

STANDARD INDUSTRIES LTD.

125th ANNUAL REPORT 2021-2022



STANDARD INDUSTRIES LTD.

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STANDARD INDUSTRIES LTD.

BOARD OF DIRECTORS

SHRI PRADEEP R. MAFATLAL

Chairman

SMT. DIVYA P. MAFATLAL

SHRI SHOBHAN DIWANJI

MS. AZIZA A. KHATRI

SHRI TASHWINDER SINGH

SHRI KHURSHED M. THANAWALLA

(Appointed on 19.5.2022)

SHRI D. H. PAREKH

Executive Director

BANKERS

HDFC BANK LIMITED

ICICI BANK LIMITED

IDBI BANK

UCO BANK

KOTAK MAHINDRA BANK LTD.

IDFC FIRST BANK

AUDITORS

M/S. ARUNKUMAR K. SHAH & CO.

Chartered Accountants

ADVOCATES & SOLICITORS

M/S. ALMT LEGAL

REGISTERED OFFICE

FLAT NO. 1, GROUND FLOOR,
HARSH APARTMENT,
PLOT NO. 211, SECTOR 28,
VASHI, NAVI MUMBAI - 400 703.

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 Limited,
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad,
Telangana - 500 032.
Tel. Nos. : +91 40 6716 2222
E-mail : einward.ris@kfintech.com
Website : www.kfintech.com

Mumbai Front Office:

KFin Technologies 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*

FINANCIAL STATISTICS

	As per IGAPP			
	01.04.2012 to 31.03.2013	01.04.2013 to 31.03.2014	01.04.2014 to 31.03.2015	01.04.2015 to 31.03.2016
COMPANY OWNED:				
1. Fixed Assets (Net)	2,878	2,790	2,603	2,089
2. Investments	983	574	164	94
3. Net Current/Non-Current Assets	9,713	8,502	8,096	9,459
Total Assets (Net)	13,574	11,866	10,863	11,642
COMPANY OWED:				
1. Loan Funds	—	—	—	2,500
2. Company's Net Worth:				
Equity Share Capital	3,216	3,216	3,216	3,216
Reserves and Surplus	10,358	8,650	7,647	5,926
Total capital employed	13,574	11,866	10,863	11,642
Debt/Equity Ratio#	0.00:1.00†	0.00:1.00†	0.00:1.00†	0.27:1.00†
Income	1,762	1,432	1,581	1,063
Salaries and Wages	195	176	180	188
Operation and Other Expenses, etc.	2,083	2,305	1,652	1,802
Interest	—	—	—	94
Profit before Depreciation and Taxes	(516)	(1,049)	(251)	(1,021)
Depreciation	95	95	149	119
Profit before extra ordinary items and taxes	(611)	(1,144)	(400)	(1,140)
Taxes	—	—	—	—
Profit after Taxes	(611)	(1,144)	(400)	(1,140)
Refund of Income-tax/Extra provision of tax w/back...	97	—	—	—
Balance brought forward from Previous Year	7,879	6,801	5,093	4,090
Transferred from General Reserve	—	—	—	—
Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013	—	—	22	—
Remeasurement of Defined Benefit Plan	—	—	—	—
Amount for Appropriation *	7,365	5,657	4,671	2,950
Dividends	482	482	482	482
Tax on Dividends	82	82	98	98
Balance retained in business	6,801	5,093	4,091	2,370
Earnings per Equity Share ₹ **	(0.80)	(1.78)	(0.62)	(1.77)
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 Ind AS

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	01.04.2020 to 31.03.2021	01.04.2021 to 31.03.2022
2,021	2,413	4,469	5,029	4172	2,605
7,772	15,096	19,629	21,883	15,816	15,697
(155)	1,647	(4,609)	(14,709)	(13,675)	3,755
9,638	19,156	19,489	12,203	6,313	22,057
1,868	10,823	14,341	11,150	5,196	2,570
3,216	3,216	3,216	3,216	3,216	3,216
4,554	5,117	1,932	(2,163)	(2,099)	16,271
9,638	19,156	19,489	12,203	6,313	22,057
0.24:1.00†	1.30:1.00†	2.79:1.00†	10.58:1.00†	4.65:1.00†	0.13:1.00†
1,466	4,900	2,236	366	3,894	45,994
183	174	160	172	220	232
2,525	2,347	2,523	2,706	1,821	23,093
419	821	1,843	1,493	1,357	439
(1,661)	1,558	(2,290)	(4,005)	496	22,230
83	76	113	287	316	225
(1,744)	1,482	(2,403)	(4,292)	180	22,005
—	338	—	—	—	3,650
(1,744)	1,144	(2,403)	(4,292)	180	18,355
14	—	—	200	—	—
3,321	1,011	1,779	(1,408)	(5,502)	(5,438)
—	204	—	—	—	—
—	—	—	—	—	—
—	—	(8)	(2)	(116)	14
1,591	2,359	(632)	(5,502)	(5,438)	12,931
482	482	644	—	—	—
98	98	132	—	—	—
1,011	1,779	(1,408)	(5,502)	(5,438)	12,931
(2.69)	1.78	(3.75)	(6.36)	0.28	28.53
0.75	0.75	1.00	—	—	—

