

60<sup>th</sup> Annual Report  
**2019-2020**

**ACROW**

**ACROW INDIA LIMITED**



**BOARD OF DIRECTORS**

Mr. Harshavardhan B. Doshi	Chairman
Mr. Nihal H. Doshi	Director
Mr. Vikram Bhat	Independent Director
Mrs. Ramola S. Mahajani	Independent Director
Mr. Sanjay Shirgaonkar	Independent Director

**KEY MANAGERIAL PERSONNEL**

Miss. Jonita D'souza	Company Secretary
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**AUDITORS**

M/s. Patkar & Pendse	Chartered Accountants
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**SOLICITORS**

M/s Mulla & Mulla & Craigie Blunt & Caroe

**BANKERS**

Bank of Baroda

**REGISTRAR &  
SHARE TRANSFER AGENT**

Freedom Registry Ltd.  
Plot No. 101/102, 19th Street,  
MIDC Industrial Area, Satpur,  
Nashik – 422007  
Tel No: (0253) 2354032  
Fax No: (0253) 2351126

**FACTORY &  
REGISTERED OFFICE**

Plot No 2 & 3,  
Ravalgaon – 423108,  
Taluka Malegaon,  
District – Nashik, Maharashtra  
Tel No: (02554) 645913 / 645914  
Fax No: (02554) 270386

**CORPORATE OFFICE**

52, 5th Floor, Maker Tower 'F',  
Cuffe Parade, Mumbai – 400005  
Tel No: (022) 22184291 / 22186479  
Fax No: (022) 22184294

**Contents**

Notice .....	02
Directors' Report.....	10
Auditors' Report (Standalone) .....	34
Standalone Financial Statements...	40

**NOTICE**

NOTICE is hereby given that the Sixtieth (60th) Annual General Meeting of the Members of Acrow India Limited will be held on Wednesday, September 30, 2020 at 2:00 p.m. 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 statements of the Company for the financial year ended 31<sup>st</sup> March 2020 along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harshavardhan Doshi (DIN: 00688736) who retires by rotation and being eligible offers himself for reappointment.

**Special Business:**

3. **Appointment and payment of remuneration to Mr. Dipak Malji Ahire as Manager and Key Managerial Personnel of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary** Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196,197,198 and 203 read with Part II of Schedule V of Companies Act, 2013 (the "Act"), as amended from time to time and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals, consents, sanctions and permissions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the appointment and payment of remuneration to Mr. Dipak Malji Ahire, as Manager and Key Managerial Personnel of the Company for a period of 5 years with effect from September 04, 2020 to September 03, 2025 upon the terms and conditions including payment of remuneration as set out in the statement annexed to the notice convening this meeting with liberty to the Board of Directors to decide on the quantum of remuneration payable.

**RESOLVED FURTHER THAT** within the limits of remuneration to be paid to Mr. Dipak Malji Ahire as approved pursuant to the foregoing, the Board be and is hereby authorized to vary at any time the components of remuneration of Mr. Dipak Malji Ahire and periodicity of payments and the terms thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits during the period of his appointment, Mr. Dipak Malji Ahire shall, subject to the provisions of Schedule V and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this resolution, as minimum remuneration.

**RESOLVED FURTHER THAT** Nomination and Remuneration Committee /Board be and are hereby authorized to consider increase in Mr. Dipak Malji Ahire's remuneration from time to time subject to the provisions of Schedule V to the Act read with Section 197, 203 and other applicable provisions, if any, of the Act.

**RESOLVED LASTLY THAT** any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

4. **Re-Appointment of Mrs. Ramola Mahajani as an 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 and 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16 (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mrs. Ramola Mahajani (DIN: 00613428), who was appointed as an Independent Director at the Fifty Fifth Annual General Meeting of the Company and who held office upto July 07, 2020 and who being eligible for re-appointment has submitted a declaration that she meets the criteria for Independent Director and in respect of whom the Company

has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013, proposing her candidature for the office of the Director of the Company, be and is hereby re-appointed as an Independent Director for a second term of five consecutive years commencing from July 08, 2020 to July 07, 2025.”

**By Order of the Board of Directors**

**Place:** Mumbai  
**Date:** September 04, 2020

**H. B. Doshi**  
Chairman

## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) in respect of the special business set out at Item Nos. 3 and 4 of this Notice is annexed as Annexure I. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard-2 (SS-2), of person seeking appointment/re-appointment under Item No. 2 (pertaining to Ordinary Business) and 4 (pertaining to Special Business) of this Notice are annexed as Annexure II.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020, both days inclusive.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, M/s Freedom Registry Limited for assistance in this regard.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. The Securities and 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 dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or M/s. Freedom Registry Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.acrowindia.com](http://www.acrowindia.com), websites of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

9. Mr. Kalyan Gangwal, Chartered Accountant has been appointed by the Company as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
10. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with M/s. Freedom Registry Limited / Depositories.
11. Members desiring any information with regard to the annual accounts of the Company or any other matter to be placed at the AGM are requested to write to the Management at least 10 (Ten) days before the meeting i.e. on or before September 20, 2020 through email on [cs.acrow@ravalgaoon.in](mailto:cs.acrow@ravalgaoon.in). The same will be replied by the Company suitably.
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
13. Instructions for e-voting and joining the AGM are as follows:
  - a. 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 MCA Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - b. 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 facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - c. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - d. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  - e. 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.acrowindia.com](http://www.acrowindia.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The remote e-voting period commences on **Saturday, September 26, 2020 (9:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **Wednesday, September 23, 2020** i.e. cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on "Shareholders" module.
- v. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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 e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**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:**

- 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 at email id [cs.acrow@ravalgaon.in](mailto:cs.acrow@ravalgaon.in) or the RTA at email id [support@freedomregistry.in](mailto:support@freedomregistry.in)
- 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 at email id [cs.acrow@ravalgaon.in](mailto:cs.acrow@ravalgaon.in) or the RTA at email id [support@freedomregistry.in](mailto:support@freedomregistry.in)

**Instructions for Shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.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 EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. The shareholders who have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs.acrow@ravalgaon.in](mailto:cs.acrow@ravalgaon.in). These queries will be replied to by the company suitably by email.

**Instructions for Shareholders for E-Voting During the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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).
- 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](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [ksgangwal@gmail.com](mailto:ksgangwal@gmail.com) and to the Company at the email address viz; [cs.acrow@ravalgaon.in](mailto:cs.acrow@ravalgaon.in) (designated email address by company) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

**By Order of the Board of Directors**

**Place:** Mumbai  
**Date:** September 04, 2020

**H. B. Doshi**  
Chairman



**Annexure I to the Notice****Statement pursuant to Section 102(1) of the Companies Act, 2013.**

**The following Statement sets out all material facts relating to the special business mentioned under Item No. 3 & 4 of the accompanying Notice.**

**Item No. 5:**

The Board of Directors of the Company subject to the approval of the members of the Company appointed Mr. Dipak Malji Ahire as the Manager and Key Managerial Personnel of the Company with effect from September 04, 2020 for a period of 5 years from September 04, 2020 to September 03, 2020.

The Brief Profile of Mr. Dipak Malji Ahire is as under:

Mr. Dipak Malji Ahire holds a Certificate of Diploma in Production Technology. He has over 30 years of experience. He has previously worked with Shareen Auto Pvt. Limited, Satpur and GSSK Dabhadi (Malegaon) as an Assistant Engineer. He has been associated with the Ravalgaon Group since 1997. He has experience working as a Packaging Supervisor, Production Officer and Maintenance Incharge.

Keeping in view his vast experience it is in the interest of the Company to appoint Mr. Dipak Malji Ahire as the Manager and Key Managerial Personnel of the Company.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Dipak Malji Ahire as Manager of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Dipak Malji Ahire are as under:

**Remuneration:**

1. The Manager's fixed annual remuneration on all inclusive Cost to Company basis will be Rs. 3,60,000 /- (Rupees Three Lakhs Sixty Thousand Only) including basic salary, allowances, perquisites etc.
2. Any increments will be decided by the Nomination and Remuneration Committee / Board of Directors, based on Company's performance and individual contribution as per its annual calendar.

The proposed remuneration of Mr. Dipak Malji Ahire is within the limit as mentioned under Section 197(1) of the Act read with Part II of Section I of Schedule V of the Act.

Your Directors recommend the resolution set out at Item No. 3 of this Notice for appointment of Mr. Dipak Malji Ahire as Manager of the Company and payment of remuneration by way of an ordinary resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Dipak Malji Ahire, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

**Item No. 6:**

The members of the Company, at the 55<sup>th</sup> Annual General Meeting held on 8th September, 2015 appointed Mrs. Ramola Mahajani as an Independent Director of the company for a term of five consecutive years. This was the first term of Mrs. Ramola Mahajani as an Independent Director which expired on 7th July, 2020. As per section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years and is eligible for re-appointment for second term of five years on passing of a special resolution by the Company. An independent director can hold office for two consecutive terms. On the basis of performance evaluation report and also keeping in view the skills, expertise and vast experience and contribution to the Company of Mrs. Ramola Mahajani, the Board of Directors proposes the reappointment of Mrs. Ramola Mahajani as an Independent Director, for a second term of five consecutive years, beginning from 08th July, 2020 upto 07th July, 2025. The Board believes that the continued association of Mrs. Ramola Mahajani would be immensely beneficial to the Company. The Company has also received a notice in writing under section 160 of the Act from a member of the Company proposing candidature of Mrs. Ramola Mahajani for the office of Independent Director for a second term.

Mrs. Ramola Mahajani has given her consent to act as Independent Director of the company and has also furnished a declaration that she meets the criteria of independence as prescribed under section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Her brief profile is given hereafter.

