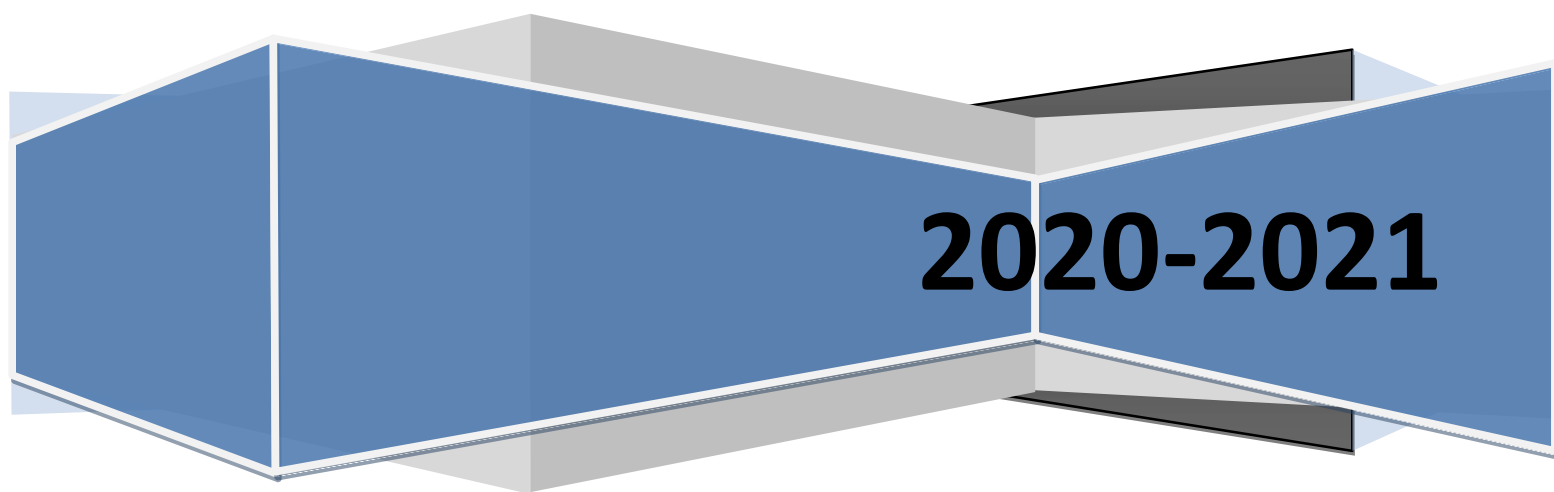


**SIROHIA & SONS LIMITED**  
**ANNUAL REPORT**



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS (As on 31<sup>st</sup> March, 2021)**

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
Ms. Dipika Sirohia	DIN No. 01591415	Non-Executive Director
Mr. Rajesh Kumar Jain	DIN No. 08531296	Additional Independent Director
Mr. Pritish Majumder	DIN No. 03541916	Additional Independent Director
Mr. Amit Alfred Rana	DIN No. 07362531	Additional Independent Director

### **KEY MANAGERIAL PERSONNEL**

Mr. Rajat Sirohia	Whole Time Director
Mr. Rakesh Sirohia	Managing Director
Mr. Jitendra Sirohia	Chief Financial Officer
Mr. Sunny Jalan	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:info@adroitcorporate.com">info@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, 2021)

### **Audit Committee**

Mr. Rajesh Kumar Jain - Chairman

Mr. PritishMajumder - Member

Mr. Amit Alfred Rana - Member

### **Nomination & Remuneration Committee**

Mr. Rajesh Kumar Jain - Chairman

Mr. PritishMajumder - Member

Mr. Amit Alfred Rana - Member

### **Stakeholders Relationship Committee**

Mr. Rajesh Kumar Jain - Chairman

Mr. PritishMajumder - Member

Mr. Amit Alfred Rana - Member

### **Internal Auditors**

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

Onex Square, 75, Shakespeare Sarani, 2nd Floor, Room No. – 202, Kolkata - 700 017

### **Secretarial Auditors**

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

Plot No. 11D/31/1, Street No. 1111, PS Qube, Unit No. 1015A, 10th Floor, Beside City Centre 2,  
Kolkata- 700 161

### **Bankers**

**Kotak Mahindra Bank**

Minto Park,

KMBL, 5, Gorky Terrace, Ground Floor, City Heart, Kolkata, West Bengal - 700 017

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 31<sup>st</sup> Annual General Meeting of the members of Sirohia & Sons Limited will be held on 29<sup>th</sup> September, 2021; Wednesday at 11:00 am through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility, to transact the following business:

Link of which is as follows:

<b>Link</b>	<a href="https://zoom.us/j/93151384411?pwd=bFdzMUFLb3JXMHRlYXVQYWWE3S0JiZz09">https://zoom.us/j/93151384411?pwd=bFdzMUFLb3JXMHRlYXVQYWWE3S0JiZz09</a>
<b>Meeting ID</b>	931 5138 4411
<b>Passcode</b>	1234

### **Ordinary Business**

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2021, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Jitendra Sirohia (DIN No.: 00244740), 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 consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. A. Sethia & Co., Chartered Accountants (Firm Registration No. 0328380E), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. RSVA & Co., Chartered Accountants, (Firm registration No. 110504W), to hold office from the conclusion of this 31<sup>st</sup> AGM until the conclusion of the 36<sup>th</sup> AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

**By Order of the Board of Directors**

For, **Sirohia & Sons Limited,**

Sd/-

**Rakesh Sirohia**

Managing Directors

(DIN No. 00228967)

## NOTES

- Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Business Item No. 3 to be transacted at this Annual General Meeting ('AGM'), is annexed.
- Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map is not being annexed to this Notice.
- Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at [info@sirohia.com](mailto:info@sirohia.com).
- The relevant details of Directors seeking re-appointments under item no. 2 above, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 ("Listing Regulations") and SS-2 are also annexed;
- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2021 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means. The Notice has also been hosted on the website of the Company.
- The members who have not yet registered their e- mail ids with the Company may contact, on [info@sirohia.com](mailto:info@sirohia.com) or 33 4017 0700 for registering their e- mail ids on or before the cutoff date of 22<sup>nd</sup> September, 2021. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
- If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- In accordance with the aforementioned MCA Circulars, the Company will soon inform the members the medium of the VC facility for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
  - a. Login with the login-id and password for joining the meeting;
  - b. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. from 10:45 am to 11:00 am;
  - c. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. and members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the Meeting;
  - d. Participation of single member shall only be allowed at a time;
  - e. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to us at least seven days in advance of the meeting so that the answers may be made readily available at the meeting;
  - f. Members are requested to e-mail or call in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- In view of the MCA Circulars, no proxy shall be appointed by the members. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
- The Register of the Members & Share Transfer Books of the Company will remain closed from Wednesday, 22<sup>nd</sup> September, 2021 to Wednesday, 29<sup>th</sup> September, 2021 (both days inclusive)

- 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 show of hand / voting facility as available through VC mode. Your company is not mandated to provide e-voting facility.
- 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. 22<sup>nd</sup> September, 2021.
- CS Ajay Kumar Agarwal, Proprietor of M/s Agarwal A & Associates, Company Secretaries (C. P No. : 13493 & M.No.F7604), of Plot No. IID/31/1, Street No. 1111, PS Qube, Unit No. 1015A, 10<sup>th</sup> Floor, Kolkata-700161, has been appointed 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 show of hand / voting facility as available through VC mode, 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 favor 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 along with 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.

**Details of Directors seeking appointment/re-appointment at the AGM** [Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

<b>NAME OF THE DIRECTOR</b>	<b>MR. JITENDRA SIROHIA</b>
DIN No.	00244740
Date of Appointment	15/02/2007
Date of Birth	27/05/1968
Expertise in specific functional areas	Expertise in identification of area of investment
Qualifications	B. Com (Hons)
Directorships held in other companies (excluding private & foreign cos.)	Anita Trading Co Limited
No. of shares held by Non-Executive Directors	10 Equity Shares
Number of Board Meeting attended during the year 2020-2021	5

Registered Office:  
16 Bonfield Lane,  
**2<sup>nd</sup> Floor**  
Kolkata - 700 001  
Dated - 07/09/2021

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

**Explanatory Statement to the Notice of the Annual General Meeting, as per Section 102(1) of the Companies Act, 2013.**

**Item No. 3** Though not mandatory, this statement is provided for reference.

M/s. RSVA & Co., Chartered Accountants, (Firm registration No. 110504W) was appointed as statutory auditors of the company, since 2017. In terms of their appointment made at the 27<sup>th</sup> AGM held on August 18, 2017, they are holding office of the auditors up to the conclusion of the 31<sup>st</sup> AGM and hence, would retire at the conclusion of the forthcoming 31<sup>st</sup> AGM.

By their Letter date 01.09.2021, M/s RSVA & Co., Chartered Accountants have informed the company that they do not wish to continue as Auditors of the company with effect from the conclusion of the ensuing Annual General Meeting to be held on 29<sup>th</sup> September, 2021.

M/s. A. Sethia & Co., Chartered Accountants (Firm Registration No. 0328380E) is proposed to be appointed as statutory auditors of the company, for a period of 5 years, commencing from the conclusion of 31<sup>st</sup> AGM till the conclusion of the 36<sup>th</sup> AGM (subject to ratification of the appointment by the shareholders in every AGM).

At the meeting held on 7<sup>th</sup> September, 2021, the Board of Directors upon recommendation by the Audit Committee proposed the appointment of M/s A. Sethia & Co. Chartered Accountants as Statutory Auditors of the company, in place of M/s RSVA & Co., Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of 36<sup>th</sup> AGM at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

M/s. A. Sethia & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution.

Registered Office:  
16 Bonfield Lane,  
**2<sup>nd</sup> Floor**  
Kolkata - 700 001  
Dated - 07/09/2021

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



## **DIRECTORS REPORT**

**Dear Shareholders,**

The Directors of Sirohia & Sons Limited are pleased to present to you the 31<sup>st</sup> Annual Report, along with the audited accounts, for the financial year ended March 31, 2021.

### **Financial Performance**

The summarized results of your Company are given in the table below:

Particulars	Financial Year ended	
	Standalone	
	31/03/2021	31/03/2020
Total Income	22,51,882.00	1,16,109.00
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	5,85,366.36	(19,13,973.79)
Finance Charges	4,42,979.00	4,93,035.00
Depreciation	1,65,117.00	1,96,850.00
Prior Period Items	-	-
Profit after prior period items	(22,729.64)	(26,03,858.79)
Tax Expense	1,43,410.00	1,048.00
Net Profit/(Loss)	(1,66,139.64)	(26,04,906.79)

### **Summary of Operations**

During the year, your Company did not carry out its regular business activity. An investment carried out by your company, over the last few years, has seen some trouble, due to which, the Board decided not to carry out any business activities during the year. The company is doing everything to make sure that the said investment is safe. Apart from this, the company is actively searching for better avenues and opportunities, which will help the company in the long run.

### **Transfer to reserves**

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriations.

### **Dividend**

The Board of Directors of the Company has not recommended any dividend on equity share for FY 2020-21.

### **Share Capital**

The paid up Equity Share Capital as on 31st March, 2021 was Rs. 10.26 crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

### **Deposits**

During the year, the Company has not accepted any deposits under the Companies Act, 2013. (“Act”)

### **Change in nature of business, if any**

There is no change in the nature of business of the Company during the year under review

### **Meetings**

Five Board Meetings were held during the year under review.

Details of the Board Meetings held during the year are as under:

Date of Board Meeting	Board Strength	Number of Directors Present
29 <sup>th</sup> June, 2020	8	8
14 <sup>th</sup> August, 2020	8	8
28 <sup>th</sup> October, 2020	8	8
26 <sup>th</sup> December, 2020	8	8
1 <sup>st</sup> February, 2021	8	8

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

#### **Appointment and Retirement:**

Mr. Jitendra Sirohia retires by rotation and is eligible for re-appointment.

During the year under review, the non-executive directors had no pecuniary relationships or transaction with the company.

#### **Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the following persons are the Key Managerial Personnel (“KMP”) of the Company

Mr. Rajat Sirohia	Whole-time Director
Mr. Rakesh Sirohia	Managing Director
Mr. Jitendra Sirohia	Chief Financial Officer
Mr. Sunny Jalan	Company Secretary & Compliance Officer

Remuneration and other details of the KMP for the year ended 31 March, 2021 are mentioned in the extract of the Annual Return which forms part of this report.

#### **Declaration by Independent Directors**

In compliance with section 149(7) of the Act, all Independent Directors had given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the FY 2020-21.

#### **Internal Controls Systems and Adequacy**

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Board’s Report.