

Towa Sokki Limited



TWENTY EIGHTH ANNUAL REPORT 2019 – 2020

BOARD OF DIRECTORS

Shri O.J. Bansal	Managing Director
Shri S.J. Bansal	Director
Smt. S.O. Bansal	Director
Shri G.C. Agarwala	Director (upto 30-05-2019)
Shri H.R. Patel	Director (Upto 27-09-2019)
Shri H.L. Barot	Director (Upto 30-05-2019 & Re-appointed on 27-09-2020)
Shri Ajay Kumar Pithi	Director (w.e.f. 30-05-2019)
Smt. Alka Agarwal	Director (w.e.f. 30-05-2019)

COMPANY SECRETARY

Mrs. Preethi Suresh	(upto 15-06-2019)
Ms. Avni Chouhan	(w.e.f. 12-11-2019)

CHIEF FINANCIAL OFFICER

Mr. Somesh Bansal

BANKERS

Bank of Baroda
Indian Overseas Bank

NOTICE

28th Annual General Meeting will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
On Wednesday, 30th September, 2020 at 1.00 P.M..

AUDITORS

M/s Doogar & Associates
13, Community Centre
East of Kailash
New Delhi - 110065

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REGISTERED OFFICE

FF-6, Amrapali Apartment
Near Air Force Station
Makarpura
Vadodara - 390014
CIN: L51909GJ1993PLC019111
Tele./Fax: 0265-2652851
Email: towasurvey@yahoo.co.in
Website: www.towasokki.in

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of TOWA SOKKI LIMITED will be held on Wednesday, 30th September 2020, at 1.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following Business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2020 included audited Balance Sheet at as 31st March, 2020 and Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Smt. Sushila Omprakash Bansal (DIN: 01488071), who retires by rotation and being eligible, offers herself for re-appointment.,

SPECIAL BUSINESS:-

3. Re-appointment of Mr. S.J. Bansal (DIN: 01364898), as Whole Time Director of the Company on attainment of age of 70 years for his remaining term.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196,197,203 and Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to approval from Central Government, if required, the consent of the Company be and is hereby accorded to the re-appointment of Mr. S.J. Bansal (DIN: 01364898) as whole Time Director of the Company who has attained age of 70 years w.e.f. 04-09-2020 during his tenure of directorship for a period of 3 years w.e.f. 1st October 2019 on the same terms and condition, including remuneration, as are set out in the agreement entered into between the Company and Mr. S.J. Bansal.

Registered Office :
FF-6, Amrapali Apartment
Near Air Force Station, Makarpura
Vadodara – 390014
CIN : L51909GJ1993PLC019111
E-mail : towasurvey@yahoo.co.in
Website : www.towasokki.in
Date : 03-09-2020

By Order of the Board
For Towa Sokki Limited
Sd/-
O.J. Bansal
Chairman & Managing Director
(DIN : 01488025)

NOTES:

1. The **28TH Annual General Meeting (AGM)** is being held through **video conferencing / other audio visual means (VC)** in accordance with the procedure prescribed in circular number 20 | 2020 dated May 05, 2020 read with circular number 14 | 2020 dated April 08, 2020 and circular number 17 | 2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs and circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (the e-AGM circulars). The members can attend the AGM through VC by following instructions given below of the Notice. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the company at FF-6, Amrapali Apartment, Near Air Force Station, Makarpura, Vadodara Gujarat 390014. Keeping in view the guidelines to fight COVID-19 Pandemic, the members are requested to attend the AGM from their respective locations by VC and do not visit the registered office to attend the AGM.
2. Since the Annual General Meeting (AGM) is being held pursuant to the e-AGM circulars through video conferencing / other audio visual means, physical attendance of members has been dispensed with. Accordingly, the facility for Appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and route MAP of the AGM venue are not annexed to this Notice. However, a Member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and /or vote.
3. Copies of the Balance Sheet, the statement of Profit and Loss, the Directors' Report, the Auditor's Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2020 are annexed /attached.
4. Electronic copy of the Annual Report for F.Y. 2019-20 including the Notice which includes the process and manner of attending the Annual General Meeting through video conferencing | other audio visual means, and e-voting is being sent to all the members whose e-mail addresses are registered with the Company / Depository Participants.
5. Printed copy of the Annual Report (including the Notice) is not being sent to the members in view of the e-AGM circulars.
6. Ministry of Corporate affairs and Stock Exchange Board of India have permitted listed companies, in view of the prevailing COVID-19 pandemic situation, to send during calendar year 2020 via e-mail the Notice of the Annual General Meeting and the Annual Report to shareholders whose e-mail IDs are registered in the Company's records. In order to receive the Annual Report, Notice and other communications in electronic form, we request our shareholders to register/update their e-mail address and mobile number with their Depository Participant(s) in respect of shares held in electronic form and for shares held in physical form, shareholders can communicate with M/s Link Intime India Pvt. Ltd., the Company's Registrar & Transfer Agent (RTA), at C-101, 247 Park, L.B.S. Marg, Vikhroli (West) MUMBAI – 400083, Email ID : mumbai@linkintime.co.in
7. Shareholders can also update their Bank details, PAN number, Aadhar number, etc., and upload a copy of the same on Company's E-mail ID: towasurvey@yahoo.co.in or on RTA's Email ID : mumbai@linkintime.co.in No action is required to be taken by shareholders whose details are already correctly registered / updated in the Company's / RTA records.
8. The members may also note that the Notice of the Annual General Meeting and the Annual Report for F.Y. 2019-2020 will also be available on the website of the company, www.towasokki.in, which can be downloaded. The electronic copies of the documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the members are requested to send a request through an e-mail on towasurvey@yahoo.co.in with Depository participant ID and Client ID or Folio number.
9. Members may note that the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with Vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi.