Mrs. Mahajani is independent of the management and possesses appropriate skills, experience and knowledge. Mrs. Mahajani has completed a Master of Arts in Applied Psychology, University of Bombay and a Master of Science with Advanced Applied Psychology, University of Aston in Birmingham, UK. She is an Associate Fellow of the British Psychological Society and a Chartered Psychologist. Her areas of expertise include application of the principles of Occupational Psychology in Employee Selection, Training, Management Development and HR Planning. She has over 40 years of experience in Human Resources Development as Management Professional. Keeping in view her vast experience and knowledge, it is in interest of the company to re-appoint Mrs. Mahajani as an Independent Director of the Company. She does not hold any shares of the Company in her name. The Board recommends the Special Resolution set out at Item No. 4 of the Notice under Special Business for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Ramola Mahajani, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

**By Order of the Board of Directors**

**Place:** Mumbai  
**Date:** September 04, 2020

**H. B. Doshi**  
Chairman

## Annexure II to the Notice

Details of Directors seeking appointment/ re-appointment/ fixation of remuneration of Director furnished pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of the Director	Mr. Harshavardhan Doshi	Mrs. Ramola Mahajani
DIN	00688736	00613428
Date of Birth	29/07/1955	23/12/1947
Age	65	72
Qualification	B.S.C from University of Mumbai	Master of Arts in Applied Psychology, University of Bombay Master of Science with Advanced Applied Psychology, University of Aston in Birmingham, UK. An Associate Fellow of the British Psychological Society and a Chartered Psychologist.
Expertise in specific functional area	Associated with Sugar Industry for over three decades	Application of the principles of Occupational Psychology in Employee Selection, Training, Management Development and HR Planning.
Experience	Associated with Sugar Industry for over three decades	Over 40 years of experience in Human Resources Development as Management Professional
Terms and Conditions	<p><b>Retire by rotation</b></p> <ul style="list-style-type: none"> <li>• Liable to retire by rotation</li> </ul> <p><b>Duties:</b></p> <ul style="list-style-type: none"> <li>• To adhere as provided under Section 166 of the Act.</li> </ul> <p><b>Code of Conduct:</b></p> <ul style="list-style-type: none"> <li>• Abide by the Code of Conduct devised by the Company.</li> </ul> <p><b>Remuneration:</b></p> <ul style="list-style-type: none"> <li>• Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereof</li> </ul>	<p><b>Appointment:</b></p> <ul style="list-style-type: none"> <li>• Term for five years w.e.f. July 08, 2020 to July 07, 2025.</li> <li>• Non-rotational basis</li> </ul> <p><b>Duties:</b></p> <ul style="list-style-type: none"> <li>• To adhere as provided under Section 166 of the Act.</li> </ul> <p><b>Code of Conduct:</b></p> <ul style="list-style-type: none"> <li>• Abide by the Code of Conduct devised by the Company.</li> </ul> <p><b>Remuneration:</b></p> <ul style="list-style-type: none"> <li>• Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereof</li> </ul>
Date of first appointment on the Board	01/11/1991	08/07/2015
Number of shares held in Company	11100	Nil
Relationships between Directors / KMP's inter-se	Relative of Director Mr. Nihal Doshi	-
Number of Meetings of the Board attended during the year 2018-19	4 (Four)	5 (Five)
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	The Ravalgaon Sugar Farm Limited Carina Finvest Limited	The Ravalgaon Sugar Farm Limited ITD Cementation India Limited Tulip Star Hotels Limited

### DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Sixtieth (60<sup>th</sup>) Annual Report together with the Audited Financial Statement of the Company for the financial year ended 31st March 2020.

#### 1. FINANCIAL RESULTS

Particulars	Year ended 31 <sup>st</sup> March 2020 (Rs. in lacs)	Year ended 31 <sup>st</sup> March 2019 (Rs. in lacs)
<b>Sales and Other Income</b>	<b>93.04</b>	<b>112.52</b>
<b>Operating Profit</b>	<b>1.90</b>	<b>42.27</b>
Less: Interest and Finance Charges	0.30	0.58
Less: Depreciation	27.44	33.10
<b>Profit Before Exceptional Items</b>	<b>(25.84)</b>	<b>8.58</b>
Exceptional Items:	-	-
Profit on Sales of Assets	-	-
<b>Profit Before Tax After Exceptional Items</b>	<b>(25.84)</b>	<b>8.58</b>
Less: Provision for Tax:		
Current Tax	-	-
Deferred Tax Credit / (Debit)	(1.46)	(11.91)
Tax for Earlier Years	5.76	-
<b>Profit/Loss After Tax</b>	<b>(30.15)</b>	<b>20.50</b>
Add: Balance Brought Forward from Previous Year	1444.37	1423.87
<b>Balance Available for Appropriation</b>	<b>1414.22</b>	<b>1444.37</b>
<b>Appropriations:</b>		
Proposed Dividend	-	-
Corporate Dividend Tax	-	-
Transfer to General Reserve	-	-
<b>Balance Carried to Balance Sheet</b>	<b>1414.22</b>	<b>1444.37</b>

#### 2. OPERATIONS

The Company has been engaged in the manufacture of engineering items namely equipment for the Sugar industry. However, it has temporarily stopped manufacturing operations to revisit the costing of its products.

#### 3. DIVIDEND

Your Directors do not recommend any dividend on the equity shares for the year ended 31st March 2020.

#### 4. TRANSFER TO RESERVES

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

#### 5. CHANGES IN NATURE OF THE BUSINESS, IF ANY

There was no change in the nature of business or operations of the Company which impacted the financial position of the Company during the year under review.

#### 6. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

## 7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### i. The Directors and Key Managerial Personnel of the Company as on 31st March 2020 are as under:

Sr. No.	Name	Designation	DIN
1.	Mr. Harshavardhan B. Doshi	Chairman	00688736
2.	Mr. Vikram Bhat	Independent Director	00551104
3.	Mrs. Ramola Mahajani	Independent Director	00613428
4.	Mr. Sanjay Shirgaonkar	Independent Director	08352288
5.	Mr. Nihal Doshi	Non-Executive Director	00246749
6.	Ms. Jonita D'souza	Company Secretary	-

### ii. During the Financial Year 2019-20:

The Board of Directors at its Meeting held on March 18, 2020 appointed Ms. Jonita Dsouza (Associate member of the Institute of Company Secretaries of India holding membership no. A61497) as the Company Secretary and Compliance Officer of the Company.

### iii. Director liable to retire by Rotation

In accordance with the provisions of Section 152(6) of the Act, Mr. Harshavardhan Doshi, Director (DIN: 00688736) will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The Board recommends his re-appointment for the consideration of the Members of the Company at the 60th Annual General Meeting (AGM). Brief profile of Mr. Harshavardhan Doshi forms part of the Notice convening the 60th Annual General Meeting.

## 8. INDEPENDENT DIRECTORS

Your Company has received declaration from all the Independent Directors confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013. There has been no change in the circumstances affecting their status as Independent Directors during the year under review.

The tenure of Mrs. Ramola Mahajani as an Independent Director expired on July 07, 2020. Pursuant to the provisions of the Section 149(6) of the Companies Act, 2013, she is eligible for re-appointment for second term. On the recommendation of the Nomination and Remuneration Committee at its meeting held on June 29, 2020, the Board of Directors at its meeting held on June 29, 2020 subject to approval of the shareholders have approved the re-appointment of Mrs. Ramola Mahajani from July 08, 2020 to July 07, 2025 for the second term of five consecutive years.

The necessary resolution seeking approval of members for re-appointment of Mrs. Ramola Mahajani as an Independent Director along with her brief profile is included in the notice of the ensuing Annual General Meeting.

## 9. MEETINGS OF BOARD

Five meetings of the Board of Directors were held during the year. The Meetings were held on May 17, 2019, August 13, 2019, November 11, 2019, February 06, 2020 and March 18, 2020 respectively. The time gap between any two meetings did not exceed one hundred and twenty days.

Sr. No.	Name	No. Of Board Meeting
1.	Mr. Harshavardhan B. Doshi	4
2.	Mr. Vikram Bhat	3
3.	Mrs. Ramola Mahajani	5
4.	Mr. Sanjay Shirgaonkar	4
5.	Mr. Nihal Doshi	4

**10. COMMITTEES OF THE BOARD:**

As on March 31, 2020, the Board has constituted Three (3) Committees viz; Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

**i. AUDIT COMMITTEE:**

Your Company has constituted an Audit Committee as per section 177 of the Companies Act, 2013 and regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition of the Audit committee is as follows :

Name	Designation	Nature of Directorship
Mr. Vikram Bhat	Chairman	Independent Director
Mrs. Ramola Mahajani	Member	Independent Director
Mr. Sanjay Shirgaonkar	Member	Independent Director
Mr. Nihal Doshi	Member	Non-Executive Director

All the members have accounting or related financial management expertise and have the ability to understand and analyze the financial statements. All the recommendations made by the Audit Committee were accepted by the Board. The Company Secretary acts as a Secretary to the Committee.

**Meetings & Attendance:**

The details of Meetings held during the year are as follows:

Number of Meetings: Four (4)

Dates of Meetings: May 17, 2019, August 13, 2019, November 11, 2019, February 06, 2020.

**ii. NOMINATION AND REMUNERATION COMMITTEE**

The constitution of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Composition of the Nomination and Remuneration Committee is as follows:

Name	Designation	Nature of Directorship
Mrs. Ramola Mahajani	Chairman	Independent Director
Mr. Vikram Bhat	Member	Independent Director
Mr. Sanjay Shirgaonkar	Member	Independent Director

**Meetings & Attendance:**

The details of Meetings held during the year are as follows:

Number of Meetings: One (1)

Dates of Meetings: March 18, 2020.

**iii. STAKEHOLDER RELATIONSHIP COMMITTEE**

The stakeholder relationship committee is constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The composition of the Stakeholders' Relationship Committee is as follows:

Name	Designation	Nature of Directorship
Mrs. Ramola Mahajani	Chairperson	Independent Director
Mr. Vikram Bhat	Member	Independent Director
Mr. Nihal Doshi	Member	Non-Executive Director

**Meetings & Attendance:**

The details of Meetings held during the year are as follows:

Number of Meetings: Four (4)

Dates of Meetings: May 17, 2019, August 13, 2019, November 11, 2019, February 06, 2020.

