



**VIRAT CRANE INDUSTRIES LIMITED
GUNTUR**

**BRINGING NATURE'S DELIGHTS
TO YOUR KITCHEN !**



27th Annual Report

2018-19



FARM FRESH





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CORPORATE INFORMATION

Board of Directors:

Mr. G.V.S.L. Kantha Rao	Managing Director
Mrs. G. Himaja	Non Executive Woman Director
Mr. P.V. Srihari	Non Executive Director
Mr. P. Bhaskara Rao	Independent Director
Mr. M.V. Subba Rao	Independent Director

Key Managerial Personnel:

Mr. G.V.S.L. Kantha Rao	Managing Director
Mr. P.V. Srihari	Chief Financial Officer
Mr. Adi Venkata Rama. R	Company Secretary

Stock Exchanges:

Bombay Stock Exchange

Statutory Auditors:

M/s Anantha & Associates.,
Chartered Accountants,
Guntur-6.

Secretarial Auditors:

M/s K.Srinivasa Rao & Nagaraju Associates
Company Secretaries,
Vijayawada.

Registrars & Share Transfer Agents:

M/s Big Share Services Private Limited
306, 3rd floor, Right Wing, Amrutha Ville,
Opp: Yasodha Hospital, Rajbhavan Road, Somajiguda,
Hyderabad- 500082

Depositories:

CDSL
NSDL

Bankers:

HDFC Bank,
Lakshmipuram, Guntur.
Andhra bank
Kothapet, Guntur.

Registered Office:

25-18-54
Opp. CBNP Works Office
Main road, Sampathnagar
Guntur-522004

Email:

viratcraneindustriesltd@gmail.com
vcil@cranegroup.in

Website:

www.cranegroup.in

Factory Address:

Nunna,
Nuziveedu Road,
Vijayawada.



Managing Director's Message

Beloved Members and stake holders of Virat Crane Industries Limited,

I convey my pleasure to report your 27th Annual report of the company.

During the financial year, your Company has maintained its revenue from operations and has achieved decent growth in profit compared to previous years. Revenue from the operations stood at more than 85 Crores. During the year revenue has slightly decreased compared to previous year. I'm glad to convey this progress with you though the negative growth in the FMCG Sector.

During the year Profit after tax was 6.80 Crores. The profit after tax increased by 9.6% percentage compared to last year. I am very glad to inform you that this is the decent performance has made in the packaged food and dairy industry compared to the competitors.

I express my joy to inform you that the company products mainly Durga Ghee and Kamadhenu Cow ghee Brand names are deeply being positioned in the market. It is made through our Quality in products and aggressive marketing.

I affirm you that your company will successfully meet the challenges and strive to be the best in the industry.

As you know that company had been declaring dividend for the last six years but for this year company wanted to keep it profits with the company for utilizing the construction of new plant so that reducing the external debt on the company which in turn boost the wealth creation of the shareholders.

Like previous years, your Company contributed to a few portion of its profit to the public welfare activities and would like to continue the path laid down by Sri Grandhi Subbarao Garu.

During the year company has paid Scholarships to the merit students through Crane Foundation irrespective of their religious practices and beliefs. Your company affirms that contribution to CSR as a responsibility mere than a compliance to laws.

I would like to thank all shareholders, Employees, other stakeholders and the public for their faith, commitment and contribution towards the excelling of the company's growth.

I would also like to express my gratitude to the Board of Directors for their guidance in managing the affairs of the company.

With best wishes,

Sincerely,

G.V.S.L. Kantha Rao

Managing Director



NOTICE OF THE 27TH ANNUAL GENERAL MEETING:

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of M/s. Virat Crane Industries Limited will be held on Monday, 30th September, 2019 at 11.00 A.M. at Crane Infrastructure Limited Premises, Ankireddypalem Village, NH-5, Chilakaluripet Road, Guntur to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited standalone Financial Statements of the Company for the financial year ended on 31st March, 2019 and the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mrs. Manepalli Himaja (DIN: 06505782) who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. To re-appoint Sri Mattupalli Venkata Subba Rao (DIN: 06959568) as an Independent Director and in this regard, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Sri Mattupalli Venkata Subba Rao (DIN: 06959568) who was appointed as an Independent Director and who holds office of Independent Director in the current term up to 29th September, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office as a Independent Director in the Board of the Company with effective from 30th September 2019.” for a second term of 5 (five) consecutive years and up to the completion of 32nd annual general meeting of the company which will be held in the financial year 2024-2025.

By Order of the Board of Directors

G.V.S.L.Kantha Rao
Managing Director
(DIN : 01846224)

Place: Guntur
Date: 14.08.2019

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto and hereunder.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting
4. A person can act as a proxy on behalf of Members not exceeding 50 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 total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting
8. The Register of Members and Share Transfer Books of the Company will remain be closed from **Tuesday 24th**



September, 2019 to, Monday 30th September, 2019 (both days inclusive) for the purpose of 27th Annual General Meeting of the company.

