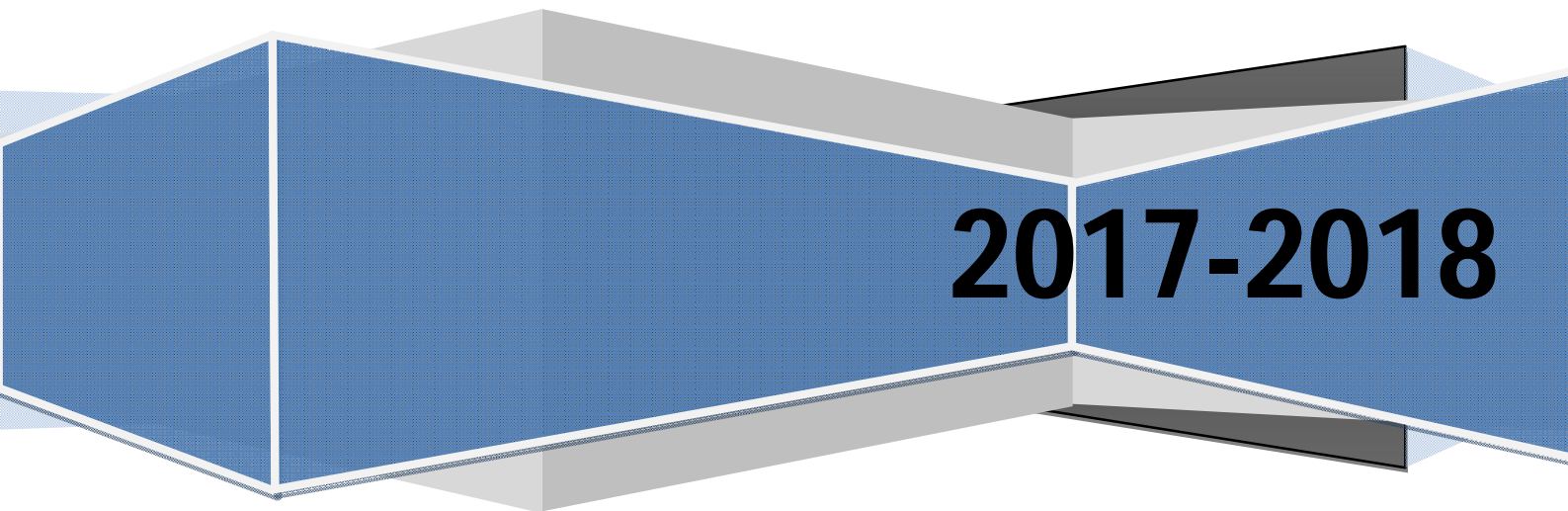


SIROHIA & SONS LIMITED  
ANNUAL REPORT



**2017-2018**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS (As on 31<sup>st</sup> March, 2018)

Mr. Rajat Sirohia	DIN No. 00244597	Whole Time Director
Mr. Rakesh Sirohia	DIN No. 00228967	Managing Director
Mr. Jitendra Sirohia	DIN No. 00244740	Non-Executive Director
Mr. Rajesh Sirohia	DIN No. 00356431	Non-Executive Director
Mrs. Dipika Sirohia	DIN No. 01591415	Non-Executive Director
Mr. Sribhagwan Kalyani	DIN No. 00250405	Independent Director
Mrs. Agam Pyari Kalyani	DIN No. 00250457	Independent Director
Mrs. Paridhi Lahoti	DIN No. 02699314	Independent Director

### KEY MANAGERIAL PERSONNEL

Mr. Rajat Sirohia	Whole Time Director
Mr. Rakesh Sirohia	Managing Director
Mr. Jitendra Sirohia	Chief Financial Officer
Mr. Rahul Gupta	Company Secretary & Compliance Officer