**11. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, the Directors confirm that:

- a. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed and there have been no material departures from the same.
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give 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 account of the Company for that year.
- c. Proper and sufficient care has been taken for maintaining adequate accounting records in accordance with the provisions of the Companies Act, 2013 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 company has followed a proper internal financial control and that such internal financial controls are adequate and were operating effectively.
- f. A system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**12. PUBLIC DEPOSITS**

During the year under review, the Company has not accepted or renewed any deposits from public falling within the purview of provisions of Section 73 and 76 of the Companies Act, 2013 ("the Act") and Rules framed thereunder.

**13. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed as Annexure "1" to this Report and the same is available on the website of the Company at the web-link: [www.acrowindia.com](http://www.acrowindia.com)

**14. CORPORATE GOVERNANCE**

Since the Company's paid up equity share capital and Net worth was within threshold limit of Rs. 10 Crores and Rs. 25 Crores respectively, as on the last day of the previous financial year i.e. as on March 31, 2019, by virtue of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of schedule V are not applicable to the Company. Hence Corporate Governance does not form part of this Board's Report.

**15. MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished as Annexure 2.

**16. REPORTING OF FRAUDS BY AUDITOR:**

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

**17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of Loan, Guarantees and Investments covered under section 186 of the Companies Act, 2013 have been disclosed in Notes to the Financial Statement.

**18. RELATED PARTY TRANSACTION**

The Company has entered into transactions with related parties in accordance with the provisions of the Companies Act, 2013 and the particulars of the contracts or arrangements with related parties referred to in Section 188 (1), as prescribed in Form AOC-2 is appended as Annexure 3 to the Report. Your Directors draw attention of the members to Note No. 30 to the financial statement, which sets out related party disclosures.

**19. EMPLOYEES PARTICULARS AND RELATED DISCLOSURES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure "4" to this Report.

The details of the employee who was in receipt of the remuneration amounting to the limits stipulated in Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure "5" to this Report.

**20. AUDITORS****a. STATUTORY AUDITORS**

At the 59th Annual General Meeting of the Company held on September 27, 2019, M/s. Patkar & Pendse, Chartered Accountants (ICAI Firm Registration No. 107824W), were appointed as Statutory Auditors of the Company for a period of 4 years from the conclusion of the 59th Annual General Meeting up to the conclusion of the 63rd Annual General Meeting.

M/s. Patkar & Pendse, Chartered Accountants will continue to hold the office as Statutory Auditors of the Company.

Pursuant to the notification of certain sections of Companies (Amendment) Act, 2017 w.e.f. May 07, 2018, the requirement of annual ratification of Statutory Auditors by the members is no longer required. Hence, the resolution from members seeking ratification of appointment is not sought.

The Auditor's Report to the Members on the Financial Statements of the Company for the year ended March 31, 2020 does not contain any qualifications, reservations or adverse remarks.

**b. COST AUDITORS**

With reference to the Companies (Cost Records and Audit) Rules 2014, as prescribed by the Central Government in Section 148 of the Companies Act, 2013, the Company is not covered under the rules of the Companies (Cost Records and Audit) Rules, 2014, for maintenance of Cost records.

**c. SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s S. R. Padhye & Co., Practising Company Secretary (CP No. 1559) was appointed to undertake Secretarial Audit for the financial year 2019-20. The Secretarial Auditor's Report is annexed as Annexure "6" to this Report.

The Secretarial Audit Report contains the following qualification, reservation or remarks as follows:

1. The company had not complied with provisions of clauses (ii) and (iii) of sub section (1) of Section 203 of the Companies Act, 2013, till quarter ended December, 2019. In view of this non compliance a fine of Rs. 5,39,260 (inclusive of GST of Rs 82,260) has been levied on the company by The BSE Limited.



2. The company has received a show cause notice dated November 29, 2020 bearing number 17/1/2018/IEPFA/INSP1/206(4)/SCN/1F4NF/WR/MUM/130 from IEPF Authority under section 124(7) of Companies Act, 2013 and rules made thereunder.
3. Due to Non-Appointment of a qualified company secretary as compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015 the demat accounts of the Promoters were suspended for debits by NSDL vide its letter dated February 27, 2020.

**Management's Reply:**

1. The company has now complied with provisions of clause (ii) of sub section (1) of Section 203 of the Companies Act, 2013 and Regulation 6(1) of SEBI (LODR) Regulations, 2015 and the company has appointed a qualified company secretary w. e. f. March 18, 2020. The Company has made the payment of Rs. 5,39,260 (inclusive of GST of Rs 82,260) towards fine levied by the BSE Limited.
2. The Company vide its letters dated January 03, 2020 and January 29, 2020 has requested for extension of time to comply with the provisions of Section 124(6) of the Companies Act, 2013 and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The company in consultation with its RTA M/s Freedom Registry Ltd. has taken steps to identify the shareholders whose shares need to be transferred to IEPF Authority. The company has put up a notice on its website requesting the shareholders to respond in connection with transfer of their shares to IEPF Authority in order to comply with the provisions of section 124(6) of the Companies Act, 2013.
3. Since the company has appointed a qualified company secretary, it had requested NSDL/BSE to defreeze the demat accounts of promoters. BSE vide its email dated June 29, 2020 unfroze the accounts of the promoters.

**21. SUBSIDIARY COMPANY / ASSOCIATE COMPANY / JOINT VENTURE**

As on 31st March, 2020, the Company does not have any subsidiary or joint venture or associate company.

**22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

There are no particulars to be disclosed relating to the Conservation of Energy, Research and Development and Technology Absorption pursuant to Section 134(3)(m) of the Act, during the year under review. The Foreign Exchange Earnings and Outgo during the year under review and for the previous year were NIL.

**23. CODE OF CONDUCT**

The Board has laid down a specific code of Conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code on annual basis.

**24. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION**

The Company's policy on Directors' appointment including criteria for determining qualifications, positive attributes and independence of a Director as well as policy relating to Remuneration of Key Managerial Personnel and other employees and other matters as provided in Section 178(3) of the Act, is appended as an Annexure 7 to this Report and the same is uploaded on the website of the Company at the web-link: [acrowindia.com/assets/policies/Remuneration-Policy.pdf](http://acrowindia.com/assets/policies/Remuneration-Policy.pdf)

**25. COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARDS**

The Company is in compliance with all the applicable standards issued by the Institute of Company Secretaries of India.

**26. RISK MANAGEMENT**

The Company is in the process of setting up a system for management of risk associated with the orderly functioning of the Company.

**27. INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years.

Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2010-2011, from time to time on due dates, to the IEPF established by the Government of India.

Further, 1400 corresponding shares on which dividend were unclaimed for seven consecutive years are liable to be transferred as per the requirements of the IEPF rules.

**28. INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operations was observed.

**29. VIGIL MECHANISM**

The Board of Directors had approved a policy on Whistle Blower/ Vigil Mechanism and the same is uploaded on the website of the Company at the web-link: [acrowindia.com/assets/policies/WhistleBlower-Policy-Vigil-Mechanism.pdf](http://acrowindia.com/assets/policies/WhistleBlower-Policy-Vigil-Mechanism.pdf)

The mechanism enables the directors and employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct and assures to provide adequate safeguards against victimization of the concerned director or employee. The employees and other stakeholders have direct access to the Chairperson of the Audit Committee for lodging concerns, if any, for review.

Your Company affirms that no director/ employee has been denied access to the Chairperson of the Audit Committee and that no complaints were received during the year.

**30. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

No case of sexual harassment was reported during the year.

**31. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to Section 135 of the Companies Act, 2013 the company has established a CSR Committee. However for the Financial Year ended March 2020, CSR Reporting is not applicable to the company.

Your Directors take this opportunity to place on record their sincere appreciation for the timely assistance and cooperation extended by Financial Institutions, Company's Bankers and various Government Agencies / Bodies and look forward to receive their continued support. Your Directors also wish to place on record their appreciation for the cooperation extended / services rendered by the workmen, staff, executives, dealers, customers and all others concerned. Your Directors also express thanks to the shareholders for their support to and confidence reposed in the Company.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: June 29, 2020.

**Harshavardhan B. Doshi**  
**Chairman**

## ANNEXURE 1

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## 1. REGISTRATION AND OTHER DETAILS

Sr. No	Particulars	Details
i)	CIN	L13100MH1960PLC011601
ii)	Registration Date	10/03/1960
iii)	Name of the Company	Acrow India Limited
iv)	Category / Sub-Category of the Company	Indian Non-Government Company Limited by Shares
v)	Address of the Registered office and contact details	Plot No 2 & 3, Ravalgaon-423108, Taluka Malegaon, District Nashik, Maharashtra, India. Tel No: (02554) 645913 / 645914 Website: www.acrowindia.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Freedom Registry Ltd., Plot No. 101/102, 19 <sup>th</sup> Street, MIDC Industrial Area, Satpur, Nashik - 422007, Maharashtra, India.

## 2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company is as under:

Sr. No	Name & Description of main products / services	NIC Code of the product / service	% of Total Turnover
i)	Sugar Machinery	2819	0%*

\*The Company has been engaged in the manufacture of engineering items namely equipment for the Sugar industry. However, it has temporarily stopped manufacturing operations to revisit the costing of its products.

