



**Tashi India Ltd.**

**(CIN : L51900MH1985PLC036521)**

**38TH ANNUAL REPORT**

**FINANCIAL YEAR  
2022-2023**

**TASHI INDIA LIMITED**

**BOARD OF DIRECTORS**

**Shri Rohit Bajaj**  
[DIN: 00511745]

**Shri Sunil Bajaj**  
[DIN: 00509786]

**Shri Akshay Ranka**  
[DIN: 00235788]

**Shri Sunil Chandra Agrawal**  
[DIN: 00511873]

**Smt. Shweta Jejani**  
[DIN: 07097052]

**COMPANY SECRETARY & CHIEF FINANCIAL OFFICER**

**Ms. Aarti Batra**

**AUDITORS**

**VMSS & ASSOCIATES**  
Chartered Accountants, Kolkata

**BANKERS**

**Axis Bank Limited**  
Civil Lines, Nagpur

**R & T AGENT**

**M/s. Adroit Corporate Services Private Limited**  
1st Floor, 19, Jaferbhoy Industrial Estate  
Makwana Road, Marol Naka  
Mumbai-400 059

**REGISTERED OFFICE**

Imambada Road, Nagpur-440018 (Maharashtra)

## **TASHI INDIA LIMITED**

### **NOTICE**

**NOTICE** is hereby given that the **Thirty Eighth Annual General Meeting** of the Shareholders of **M/s TASHI INDIA LIMITED** will be held on **Thursday, the 28th Day of September, 2023 at 02.00 P.M.** at the Registered Office at Imambada Road, Nagpur-440018 (Maharashtra) to transact the following business:

#### **ORDINARY BUSINESS:-**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

##### **Item No.1: Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements (Including Audited Consolidated Financial Statements) of the company for the year ended 31st March, 2023 and Reports of the Auditors and Directors thereon.

##### **Item No. 2: Appointment of Shri Sunil Bajaj (DIN: 00509786) as Director, liable for retire by rotation.**

To appoint a Director in place of Shri Sunil Bajaj (DIN: 00509786), who retires by rotation and being eligible offers himself for re-appointment.

**"RESOLVED THAT** pursuant to provisions of Sections 152 (6) and other applicable provisions of the Companies Act, 2013, Shri Sunil Bajaj (DIN: 00509786 who retires by rotation at this AGM and who offers herself for the reappointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

**Registered Office:**  
**Imambada Road,**  
**Nagpur-440018 (Maharashtra)**

**Place: Nagpur**  
**Date: 02/09/2023**

**By Order of the Board,**  
**For Tashi India Ltd.**

**Akshay Ranka**  
**Director**  
**(DIN: 00235788)**  
**Ranka Colony, Vakilpeth,**  
**Hanuman Nagar, Nagpur - 440009**

**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Proxies in order to be effective must be lodged at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **18.09.2023 to 28.09.2023** (both days inclusive).
3. Members are requested to bring their copies of the Annual Report to the Meeting. They are also requested to avoid being accompanied by non-members and children.
4. Members are requested to notify immediately any change in their addresses quoting their Folio/Client ID No. to the Company's Registrars & Share Transfer Agents - **M/s Adroit Corporate Services (P) Ltd.** 1st Floor, 19/20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai - 400 059 (Maharashtra) Tel : (022) 2859 0942/4442/4428/4060, E.mail: adroits@vsnl.net
5. SEBI has mandated submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants, where shares are held in electronic form. However, if shares are held in physical form, members are advised to register their email Ids with M/s Adroit Corporate Services (P) Ltd. at info@adroitcorporate.com.
6. Members, who still hold shares in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which includes easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
7. Corporate members are requested to send in advance their duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.
8. Members/proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting.
9. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
10. For security reasons, no article/baggage will be allowed at the venue of the meeting.

**11. Voting through Electronic Means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company is pleased to provide members facility to exercise their right to vote at the **38th Annual General Meeting (AGM)** by electronic means and the business may be transacted through e-voting services provided by **Central Depository Services (India) Limited.**

**The instructions for members for voting electronically are as under:**

The e-voting period begins on 25.09.2023 (9.00 AM) and ends on 27.09.2023 (5.00 PM). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date of 15.09.2023 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**In case of members receiving e-mail :**

- i. the shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab.
- iii. 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 No. Registered with the Company.
- iv. Next enter the Image Verification as displayed and then Click on "Login".
- v. If you are holding shares in Demat Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Members Holding Shares in Demat Form &amp; Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ol style="list-style-type: none"> <li>1. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>2. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ol>
<b>Dividend Bank Details OR Date Of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your Demat Account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or company, Please enter the member id / folio number in the Dividend bank details field as mentioned in instruction (iv).</p>

- a) After entering these details appropriately, click on "**SUBMIT**" tab.
- b) 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.

- c) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- a) Click on **"Electronic Voting Sequence Number (EVSN)" - of "TASHI INDIA LIMITED"**. This will take you to the voting page.
- b) 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.
- c) Click on the **"Resolutions File Link"**. If you wish to view the entire Resolutions,
- d) 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.
- e) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

- f) If Demat account holder has forgotten the changed password then enter the User ID and the image verification Code & click on Forgot Password & enter the details as prompted by the system.

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. Iphone and Windows phone users can download the App from the App store and the Windows Phone Store Respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**g) Note for Non - Individual Shareholders and Custodians**

- a) Non- Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) 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](mailto:helpdesk.evoting@cdslindia.com).
- b) 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.
- c) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- d) 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 [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In addition to the E-voting facility as described above, the company shall make a voting facility available at the venue of the AGM, by way of ballot paper, Member may participate in the AGM even after exercising right to vote through e-voting as above but shall not be allowed to vote again at the AGM. Only such members attending the AGM who have not already cast their votes by e-voting shall be able to exercise their right to vote at the AGM. E-voting facility will not be made available at the AGM venue.