<b>STATUTORY AUDITORS</b>	<b>M/s RSVA &amp; Co., Chartered Accounts</b>
<b>REGISTERED OFFICE</b>	<b>Sirohia &amp; Sons Ltd.</b> 16, Bonfield Lane, Kolkata- 700 001, West Bengal (India) Phone : 033 4017 0700 Fax : 033 4017 0701 E-mail : <a href="mailto:info@sirohia.com">info@sirohia.com</a> Website : <a href="http://www.sirohia.com">www.sirohia.com</a>
<b>ADMINISTRATIVE &amp; HEAD OFFICE</b>	6, Bishop Lefroy Road, 4 <sup>th</sup> Floor, Suite No. # 19, Kolkata- 700 020, West Bengal (India)
<b>REGISTRAR &amp; TRANSFER AGENT</b>	Adroit Corporate Services Pvt. Ltd. 19/20 Jaferbhoy Industrial Estate. 1st Floor, Makwana Road, Marol Naka, Andheri East, Mumbai – 400 059 Tel No. 022 – 2859 0942, 2859 4060, 4227 0400 Fax No. 022 – 2850 3748 Email Id- <a href="mailto:rameshg@adroitcorporate.com">rameshg@adroitcorporate.com</a> <a href="mailto:sandeeph@adroitcorporate.com">sandeeph@adroitcorporate.com</a> <a href="mailto:prafuls@adroitcorporate.com">prafuls@adroitcorporate.com</a>
<b>CIN NO.</b>	L51109WB1990PLC049105
<b>LISTING INFORMATION</b>	BSE Limited (BSE) Scrip Code: 538667
<b>CONNECTIVITY</b>	National Depository Services Limited (NSDL) Central Depository Services (India) Limited (CDSL) ISIN: - INE785O01019

## **COMMITTEES OF BOARD**

(As on 31<sup>st</sup> March, 2018)

### **Audit Committee**

Mr. Sribhagwan Kalyani - Chairman

Mrs. Agam Pyari Kalyani - Member

Mrs. Paridhi Lahoti - Member

### **Nomination & Remuneration Committee**

Mr. Sribhagwan Kalyani - Chairman

Mrs. Agam Pyari Kalyani - Member

Mrs. Paridhi Lahoti – Member

### **Stakeholders Relationship Committee**

Mr. Sribhagwan Kalyani - Chairman

Mrs. Agam Pyari Kalyani - Member

Mrs. Paridhi Lahoti – Member

### **Internal Auditors**

**M/s Rahul R Choudhary & Co., Chartered Accountants**

209, AJC Bose Road, Karnani Estate, 4<sup>th</sup> Floor, Room No. – 148, Kolkata - 700 017

### **Secretarial Auditors**

**M/s Agarwal A & Associates, Company Secretaries**

9, Mangoe Lane, 2<sup>nd</sup> Floor, Room No. 12, Kolkata- 700 001

### **Bankers**

**The Federal Bank**

4/1, Elgin road, Kolkata – 700 020

**Kotak Mahindra Bank**

The Millenium, Shop No. 6, Ground Floor, 235/2 A, AJC Bose Road, Kolkata - 700 020

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 28<sup>th</sup> Annual General Meeting of the members of Sirohia & Sons Limited will be held at:

**Venue:** 2 Clyde Row, Hastings, Ground Floor, Kolkata – 700 022, West Bengal

**Day and Date:** 25<sup>th</sup> September, 2018; Tuesday at 10: 30 am

### **AGENDA**

#### **Ordinary Business**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, the Cash Flow Statement, along with the Reports of the Directors and Auditors thereon.
2. The Company does not propose to declare any dividend.
3. To appoint a director in place of Mr. Rajesh Sirohia (DIN No.: 00356431), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mrs. Dipika Sirohia (DIN No.: 01591415), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s RSVA & Co., Chartered Accountants, (Firm Registration No. 110504W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31st Annual General Meeting to be held in the year 2021."