## 3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
i)	Carina Finvest Ltd.	U67120MH1996PLC101364	Group Company	49.38	2(6)

## 4. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## a. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total	Demat	Physical	Total	% of total	
<b>A. Promoter</b>									
<i>(1) Indian</i>									
a) Individual/HUF	13100	2200	15300	2.39	13300	2200	15500	2.42	0.03
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	333600	0	333600	52.13	333600	0	333600	52.13	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<i>Sub-total (A)(1):</i>	346700	2200	348900	54.52	346900	2200	349100	54.55	0.03

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total	Demat	Physical	Total	% of total	
<i>(2) Foreign</i>									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<i>Sub-total (A)(2):</i>	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	346700	2200	348900	54.52	346900	2200	349100	54.55	0.03
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<i>Sub-total (B)(1):</i>	0	0	0	0.00	0	0	0	0.00	0.00
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	3687	300	3987	0.62	3661	300	3961	0.62	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	198948	50575	249523	38.99	202083	49375	251458	39.29	0.30
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	30160	0	30160	4.71	30290	0	30290	4.73	0.02
<b>c) Others (specify)</b>									
i) NRIs	1661	0	1661	0.26	361	0	361	0.06	-0.20
ii) Trust	100	0	100	0.02	100	0	100	0.02	0.00
iii) Hindu Undivided Family	5035	0	5035	0.79	4729	0	4729	0.74	-0.05
iv) Clearing Members	634	0	634	0.10	1	0	1	0.00	-0.10
<i>Sub-total (B)(2):</i>	240225	50875	291100	45.48	241225	49675	290900	45.45	-0.03
Total Public Shareholding (B)=(B)(1)+(B)(2)	240225	50875	291100	45.48	241225	49675	290900	45.45	-0.03
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>586925</b>	<b>53075</b>	<b>640000</b>	<b>100</b>	<b>588125</b>	<b>51875</b>	<b>640000</b>	<b>100</b>	<b>0.00</b>

## b. Shareholding of Promoter

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	
1	Carina Finvest Limited	316000	49.38	0.00	316000	49.38	0.00	0.00
2	The Ravalgaon Sugar Farm Limited	17600	2.75	0.00	17600	2.75	0.00	0.00
3	Harshavardhan Doshi	11100	1.73	0.00	11100	1.73	0.00	0.00
4	Lamya H. Doshi	2000	0.31	0.00	2000	0.31	0.00	0.00
5	Nihal Doshi	0	0	0.00	200	0.03	0.00	0.03
6	Lalan Ajay Kapadia	2200	0.34	0.00	2200	0.34	0.00	0.00

## c. Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1.	Carina Finvest Limited					
	At the beginning of the year	316000	49.38	316000	49.38	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			316000	49.38	
2.	The Ravalgaon Sugar Farm Limited					
	At the beginning of the year	17600	2.75	17600	2.75	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			17600	2.75	
3.	Harshavardhan B. Doshi					
	At the beginning of the year	11100	1.73	11100	1.73	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			11100	1.73	
4.	Lalan Ajay Kapadia					
	At the beginning of the year	2200	0.34	2200	0.34	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			2200	0.34	

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
5.	At the End of the year			2200	0.34	
	Lamya H. Doshi					
	At the beginning of the year	2000	0.31	2000	0.31	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			2000	0.31	
6.	Nihal Doshi					
	At the beginning of the year	0	0.00	0	0.00	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): 20-09-2019	200	0.03	200	0.03	Purchase
	At the End of the year			200	0.03	

**d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1.	MITA DIPAK SHAH					
	At the beginning of the year	15175	2.37	15175	2.37	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	18-10-2019	30	0.00	15205	2.38	Purchase
	22-11-2019	100	0.02	15305	2.39	Purchase
	At the End of the year			15305	2.39	
2.	PREETI KRISHNAGOPAL					
	At the beginning of the year	14985	2.34	14985	2.34	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			14985	2.34	
3.	RAHUL RAMESH FOFALIA					
	At the beginning of the year	7180	1.12	7180	1.12	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			7180	1.12	

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
4.	SHARAD KANAYALAL SHAH					
	At the beginning of the year	6903	1.08	6903	1.08	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	17-05-2019	97	0.02	7000	1.09	Purchase
	At the End of the year			7000	1.09	
5.	KAMALINI BAHUBALI					
	At the beginning of the year	5675	0.89	5675	0.89	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			5675	0.89	
6.	BHAVIN RAMAKANT SARAIYA					
	At the beginning of the year	5295	0.83	5295	0.83	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	19-04-2019	286	0.04	5581	0.87	Purchase
	10-05-2019	186	0.03	5767	0.90	Purchase
	17-05-2019	1	0.00	5768	0.90	Purchase
	24-05-2019	605	0.09	6373	1.00	Purchase
	07-06-2019	200	0.03	6573	1.03	Purchase
	09-08-2019	50	0.01	6623	1.03	Purchase
	06-09-2019	20	0.00	6643	1.04	Purchase
	20-09-2019	300	0.05	6943	1.08	Purchase
	27-09-2019	4	0.00	6947	1.09	Purchase
	18-10-2019	20	0.00	6967	1.09	Purchase
	14-02-2020	25	0.00	6992	1.09	Purchase
21-02-2020	300	0.05	7292	1.14	Purchase	
	At the End of the year			7292	1.14	
7.	RAJASEKHAR GUTTIKONDA					
	At the beginning of the year	5040	0.79	5040	0.79	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			5040	0.79	
8.	BHARAT MADHUKARBHAI SIMPY					
	At the beginning of the year	5000	0.78	5000	0.78	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			5000	0.78	

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
9.	PARESH RAMBILAS JHAWAR					
	At the beginning of the year	4158	0.65	4158	0.65	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			4158	0.65	
10.	KAUSALYA DEVI RAMVALLABH FOFALIA					
	At the beginning of the year	4081	0.64	4081	0.64	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			4081	0.64	

**e. Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1.	Harshavardhan Doshi					
	At the beginning of the year	11100	1.73	11100	1.73	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year			11100	1.73	
2.	Nihal Doshi					
	At the beginning of the year	0	0.00	0	0.00	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	200	0.03	200	0.03	Purchase
	At the End of the year	0	0.00	200	0.03	

Note: None of the Directors and Key Managerial Personnel hold any shares in the Company except mentioned above.

**f. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	9.74	-	9.74
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-



Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	5.13	-	5.13
Net Change	-	(5.13)	-	(5.13)
Indebtedness at the end of the financial year				
i) Principal Amount	-	4.61	-	4.61
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	4.61	-	4.61

**g. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**a. Remuneration to Managing Director, Whole-time Director and/or Manager**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Harshavardhan Doshi (Chairman)	Mr. Nihal Doshi (Director)	
1	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
(c)	Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission / Performance Pay			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)			

**Ceiling as per the Act :**

The total managerial remuneration payable in respect of financial year 2019-2020 shall not exceed eleven percent of the net profit of the Company for financial year 2018-2019 or if the same exceeds, it shall be within the limits of Schedule V Part II of the Companies Act, 2013. The remuneration paid to Directors during the year is within the statutory limit as specified above. (None of the Directors draw any remuneration)

**b. Remuneration to other Directors:**

Sr. No.	Particulars of Remuneration	Name of the Directors			Total
		Mr Vikram Bhat	Mrs Ramola Mahajani	Mr. Sanjay Shirgaonkar	
1	Independent Directors				
	Fees for attending Board /Committee meetings	24500	42500	29500	96500
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	24500	42500	29500	96500

Sr. No.	Particulars of Remuneration	Name of the Directors		Total
		Mr. H.B. Doshi	Mr. Nihal Doshi	
2	Other Non-Executive Directors			
	Fees for attending Board/Committee meetings	14,000	30,500	44,500
	Commission	-	-	-
	Others, please specify	-	-	-
	<b>Total (2)</b>	14,000	30,500	44,500
	<b>Total (B) = (1+2)</b>			1,41,000
	<b>Total Managerial Remuneration (A+B)</b>			1,41,000

Sitting Fees paid is within the limits specified under the Companies Act, 2013

**c. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary	-	-	-	-
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (w.e.f. 18.03.2020)	-	16,600	-	-
(b)	Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary u/s 17(3) of Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission / Performance Pay	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

Note: The post of CFO is vacant.

**7. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

- a) A fine of Rs. 5,39,260 was levied by BSE Limited on the Company for Non- appointment of Company Secretary as compliance officer under Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for the quarters ended, March 2019, June 2019, September 2019 and December 2019.

The company has complied with Regulation 6(1) of SEBI (LODR) Regulations, 2015 by appointing a qualified Company Secretary on March 18, 2020 and paid the penalty levied on the Company.

- b) The Company received a Show cause notice under section 124(7) of Companies Act, 2013 and Rule (6) of IEPF Authority, Rules 2016 made there under. The Company has requested for extension of time to comply with the provisions of the said section and rules of IEPF Authority.

## ANNEXURE 2

### Management Discussion and Analysis

**1. Industry Structure and Development:**

The Company is engaged in the manufacture of engineering items, primarily for the Sugar Industry. The Sugar Industry is the second largest agro-based industry in India, after textiles. The prospects of this industry depend on the availability of sugarcane, which is subject to vagaries of the monsoon and the policies of the Central and State Governments, and the demand for sugar. The Central and State Governments have taken an active role in supporting the industry and its stakeholders in the past few years.

**2. Opportunities and Risks:**

Better monsoon and a stable policy regime may result in structural improvements in the sugar industry, which in turn will restart the capital expenditure cycle, resulting in an increased demand for the Company's products. Subdued economic activity and the overhang of the COVID-19 pandemic may result in a poor sugar crushing season or unfavourable economics for sugar manufacturers, which, in turn, will delay the capital expenditures that create demand for the Company's products.

**3. Segment-Wise Performance:**

The Company operates in a single segment i.e. Manufacturing and Sale of Engineering Goods.

**4. Business Outlook:**

The Sugar industry in India comes under The Essential Commodities Act, 1955 and therefore is regulated by the Government. Being an agro based industry, performance is largely dependent on rainfall and crop. However, the economics of producing sugar have been unfavourable in recent years. A favourable increase in the selling price of sugar may lead to a new capital expenditure cycle and an increase in demand for the machinery used in sugar plants. However, in recent years, the economic pressure on sugar manufacturers has had an adverse effect on demand for the Company's products.

**5. Risks and Concerns:**

- Seasonal uncertainties that impact the production and price of Sugar
- Unfavourable shifts in Government policies and regulations
- Increased cost of raw materials and fuel
- Work Stoppage owing to availability of human capital, union strikes, and other reasons
- Increased interest rates affecting the ability of customers to fund capital expenditures

**6. Internal Control Systems and their Adequacy:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operations was observed.

**7. Operational Performance and Financial Performance:**

The Total Income for the year ended 31st March 2020 is Rs. 93.04 Lakhs as against Rs. 112.52 Lakhs for the previous year. The Net loss is Rs. 30.15 Lakhs for the year ended 31st March 2020 as against profit of Rs. 20.50 Lakhs for the previous year.

**8. Human / Industrial Relations:**

The Company believes that manpower is the most valuable resource for its growth. Industrial relations have been very cordial.

**9. Cautionary Statement:**

Statements made in Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw material availability and costs thereof, change in Government regulations, tax structure, economic developments within India.

The company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

**ANNEXURE 3****Form AOC 2**

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: Company has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2019-2020:
  - a. Name(s) of the related party and nature of relationship: Not applicable
  - b. Nature of contracts/arrangements/transactions: Not applicable
  - c. Duration of the contracts/arrangements/transactions: Not applicable
  - d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not applicable
  - e. Justification for entering into such contracts or arrangements or transactions: Not applicable
  - f. Date(s) of approval by the Board: Not applicable
  - g. Amount paid as advances, if any: Not applicable
  - h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188 : Not applicable

2. Details of material contracts or arrangement or transactions at arm's length basis:
  - a. Name(s) of the related party and nature of relationship: Not applicable
  - b. Nature of contracts/arrangements/transactions: Not applicable
  - c. Duration of the contracts/arrangements/transactions: Not applicable
  - d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not applicable
  - e. Date(s) of approval by the Board, if any: Not applicable
  - f. Amount paid as advances, if any: None

Note: The above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for purpose of section 188(1) of the Act.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: June 29, 2020

**H. B. Doshi**  
Chairman

### ANNEXURE 4

**Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

1. The percentage increase / (decrease) in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary (CS) during the financial year 2019-2020 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-2020 are as under:

Sr. No.	Name of the Director / Key Managerial Person (KMP) and Designation	Remuneration of Director / KMP for the financial year 2019-20	% increase/ (decrease) in remuneration in the financial year 2019-20	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Harshavardhan Doshi	Being Non-Executive Directors, they did not draw any remuneration apart from sitting fees.		
2.	Mr. Nihal Doshi			
3.	Mr. Vikram Bhat			
4.	Mr. Sanjay Shirgaonkar			
5.	Mrs. Ramola Mahajani			
6.	CFO	-	-	-
7.	Ms. Jonita D'souza	16,600 (w.e.f. 18.03.2020)	NA	-

2. The median remuneration of the employees of the Company during the financial year was Rs. 1.73 Lacs.
3. The percentage increase in the median remuneration of employees in the financial year.  
In the financial year, the median remuneration of employees in comparison to the previous year increased by 17.95%.
4. There were 3 permanent employees on the rolls of the Company as on March 31, 2020.
5. Average percentile increase made in the salaries of employees other than the managerial personnel in the financial year 2019-2020 was 143.58 % and there is no increase in the managerial remuneration for the same financial year.
6. Affirmation that the remuneration is as per the remuneration policy of the Company.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Particulars of employees as required under Section 197(12) of Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure "5" to this Report.

## ANNEXURE 5

**Particulars of employees as required under Section 197(12) of Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

**A. Particulars of employees drawing salary of Rs. 102 Lakhs or above per annum as required under Section 197(12) of Companies Act, 2013 read with Rule 5(2) (i) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

Name	Age	Designation	Gross Remuneration (Rs. in Lakhs)	Nature of Employment	Qualifications	Total Experience	Date of Commencement of employment	Last employment held, Designation-period for which post held
-	-	-	-	-	-	-	-	-

**B. Particulars of the employees employed for a part of a year drawing salary of not less than Rs. 8.50 Lakhs per month in aggregate.**

Name	Age	Designation	Gross Remuneration (Rs. in Lakhs)	Nature of Employment	Qualifications	Total Experience	Date of Commencement of employment	Last employment held, Designation-period for which post held
-	-	-	-	-	-	-	-	-

**C. Particulars of the employee employed throughout the year or a part of the year who was in receipt of remuneration which is in excess of that drawn by the Managing Director and who holds himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.**

Name	Age	Designation	Gross Remuneration (Rs. in Lakhs)	Nature of Employment	Qualifications	Total Experience	Date of Commencement of employment	Last employment held, Designation-period for which post held
-	-	-	-	-	-	-	-	-

## ANNEXURE 6

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**ACROW INDIA LIMITED**  
CIN: L13100MH1960PLC011601

I, Shrirang Padhye, **Company Secretary in Practice**, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ACROW INDIA LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis of evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **ACROW INDIA LIMITED'S** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **ACROW INDIA LIMITED** for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit period)**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with the client; **(Not applicable as the Company is not registered as a Registrars to an Issue or Share Transfer Agent during the financial year under review)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit period)**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliance with the applicable clauses of the following

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board meetings and general meetings.
- ii. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, wherever applicable subject to the following observations:

1. The company had not complied with provisions of clauses (ii) and (iii) of sub section (1) of Section 203 of the Companies Act, 2013, till quarter ended December, 2019. The company has now complied with provisions of clause (ii) of sub section (1) of Section 203 of the Companies Act, 2013 and Regulation 6(1) of SEBI (LODR) Regulations, 2015 and the company has appointed a qualified company secretary w. e. f. 18.03.2020.

In view of this non compliance a fine of Rs. 5,39,260 (inclusive of GST of Rs 82,260) has been levied and the company has paid the said fine to the Bombay Stock Exchange.

2. The company has received a show cause notice dated 29.11.2019 bearing number 17/1/2018/IEPFA/INSP1/206(4)/SCN/1F4NF/WR/MUM/130 from IEPF Authority under section 124(7) of Companies Act, 2013 and rules made thereunder.

The Company has requested vide its letters dated 03.01.2020 and 29.01.2020 for extension of time to comply with the provisions of the said section and rules of IEPF Authority. The company in consultation with its RTA M/s Freedom Registry Ltd. has taken steps to identify the shareholders whose shares need to be transferred to IEPF Authority. The company has put up a notice on its website requesting the shareholders to respond in connection with transfer of their shares to IEPF Authority in order to comply with the provisions of section 124(6) of the Companies Act, 2013.

3. Due to Non-Appointment of a qualified company secretary as compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015 the demat accounts of the Promoters were suspended for debits by NSDL vide its letter dated 27.02.2020.

Since the company has appointed a qualified company secretary, it had requested NSDL/BSE Authority to defreeze the demat accounts of promoters. BSE vide its email dt. 29.06.2020 unfroze the accounts of the promoters.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that**, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, the Company has no major / specific events, actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity etc.
- (ii) Redemption / buy-back of securities
- (iii) Decision by the members of the Company pursuant to section 180 of the Companies Act, 2013.
- (iv) Merger/ amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

**Note: This report is to be read with my letter of even date which is annexed as Annexure- A and forms an integral part of this report.**

For **S. R. Padhye & Co.**

**Place:** Mumbai  
**Date:** 29<sup>th</sup> June, 2020  
**UDIN:** F004270B000405693

**S. R. Padhye**  
(Proprietor)  
**FCS:** 4270  
**COP:** 1559

**ANNEXURE-A OF SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**ACROW INDIA LIMITED**  
CIN:L13100MH1960PLC011601

My report regarding secretarial audit is to be read along with this letter.

**1. Management's responsibility:**

It is the responsibility of the management of the company to maintain secretarial records, devise proper systems, to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**2. Auditor's responsibility:**

**In the wake of COVID 19 pandemic situation and prevailing nation-wide lockdown were not able to verify documents and registers maintained by the company physically as required under Companies Act, 2013 and Secretarial Standards issued by the ICSI. We have relied on Management Declaration for the same.**

My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.

I believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis of my opinion.

Wherever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.

**Disclaimer:**

The secretarial audit report is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **S. R. Padhye & Co.**

**Place:** Mumbai  
**Date:** 29<sup>th</sup> June, 2020  
**UDIN:** F004270B000405693

**S. R. Padhye**  
(Proprietor)  
**FCS:** 4270  
**COP:** 1559



## ANNEXURE 7

## REMUNERATION POLICY

## 1. Objective

The objective of the remuneration policy of Acrow India Limited is to attract, motivate and retain qualified and expert individuals that the company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of the stakeholders of Acrow India Limited.

## 2. Definitions

- i. **“Act”** means the Companies Act 2013
- ii. **“Board of Directors” or “Board”** means the collective body of the Directors of the Company.
- iii. **“Chief Executive Officer” (CEO)** means Chief Executive Officer as defined under Section 2(18) of the Act.
- iv. **“Chief Financial Officer” (CFO)** means Chief Financial Officer as defined under Section 2(19) of the Act.
- v. **“Company Secretary” (CS)** means a Company Secretary as defined in Section 2(24) of the Act.
- vi. **“Managing Director”** means a Managing Director as defined in Section 2(54) of the Act.
- vii. **“Manager”** means a Manager as defined in Section 2(53) of the Act.
- viii. **“Key Managerial Personnel” (KMP)** means:
  - a. Managing Director, or Chief Executive Officer or Manager;
  - b. Company Secretary;
  - c. Whole Time Director;
  - d. Chief Financial Officer;
  - e. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board and
  - f. Such other officer as may be prescribed.
- ix. **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- x. **“Senior Management”** means Officers/Personnel of the Company who are members of its core management team excluding Board of Directors, but comprising of all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.
- xi. **“Whole-time Director” or “Executive Director”** means Whole-time Director as defined in Section 2(94) of the Act.