## **12. Voting Through Physical Ballot Form:**

In terms of Clause 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 the members who do not have access to e-voting are requested to fill in the Physical Ballot Form enclosed with the Notice and submit the same in a sealed envelope to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before **27.09.2023 (5.00 P.M)**. The Scrutinizer's decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.

**M/s B.Chhawchharia & Co, Chartered Accountants, Nagpur, (Firm Registration No. 305123E) has been appointed as the Scrutinizer to scrutinize** the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.

**Registered Office:**  
**Imambada Road,**  
**Nagpur-440018 (Maharashtra)**

**Place: Nagpur**  
**Date: 02/09/2023**

**By Order of the Board,**  
**For Tashi India Ltd.**

**Akshay Ranka**  
**Director**  
**(DIN: 00235788)**  
**Ranka Colony, Vakilpeth,**  
**Hanuman Nagar, Nagpur - 440009**

## **TASHI INDIA LIMITED**

### **DIRECTORS' REPORT**

The Directors present their **Thirty Eighth Annual Report** and Audited Statement of Accounts for the year ended 31st March, 2023.

#### **FINANCIAL RESULTS:**

<b>Particulars</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Total Income	1,02,37,359/-	1,55,39,651/-
Total Expense	70,95,099/-	83,92,401/-
Profit Before Tax	31,42,260/-	71,47,250/-
Less: Current Tax	7,57,438/-	17,25,338/-
Less: Deferred Tax	6,60,769/-	(15,05,390/-)
Profit after Tax	17,24,053/-	69,27,302/-
Other Comprehensive Income	(38,97,308/-)	84,45,329/-
Total comprehensive Income	(21,73,255/-)	1,53,72,631/-
Earning Per Share	2.93	20.70

#### **DIVIDEND:**

The Directors regret their inability to recommend any dividend for the year under review.

#### **WORKING & PERFORMANCE:**

Your directors are trying their best to improve the performance of the company.

#### **EXTRACT OF ANNUAL RETURN:**

As per the requirements of section 92(3) of the Act and Rules framed thereunder, the extract of the Annual Return in form MGT-9 for the financial year 2022-23 is available on the website of the company at [www.tashiindia.com](http://www.tashiindia.com).

#### **NUMBER OF BOARD MEETINGS:**

During the Financial Year 2022-23, Five (5) meetings of the Board of Directors of the Company were held i.e. on 30/05/2022, 10/08/2022, 05/09/2022, 12/11/2022 and 09/01/2023.

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS:**

During the year under review, a separate meeting of Independent Directors without the attendance of Non-Independent Directors and members of the Management, was held on 20th Day of March, 2023, as required under Schedule IV of the Companies Act, 2013 (Code for Independent Directors) read with Regulations 25(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The Independent Directors inter-alia reviewed the performance of the Non-Independent Directors, Chairman of the Company and the Board as a whole.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, Your Directors confirm that:

- a. In the preparation of Annual Accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are 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 and loss of the Company for that period.
- c. The Directors have taken proper and sufficient care toward the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Annual Accounts have been prepared on a going concern basis.
- e. The Directors have laid down internal financial controls, which are adequate and are operating effectively.
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12):**

During the year under review, there were no frauds reported by the Statutory Auditors to the Audit Committee of the Board under section 143(12) of the Companies Act, 2013.

**PUBLIC DEPOSITS:**

The company being a Non-Banking Finance Company has not accepted any deposits from the public during the year under review and shall not accept any deposits from the public without obtaining prior approval of RBI.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

Particulars of Related Party Transactions, covered under Section 188 of the Companies Act, 2013 are given in notes to the Financial Statements provided in this Annual report, if any.

**SECRETARIALAUDITOR:**

The Board of Directors of the Company has appointed M/s. More Daliya & Associates, Practicing Company Secretaries, Nagpur, to conduct Secretarial Audit for the Financial Year 2022-23. The Secretarial Audit Report for the Financial Year ended on March 31, 2023 is annexed herewith to this Report.

The said report does not contain any qualification, reservation or adverse remark by the Secretarial Auditor.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Particulars of loan, guarantee and investments, if any covered under Section 186 of the Companies Act, 2013 are given in notes to the Financial Statements provided in this Annual report.

**CORPORATE SOCIAL RESPONSIBILITY POLICY:**

Your Directors informed that the Company is not required to abide the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder and Regulation 15(2) of SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015 in relation to the Corporate Social Responsibility as the Company is not covered under any of the conditions / criteria mentioned under Section 135 of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015.

**BOARD EVALUATION:**

The Companies Act 2013 states that a formal annual evaluation needs to be made by the Board and Schedule IV of the Companies Act 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The evaluation of all the Directors and the Board as a whole was being conducted.

**AUDIT COMMITTEE:**

In terms of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee of the Board of Directors consisting of below mentioned Independent Directors:

- (i) Mr. Akshay Ranka (DIN: 00235788) - Chairman (Independent Director)
- (ii) Mr. S.C. Agrawal (DIN: 00511873) - Member (Independent Director)
- (iii) Mrs. Shweta Jejani (DIN: 07097052) - Member (Independent Director)

as a practice of good Corporate Governance. All the recommendations made by the Audit Committee were accepted by the Board.

**NOMINATION & REMUNERATION COMMITTEE:**

In terms of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has constituted Nomination & Remuneration Committee of the Board of Directors consisting of below mentioned Independent Directors: