



STANDARD INDUSTRIES LTD.

123rd ANNUAL REPORT 2019-2020

STANDARD INDUSTRIES LTD.

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STANDARD INDUSTRIES LTD.

BOARD OF DIRECTORS

SHRI PRADEEP R. MAFATLAL

Chairman

SHRI M. L. APTE

(Resigned on 11.09.2019)

SHRI K. J. PARDIWALLA

SMT. DIVYA P. MAFATLAL

SHRI SHOBHAN DIWANJI

MS. AZIZA A. KHATRI

(Appointed on 29.11.2019)

SHRI D. H. PAREKH

Executive Director

BANKERS

HDFC BANK LIMITED

ICICI BANK LIMITED

IDBI BANK

UCO BANK

KOTAK MAHINDRA BANK LTD.

AUDITORS

M/S. ARUNKUMAR K. SHAH & CO.

Chartered Accountants

ADVOCATES & SOLICITORS

M/S. ALMT LEGAL

REGISTERED OFFICE

PLOT NO. 4, TTC INDUSTRIAL AREA,
THANE BELAPUR ROAD,
P.O. MILLENIUM BUSINESS PARK,
NAVI MUMBAI - 400 710

CIN : L17110MH1892PLC000089

WEBSITE : www.standardindustries.co

EMAIL : standardgrievances@rediffmail.com

CORPORATE OFFICE

VIJYALAXMI MAFATLAL CENTRE,
57A, DR. G. DESHMUKH MARG,
MUMBAI - 400 026.

CITY OFFICE

59, THE ARCADE, 1ST FLOOR,
WORLD TRADE CENTRE,
CUFFE PARADE, COLABA,
MUMBAI - 400 005.

REGISTRAR & SHARE TRANSFER AGENTS

Corporate Office:

KFin Technologies Private Limited,
(Formerly known as Karvy Fintech
Private Limited)

Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad,

Telangana - 500 032.

Tel. Nos. : +91 40 6716 2222

Fax No. : +91 40 2342 0814

E-mail : einward.ris@kfintech.com

Website : www.kfintech.com

Mumbai Front Office:

KFin Technologies Private Limited,
(Formerly known as Karvy Fintech
Private Limited)

24-B, Raja Bahadur Mansion,

Ground Floor,

Ambalal Doshi Marg,

Behind BSE, Fort,

Mumbai - 400 023.

Tel. Nos. : +91 22 6623 5454/412/427

MANAGEMENT TEAM

SHRI D. H. PAREKH

*Executive Director
and Key Managerial Personnel*

SHRI D. M. NADKARNI

Vice President (Projects)

SMT. TANAZ B. PANTHAKI

*Vice President (Legal) & Company Secretary
and Key Managerial Personnel*

SHRI J. R. SHAH

*Chief Financial Officer
and Key Managerial Personnel*

STANDARD INDUSTRIES LTD.

FINANCIAL STATISTICS

As per IGAPP				
	01.04.2010 to 31.03.2011	01.04.2011 to 31.03.2012	01.04.2012 to 31.03.2013	01.04.2013 to 31.03.2014
COMPANY OWNED:				
1. Fixed Assets (Net)	1,371	2,887	2,878	2,790
2. Investments	914	293	983	574
3. Net Current/Non-Current Assets	12,938	11,472	9,713	8,502
Total Assets (Net)	15,223	14,652	13,574	11,866
COMPANY OWED:				
1. Loan Funds	—	—	—	—
2. Company's Net Worth:				
Equity Share Capital	3,216	3,216	3,216	3,216
Reserves and Surplus	12,007	11,436	10,358	8,650
Total capital employed	15,223	14,652	13,574	11,866
Debt/Equity Ratio#	0.00:1.00†	0.00:1.00†	0.00:1.00†	0.00:1.00†
Income	1,834	2,334	1,762	1,432
Salaries and Wages	169	239	195	176
Operation and Other Expenses, etc.	1,828	2,042	2,083	2,305
Interest	—	—	—	—
Profit before Depreciation and Taxes	(163)	53	(516)	(1,049)
Depreciation	133	89	95	95
Profit before extra ordinary items and taxes	(296)	(36)	(611)	(1,144)
Taxes	—	—	—	—
Profit after Taxes	(296)	(36)	(611)	(1,144)
Refund of Income-tax/Extra provision of tax w/back	19	26	97	—
Balance brought forward from Previous Year	9,287	8,449	7,879	6,801
Transferred from General Reserve	—	—	—	—
Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013	—	—	—	—
Remeasurement of Defined Benefit Plan	—	—	—	—
Amount for Appropriation*	9,010	8,439	7,365	5,657
Dividends	482	482	482	482
Tax on Dividends	78	78	82	82
Balance retained in business	8,450	7,879	6,801	5,093
Earnings per Equity Share ₹ **	(0.43)	(0.02)	(0.80)	(1.78)
Dividend paid per Equity Share ₹ **	0.75	0.75	0.75	0.75

On Long term borrowings

* Includes balance amount of profit brought forward from previous year

† Without Revaluation Reserve

** On Equity Shares of ₹ 5/-

(₹ in lakhs)

As per IGAPP		As per Ind AS			
01.04.2014 to 31.03.2015	01.04.2015 to 31.03.2016	01.04.2016 to 31.03.2017	01.04.2017 to 31.03.2018	01.04.2018 to 31.03.2019	01.04.2019 to 31.03.2020
2,603	2,089	2,021	2,413	4,469	5,029
164	94	7,772	15,096	19,629	21,883
8,096	9,459	(155)	1,647	(4,609)	(14,709)
10,863	11,642	9,638	19,156	19,489	12,203
—	2,500	1,868	10,823	14,341	11,150
3,216	3,216	3,216	3,216	3,216	3,216
7,647	5,926	4,554	5,117	1,932	(2,163)
10,863	11,642	9,638	19,156	19,489	12,203
0.00:1.00†	0.27:1.00†	0.24:1.00†	1.30:1.00†	2.79:1.00†	10.58:1.00†
1,581	1,063	1,466	4,900	2,236	366
180	188	183	174	160	172
1,652	1,802	2,525	2,347	2,523	2,706
—	94	419	821	1,843	1,493
(251)	(1,021)	(1,661)	1,558	(2,290)	(4,005)
149	119	83	76	113	287
(400)	(1,140)	(1,744)	1,482	(2,403)	(4,292)
—	—	—	338	—	—
(400)	(1,140)	(1,744)	1,144	(2,403)	(4,292)
—	—	14	—	—	200
5,093	4,090	3,321	1,011	1,779	(1,408)
—	—	—	204	—	—
22	—	—	—	—	—
—	—	—	—	(8)	(2)
4,671	2,950	1,591	2,359	(632)	(5,502)
482	482	482	482	644	—
98	98	98	98	132	—
4,091	2,370	1,011	1,779	(1,408)	(5,502)
(0.62)	(1.77)	(2.69)	1.78	(3.75)	(6.36)
0.75	0.75	0.75	0.75	1.00	—

STANDARD INDUSTRIES LTD.

NOTICE

Notice is hereby given that the **ONE HUNDRED & TWENTY THIRD ANNUAL GENERAL MEETING** of the Members of STANDARD INDUSTRIES LIMITED will be held on Thursday, the 10th September, 2020, at 3.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. Audited Balance Sheet as at 31st March, 2020, Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
 - b. Consolidated Audited Balance Sheet as at 31st March, 2020, Consolidated Statement of Profit and Loss (including Other Comprehensive Income) and Consolidated Cash Flow Statement for the financial year ended on that date together with the Report of the Auditors thereon.
2. To appoint a Director in place of Smt. Divya P. Mafatlal (DIN 00011525), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass, with or without modifications, the following:

AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16,17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”),

the approval of the Members of the Company be and is hereby accorded for appointment of Ms. Aziza A Khatri (DIN 03470976) as the Non-Executive Independent Director of the Company and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with the SEBI Listing Regulations, whose term shall not be subject to retirement by rotation, to hold office for two (2) consecutive years on the Board of the Company w.e.f. 29th November, 2019 upto 28th November, 2021.”