All capitalised terms used in this Policy but not defined herein shall have the meaning ascribed to such term in the Act and the Rules framed there under or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time.

## 3. The Nomination &amp; Remuneration Committee

The Nomination & Remuneration Committee (“Committee”) is responsible for formulating and making the necessary amendments to the Remuneration Policy for the Directors, KMP and Senior Management of Acrow India Limited from time to time.

## 4. Role of the Committee:

- I. The Committee shall be formally empowered to ;
  - a. identify persons who are qualified to become Directors and who may be appointed in the Senior Management as per criteria laid down by the Company and recommend to the Board their appointment or removal;
  - b. provide the terms of engagement for independent directors, non-executive directors, Chief Executive Officer, whole time directors and senior management
- II. Role of the Committee shall *inter- alia* include the following:
  - a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

- b. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- c. Devising a policy on Board diversity and succession planning for Board/Senior Management;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment, remuneration and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- e. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- f. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- g. To ensure remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**III. The Committee shall :**

- a. Establish the KRAs and clear metrics of performance for Chief Executive Officer and whole-time directors against which their performance shall be appraised at the end of the year.  
Review and approve KRAs and performance metrics for senior management proposed by the Chief Executive Officer.  
Document the expectations and the actual achievements for a full Board review as may be taken as an audit.
- b. Have the responsibility for a) setting the remuneration for the Chief Executive Officer and whole-time directors and, b) review and approval of senior management (one level below MD) remuneration proposed by Chief Executive Officer. Remuneration in this context will include salary; performance based variable component and any compensation payments, such as retiral benefits or stock options.

**5. Remuneration for Non-Executive Directors**

Non-Executive Directors ("NED") are remunerated by way of sitting fee for each meeting of the Board/ Committees of the Board attended by them.

**6. Remuneration for Executive Directors, Key Managerial Personnel (KMP) and Senior Management**

The following elements are taken into consideration for determining the Remuneration of Executive Directors, KMP and Senior Management:

- The remuneration policy reflects a balance between the interests of the Company's main stakeholders as well as a balance between the Company's short-term and long-term strategy. As a result, the structure of the remuneration package for the Executive Directors, KMP and Senior Management is designed to balance short-term operational performance with the medium and long-term objective of creating sustainable value within the company, while taking into account the interests of its stakeholders. Acrow India Limited strives for a high performance in the field of sustainability and aims to maintain a good balance between economic gain, respect for people and concern for the environment.
- To ensure that highly skilled and qualified Executive Directors / KMP / Senior Management Personnel can be attracted and retained, Acrow India Limited aims for a total remuneration level that is comparable to levels provided by other companies that are similar to Acrow India Limited in terms of size and complexity.
- In designing and setting the levels of remuneration for the Executive Directors, KMP and Senior Management, the Committee also takes into account the relevant statutory provisions and provisions of the corporate governance regulations, societal and market trends and the interests of stakeholders.
- The Company's policy is to offer the Executive Directors, KMP and Senior Management a total compensation comparable to the peer group.

**Total Compensation (TC)**

Total compensation of the Executive Directors, KMP and Senior Management consists of the following components:

1. Base salary
2. Variable income –
  - Annual Performance Pay (APP)
  - Performance-related Long-Term Incentive Plan (LTIP)

### **Base salary**

On joining the Company, the Executive Directors, KMP and Senior Management Personnel receive a base salary comparable to the peer group. Every year, base salary levels are reviewed by the Committee.

### **Variable income**

The variable income part of remuneration consists of APP and LTIP. The distribution between APP and LTIP for (on target) performance aims to achieve a proper balance between short-term result and long-term value creation. The parameters relating to the various elements of the variable income part of the remuneration are established and where necessary adjusted by and at the discretion of the Committee, taking into account the general rules and principles of the remuneration policy itself.

The targets are determined each year by the Committee in consultation with the respective Executive Director/ KMP/ Senior Management Personnel, based on historical performance, the operational and strategic outlook of the Company in the short term and expectations of the Company's management and stakeholders, among other things. The targets contribute to the realization of the objective of long-term value creation.

### **7. Remuneration for other Employees.**

Remuneration of middle and lower level employees of the Company consists of fixed pay, and may include variable pay as needed, which is reviewed on an annual basis. Increase in the remuneration of employees is effected based on an annual review taking into account performance of the employee and the performance of the Company also.

### **8. Remuneration for Workmen.**

Remuneration of workmen employed in the factories of the Company consists of fixed pay and performance incentives, which is negotiated and agreed upon on periodical basis. Increase in the remuneration of workmen is effected based on a review of performance of the Company and increase in the general price levels / cost of living index, etc.

### **9. Evaluation of Performance of Board, its Committees and Individual Directors.**

The evaluation of performance of Board of Directors, its Committees and individual directors shall be carried out either by the Board, by the Committee or by an independent external agency and Committee shall review its implementation and compliance.

### **10. Term of Appointment**

The term of appointment of the Managing Director and other Executive Directors is generally for a period of 3 years and renewed for similar periods from time to time, whereas the term of the other employees, generally is upto the age of superannuation. However the Company may also appoint consultants for shorter periods on need basis.

### **11. Post Retirement Benefits**

All the Executive Directors and employees are entitled to retirement benefits such as provident fund and gratuity.

### **12. Loans**

There is no system of granting of loans to Directors, KMP and employees of the Company.

### **13. Amendments to this Policy**

The Nomination and Remuneration Committee of the Company shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company. In the event of any conflict between the provisions of this Policy and of Act / SEBI Listing Regulations or any other statutory enactments, rules, the provisions of such Act or statutory enactments, rules shall prevail over this Policy.

The Policy was adopted by the Board of Directors on June 29, 2020 and is effective from June 29, 2020.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: June 29, 2020.

**Harshavardhan B. Doshi**  
**Chairman**

**INDEPENDENT AUDITORS' REPORT**

To the Members of

**ACROW INDIA LIMITED.  
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS****OPINION**

We have audited the accompanying financial statements of **ACROW INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss including (Other Comprehensive Income), Cash Flow Statement and Statement of Changes in Equity for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'financial statements.')

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**BASIS FOR OPINION**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**KEY AUDIT MATTERS**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

**INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profits/losses and other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparation the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's reporting process.

### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies(Accounts) Rules, 2014;
  - e) on the basis of written representations received from the directors as on March 31, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164(2) of the Act;
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) the company has disclosed the impact of pending litigations on its financial position in its financial statements,
  - ii) the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) there has been no delay in transferring amounts, required to be transferred, to the Investor, Education and Protection Fund by the company.

For **Patkar & Pendse**  
Chartered Accountants  
F. R. No. 107824W

**B. M. Pendse**  
Partner.  
M. No. 32625

Place: Mumbai

Date: 29<sup>th</sup> June, 2020.

**ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT**

As per the Annexure - A referred to in our Independent Auditors' Report to the members of The Acrow India Limited on the financial statements for the year ended 31<sup>st</sup> March 2020, we report that:

1. (a) The Company had maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) As explained to us all fixed assets had been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. As explained to us, inventories have been physically verified by the management at reasonable intervals and in our opinion and as explained to us, there were no material discrepancies noticed on physical verification of inventories as compared with the books of account.
3. The Company has granted one loan to a company listed in the register maintained under section 189 of Companies Act, 2013.
  - (a) In our opinion, the rate of interest and other terms and conditions on which the said loan has been granted to the company listed in the register maintained under Section 189 of the Act is not, prima facie, prejudicial to the interest of the Company.
  - (b) In the case of loan to the company listed in the register maintained under section 189 of Companies Act, 2013, the borrower has been regular in payment of principal and interest.
  - (c) There is no overdue amount in respect of the loan granted by the company.
4. In our opinion and according to the information and explanations given to us, sections 185 and 186 of the Companies Act, 2013 and in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and guarantees and securities given have been complied with by the company.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of Section 73 to 76 of the Act during the year and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) and accordingly paragraph 3 (v) of the order is not applicable.
6. The Central Government has not prescribed maintenance of the Cost Records under Section 148(1)(d) of the Companies Act, 2013.
7. (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales tax, Service tax, Custom duty, Excise duty, Value Added tax, Cess and any other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanation given to us the disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities are as under:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount (Rs. In lacs)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
Wealth Tax	Wealth Tax	15.43	1999-2000	Commissioner of Wealth Tax (Appeals), Mumbai
Employee State Insurance Fund	ESIC	5.08	1986-88	Divisional Industry Court, Mumbai
Service Tax	Service Tax	0.98	Aug 2012 to March 2014	Appellate Commissioner, Nagpur

8. In our opinion and according to the information and explanations given to us, the Company had not defaulted in repayment of dues to a financial institution, bank or debenture holder.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Patkar & Pendse**  
Chartered Accountants  
F. R. No. 107824W

**B. M. Pendse**  
Partner.  
M. No. 32625

Place: Mumbai  
Date: 29<sup>th</sup> June, 2020.

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## **ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT**

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of ACROW INDIA LIMITED ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company and management are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.



**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Patkar & Pendse**  
Chartered Accountants  
F. R. No. 107824W

**B. M. Pendse**  
Partner.  
M. No. 32625

Place: Mumbai  
Date: 29<sup>th</sup> June, 2020.

