

ANNUAL REPORT

2018 – 2019



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TECHINDIA
NIRMAN LTD.

COMPANY INFORMATION

BOARD OF DIRECTORS

Satish Kagliwal, Managing Director
Sweta Kagliwal
Shrirang Agrawal
Omprakash Sharma
Kashinath Iyer

CHIEF FINANCIAL OFFICER

Sunil Dixit

STATUTORY AUDITORS

Ashok R Majethia
Chartered Accountants,
Utsav Complex Office No-7
Bazar Peth Dist Raigad
Khopoli-410 203

REGISTERED OFFICE

Nath House,
Nath Road,
Aurangabad-431005

ADMINISTRATIVE OFFICE

1, Chateau Windsor,
86, Veer Nariman Road,
Churchgate,
Mumbai-400020

REGISTRAR & TRANSFER AGENTS

Big Share Services Private Limited,
1st Floor, Bharat Tin Works Building,
Opp Vasant oasis, Makwana Road,
Marol, Andheri East, Mumbai-400 059.
(022) 62638200

The logo for TECHINDIA NIRMAN LTD. features a stylized blue geometric shape on the left, composed of several overlapping triangles. To the right of this shape, the words "TECHINDIA" and "NIRMAN LTD." are written in a large, bold, sans-serif font, stacked vertically. The text is light gray and has a subtle drop shadow effect.

NOTICE

Notice is hereby given that the ANNUAL GENERAL MEETING of TECHINDIA NIRMAN LIMITED will be held at the Registered Office of the company at Nath House, Nath Road, Aurangabad-431005 on Saturday, 03rd August 2019 at 3 p.m., to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt Audited Balance Sheet of the Company as at March 31, 2019 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Directors and Auditors thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint Mrs. Sweta Kagliwal as Director of the Company, who retires by rotation and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS

3. RE-APPOINTMENT OF SHRIRANG AGRAWAL AS INDEPENDENT DIRECTOR.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Shrirang Shrikishan Agrawal (DIN 00119681), who was appointed as an Independent Director at the Annual General Meeting of the Company and who holds office up to 08-08-2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 08-08-2019 up to 07-08-2024.”

4. RE-APPOINTMENT OF KASAHINATH IYER AS INDEPENDENT DIRECTOR.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Kashinath Iyer (DIN-01195975), who was appointed as an Independent Director at the Annual General Meeting of the Company and who holds

office up to 08-08-2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 08-08-2019 up to 07-08-2024.”

5. APPOINTMENT OF JEEVANLATA NANDKISHOR KAGLIWAL AS DIRECTOR.

To appoint Mrs. Jeevanlata Nandkishor Kagliwal (DIN-02057459) as an Executive Director and, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 Read with rule 8, 9, and 14 and other applicable provisions of the Companies Act, 2013 (“the Act”), Mrs. Jeevanlata Nandkishor Kagliwal (DIN: 02057459), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

Date: 30.05.2019
Registered Office: Nath House
Nath Road,
Aurangabad-431005
CIN: L01110MH1993PLC072842

Satish Kagliwal
Managing Director
DIN: 00119601

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NOTES: 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.

2. The Proxy Forms duly completed must reach the Registered Office of the company not less than forty-eight Hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

3. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

4. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from 29th July 2019 to 02nd August 2019 both days inclusive.

5. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.

6. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company / Bigshare Services.

7. EVOTING INSTRUCTIONS

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

- (i) The voting period begins on <Wednesday, 31st July 2019 (9.00 am IST> and ends on <Friday, 02nd August 2019>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Saturday 27th July 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 www.evotingindia.com 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) <ul style="list-style-type: none"> • 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 Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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).
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- (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 <Company Name> 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.
- (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 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.

- 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 and 3 of the accompanying Notice:

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 2 of the accompanying Notice.

ITEM NO 2

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

NAME OF DIRECTOR	Mrs. Sweta Kagliwal
Date of Birth	04.02.1982
Date of Appointment	30.03.2015
Qualification	Post-Graduate
Expertise in specific Functional areas	Wide Business experience across variety of industries
Director in other Public Companies	<ol style="list-style-type: none"> 1. Agri-Tech (India) Ltd 2. Techindia Nirman Ltd 3. Nath Bio-Genes (India) Limited 4. Nath Royal Limited 5. Nath Bio-Technologies Limited 6. Nath Royal Seeds Limited 7. Tapovan Paper and Board Mills Limited 8. Global Transgenes Limited
Chairman/ Member of Committees of other Companies	NIL
No of shares held in the Company	Nil

ITEM NO 3 and 4

Reappointment of Independent Director

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Shrirang Shrikishan Agrawal (DIN 00119681) and Mr. Kashinath Iyer (DIN-01195975) as Independent Director, for a second term of five years from August 08th, 2019 to August 07th, 2024, not liable to retire by rotation. Shrirang Shrikishan Agrawal and Kashinath Iyer was appointed as Independent Director at the Annual General Meeting (“AGM”) of the Company and holds office up to August 08th, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shrirang Shrikishan Agrawal and Mr. Kashinath Iyer would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief Profile of Mr. Shrirang Agrawal

NAME OF DIRECTOR	Mr. Shrirang Shrikishan Agrawal
Date of Birth	16 th February 1947
Date of Appointment	08 th August 2014
Qualification	Batchelor of Commerce
Director in Other Public Company	<ol style="list-style-type: none">1. Agri-Tech (India) Limited2. Nath Bio-Genes (India) Limited3. Nath Pulp and Paper Mills Limited4. Nath Royal Limited5. Tapovan Paper and Board Mills Limited6. Raasi Synthetics and Chemicals Limited
Chairman/ Member of Committees of other Companies	<ol style="list-style-type: none">1. Agri-Tech (India) Limited Audit Committee-Member Stakeholders Relationship Committee-Member Nomination and Remuneration Committee-Member2. Nath Bio-Genes (India) Limited Nomination and Remuneration Committee-

	Chairman
No of shares held in the Company	NA

Brief Profile of Mr. Kashinath Iyer

NAME OF DIRECTOR	Mr. Kashinath Ganapathy Iyer
Date of Birth	13.09.1952
Date of Appointment	08.08.2015
Qualification	Graduation
Director in Other Public Company	1. Raasi Synthetics and Chemical Limited 2. Tapovan Paper and Board Mills Limited 3. Agri-Tech (India) Limited 4. Nath Bio-Genes (India) Limited
Chairman/ Member of Committees of other Companies	1. Agri-Tech (India) Limited Audit Committee-Chairman Stakeholders Relationship Committee-Chairman Nomination and Remuneration Committee-Chairman 2. Nath Bio-Genes (India) Limited Audit Committee-Chairman Stakeholders Relationship Committee-Member Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee-Member
No of shares held in the Company	NA

Item No 5

Appointment of Mrs. Jeevanlata Nandkishor Kagliwal as Director

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mrs. Jeevanlata Nandkishor Kagliwal (DIN-02057459) as Additional Director and of the Company and not liable to retire by rotation, for a term of 5 years i.e. from 10th August 2019 to 9th August 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 73 of the Articles of Association of the Company, each of these Directors shall hold office up to the date of this Annual General Meeting (“AGM”) and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors.

Brief Profile of Mrs. Jeevanlata Nandkishor Kagliwal