



# SINNAR BIDI UDYOG LIMITED

48<sup>th</sup>  
ANNUAL REPORT  
2021-22

## **48<sup>th</sup> ANNUAL REPORT**

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# **48<sup>th</sup> ANNUAL REPORT**

## **2021-22**

### **BOARD OF DIRECTORS**

⌘ <b>Ramdas Jadhav</b>	Whole Time Director & CFO
⌘ <b>Bhausahab Pawar</b>	Director
⌘ <b>Laxminarayan Karwa</b>	Director
⌘ <b>Bharti Sancheti</b>	Director
⌘ <b>Rajendra Tatiya</b>	Independent Director
⌘ <b>Mansur Khan</b>	Independent Director

### **AUDITORS**

⌘ <b>SABADRA &amp; SABADRA</b>
Chartered Accountants
Nashik - 422 002.

### **BANKERS**

⌘ <b>STATE BANK OF INDIA</b>
Nashik

### **REGISTERED OFFICE**

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

⌘ "CAMEL HOUSE" Nashik-Pune Road, Nashik-422 011.
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## **SINNAR BIDI UDYOG LIMITED**

**Registered Office:** 62, Floor - 2nd, 217, Parekh Mahal, Lady Jamshedji Road, Shivaji Park, Mahim Mumbai 400016.

**Telephone:** (0253) 2594231 (3 Lines) **Fax:** 2595698

**Email:** investor@sinnarbidi.com **Website:** www.sinnarbidi.com

### **NOTICE OF THE MEETING**

**NOTICE** is hereby given that the 48<sup>th</sup> Annual General Meeting ('AGM') of the members of Sinnar Bidi Udyog Limited will be held at 2, Gurukrupa Apartment, N. C. Kelkar Marg, Dadar (W), Mumbai-400028 on Saturday, September 24, 2022 at 01:00 pm to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements (both standalone and consolidated financial statements) of the Company for the financial year ended 31<sup>st</sup> March 2022 and the reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Bhausahab Sukhadev Pawar (DIN: [00155195](#)), who retires by rotation and being eligible offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. **Regularization of Additional Director, Shri. Ramdas Prabhakar Jadhav (DIN: 09545256), by appointing him as director of the Company, liable to retire by rotation.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable Provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Ramdas Prabhakar Jadhav (DIN: 09545256) be and is hereby appointed as a director of the Company, liable to retire by rotation.”

4. **Appointment of Shri Ramdas Prabhakar Jadhav as a Whole Time Director and CFO of the Company:**

To consider and if thought fit, to pass the following resolution as Special Resolution :

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 196, 197 and 203 read with Schedule V and Articles of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for appointment of and payment of remuneration to Shri Ramdas Prabhakar Jadhav (DIN: 09545256) as a Whole Time Director and CFO of the Company, for a period of three years from April 1, 2022 to March 31, 2025, liable to retire by rotation, as recommended and approved by the Nomination & Remuneration Committee and Board of Directors of the Company and on such terms and conditions including the remuneration as detailed in the attached explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors be and hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted by Shri Ramdas Prabhakar Jadhav, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. Appointment of Shri Vijay Bankatlal Malpani (DIN: 09708152) as an Independent Director of the Company for the term of five years from September 24, 2022 To September 23, 2027:**

To consider and if thought fit, to pass the following resolution as Special Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Vijay Bankatlal Malpani (DIN: 09708152), who is eligible for appointment as an Independent Director be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from September 24, 2022 till September 23, 2027 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**6. Appointment of Shri Kalpit Milind Mehta (DIN:09707992) as an Independent Director of the Company for the term of five years from September 24, 2022 to September 23, 2027:**

To consider and if thought fit, to pass the following resolution as Special Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Shri. Kalpit Milind Mehta (DIN: 09707992), who is eligible for appointment as an Independent Director be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from September 24, 2022 till September 23, 2027 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

**Pratiksha Shah  
Company Secretary & Compliance Officer  
Membership No – A57487  
Place: Nashik  
Date: 26.08.2022**

#### **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. Proxy in the prescribed Form No. MGT – 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the commencement of the Forty Eighth Annual General Meeting (“AGM”).
3. Authorized 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 authorizing such representative to attend and vote at the meeting on behalf of the body corporate is deposited at the registered office of the company.
4. An Explanatory Statement setting out all the materials facts of Special Business to be transacted in compliance with Section 102 of the Companies Act, 2013 and Rules made thereunder is annexed to and forms a part of the Notice along with relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of a Director seeking appointment at this Annual General Meeting is annexed.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.
6. 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



7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sinnarbidi.com](http://www.sinnarbidi.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. General instructions for members are as under –
- The Register of Members and Share Transfer Book of the Company will remain closed from 17<sup>th</sup> September 2022 to 24<sup>th</sup> September, 2022 (both days inclusive).
  - The Company has always encouraged the Members to register their email ID and phone numbers for ease of communication between the Company and the Members. The Members who have not yet registered their email addresses are requested to do so with their Depository Participants (DPs) in case the shares are held by them in electronic form, and with the Registrar & Transfer Agent, Link Intime India Private Limited in case the shares are held by them in physical form.
  - Company had sub divided its shares w e f 31st July 2019. The company had issued share certificates having face value of Rs.5/- each to the members whose shares were in physical form. Members whose such shares are unclaimed and returned undelivered to the Registrar & Transfer Agent, Link Intime India Private Limited are requested to immediately claim their shares.
  - In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. 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.
  - If your address or bank details have changed, the Members who hold their shares in physical form are requested to inform the Company's Registered Office immediately of the change along with their ledger folio number. The Members who hold shares in electronic form are requested to update their DPs.
  - The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited or Company. The Members holding shares in dematerialised form are requested to submit their PAN details to their DPs with whom they are maintaining their Demat accounts.
  - The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, along with other Statutory Registers as required under the provisions of Act, will be available for inspection by the Members at the AGM.

- h. The Members desiring any information relating to the accounts are requested to write to the Company well in advance at [investor@sinnarbidi.com](mailto:investor@sinnarbidi.com) , so as to enable the Management to keep the information ready.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on September, 20, 2022 at 09:00 A.M. and ends on September, 23, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September, 16, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September, 16, 2022.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e -Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e -Services home page click on the “ <b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e -Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e -Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e -Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e -Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL /CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.