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2020**

(Rs. In Lakhs)

Particulars	Note	As at 31.03.2020	As at 31.03.2019
<b>ASSETS</b>			
<b>1) Non-Current Assets</b>			
(a) Property, Plant & Equipment	3	425.57	451.43
(b) Financial Assets			
(i) Investments	4	9.23	13.29
(ii) Loans	5	3.67	3.67
(c) Deferred Tax Asset (net)	6	17.72	16.26
<b>Total Non-Current Assets</b>		<b>456.18</b>	<b>484.64</b>
<b>2) Current assets</b>			
(a) Inventories	7	66.28	66.28
(b) Financial Assets			
(i) Investments	8	916.08	936.43
(ii) Trade receivables	9	3.71	-
(iii) Cash and Cash equivalents	10	598.48	589.03
(iv) Loans	11	100.63	78.22
(c) Current Tax Assets (Net)	12	20.54	42.43
(d) Other current assets	13	0.93	3.56
<b>Total Current Assets</b>		<b>1,706.65</b>	<b>1,715.95</b>
<b>TOTAL ASSETS</b>		<b>2,162.83</b>	<b>2,200.60</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1) Equity</b>			
(a) Equity Share capital	14	64.00	64.00
(b) Other Equity	15	2,087.40	2,117.54
<b>Total Equity</b>		<b>2,151.40</b>	<b>2,181.54</b>
<b>Liabilities</b>			
<b>2) Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	-	4.61
(b) Provisions	17	-	-
<b>Total Non-Current Liabilities</b>		<b>-</b>	<b>4.61</b>
<b>3) Current liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables	18	2.85	1.54
(b) Other current liabilities	19	8.59	12.83
(c) Provisions	20	-	0.07
<b>Total Current Liabilities</b>		<b>11.44</b>	<b>14.44</b>
<b>Total Liabilities</b>		<b>11.44</b>	<b>19.05</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,162.83</b>	<b>2,200.60</b>

Notes Forming Parts of Accounts

Note 1 and Note 2

As per our Report of even date

 For **Patkar & Pendse**  
**Chartered Accountants**  
 FRN 107824W

**B. M. PENDSE**  
 Partner

**Membership No.:** 032625  
 Mumbai, Dated: 29<sup>th</sup> June, 2020

For and on behalf of the Board of Directors

**H. B. Doshi**  
 Chairman  
**DIN:** 00688736

**V. M. Bhat**  
 Director  
**DIN:** 00551104

**Nihal Doshi**  
 Director  
**DIN:** 00246749

**Jonita D'souza**  
 Company Secretary

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

(Rs. in Lakhs)

Particulars	Note	Year ended 31.03.2020	Year ended 31.03.2019
<b>INCOME</b>			
(i) Revenue from operations		-	-
(ii) Other income	21	93.04	112.52
<b>Total Income</b>		<b>93.04</b>	<b>112.52</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumption	22	-	-
Changes in Inventories of Finished Goods, Work-in-progress and Stock in trade	23	-	-
Employee benefits expense	24	6.96	6.32
Finance costs	25	0.30	0.58
Depreciation and amortization expense	3	27.44	33.10
Other expenses	26	84.19	63.93
<b>Total expenses</b>		<b>118.88</b>	<b>103.94</b>
<b>Profit/ (loss) before tax</b>		<b>-25.84</b>	<b>8.58</b>
<b>Tax expense:</b>			
(1) Current tax		-	-
(2) Tax for earlier years		5.76	
(3) Defferred Tax		-1.46	-11.91
<b>Total Comprehensive Income for the period</b>		<b>-30.15</b>	<b>20.50</b>
Earnings per equity share (for continuing operation):			
Basic & Diluted		-4.71	3.20

Notes Forming Parts of Accounts

Note 1 and Note 2

As per our Report of even date

For **Patkar & Pendse**  
Chartered Accountants  
FRN 107824W

**B. M. PENDSE**  
Partner

Membership No.: 032625  
Mumbai, Dated: 29<sup>th</sup> June, 2020

For and on behalf of the Board of Directors

**H. B. Doshi**  
Chairman  
DIN: 00688736

**V. M. Bhat**  
Director  
DIN: 00551104

**Nihal Doshi**  
Director  
DIN: 00246749

**Jonita D'souza**  
Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

Particular	As at 31 March, 2020		As at 31 March, 2019	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash Flow From Operating Activities</b>				
Net Profit / (Loss) Before Extraordinary Items and Tax		-25.84		8.58
Adjustments For:				
Depreciation	27.44		33.10	
Diminution in investment value	1.93		9.34	
Provision for doubtful advances	-		3.30	
(Profit) / loss on sale / write off of Investments	9.56		2.53	
Finance Costs	0.30		0.58	
Interest Income	-9.46		-1.26	
GST/VAT input written off	10.06		-	
Provision No Longer Required	-		-0.69	
Sundry credits written back	-0.07		-	
Dividend Income	-83.51		-51.90	
		-43.75		-5.00
<b>Operating Profit Before Working Capital Changes</b>		<b>-69.59</b>		<b>3.58</b>
Changes in Working Capital:				
<b>Adjustments For (Increase) / Decrease in Operating Assets:</b>				
Inventories	0.00		0.00	
Trade Receivables	-3.71		6.22	
Short-Term Loans and Advances	2.59		-6.62	
Current Tax Assets (Net)	-		-5.69	
Long-Term Loans and Advances	-0.00		-0.00	
Other Current Assets	-7.43		0.83	
Adjustments for Increase / (Decrease) in Operating Liabilities:				
Trade Payables	1.30		-4.33	
Other Current Liabilities	-4.24		-5.20	
Short-Term Provisions	-0.00		-	
Long-Term Provisions	-		-1.40	
		-11.48		-16.19
Cash Generated from Operations		-81.07		-12.61
Net Income Tax Paid and DDT		-16.12		-
<b>Net Cash Flow from Operating Activities (A)</b>		<b>-64.95</b>		<b>-12.61</b>
<b>B. Cash Flow From Investing Activities</b>				
Capital Expenditure on Fixed Assets	-1.59		-1.80	
Interest received	9.46		1.26	
Dividend Received	83.51		51.90	
Proceeds from Sale of Investment (Mutual fund)	2,505.20		1,631.87	
Purchase of Investment (Mutual fund)	-2,492.29		-2,522.88	
Intercompany deposits- Given	-25.00		-94.00	
Intercompany deposits- Receipt	-		1,000.00	
<b>Net Cash Flow Used in Investing Activities (B)</b>		<b>79.30</b>		<b>66.35</b>
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from Issue of Equity/Preference Shares/General Reserves				
Repayment from Long-Term Borrowings	-4.61		-9.52	
Finance Cost	-0.30		-0.58	
<b>Net Cash Flow from Financing Activities (C)</b>		<b>-4.90</b>		<b>-10.10</b>
<b>Net Increase in Cash And Cash Equivalents (A+B+C)</b>		<b>9.45</b>		<b>43.63</b>
Cash and Cash Equivalents at the Beginning of the Year		589.03		545.40
<b>Cash and Cash Equivalents at the end of the Year</b>		<b>598.48</b>		<b>589.03</b>

**Notes Forming Parts of Accounts**

As per our Report of even date

 For **Patkar & Pendse**  
**Chartered Accountants**  
 FRN 107824W

**B. M. PENDSE**  
 Partner

**Membership No.:** 032625  
 Mumbai, Dated: 29<sup>th</sup> June, 2020

For and on behalf of the Board of Directors

**H. B. Doshi**  
 Chairman  
**DIN:** 00688736

**V. M. Bhat**  
 Director  
**DIN:** 00551104

**Nihal Doshi**  
 Director  
**DIN:** 00246749

**Jonita D'souza**  
 Company Secretary

**STATEMENT OF CHANGES IN EQUITY**

(Currency : Indian Rupee )

<b>Equity share capital</b>	(Rs. In Lakhs)
<b>Particulars ( refer note. 12)</b>	<b>Total equity share capital</b>
Balance as on 1 April 2018	64
Changes in FY 2018-19	-
<b>Balance as on 31 March 2019</b>	<b>64</b>
Changes in FY 2019-20	-
<b>Balance as on 31 March 2020</b>	<b>64</b>

**Other equity**

<b>Particulars (refer note no. 9b)</b>	<b>Reserves and surplus</b>			<b>Total other equity</b>
	<b>General reserve</b>	<b>Capital reserve</b>	<b>Retained earnings</b>	
<b>Balance as on 1 April 2018</b>	<b>660.39</b>	<b>12.79</b>	<b>1,423.87</b>	2,097.05
<b>Profit for FY 2018-19</b>				
Comprehensive income	-	-	20.50	20.50
Other- Comprehensive income	-	-	-	-
<b>Balance as on 31 March 2019</b>	<b>660.39</b>	<b>12.79</b>	<b>1,444.37</b>	<b>2,117.55</b>
<b>Profit for FY 2019-20</b>				
Comprehensive income	-	-	(30.15)	(30.15)
Other- Comprehensive income	-	-	-	-
<b>Balance as on 31 March 2020</b>	<b>660.39</b>	<b>12.79</b>	<b>1,414.22</b>	<b>2,087.40</b>

The above statement of Changes in Equity should be read in conjunction with the accompanying notes.

## **NOTES FORMING PART OF FINANCIAL STATEMENTS**

### **Summary of significant accounting policies and other explanatory information**

**Note 1:** Background: Acrow India Limited ('the Company') is a public limited Company incorporated and domiciled in India and has its registered office at Plot no 2 & 3, Ravalgaon, Taluka Malegaon, District Nashik, Maharashtra, 423108, India. The Company is listed on Bombay Stock Exchange. The Company has been engaged in the manufacture of engineering items namely equipment for the Sugar industry. However, it has temporarily stopped manufacturing operations to revisit the costing of its products.

### **Note 2: Significant Accounting Policies followed by the Company**

#### **a) Basis of Preparation**

##### **i) Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended rules and other relevant provisions of the Act .

The accounting policies are applied consistently to all the periods presented in the financial statements.

##### **ii) Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities that are measured at fair value;
- Assets held for sale - measured at lower of carrying amount or fair value less cost to sell;

##### **iii) Current non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### **b) Use of estimates and judgements**

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

#### **c) Foreign Currency Translation**

##### **i) Functional and presentation currency**

The Financial Statements are presented in Indian rupees (INR) which is the functional and presentation currency.