4. To consider and, if thought fit, to pass, with or without modifications, the following:

AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendation of the Nomination and Remuneration Committee and the Board, the consent of the members be and is hereby accorded for re-appointment of Shri D.H. Parekh (DIN 00015734), as Executive Director of the Company for a period of 3 years commencing from 2nd August, 2020, not liable to retire by rotation, upon the terms of re-appointment including remuneration, commission and perquisites as set out in the Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, with a liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to alter and vary the said terms of re-appointment and remuneration in such manner as may be agreed to between the Board and Shri D.H. Parekh.”

“RESOLVED FURTHER THAT where in any Financial Year during the currency of Shri D.H. Parekh's tenure as Executive Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and retirement benefits as set out in the Notice as minimum remuneration subject to compliance with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, in force from time to time.”

“RESOLVED FURTHER THAT any revision in the remuneration payable to Shri D.H. Parekh shall be within the overall limits as approved by the members in terms of this Resolution and as recommended by the Nomination and Remuneration Committee to the Board for its approval, from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid Resolution.”

5. To consider and if thought fit, to pass with or without modifications, the following:

AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations issued by SEBI (including any statutory modifications, amendments, or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) (i) to divest by

way of sale, transfer or otherwise dispose off the entire investment or any substantial part thereof held in the Company's wholly owned subsidiaries viz. Standard Salt Works Ltd. (“SSWL”) and/or Mafatlal Enterprises Ltd. (“MEL”), (ii) for disposal of all the assets or any part thereof of SSWL and/or MEL, with other integrated facilities and immovable/movable properties, if any attached thereto, with or without associated liabilities, by way of asset sale, slump sale or in any other manner in one or more tranches to any strategic partner/investor/buyer within such period not exceeding 24 months from the date of approval of this Resolution by the members, at a price not less than the fair value to be determined by independent Registered Valuer / Merchant Banker / Practicing Chartered Accountant.”

“RESOLVED FURTHER THAT for the purpose of implementation of this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matter and things, including but not limited to negotiating, deciding the consideration for the transaction as well as the means, methods or modes for receipt of the consideration, finalizing and executing the required transactional documents including but not limited to Agreement(s) for sale, lease, license, transfer, transitional services, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalise all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the Resolution for completion of the transaction, without being required to seek any further consent or approval of the Shareholders and to delegate all or any of the powers or authorities herein conferred to any Director/s or other Officer/s of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

STANDARD INDUSTRIES LTD.

NOTE:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM. Physical attendance of Members have been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report for financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report for financial year 2019-20 will also be available on the Company's website at www.standardindustries.co, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at www.kfintech.com.
5. In order to enable the Company to promptly send the general meeting notices, annual reports and other shareholder communications in electronic form, Members are requested to register/update their e-mail addresses as under:
 - a. In case shares are held in dematerialized form: Updated details to be sent to their respective Depository Participant with whom members have opened Demat account; and
 - b. In case of shares held in physical form: Updated details to be sent to einward.ris@kfintech.com
6. The Company has engaged the services of KFin Technologies Private Limited, Registrar and Transfer Agent as the authorised agency (KFintech) for conducting of the e-AGM and providing e-voting facility.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. As the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. Documents referred to in the Notice in terms of section 102(3) will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 10th September 2020. Members seeking to inspect such documents can send an email to standardgrievances@rediffmail.com
10. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.

11. Instructions for attending the AGM through VC/OAVM, Remote E-voting and E-voting at the AGM through insta poll are as follows:

A. Instructions for attending the AGM through VC/OAVM:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com> and **click on the “video conference”** by using their remote e-voting login credentials and selecting the ‘Event’ for Company’s AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open during 05th September, 2020 to 08th September, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
3. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination

and Remuneration Committee and Auditors are not restricted on first come first serve basis.

4. Members are encouraged to join the AGM through laptops with Google Chrome for better experience. Further, Members will be required to allow camera, if any, and are requested to use internet with a good speed to avoid any disturbance during the meeting.

Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
6. Members who need technical assistance before or during the AGM, can contact KFintech on 1800 345 4001 (toll free).

B. Instructions for remote e-voting

1. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of shares held in dematerialized form) maintained by the Depositories as on the cut-off date i.e. 3rd September, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 9.00 A.M. (IST) on 6th September, 2020 to 5.00 P.M. (IST) on 9th September, 2020. At the end of Remote e-voting period, the facility shall forthwith be blocked.