



SPRAYKING AGRO EQUIPMENT LIMITED

ANNUAL REPORT

2019-2020

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CORPORATE INFORMATION

Board of Directors

Hitesh P. Dudhagara
Managing Director

Ronak H. Dudhagara
Director

Dipesh P. Pala
Independent Director

Pragjibhai M. Patel
Whole Time Director

KaushikDudhagara
Independent Director

Senior Management

RajnikVallabhbhaiVasoya
Chief Financial Officer

***Hetal Prakash Vachhani**
Company Secretary & Compliance Officer

***Appointed as Company Secretary & Compliance Officer of the Company w.e.f. 28th of September, 2019**

Boards Committees

Audit Committee

Kaushik Dudhagara
Chairman

Pragjibhai Patel
Member

Dipesh P. Pala
Member

Stakeholder's Relationship Committee

Kaushik Dudhagara
Chairman

Ronak Dudhagara
Member

Dipesh P. Pala
Member

Nomination and Remuneration Committee

Dipesh P. Pala
Chairman

Kaushik Dudhagara
Member

Pragjibhai Patel
Member

Auditors

Statutory Auditor

DoshiMaru& Associates
Chartered Accountants

Secretarial Auditor

Mayuri Rupareliya
Practicing Company Secretary

Registered office

Plot No 237/B, Shop No. 4, GIDC, Phase II, Dared,
Jamnagar - 361 005, Gujarat.

Tel. No.: +91 288 2730750

Fax No.: +91 288 2730225

Website: www.spraykingagro.com

E-mail: info@spraykingagro.com

Registrar & Share Transfer Agent

Sharex Dynamic (India) Private Limited

Unit-I, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanti Marg,
Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai - 400072

Tel: +91 22 28515606/44**Fax:** +91 22 28512885

Website: www.sharexindia.com

E-mail: sharexindia@vsnl.com

Bankers

HDFC Bank Limited | The Nawangar Co-Operative Bank Limited | Central Bank of India | SIDBI

NOTICE

Notice is hereby given that the 16th(Sixteen)Annual General Meeting of the Members of Sprayking Agro Equipment Limited("The Company")will be held on Wednesday, September 30, 2020 at 05.00 p.m. at the registered office of the Company situated at GIDC Phase II, Plot NO. 237/B, Shop No. 4, Dared, Jamnagar-361005, to transact the followingbusinesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hitesh Dudhagara(DIN: 00414604), Managing Director of the Company, who retires by rotation and, being eligible, offers himself for reappointment.
3. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Kaushik Kantilal Dudhagara (DIN: 08243377) who was appointed as an Independent-cum- Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from December 31, 2018 by the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of five years with effect from December 31, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation."
"RESOLVED FURTHER THAT, the Board of directors of the company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

By order of the Board
For, **Sprayking Agro Equipment Limited**

Roank Dudhagara
Director
DIN: 05238631

Date: September 08, 2020
Place: Jamnagar

Registered Office:
Plot No 237/B, Shop No. 4,
GIDC, Phase II, Dared,
Jamnagar - 361 005, Gujarat.
CIN: L29219GJ2005PLC045508
Tel: 0288-2730750
Fax:0288-2730225
Website: www.spraykingagro.com
Email:info@spraykingagro.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER(S).

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

Proxy form submitted on behalf of the Companies, Registered Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. Members holding shares in the dematerialised mode are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nomination, power of attorney, change of address, change in name etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
7. 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 the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form maybe filed with the respective Depository Participant.
9. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with concerned Depository Participant and the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
11. Members may address their queries/communications at info@spraykingagro.com
12. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
13. 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 period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. The Notice of the AGM along with the Annual Report 2019-2020 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2019-2020 will also be available on the Company's website at www.spraykingagro.com.
15. All documents specifically referred to in this Notice and the Explanatory Statement are open for inspection at the Registered office of the Company between 04.00 p.m. and 06.00 p.m. on all working days (except Friday & Sundays and Holidays) up to the date of AGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

17. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The Directors have furnished the requisite declarations for their appointment / re-appointment.
19. The route map showing directions to reach the venue of the 16th AGM is provided at the end of the Notice.

Pursuant to Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), person seeking appointment or re-appointment as Director under Item No. 2 of the Notice are provided hereunder;

Particulars	Mr. Hitesh Dudhagara
DIN	00414604
Date of Birth	13-10-1979
Date of first appointment on the Board	17-02-2005 (Since Inception)
Qualifications	B.E.
Expertise	Mr. Hitesh P. Dudhagara has an Approx. 15 years' Experience in brass Industry and he is associated with the Company since Incorporation.
Names of Listed Companies in which the Director holds Directorship	-
Names of Committees of the Companies in which the Director holds Chairmanship/ Membership	-
Number of Shares held	117160
Relationships between Directors and Key Managerial Personnel of the Company	Son of Mr. Pragjibhai M. Patel and Spouse of Mrs. Ronak H. Dudhagara and not related to any other Director/Key Managerial Personnel.

Route Map
to the venue of 16th AGM of
Sprayking Agro Equipment Limited

Venue: -Plot No 237/B, Shop No. 4, GIDC, Phase II, Dared, Jamnagar - 361 005, Gujarat.



DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 16th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2020.

Financial Highlights

The financial performance of your Company for the year ended March 31, 2020 is summarised below:

Particulars	2019-20 (Rs. in Lakhs)	2018-19 (Rs. in Lakhs)
Revenue from Operations	2563.89	2863.79
Other Income	85.23	40.21
Total Revenue	2649.12	2904.00
Less: Total expenses	2644.72	2884.87
Profit before depreciation and Taxes	48.88	70.79
Less: Depreciation	44.48	51.66
Profit before Tax	4.40	19.13
Less: Current Tax	3.48	7.73
Deferred Tax	(1.98)	(1.96)
Net Profit for the year	2.90	13.35
Retained as Surplus	96.44	93.54

Overview of Company's financial performance

Net revenue from operations Rs. 2563.89 Lakhs as against Rs. 2863.79 Lakhs in the previous year. The Company has earned Profit before Depreciation and taxes of Rs. 48.88 Lakhs during the year under review compared to profit of Rs. 70.79 Lakhs. After providing for Depreciation, Prior period adjustments and Taxation, the Net Profit for the year under review stood at Rs. 4.40 Lakhs compared to profit of Rs. 19.13 Lakhs during 2018-19.

There are no material changes and commitments affecting the financial position of your Company which have occurred between reporting period.

Capital Structure

The Authorised Share Capital of the Company is Rs 3,50,00,000/- (Rupees Three Crore Fifty Lakhs) divided into 35,00,000 (Thirty-five Lakhs) Equity shares of Rs 10/- each.

The Fully paid up Equity share of the Company as on March 31, 2020 stood at Rs. 3,17,27,690/- (Rupees Three Crore Seventeen Lakh Twenty Seven Thousand Six Hundred Ninety only) divided into 31,72,769 Equity Shares of Rs. 10/- each.

Dividend

As per observation of the Board of Directors for strengthening the position of the company no dividend is recommended for the financial year 2019-2020.

Reserves

The Company does not propose to transfer any amount to general reserve due to Inadequacy of Profit.

Change in Nature of Business

There was no change in the nature of business of the Company during the Financial Year ended March 31, 2020.

Subsidiaries

Presently, there is no subsidiary of the Company.

Public Deposits

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or reenactment(s) for the time being in force).

Board of Directors

As on March 31, 2020, Your Company has an optimum mix of eminent personalities on the Board of Directors with members from diverse experience and expertise, out of 5 members on its Board 2 are Non-Executive Directors and 3 are Executive Directors. All 2 Non-Executive Directors are Independent Directors and out of 3 Executive Directors 1 is Managing Director and 1 is Whole-time Director.

Directors Inter-se Relationship

Name of Directors	Relation	Name of Related Directors
Mr. Hitesh P. Dudhagara	Son of	Mr. Pragjibhai M. Patel
	Spouse of	Mrs. Ronak H. Dudhagara
Mr. Pragjibhai M. Patel	Father of	Mr. Hitesh P. Dudhagara
	Father-in-law of	Mrs. Ronak H. Dudhagara
Mrs. Ronak H. Dudhagara	Spouse of	Mr. Hitesh P. Dudhagara
	Daughter-in-law of	Mr. Pragjibhai M. Patel

In terms of Section 152 of the Companies Act, 2013, Mr. Hitesh Dudhagara, Director being the longest in the office shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for reappointment.

A brief resume of directors being appointed along with the nature of their expertise, their shareholding in your Company and other details as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended as an annexure to the Notice of the ensuing Annual General Meeting.

The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

There was no change in the constitution of Board of Directors on the Board during Financial year 2019-2020.

Board Meetings

The Board met Eight (8) times during the financial year ended on March 31, 2020 and as per section 173 of the Companies Act the time gap between any two Meetings has not been more than one hundred and twenty days. The dates on which the Board Meetings were held are April 15, 2019, April 30, 2019, May 23, 2019, July 10, 2019, September 28, 2019, November 13, 2019, January 21, 2020 and March 25, 2020.

Committees

Your Company has several Committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees:

Audit Committee

The Audit Committee comprises of 3 Non-Executive Independent Directors. Accordingly, the Company has complied with the requirements of Section 177 of the Companies Act, 2013.

The Committee met 4 times during the year on July 10, 2019, September 28, 2019, November 13, 2019 and March 25, 2020.

The Chief Financial Officer, Company Secretary and Statutory Auditors are the regular invitees to the Committee Meetings. Other executives are invited as and when required. The Company Secretary of the Company is the Secretary of the committee.

Whistle Blower Policy (Vigil Mechanism)

The Company established the Whistle Blower Policy (Vigil Mechanism). In line with the best Corporate Governance practices, the Company has put in place a system through which the Directors or Employees may report concerns about Unethical and Improper Practices or Alleged Wrongful Conduct, without fear of reprisal. In the event a Director wish to raise a complaint or disclosure he/she shall consult Chairman of the Company and / or Chairman of the Audit Committee. In the exceptional cases, any Employee or Director can reach to the Chairman of the Audit Committee to report any Unethical or Improper Practices. Also no Employee has been denied access to the Audit Committee. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

The Whistle Blower Policy has been disclosed on the Company's website www.spraykingagro.com

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of 3 Non-Executive Independent Directors. Accordingly, the Company has complied with the requirements of Section 178 of the Companies Act, 2013.

The Committee met 2 times during the year on September 28, 2019, and January 21, 2020.

Nomination and Remuneration Policy

In adherence to section 178(1) of the Companies Act, 2013, the Board of Directors of the Company approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/ s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Company Philosophy, Guiding Principles, Nomination of Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel, Key-Executives and Senior Management and the Remuneration of Other Employees.

Performance Evaluation

The formal annual evaluation of the performance of the Board and that of its Committees and Individual Directors including Chairman has been carried out by Nomination and Remuneration Committee and Board of Directors of the Company at their Meeting in the manner prescribed. The criteria of the Board evaluation include Board composition, talents, experience and knowledge, presentations and discussions at the Board Meeting, frequency of the Board Meeting, feedback and suggestion given to the management, participation in the discussion etc.

Further, the Independent Directors, at their exclusive meeting held during the year reviewed and evaluated the performance of Non-Independent Directors including Chairman of the Company and the Board as a whole, after taking views of the Executive and Non-Executive Directors.

Particulars of Remuneration

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **Annexure A**.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be available for inspection at the Registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary. However, this report and the accounts are being sent to the Members excluding the said information in terms of Section 136 of the Act.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee comprises of 3 Non-executive Independent Directors.

The constitution of the Stakeholders Relationship Committee of the Board of Directors of your Company along with the details of the attendance of the members at the meetings held on November 13, 2019 and January 21, 2020.

Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2019-2020 are given below:

No. of complaints received during the year	0
No. of complaints resolved during the year	0
No. of complaints pending at the end of the year	0

Key Managerial Personnel

Mr. Hitesh P. Dudhagara, Managing Director, Mr. Pragjibhai M. Patel, Whole time Director, Mr. Rajnik Vallabhbbhai Vasoya, Chief Financial Officer and Ms. Hetal Prakash Vachhani, Company Secretary are the Key Managerial Personnel of the Company as per provisions of Companies Act, 2013.

During the year, the Board of Directors in accordance with Section 203 of the Companies Act, 2013, Appointment of Ms. Hetal Prakash Vachhani from the post of Company Secretary and Compliance officer of the Company w.e.f. September 28, 2019.

Declaration by Independent Director(s) and re-appointment, if any

Your Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed 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. Further, pursuant to Section 164(2) of the Companies Act, 2013, all the Directors have provided declarations in Form DIR- 8 that they have not been disqualified to act as a Director.

Code of Conduct

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct of Board of Directors is also available on your Company's website www.spraykingagro.com.

Directors' Responsibility Statement

Pursuant to requirement under Section 134 (5) of the Companies Act, 2013 (Act), Directors, confirm that:

- a) in the preparation of the annual accounts for the year ended on March 31, 2020, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit or loss of the Company for that year;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they had prepared the annual accounts on a going concern basis;
- e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Particulars of Loans, Guarantees or Investments under section 186

Particulars of loans, investments, guarantees and securities pursuant to section 186 are provided in the standalone financial statements (Please refer to Notes to the Financial Statements).

Extract of Annual Return

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at March 31, 2020 forms part of this report as **Annexure B**.

Disclosure under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace and is fully committed to uphold and maintain the dignity of every women executive working in your