#### **Special Business**

##### **6. RELATED PARTY TRANSACTIONS:**

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 applicable Regulations of SEBI (LODR) Regulation, 2015 read together with Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meeting of Board and its Power) Rule, 2014, as amended till date and other applicable provisions (if any) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time

being in force), subject to compliances of all applicable laws and regulations, the consent of members of the Company by means of Ordinary Resolution be and is hereby accorded to the Board of Directors to ratify existing contracts and enter into contracts and/or arrangements with Related Parties as defined under the Act and as board of directors deems fit to sell, purchase or supply any goods or materials, and to render or avail any service of any nature, up to maximum aggregate amount of Rs 25 crore (Twenty Five Crore rupees) from financial year 2018-19 and beyond, provided that the said contract(s) / arrangement(s) / transactions(s) so carried out shall be at arms's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents, and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution."

**7. ADVANCE LOANS, PROVIDE GUARANTEE/SECURITY AND MAKE INVESTMENT IN EXCESS OF THE PRESCRIBED LIMIT:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to provision of section 186 of Companies Act, 2013 and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to give loans, provide guarantee/security and make investments in excess of the prescribed limit of a sum not exceeding Rupees 40 crore (Rupees Forty Crore) by way of giving loans, guarantees to associate Companies and/or other Body Corporate, providing guarantee/security for and/on behalf of its Associate Companies and invest by way of subscription and/or purchase of Shares /Debentures/Bonds, notwithstanding that such investments or such investments together with the Company's existing investments in all other body corporate shall be in excess of the limits prescribed under section 186 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company."

**8. LOANS TO DIRECTORS/INTERESTED PARTIES:**

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

**"RESOLVED THAT** existing loans, book debts to Directors and interested persons pursuant to section 185 of companies Act, 2013 and other applicable provisions, if any, the Board, Directors and the management of the company be and is hereby ratified authorized by a special resolution as per the scheme laid down at the meeting under the provisions of section 185 of the Act, to advance loans including any loans represented by book debt to any of its Directors or to any other person in whom the directors is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

**RESOLVED FURTHER THAT** the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company, the loans are utilised by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.

**By Order of the Board**  
**For, SIROHIA & SONS LIMITED**  
**Sd/-**  
**RAKESH SIROHIA**  
**Managing Director**  
**(DIN No. 00228967)**

#### **NOTES**

- A Statement pursuant to Section 102(1) of Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed thereto.
- The relevant details of Directors seeking re-appointments under item no. 3 & 4 above, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 ("**Listing Regulations**") are also annexed;
- A Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The Proxy, in order to be effective, must be deposited at the registered office of the company, duly completed in all respect, at least 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate of not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder;
- The Register of the Members & Share Transfer Books of the Company will remain closed from Monday, 17<sup>th</sup> September, 2018 to Tuesday, 25<sup>th</sup> September, 2018 (both days inclusive)
- Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting;
- As per provisions of the Act, facility for making nominations is available to the Members in respect of shares held by them. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants ("DP");
- In accordance with the Act read with the relevant Rules, the Annual Reports are sent by electronic mode to those Members whose shareholdings are in dematerialized form and whose email IDs are registered with the DP for communication purposes. To support the "Green Initiative", the Members who have not yet registered their e-mail IDs are requested to register their respective email IDs with Adroit Corporate Services Pvt. Ltd., 1st Floor, 19/20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri East, Mumbai- 400 059, the Registrar and Share Transfer Agents of the Company
- Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Members are requested to bring their Admission Slip along with the Copy of the Report and Accounts of the Annual General Meeting.
- Relevant Documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.

- Members are also requested to notify the change in address, if any, immediately to the Company's Registrar & Share Transfer Agent M/s Adroit Corporate Services Private Limited, having their registered office at 19/20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400 059, India by quoting their Folio Number(s).
- The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the E-mail address indicated in your respective depository participant accounts which, as periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding to Section 219 of the erstwhile Companies Act, 1956). Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to RTA of the Company quoting their Folio Number(s).
- The annual report of the Company circulated to the members of the Company will be made available on the Company's website at [www.sirohia.com](http://www.sirohia.com). The physical copy of the aforesaid documents will also be available at the registered office of the Company for inspection during the normal business hours on working days.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to our Registrar & Share Transfer Agent.
- Please note that as per the notification of SEBI, the Company's shares are under compulsory Demat Trading, for all the Investors. You are therefore requested to demat your shareholding to avoid any inconvenience in future.
- Voting on resolutions to be discussed in the Meeting will be done through ballot paper. The facility for voting through ballot paper shall be made available at Annual General Meeting after the discussion.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 17<sup>th</sup> September, 2018.
- The Company has appointed Mr. Ajay Kumar Agarwal (C.P No. : 13493 & M.No.: F7604), Practicing Company Secretary, as the Scrutinizer to scrutinize the voting in a fair and transparent manner.
- The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all the members who are present at the Annual General Meeting.
- The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (two) 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 authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.sirohia.com](http://www.sirohia.com) after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