NOTICE

Notice is hereby given that the **ONE HUNDRED & TWENTY FIFTH ANNUAL GENERAL MEETING** of the Members of STANDARD INDUSTRIES LIMITED will be held on Thursday, the 18th August, 2022, 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, 2022, 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, 2022, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement for the financial year ended on that date together with the Report of the Auditors thereon.
2. To confirm Interim Equity Dividend declared for the Financial Year 2021-2022 and to approve final Equity Dividend for the Financial Year 2021-2022.
3. 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

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

AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications, re-enactment thereof for the time being in force) and the Rules made thereunder, Regulation 17 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, (SEBI LODR Regulations) as amended from time to time, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year computed in the manner provided under Section 198 of the Act, for a period of five years, commencing from 1st October, 2022.”

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 Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modifications, re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16(1)(b), 17, 17(1A), 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations), as amended from time to time, the consent of the Members of the Company be and is hereby accorded for appointment of Shri Khurshed M. Thanawalla (DIN 00201749), aged 79 years, as the Non-Executive Independent Director of the Company, not liable to retire by rotation and Shri Khurshed M. Thanawalla has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with SEBI LODR Regulations, as amended from time to time and who is eligible for appointment under the provisions of the Act, Rules made thereunder and SEBI LODR Regulations and in respect of whom the Company has received a

notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act to hold office for a term of 5 (five) years on the Board, from 19th May 2022 to 18th May 2027.”

6. 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 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modifications, re-enactment thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16(1)(b), 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations), as amended from time to time, the consent of the Members of the Company be and is hereby accorded for re-appointment of Shri Tashwinder Singh (DIN 06572282), as Non-Executive Independent Director of the Company whose current period of office is expiring on 9th February, 2023 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act read with SEBI LODR Regulations, as amended from time to time and who is eligible for re-appointment under the provisions of the Act, Rules made thereunder and SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) years on the Board of the Company from 10th February, 2023 to 9th February, 2028.”

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

AS A SPECIAL RESOLUTION

“RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on 10 September 2020

and pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications, re-enactment thereof for the time being in force), and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) as amended from time to time and any other applicable regulations issued by SEBI, 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 5 (five) years 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.”

NOTES:

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 April 8, 2020 read with circulars dated April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (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 and January 15, 2021, Notice of the AGM along with the Annual Report for financial year 2021-22 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 2021-22 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 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 Limited, Registrar and Transfer Agent as the authorised agency (KFintech) for conducting of the e-AGM and providing e-voting facility.
7. The Company has fixed 11th August, 2022, as the ‘Record Date’ for determining entitlement of members to final dividend, if declared at the AGM. If the final dividend, as recommended by the Board of Directors, is declared at 125th AGM, payment of such dividend subject to deduction of tax at source will be made on or after 12th September, 2022.
8. Pursuant to the provisions of the Income Tax Act, 1961 (“the IT Act”), dividend income is taxable in the hands of the members and the

Company is required to deduct tax at source ("TDS") from dividend paid to the members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company's Registrar and Share Transfer Agents, M/s. Kfin Technology Limited, by sending email at einward.ris@kfintech.com. For details, members may refer to the "Communication on TDS on Dividend Distribution" appended to this Notice of 125th AGM.

9. The final Dividend as recommended by the Directors when declared at the Annual General Meeting will be paid by dividend warrants drawn on designated Branches of HDFC Bank Limited from Monday, the 12th September, 2022 to those shareholders who have not opted for National Electronic Clearing Service (NECS) Mandates. For those shareholders who have submitted their NECS Mandates, the dividend will be credited directly to their respective Bank Accounts.
10. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through NECS, can register their NECS Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents to the Registrar & Share Transfer Agents at einward.ris@kfintech.com latest by Thursday, the 11th August, 2022:

A. A signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:

1. Name and Branch of Bank and Bank Account type;
2. Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
3. 11-digit IFSC Code.

- B. self attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
 - C. self attested scanned copy of the PAN Card; and
 - D. self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member, as registered with the Company.
11. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details for Members holding shares of the Company in physical form. Effective from 1st January, 2022, any service request or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1st April, 2023, in case any of the above cited documents / details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company, viz., www.standardindsustries.co and the website of RTA viz, www.kfintech.com
Members holding shares in physical form are advised to avail of the nomination facility by filling the prescribed Form No. SH-13 which is available with Kfintech, the RTA. Members holding shares in dematerialised form are requested to contact their Depository Participant, for recording their nomination.
 12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 13. As the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
 14. 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