# 27TH ANNUAL REPORT 2018-19 OF SUNITEE CHEMICALS LIMITED

# **BOARD OF DIRECTOR**

SAGAR SONI	MANAGING DIRECTOR
DHAVAL SOLANKI	DIRECTOR
RAJESHBHAI DESAI	DIRECTOR
PREETI PATADIA	DIRECTOR

# **AUDITOR**

## RISHI SEKHRI AND ASSOCIATES,

CHARTERED ACCOUNTANTS, Mumbai

# **SHARE TRANSFER AGENT**

## Purva Sharegistry (India) Pvt. Ltd

NO-9, SHIV SHAKTI INDUSTRIAL ESTATE, GROUND FLOOR, J.R.BORICH MARG, OPP. KASTURBA HOSPITAL, LOWER PAREL, MUMBAI -400011.

Email: <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a>

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#### NOTICE

CIN: L24110GJ1992PLC017164

**NOTICE** is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the Members of **SUNITEE CHEMICALS LIMITED** (CIN: L24110GJ1992PLC017164) will be held on Friday, September 27, 2019 at 12.00 p.m. at the registered office of the Company at 24, Laxmi Chambers, Navjeevan Press Road, Opp. Old Gujarat High Court, Ahmedabad- 380014 to transact the following businesses:

#### **ORDINARY BUSINESS:**

- 1. To consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
- 2. To appoint a Director in Place of Mr. Sagar Soni (DIN: 07047446), Managing Director who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors For, SUNITEE CHEMICALS LIMITED

Date: 29.05.2019 Place: AHMEDABAD

> SAGAR SONI MANAGING DIRECTOR DIN: 07047446

#### Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. 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.
- 2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
- 3. The Register of Members and Share Transfer Register of the Company will remain closed from 20<sup>th</sup> September, 2019 to 27<sup>th</sup> September, 2019.
- 4. As a measure of economy, copies of the Annual Report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the Annual Report at the meeting.
- 5. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
- 6. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent Purva Sharegistry (India) Pvt. Ltd. No-9, Shiv Shakti Industrial Estate, Ground Floor, J.R.Borich Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai-400011 by mail at together with a valid proof of address.

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- 7. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as "Proxy" or "Representative" as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.
- 8. To facilitate easy and cheap transactions in its shares, the Company has dematerialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
- 9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with Purva Sharegistry (India) Pvt. Ltd. No-9, Shiv Shakti Industrial Estate, Ground Floor, J.R.Borich Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai-400011 and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
- 10. 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.
- 11. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
- 12. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ reappointment as a Director at the ensuing Annual General Meeting is as under:

Name of the Director	SAGAR SONI
DIN	07047446
Nationality	Indian
Date of Appointment	30/09/2015
Expertise in specific functional Area and experience	Financial and Account
Terms and Conditions of re-appointment along with details of remuneration sought to be	Refer item no. 2 of the Notice
paid	
Remuneration last drawn (including sitting fees, if any)	Nil
Directorship in other Companies (excluding Foreign, private and Section 8 companies)	Refer Corporate Governance Report
Membership of Committees in other Public Limited Companies	Refer Corporate Governance Report
No. of Shares held in the Company as on 31.03.2019 (Face Value ₹ 10/- per share)	Nil
Number of meetings of the Board attended during the Financial Year 2018-19	Refer Corporate Governance Report
Relationship with other Directors, Manager and Key Managerial Personnel of the	None
Company	

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#### SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically, as an alternative to vote through postal ballot, the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24.09.2019 AT 09.00 A.M. and ends on 26.09.2019 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to <a href="www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable	
	for both demat shareholders as well as physical shareholders)	
	Members who have not updated their PAN with the Company/Depository Participant	
	are requested to use the sequence number which is printed on Postal Ballot	
	Attendance Slip indicated in the PAN field.	
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded	
Bank	in your demat account or in the company records in order to login.	
Details <b>OR</b>	If both the details are not recorded with the depository or company please enter the	
Date of	member id / folio number in the Dividend Bank details field as mentioned in	
Birth (DOB)	instruction (iv).	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SUNITEE CHEMICALS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions
    ("FAQs") and e-voting manual available at <a href="www.evotingindia.com">www.evotingindia.com</a>, under help section or write an email to
    helpdesk.evoting@cdslindia.com.