Registered Office:  
16 Bonfield Lane  
**2<sup>nd</sup> Floor**  
Kolkata - 700 001  
Dated 20/08/2018

By Order of the Board of Directors  
Sd/-  
**Rakesh Sirohia**  
Managing Director  
(DIN No. 00228967)

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

### **Item No 6**

The Provision of Section 188(1) of the Companies Act, 2013 that govern Related Party Transactions require a company to obtain prior approval of the Board of Directors and where the value of transactions entered or to be entered into exceeds the threshold limits as mentioned in the said section, prior approval of Shareholders by way of Resolution is required.

Further third proviso of Section 188(1) provides that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

The provisions of Section 188(3) also provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In light of provisions of the Companies Act, 2013 the Audit Committee and Board of Directors of your Company has approved the transaction limits that the Company may enter into with its Related Parties for the financial year 2018-19 and beyond.

Members are hereby informed that pursuant to second proviso to Section 188(1) of the Companies Act, 2013 as well as applicable Regulations of SEBI (LODR) Regulation 2015, no members of the Company shall vote on such resolution, to approve any contract or arrangements which may be entered into by the Company, if such member is related party.

The Audit Committee and Board of Directors of your Company have approved these items in the Meeting held on 20<sup>th</sup> January, 2018 and recommends the relevant resolution as set out in the accompanying notice for the approval of members of the Company as a Ordinary Resolution.

All of the Directors, Promoters, Key Managerial Personnel and their relatives as mentioned above are deemed to be concerned or interested or otherwise in the proposed Resolutions to the extent of their shareholding and interest mentioned herein above, in the Company.

### **Item No 7**

As on date the Company deals in the core business of Trading of Fertilizers and Agrochemical Products and Invest the surplus fund in the interest of the Company, therefore the need arises to make investments which may exceed the prescribed limit u/s 186 of Companies Act, 2013. Since the Company wants to utilize its full potential of growth and development by investing its funds in excess of prescribed limit specified in section 186 of the Act, approval of the shareholders of the Company is required by way of Special Resolution to give loans, provide guarantee/security and/or invest in the Shares/Debentures/Bonds of other Body Corporate which shall exceed the limits prescribed under specified section.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors are concerned or interested in this Resolution.



## **Item No 8**

In order to conduct business and align with various legislations, policies, guidelines laid down by various statutory authorities, the company in the ordinary course of business is required to advance loan to its directors, relatives and associates directly or indirectly as per section 185 of Companies Act, 2013 which requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors are concerned or interested in the aforesaid resolution.

By Order of the Board of Directors

Sd/-

Registered Office:  
16 Bonfield Lane  
Kolkata - 700 001

**Rakesh Sirohia**  
Managing Director  
(DIN No. 00228967)

## **Location Map**



**Details of Directors seeking appointment/re-appointment at the AGM**

Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

<b>NAME OF THE DIRECTOR</b>	<b>MR. RAJESH SIROHIA</b>	<b>MS DIPIKA SIROHIA</b>
DIN No.	00356431	01591415
Date of Appointment	01/04/1995	08/08/2016
Expertise in specific functional areas	Knows a lot about handling Finances	Expertise in identification of area of investment
Qualifications	B.Com (Hons)	MBA
Directorships held in other companies (excluding private & foreign cos.)	Anita Trading Co Limited	Anita Trading Co Limited
No. of shares held by Non-Executive Directors	10 Equity Shares	8 Equity Shares