09. Route-map to the venue of the Meeting is provided at the end of the Notice / Page no. 77th of the Annual Report

10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request and after paying prescribed amount for sending the Annual report as decided by the Board or Compliance officer as the case may be.

11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

12. Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of the Meeting.

13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

14. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

15. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the

Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.

16. In accordance with the provisions of the Companies Act, 2013 Mrs. Himaja Manepalli, Non-executive Woman director will retire by rotation at the ensuing Annual General Meeting and, being eligible, offer herself for re-election.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information in respect of Directors seeking election, those retiring by rotation and seeking reappointment at the Annual General Meeting is given at page no. 8th in the Annual Report

17. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44(1) of the SEBI (LODR) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.

The Company has appointed M/S K.Srinivasa Rao & Nagaraju Associates., Company Secretaries, Vijayawada to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

The voting period **begins on Friday 27th September, 2019 at 09.00 AM and will end on Sunday, 29th September, 2019 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of **Monday, 23th September 2019**, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter

The instructions for shareholders voting electronically are given at page no. 6th of the Annual Report.

In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

18. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the **Company www.cranegroup.in** within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to Bombay Stock Exchange.



EXPLANATORY STATEMENT PURSUANT TO U/S 102(1) OF THE COMPANIES ACT 2013

Item No:3

The members of the Company at the 22nd Annual General Meeting held on 29th September, 2014 had approved the appointment of Sri Mattupalli Venkata Subba Rao(Din:06959568) as an Independent Director in the Board of the Company to hold office for a term of 5 (Five) consecutive years from 29th September, 2014 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act). The Tenure of Sri Mattupalli Venkata Subba Rao(Din:06959568) as an independent Director will be completed on the day before of the ensuing Annual General Meeting. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Sri Mattupalli Venkata Subba Rao(Din:06959568) as Independent Director for a second term of 5 (five) consecutive years in the Board of the Company up to the conclusion of the 32nd Annual general meeting of the company which will be held in the financial year 2024-2025.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Sri Mattupalli Venkata Subba Rao (Din:06959568) would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint Sri Mattupalli Venkata Subba Rao (Din:06959568) as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effective from 30th September, 2019. Sri Mattupalli Venkata Subba Rao (Din:06959568) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Sri Mattupalli Venkata Subba Rao(Din:06959568) for the office of Independent Director of the Company. The Company has received a declaration from Sri Mattupalli Venkata Subba Rao (Din:06959568) that he meets with the criteria of independence as

prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Sri Mattupalli Venkata Subba Rao(Din:06959568) fulfils the conditions for her appointment as an Independent Director as specified in the Act read with the rules made there under and the Listing Regulations Sri Mattupalli Venkata Subba Rao(Din:06959568) is independent of the management.

PROCEDURE FOR REMOTE E-VOTING

The Company has entered into an arrangement with Central Depository Services Limited (CDSL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

The e-Voting process to be followed by the shareholders to cast their votes:

Pursuant to Provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the **27th Annual General Meeting to be held on Monday, 30th September, 2019, at 11.00 AM.** The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The instructions for Shareholders voting electronically are as under:-

The E-Voting Event Number and period of E-voting are set out below:

EVSN (E-VOTING SEQUENCE NUMBER):

190826033

COMMENCEMENT OF E-VOTING:

Friday 27th September 2019 at 9.00 A.M

END OF E-VOTING:

Sunday, 29th September, 2019 at 5.00 P.M



STEPS & INSTRUCTIONS FOR E-VOTING:

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(I) The voting period begins on **Friday 27th September 2019 at 9.00 A.M** and ends on **Sunday, 29th September, 2019 at 5.00P.M.** 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 **23rd 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 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.

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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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.
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If 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).

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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) 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) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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.
- (xix) 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.
- (xx) M/s. K.Srinivasa Rao & Nagaraju Associates., Company Secretaries, Vijayawada (Entity ID: 82034) has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.


Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting:

Name	Manepalli Himaja	M. Venkata Subba Rao
Date of Birth	02.08.1982	27-02-1960
Date of Appointment/Reappointment	29-09-2017	29-09-2014
Qualifications	B.B.A	B.Com.,B.L.,DPM
Brief resume and Justification for reappointment and Expertise in specific	She has good knowledge and great experience in the area of Management Administration and Marketing	He has more than 25 years of experience in the fields of Management and public relations
Directorships & Committee membership held in this and Other Listed companies functional areas and nature of expertise	She is director of Crane Infrastructure Limited and member of Six Board committees in both listed companies.	He is independent director of Crane Infrastructure Limited and member of three Board committees and chairman for Three committees in the both listed companies.
Number of shares held	73189	Nil
Relationship other directors	She is daughter of GVSL Kantha Rao rao ,Managing Director of the company and relative of P.V.Srihari, Director	No relation with other directors.