The Company has appointed Mr. KALPESHKUMAR PATEL of M/s. K. G. Patel & Associates, Practicing Charted Accountant as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

By Order of the Board of Directors For, SUNITEE CHEMICALS LIMITED

Date: 29.05.2019 Place: AHMEDABAD

> SAGAR SONI MANAGING DIRECTOR DIN: 07047446

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#### **Director's Report to the Members**

Your Directors present their Twenty Seventh report together with the Audited Financial Statement of your Company for the year ended 31st March, 2019.

#### **Financial Highlights:**

(Amount in Rs.)

Particulars	2018-19	2017-18
Total Income		0
Total expenditure		15000
Profit before Taxation		(15000)
Provision for Tax		00
Add: Deferred Tax Liability Reversal		00
Profit after Taxation		(15000)

#### **Dividend & Reserve**

No Dividend was declared for the current financial year due to loss incurred by the Company.

#### Transfer of Unclaimed Dividend to Investor Education and Protection Fund

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

#### **Share Capital**

During the year under the review there is no change in the Issues, Subscribe and Paid up Share Capital for the company.

#### **Employee Stock Options Scheme**

During the year under the review the company has not issued any Shares pursuant to the Employee Stock Options Scheme.

#### **Holding Company / Subsidiary Company**

During the year under the review the company didn't have any Holding Company, Subsidiary, Associate and Joint Venture Company.

#### REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with, a separate section titled Report on Corporate Governance together with a Certificate from the Practicing Company Secretary forms part of this Report.

A detailed Management Discussion & Analysis forms part of this Report.

#### **Environment Protection**

The Company is doing only the trading activities. It does not generate any Water or Air Pollution. Hence, the law and regulations relating to the Pollution Control and Environment Protection are not applicable to the Company.

#### **Corporate Social Responsibility (CSR)**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

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#### **Directors and Key Managerial Personnel**

Mr. SAGAR SONI (DIN: 07047446) Managing Director of the Company are retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Mr. ROHAN JAIN and Mr. SHAILESH KUMAR GUPTA resigned as director of the company with effect from 14.06.2018.

#### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, evaluation of every Director's performance was done by Nomination and Remuneration Committee. The performance evaluation of Non-Independent Directors and the Board as a whole, Committees thereof and Chairperson of the Company was carried out by the Independent Directors. Evaluation of Independent Directors was carried out by the entire Board of Directors, excluding the Director being evaluated. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity; attendance and adequacy of time given by the Directors to discharge their duties; Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process. The details of familiarisation programme for Independent Directors have been disclosed on website of the Company.

#### **Declaration of Independent Directors**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

#### **Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. A total of five Board Meetings were held during the year 2018-19 on the following dates: May 23, 2018, June 14, 2018, August 08, 2018, November 6, 2018 and February 07, 2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.

#### **Performance Evaluation of Independent Directors**

The Board has formulated a questionnaire for performance Evaluation of Independent Directors. The questionnaire has among others basically captured the following points:

- Key attributes of the Independent Director
- Level and quality of participation in the Board and Committee Meetings
- Inputs provided by the Independent Director based on his knowledge, skills and experience
- Independence in Judgment
- Knowledge of Company's Business.

#### **Separate Meeting of the Independent Directors**

The Independent Directors held a Meeting on February 07, 2019 without the attendance of Non-Independent Directors and Members of Management. All the Independent Directors were present at such meeting and at the Meeting they have:

- i. Reviewed the performance of non-independent directors and the Board as a whole;
- ii. Assessed the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Present Independent Directors holds a unanimous opinion that the Non-Independent Directors bring to the Board constructive knowledge in their respective field. All the Directors effectively participate and interact in the Meeting. The information flow between the Company's Management and the Board is satisfactory.

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#### **Training of Independent Directors**

The company shall provide suitable training to independent directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

#### **Directors' Responsibility Statement**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **Internal Financial Controls**

The Company has in place adequate internal financial controls with reference to the financial statements. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.

#### **Composition of Audit Committee**

In compliance with the provisions of Section 177 of the Companies Act, 2013, the Company has constituted a Committee of the Board of Directors knows as the Audit Committee which comprises Mr. Sagar Soni, Managing Director and Mr. Rajeshbhai Desai and Mr. Dhaval Solanki. Mr. Dhaval Solanki was appointed as Chairman of the Committee.

All members of the Audit Committee possess strong knowledge of accounting and financial management. Financial Controller, the Internal Auditors and Statutory Auditors are regularly invited to attend the Audit Committee Meetings. The Internal Auditor reports to the Chairman of the Audit Committee. The significant audit observations and corrective action taken by the management are presented to the Audit Committee. The Board has accepted all recommendations, if any, of the Audit Committee made from time to time.

#### Vigil mechanism / Whistle Blower Mechanism

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any complaint(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and anyother questionable accounting/operational process followed.

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It provides a mechanism for employees to approach the Chairman of Audit Committee or Chairman of the Company or the Corporate Governance Cell. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee or Chairman of the Company or the Corporate Governance Cell. The Whistle Blower Policy of the Company is available at website of the company.

#### **Risk Management**

The Company has in place the procedure to inform the Board about the risk assessment and minimization procedures. Your Company has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. Audit Committee has been assigned the task of ensuring Risk Management, for monitoring andreviewing of the risk assessment, mitigation and risk management plan from time to time. The Board periodically reviews implementation and monitoring of the risk management plan for the Company including identification therein of elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

#### **Auditors and Auditors' Report**

In accordance with the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/S. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI FRN: 128216W were appointed as Statutory Auditors, for a term of three years to hold office till the conclusion of the Annual General Meeting to be held for the financial year ending on 2020, subject to the ratification by the members at every Annual General Meeting.

The requirement of taking approval of members for ratification of appointment of Statutory Auditors has been done away with by the Companies (Amendment) Act, 2017.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

#### Secretarial Audit and Secretarial Auditors' Report

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s. K H & Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.

Qualification in Secretarial Audit Report and Explanations by the Board

Sr.	Qualifications made by Secretarial Auditor	Explanations by the Board
No.		
а	Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.	The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee.
b	Updating of website with regard to various policies is	The company will take necessary steps to update website
	pending.	with regard to various policies which are pending.
С	The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.

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d	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary. The Company has not appointed Company Secretary.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary is less and it is not a full time work and the job of Company Secretary is not attractive
		commensurate with the scope of work and salary.
е	As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.	The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system.
f	The company has not maintained the attendance register for Board and committee meeting.	The company will take necessary steps to maintain the attendance register for board and committee meetings.
g	Statutory Registrar as per companies Act 2013 is yet to be updated.	The company will take necessary steps to update Statutory Register as per companies Act, 2013.
h	Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.	The company will ensure to file all relevant documents in time with ROC and other authorities as when required.

#### Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013

There was no guarantees given or security provided or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review. Particulars of loans given are provided in the financial statement (Please refer to Note no. 8 to the financial statement). All the loans were given the purpose of business of the recipients.

#### **Contracts and Arrangements with Related Parties**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

#### Particulars of Remuneration of Employees and Other Required Disclosures

No Directors/ Key Managerial Personnel are drawing any remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is not given.

#### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

#### **Extract of Annual Return**

The details forming part of the Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report and forms part of this Report.

#### General

During the year under review, no revision was made in the financial statement of the Company. During the year ended March 31, 2019, there were no cases filed / reported pursuant to the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital market since the listing of the Company's equity shares. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.