10. The Register of Members and the Share Transfer books of the Company will remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of 28th Annual General Meeting.

11. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed 23rd September, 2020 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., 23rd September, 2020 shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

12. Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM) :

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.towasokki.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th September, 2020 at 9:00 A.M. and ends on 29th September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
- ❖ If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ❖ If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- How to retrieve your 'initial password'?
- ❖ If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - ❖ Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ❖ **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - ❖ If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - ❖ Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - ❖ After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - ❖ Now, you will have to click on "Login" button.
 - ❖ After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kashyap.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company / RTA email id.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company / RTA email id.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

13. Mr. Kashyap Shah, Practicing Company Secretary, C.P. Membership No. 6672 have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

Registered Office :
FF-6, Amrapali Apartment
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CIN : L51909GJ1993PLC019111
E-mail : towasurvey@yahoo.co.in
Website : www.towasokki.in
Date : 3-09-2020

By Order of the Board
For Towa Sokki Limited
Sd/-
O.J. Bansal
Chairman & Managing Director
(DIN : 01488025)

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

Item, No. 3:

In terms of newly inserted regulation, consent of the members by way of special resolution is required for appointment or continuation of Directorship of an Executive Director beyond the age of 70 years.

Mr. S .J. Bansal is whole Time Director of the company and is on the board of the company since incorporation. He is having diploma in civil engineering.

Considering the vast knowledge, acumen, expertise and performance of Mr. S.J. Bansal and significant contributions made, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company and recommends his appointment.

As you are aware, Mr. S.J. Bansal as Whole Time of Director of the Company who was reappointed for a period of three year with effect from 1st October 2019, on the terms and conditions, including remuneration, as are set out in the agreement entered into between the Company and Mr. S.J.Bansal, will attain age of 70 years w.e.f 04-09-2020 during his tenure of appointment of 3 years ie. 01-10-2019 to 30-09-2022. Accordingly it has been proposed in continuation of tenure of directorship for the period of 3 years with effect from 1-10-2019 on the previous terms and conditions of appointment of Mr. S.J. Bansal as Whole Time of Director, whereas on attainment of age of 70 years, the members of the board seeking the consent of the members by way of special resolution for re-appointment or continuation of Directorship of an Executive Director beyond the age of 70 years.

As far as the terms and conditions for the appointment or continuation is concerned, there is no change in the terms and conditions agreed for the appointment of Mr. S.J. Bansal as Whole Time of Director for a period of three year with effect from 1st October 2019 in the annual general meeting of the company held on 27th September, 2019.

In terms of the provision of section 196 (3) (a) of Companies Act, 2013 and rule thereto, the Board has placed proposal to re-appoint Mr. S.J. Bansal as Whole Time of Director, for the same tenure and terms and conditions as mentioned in the Notice of Annual General meeting held on 27th September, 2019, due to attainment of age of 70 years during his tenure of directorship of 3 years ie. 01-10-2019 to 30-09-2022.

The Board of Directors feels that aforesaid terms of re-appointment or continuation of Mr. S.J. Bansal in the interest of the Company.

All promoter Directors are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Registered Office :
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Website : www.towasokki.in
Date : 3-09-2020

By Order of the Board
For Towa Sokki Limited
Sd/-
O.J. Bansal
Chairman & Managing Director
(DIN : 01488025)

Annexure:

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Smt. Sushila Omprakash Bansal (DIN: 01488071)
Date of Birth	23-11-1952
Date of Appointment	27-09-2019
Expertise in Specific Functional Area	Administration
Qualifications	Non-Metric
Directorship in other public limited companies	NIL
Other positions	NIL
Membership of committees in other public limited companies	NIL
Inter relationship	Wife of Managing Director
Shares held in the company	671500 Equity Shares