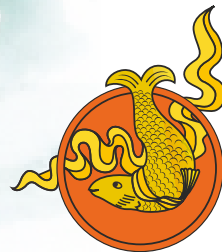


# 37<sup>TH</sup> ANNUAL REPORT 2019-2020



**TAI INDUSTRIES LIMITED**

**TAI INDUSTRIES LIMITED**

CIN: LO1222WB1983PLCO59695  
53A, Mirza Ghalib Street, 3rd Floor, Kolkata - 700 016  
Ph No.: (033) 4041 6666; Fax: (033) 22497319  
E-mail: info@taiind.com; Website: www.taiind.com

**BOARD OF DIRECTORS**

Dasho Wangchuk Dorji (DIN: 00296747)	<i>Chairman &amp; Whole-time Director</i>
Mr. Rohan Ghosh (DIN: 00032965)	<i>Managing Director</i>
Dasho Topgyal Dorji (DIN:00296793)	<i>Director</i>
Mr. Prem Sagar (DIN: 00040396)	<i>Independent Director</i>
Mr. K.N. Malhotra (DIN:00128479)	<i>Independent Director</i>
Mr. Vinay Killa (DIN: 00060906)	<i>Independent Director</i>
Ms.Sarada Hariharan (DIN: 06914753)	<i>Independent Director</i>

**AUDIT COMMITTEE**

Mr.Prem Sagar (DIN:00040396)	<i>Chairman</i>
Mr. K.N. Malhotra (DIN:00128479)	<i>Member</i>
Mr. Vinay Killa (DIN:00060906)	<i>Member</i>

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Prem Sagar (DIN:00040396)	<i>Chairman</i>
Dasho Topgyal Dorji (DIN:00296793)	<i>Member</i>
Mr K.N. Malhotra (DIN:00128479)	<i>Member</i>
Mr. Vinay Killa (DIN:00060906)	<i>Member</i>

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr Prem Sagar (DIN:00040396)	<i>Chairman</i>
Mr K.N. Malhotra (DIN:00128479)	<i>Member</i>
Mr. Vinay Killa (DIN:00060906)	<i>Member</i>

**KEY MANAGERIAL PERSONNEL**

Mr. Rohan Ghosh (DIN: 00032965)	<i>Managing Director</i>
Ms. Mou Mukherjee	<i>Chief Financial Officer</i>
Ms. Indira Biswas	<i>Company Secretary</i>

**REGISTRAR AND SHARE TRANSFER AGENT**

Link Intime India Private Limited  
Vaishno Chamber  
5<sup>th</sup> Floor, Room No.502 & 503, 6, Brabourne Road, Kolkata 700001  
Tel: 033-4004 9728, Fax: 033-4073 1698  
E-mail: kolkata@linkintime.co.in  
Website: www.linkintime.co.in

**STATUTORY AUDITORS**

KAMG & Associates, Chartered Accountants,  
AE - 350, 1st Floor,  
Kolkata - 700 064.

**SECRETARIAL AUDITOR**

T. Chatterjee & Associates,  
"Abhishek Point", 4th Floor,  
152, S.P. Mukherjee Road,  
Kolkata - 700 020.

**BANKERS**

HDFC Bank Limited  
Yes Bank Limited  
Canara Bank  
State Bank of India  
United Bank of India  
Axis Bank

**CONTENTS**

NOTICE	3
DIRECTORS' REPORT	13
ANNEXURE A – EXTRACT OF ANNUAL RETURN	19
ANNEXURE B – SALIENT FEATURES OF THE NOMINATION AND REMUNERATION POLICY	26
ANNEXURE C – DISCLOSURE OF CONTRACTS WITH RELATED PARTIES	28
ANNEXURE D – VIGIL MECHANISM POLICY	30
ANNEXURE E – MANAGEMENT DISCUSSION AND ANALYSIS REPORT	34
ANNEXURE F – INFORMATION IN RESPECT OF EMPLOYEES	36
ANNEXURE G – REPORT OF SECRETARIAL AUDITOR	37
INDEPENDENT AUDITORS REPORT	40
BALANCE SHEET	48
STATEMENT OF PROFIT & LOSS ACCOUNT	49
CASH FLOW STATEMENT	50
STATEMENT OF CHANGES IN EQUITY	52
NOTES TO FINANCIAL STATEMENTS	53

Annual General Meeting on Friday 11<sup>th</sup> September, 2020 by Video Conferencing or Other Audio-Visual Means.  
The Annual Report together with the Notice of the AGM has been sent by electronic means.  
For any queries, you may write to [agm@taiind.com](mailto:agm@taiind.com).



## TAI INDUSTRIES LIMITED

CIN: LO1222WB1983PLCO59695  
53A, Mirza Ghalib Street, 3rd Floor, Kolkata - 700 016  
Ph No.: (033) 4041 6666; Fax: (033) 22497319  
E-mail: info@taiind.com; Website: www.taiind.com

### NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of Tai Industries Limited will be held on Friday, 11th September, 2020 at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

#### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2020, and the Reports of the Directors and the Auditors thereon and to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statement of the Company for the year ended 31st March, 2020, and the Reports of the Directors and the Auditors thereon, placed before this Meeting be and are hereby considered and adopted."

2. To appoint Mr. Rohan Ghosh (DIN: 00032965), Director retiring by rotation and eligible for reappointment, by passing the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rohan Ghosh (DIN: 00032965), who retires by rotation at this Meeting under Article 72(ii) of the Articles of Association of the Company, be and is hereby reappointed as Director of the Company."

By Order of the Board

Place: Kolkata  
Date: 29th June, 2020

Indira Biswas  
(ACS 9621)  
Company Secretary

**Notes:**

1. In view of the continuing restrictions on the movement of people at several places in the country due to the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020 without the physical presence of the Members at a common venue.
2. The 37th AGM of the Company shall be conducted in accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) through VC / OAVM.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. The Company has engaged the services of Link Intime India Private Limited (LI IPL) for providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 13 below and is also available on the website of the Company at **www.taiind.com**.
5. Voting can be exercised only by the concerned Member or his/her duly constituted attorney or, in case of bodies corporate, its duly authorised person. A Member need not use all his/her votes.
6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Link Intime India Private Limited at **instameet@linkintime.co.in**
7. The Register of Members of the Company will remain closed from 4th September, 2020 to 11th September, 2020 both days inclusive.
8. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
9. Brief resume of Directors proposed to be appointed /reappointed as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto.

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

10. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and the Circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website at **www.taiind.com**, website of BSE Limited at **www.bseindia.com**. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
11. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

**12. Registration of email ID and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

**(i) For shares held in physical mode:**

- a) Advise any change in their address or bank mandates to the Company/Company's Registrar and Transfer Agent, Link Intime India Private Limited. The notification of change of address should be accompanied by the address proof, i.e., voter's identity card, electric/telephone bill, driving licence or a copy of the passport or bank statement of the member. OR
- b) Log into the website of our RTA, Link Intime India Private Ltd., at **www.linkintime.co.in** under Investor Services > Email/Bank detail Registration. Fill in the details and upload the required documents and submit.

**(ii) For Shares held in Demat mode:**

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

**13. Instructions for remote e-voting and joining the Annual General Meeting are as follows:****PROCEDURE FOR REMOTE E-VOTING:**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

- Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

**A. User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company in DD/MM/YYYY format)**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D'**, above
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D'**, above
- Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above



- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

**NOTE:** If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.
8. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
9. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

#### **If you have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.



During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at** <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

##### **Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:**

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- 1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting.

Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc., may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the "**Company**" and '**Event Date**' and register with your following details: -

##### **A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No**

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).





Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>. Or you may join the meeting by clicking on Join Now.

You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction / InstaMeet website.

### **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

Shareholders/ Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [agm@taiind.com](mailto:agm@taiind.com), 3 days in advance

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through Insta Meet:**

- Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
- Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the client.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **[agm@taiind.com](mailto:agm@taiind.com)**. The same will be replied by the company suitably.

### **Note:**

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members are allowed to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

### **PROCEDURE FOR E-VOTING DURING THE AGM**

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta Meet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.



5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### **GENERAL INFORMATION:**

14. The Company is registered with National Securities Depository Ltd. ('NSDL'), and Central Depository Services (India) Ltd. ('CDSL'), for dematerialization of its Equity Shares which has been allotted the ISIN INE358D01018. Link Intime India Private Limited, having their office at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083 are the Registrar and Share Transfer Agents of the Company.
15. To support the "Green Initiative in Corporate Governance" of Ministry of Corporate Affairs, for paperless compliances by companies, members are requested to register their e-mail addresses, in respect of their holdings in the securities of the Company, for service of notice/documents including Annual Reports by the Company by email. Members are requested to keep the Company/Depository Participants informed as and when there is any change in their e-mail addresses.
16. Members are requested to:
  - i. Communicate on all matters pertaining to their shareholdings with the Company's Registered Office/ Company's Registrar, quoting their respective Ledger Folio Number(s) / Client ID(s) and DPID(s);
  - ii. Note that as per provisions of the Companies Act, 2013, facility for making / varying / cancelling nominations is available for shareholders in respect of Equity Shares held by them. The relevant Forms can be obtained from the Company's Registrars.
17. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members are hereby requested to update their PAN and Bank details with the Registrar and Share Transfer Agent of the Company.
18. For registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company as well as the Registrar for registration of transfer of securities.
19. As mandated by SEBI effective from April 1, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized