of the Company. The complete set of consolidated and standalone financial statements is available for inspection at the registered office of the Company during working hours.
6. Members are requested to intimate immediately the changes if any, in their registered address.
7. The instructions for remote e-voting are annexed to the Annual Report.
8. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
9. The company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
10. Electronic copy of the Notice of the 45th 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 whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 45th 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 in the permitted mode.
11. The members receiving the notice in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance Slip at the venue of the AGM.
12. Members who have not registered their email address with the Company can now register the same with the company or the RTA i.e. Link In Time India Private Limited.
13. The register of Directors and Key Managerial Personnel and their shareholdings maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
14. The SEBI has mandated the submission of the Permanent Account Number (PAN) and Bank account details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN and Bank account details (a copy of the PAN card and original cancelled cheque leaf /attested bank passbook showing name of account holder) to their depository participant(s). Members holding shares in physical form are required to submit their PAN and Bank account details to the Registrar and Share Transfer Agents.
15. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

**On behalf of Board of Directors,
For Sinnar Bidi Udyog Limited**

**Pratiksha Shah
Company Secretary & Compliance Officer**

**Place: Nashik
Date: 14th August 2019**

Apartment Building



41, N. C. Kelkar Road Dadar West, N. C. Kelkar Road, Dadar West, Mumbai, Maharashtra 400028

SINNAR BIDI UDYOG LIMITED.

BOARDS' REPORT

(Pursuant to section 134 (3) of Companies Act, 2013)

Dear Shareholders,

The Directors present the Annual Report of Sinnar Bidi Udyog Limited along with the audited financial statements for the financial year ended March 31, 2019. The consolidated performance of the Company and its Associates has been referred to wherever required.

1. Corporate Overview:

Sinnar Bidi Udyog Ltd ("Your Company" or "The Company") is engaged in the activity of trading of Tobacco and processing of Tobacco. The Company has its corporate head office at Nashik.

2. Financial Results:

The standalone financial results for the Financial Year 2018-19 are as under:

(Rupees in Lakhs)

Particulars	Standalone		Consolidated	
	F.Y. 2018-19	F.Y. 2017-18	F.Y. 2018-19	F.Y. 2017-18
Net Sales	555.36	797.42	555.36	797.42
Other Income	0.56	3.54	0.56	3.54
Total Income	555.92	800.96	555.92	800.96
Manufacturing & other Expenses	575.96	818.94	575.96	818.94
Profit Before Tax & extraordinary items	(20.04)	(17.98)	(20.04)	(17.98)
Exceptional & extraordinary items	-	-	-	-
Profit / (Loss) after exceptional & extraordinary items	(20.04)	(17.98)	(20.04)	(17.98)
Current and Deferred Tax	(0.74)	(4.11)	(0.74)	(4.11)
Profit / (Loss) After Tax	(20.78)	(13.87)	(20.78)	(13.87)
Other Comprehensive Income	0.04	7.63	0.04	7.63
Profit / (Loss) After Other Comprehensive Income	(20.74)	(6.24)	(20.74)	(6.24)

3. Business Operations:

The company carried on the activities of trading of Tobacco and processing of Tobacco during the financial year ended 31 March 2019. The Company's working for the year has resulted in a loss, as seen from the above summary. The Loss is primarily on account of decreasing sales turnover and fixed cost/overheads remaining the same, thus impacting the margins. The sales turnover reduced from Rs.797.42 lakhs of the previous financial year to Rs.555.35 lakhs for the financial year 2018-19. The downward trend in the turnover of the Company since past three years continued in this year also. This is mainly attributed to the basic nature of the industry in which the company operates. The market situation at present and also in near future is not conducive to the tobacco products in which the company deals. In addition to the stringent regulations on the tobacco industry, the company experienced business slowdown during the period under review.

4. Dividend:

In absence of profits, the directors regret their inability to recommend any dividend.

5. Amount carried to the reserves:

No amounts are proposed to be transferred to the reserves.

6. Change in the nature of the Business:

During the year under consideration, the company has not made any changes in the nature of its business.

7. Status of Company's Affairs:

During the year, there was no change in the status of the company. The company is a listed entity and going concern. The shares of the Company continue to be listed on the Bombay Stock Exchange only.

8. Significant and Material Orders passed:

There were no significant and Material orders passed by any regulators, courts or tribunals which have an impact of affecting the company's going concern status and operation of the company in the Future.

9. Material Changes and Commitments:

There are no material changes or commitments affecting the financial position of the Company occurring between the end of the Balance Sheet Date and the date of this report.

10. Board of Directors:

The Composition of Board of Directors of the Company is in accordance with the Companies Act 2013. During the year there were no changes in composition of the Board.

11. Key Managerial Personnel:

The following are the Key Managerial Personnel of the Company during the year 2018-19:

1. Mr. Madhav D. Deshpande : Chairman, Whole Time Director, CFO
2. Mr. Sushil S Laddha : Company Secretary (Resigned w.e.f. 14.02.2019)

Upon resignation of Mr. Sushil Laddha, the Company has designated Mr. Madhav D Deshpande as Compliance officer of the company till the appointment of Company Secretary.

The company on recommendation of Nomination and Remuneration Committee has appointed Ms. Pratiksha S Shah (Membership No - A57487) as Company Secretary w.e.f. 22nd April, 2019 and designated her as Compliance Officer of the Company.

12. Meetings of Directors:

During the financial year 2018-19, the Board of Directors of the Company met 6 times on 29th May 2018 (Adjourned and held on 13th June, 2018), 20th July, 2018, 13th August 2018, 14th November, 2018, 29th January, 2019 and 14th February 2019. The maximum interval between any two meetings did not exceed 120 days. The details of attendance of Directors for Board as well as Committee meetings is attached to Boards Report as Annexure- 1. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

13. Audit Committee:

The Board as on 31st March, 2019 had Audit Committee, which was formulated in terms of the Provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure requirements), 2015

The Composition of Audit Committee is as follows -

Sr No	Name of Director	Designation
1	Mr. Dhanpal Shah (Independent Director)	Chairman
2	Mr. Rajendra Tatiya (Independent Director)	Member
3	Mr. Madhav Deshpande (Whole time Director & CFO)	Member

The Audit Committee duly met four times in F.Y. 2018-19, details of which are attached to Boards Report as **Annexure- 1**. Maximum interval between any two meetings did not exceed 120 days. The Board has accepted all the recommendations of Audit Committee.

14. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Board has been formulated in terms of the Provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure requirements), 2015. The Composition of Nomination and Remuneration Committee is as follows –

Sr No	Name of Director	Designation
1	Mr. Rajendra Tatiya (Independent Director)	Chairman
2	Mr. Dhanpal Shah (Independent Director)	Member
3	Mr. Bhusaheb Pawar (Non Executive Director)	Member
4	Ms Bharti Sancheti (Non Executive Director)	Member

The Committee met once in financial year 2018-19, details of which are attached to Boards Report as Annexure- 1.

15. Stakeholders Relationship Committee:

Formerly known as Shareholders Committee, the same has been renamed as 'Stakeholders Relationship Committee' in order to comply with provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure requirements), 2015. However, the Composition, Scope and responsibility of the committee remains the same.

The Composition of Stakeholders Relationship Committee is as follows -

Sr No	Name of Director	Designation
1	Ms Bharti Sancheti (Non Executive Director)	Chairperson
2	Mr. Bhusaheb Pawar (Non Executive Director)	Member

The Committee met 4 times in financial year 2018-19, details of which are attached to Boards Report as **Annexure- 1**.

16. Meeting of Independent Directors:

A Separate meeting of Independent Directors of the Company was held on 21st March 2019 in terms of Schedule IV of the Companies Act 2013 details of which are attached to Boards Report as Annexure- 1.

17. Code of conduct for Board Members and Senior Managerial Personnel:

The company has framed a code of conduct for all the Board members and senior management of the company. All the Board members and senior managerial personnel affirm the compliance with the code on annual basis.

18. Directors retiring by rotation and re-appointment:

In terms of provisions of section 152(6)(a) of the Companies Act, 2013, director Mr. Bhusaheb Sukhdev Pawar retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment at the ensuing Annual General Meeting.

19. Declaration by Independent Directors:

The Company has received the Declarations from its Independent Directors pursuant to section 139(7) to the effect that they meet the criteria of Independence and the same is duly recorded in the first Board meeting held in the financial year.

20. Share Capital:

The Paid up share capital of the Company as on 31st March, 2019 was Rs.20,00,000. During the year under review the company had sub – divided its equity shares. 1 equity share having face value of Rs.10 each fully paid up has been sub-divided into 2 equity shares having face value of Rs.5 each. Member's approval had been obtained through Extra ordinary general meeting held on 6th March, 2019. Thus upon sub division Company's share capital is altered from 2,00,000 equity shares of Rs.10 each to 4,00,000 equity shares of Rs.5 each. However, the Company being a listed entity, Corporate Action for sub