##### **ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Profit or Loss, Account.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other gains / (losses).

#### **d) Revenue Recognition**

- i) Sales are recorded net of Excise duty, trade discounts, rebates, VAT Tax & GST. Purchases are recorded net of Input credit for taxes that are subsequently eligible for Input Credit / Refund.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

- ii) Revenue from services is recognized when services are rendered and related costs are incurred.
- iii) Interest Income is recognized on time proportion basis.
- iv) Dividend Income is recognized, at the time when they are actually received.

### e) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### f) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### g) Cash Flow Statements

Cash flows are prepared using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of Company are segregated.

### h) Trade Receivables

Trade receivables are recognised at fair value

### i) Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of finished goods is included as part of finished goods. Cost formulae used are 'First in-First-out', 'Weighted Average cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### j) Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

#### Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

Asset Class	Useful Life
Freehold land	-
Leasehold land	As per lease life
Buildings	60 Years
Furniture and fixtures	10 Years
Office equipments	5 Years
Vehicles	8 Years

#### Impairment of Assets

At each Balance sheet date, the management reviews the carrying amount of its assets and goodwill included in each Cash generating Unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount of an asset is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value and the risks specific to the asset. Reversal of impairment loss is recognized immediately as income in the profit and loss account.

### k) Investments

Long-term as well as short term investments are valued at fair value on measurement date. Any increase / decrease in fair value is recognised through profit and loss statement .

### l) Borrowing costs

Borrowing cost directly attributable to acquisition of Qualifying Fixed Assets is capitalised. All other borrowing costs are charged to Profit and Loss Account.

### m) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid on recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.



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## NOTES FORMING PART OF FINANCIAL STATEMENTS

### n) Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed upon the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

### o) Employee Benefits

#### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

#### Gratuity obligations

As the employees are less than the minimum threshold to applicability of the Payment of Gratuity Act, 1972; no provision for Gratuity made in the Accounts

### p) Contributed Equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### i) Earnings per Share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

#### Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

#### ii) Dividends to shareholders

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by shareholders. Any interim dividend paid is recognised on approval by board of directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note 3 : Tangible assets**

(Rs. in Lakhs)

Particulars	Leasehold Land	Buildings	Plant & Equipments	Electrical Installations	Vehicles	Office Equipment & Furniture, Fixture	Total
<b>Gross block</b>							
<b>Balance as on 31 March 2019</b>	5.31	686.41	248.40	22.56	87.48	77.06	1,127.22
Additions	-	-	-	-	-	1.59	1.59
Disposals	-	-	-	-	-	-	-
<b>Balance as on 31 March 2020</b>	5.31	686.41	248.40	22.56	87.48	78.65	1,128.81
<b>Accumulated depreciation / amortisation</b>							
<b>Balance as on 31 March 2019</b>	2.25	269.73	247.00	21.86	60.56	74.40	675.79
Depreciation / Amortisation charge	0.06	16.74	1.30	-	8.98	0.36	27.44
Depreciation / Amortisation charge on disposal	-	-	-	-	-	-	-
<b>Balance as on 31 March 2020</b>	2.31	286.48	248.30	21.86	69.54	74.76	703.24
<b>Net block</b>							
<b>As at 31 March 2020</b>	3.00	399.93	0.10	0.70	17.94	3.89	425.57
<b>As at 31 March 2019</b>	3.06	416.68	1.40	0.70	26.92	2.66	451.43

**Note 4 : Investments - Non Current**

(Rs. in Lakhs)

Particulars	As at 31.03.2020	As at 31.03.2019
Investment in equity instruments (non trade investments)		
<b>Quoted</b>		
28,480 (PY : 28,480) shares of Rs 10/- each fully paid up in IDBI Bank Ltd.	23.14	23.14
<b>Unquoted</b>		
1,00,000 (PY : 1,00,000) shares of Rs 10/- each fully paid up in MPR Refractories Ltd.	25.00	25.00
	<b>48.14</b>	<b>48.14</b>
Less: Provision for diminution in value of investments	38.91	34.85
<b>Investment in equity instruments</b>	<b>9.23</b>	<b>13.29</b>
<b>Total</b>	<b>9.23</b>	<b>13.29</b>
Aggregate amount of quoted investments	23.14	23.14
Aggregate market value of quoted investments	9.23	13.29
Aggregate amount of unquoted investments	25.00	25.00

## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

### Note 5 : Loan - Non Current

(Rs. in Lakhs)

Particulars	As at 31.03.2020	As at 31.03.2019
Security Deposits	6.97	6.97
Less: Provision for doubtful security deposits	3.30	3.30
<b>Total</b>	<b>3.67</b>	<b>3.67</b>

### Note 6 : Deferred Tax Assets (net)

Particulars	As at 31.03.2020	As at 31.03.2019
Depreciation	6.63	5.79
Others	11.08	10.47
<b>Total</b>	<b>17.72</b>	<b>16.26</b>

### Note 7 : Inventories

Particulars	As at 31.03.2020	As at 31.03.2019
<b>(At lower of cost or net realisable value)</b>		
Raw Material	31.97	31.97
Work-in-Progress	16.56	16.56
Finished goods	14.53	14.53
Stores and spares	3.23	3.23
<b>Total</b>	<b>66.28</b>	<b>66.28</b>

### Note 8 : Investment - Current

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Unquoted</b>		
<b>i. Investment in mutual funds</b>		
31,002.794 (PY : Nil) units of HDFC Overnight Fund	916.00	-
Nil (PY : 70,97,161.399) units of Edelweiss Average Fund	-	870.57
Nil (PY : 1,735.266) units of HDFC Arbitrage Fund	-	17.91
<b>Total</b>	<b>916.00</b>	<b>888.48</b>
Add: Mark- To- Market	0.08	
Less: Provision for diminishing in Value of investment	-	2.04
	<b>916.08</b>	<b>886.43</b>
<b>ii. Investments in Government Bonds</b>	-	50.00
<b>Total</b>	<b>916.08</b>	<b>936.43</b>
Aggregate amount of quoted investments	916.00	888.48
Aggregate market value of quoted investments	916.08	886.43
Aggregate amount of unquoted investments	-	50.00

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note 9 : Trade receivables**

(Rs. in Lakhs)

Particulars	As at 31.03.2020	As at 31.03.2019
Trade Receivables Due more than six months		
- Considered good	1.84	-
Other receivable	1.87	-
Less: Provision for doubtful trade receivables	-	-
<b>Total</b>	<b>3.71</b>	<b>-</b>

**Note 10 : Cash and cash equivalents**

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Cash on Hand</b>	0.05	0.02
<b>Balances With Banks</b>		
- in Current Accounts	10.34	3.91
- in deposit	588.10	585.10
<b>Total</b>	<b>598.48</b>	<b>589.03</b>

**Note 11 : Loan - Current**

Particulars	As at 31.03.2020	As at 31.03.2019
Loans and Advances to employees (Secured, considered good)		
Prepaid expenses - Unsecured, considered good	1.63	0.86
Inter corporate deposits - Unsecured, considered good (Given to Related party, repayable on demand) (Refer note 30)	62.00	37.00
<b>Balances with government authorities (Unsecured, considered good):</b>		
VAT/GST Credit receivable	31.99	35.36
<b>Others:</b>		
Advance Recoverable	5.00	5.00
<b>Total</b>	<b>100.63</b>	<b>78.22</b>

**Note 12 : Current Tax Assets (Net)**

Particulars	As at 31.03.2020	As at 31.03.2019
Current Tax Assets net of provision of Rs. 666.50 lakhs (P.Y. Rs. 666.50 lakhs)	20.54	42.43
<b>Total</b>	<b>20.54</b>	<b>42.43</b>

**Note 13 : Other current assets**

Particulars	As at 31.03.2020	As at 31.03.2019
Interest accrued on deposits & loans	0.70	3.33
Fund balance in Gratuity A/c	0.23	0.23
<b>Total</b>	<b>0.93</b>	<b>3.56</b>

## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

### Note 14 : Share Capital

(Rs. in Lakhs)

Particulars	As at	As at
	31.03.2020	31.03.2019
<b>Authorised Capital</b>		
10,00,000 Equity shares (p.y. 10,00,000) of Rs. 10/- each	100.00	100.00
<b>Issued, Subscribed and Paid Up Capital</b>		
6,40,000 Equity shares (p.y. 6,40,000) of Rs. 10/- each.	64.00	64.00
	<b>64.00</b>	<b>64.00</b>

### Note 14.1 : Share Capital Reconciliation:

Particulars	Equity Shares	
	No. of shares	Amount
Shares outstanding at the beginning of the year	6,40,000	64.00
Shares issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	6,40,000	64.00

### Note 14.2 : Shares held by each shareholder holding more than five per cent shares

Name of Shareholder	As at 31-Mar-20		As at 31-Mar-19	
	No. of shares	% of holding	No. of shares	% of holding
Carina Finvest Limited	316,000	49.38%	316,000	49.38%

There is no change in the shares outstanding at the beginning and at the end of the reporting period & immediately preceding reporting period

### Terms Rights attached to equity shares

- The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.
- The Company declares and pays dividends in Indian Rupees.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

### Note 15 : Other Equity

(Rs. in Lakhs)

Particulars	As at	As at
	31.03.2020	31.03.2019
a) Capital Redemption Reserve	12.79	12.79
b) General Reserve	660.39	660.39
c) Surplus		
Opening Balance	1,444.37	1,423.87
Add: Profit / (Loss) for the period	-30.15	20.50
Closing balance	1,414.22	1,444.37
<b>Total</b>	<b>2,087.40</b>	<b>2,117.54</b>

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note 16 : Borrowings - Non Current**

(Rs. in Lakhs)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Unsecured</b>		
Deferred Sales Tax liability (Refer Note 16.1)	-	4.61
<b>Total</b>	-	<b>4.61</b>

**Note 16.1** : Repayable in annual instalments from financial year 2012-13 to financial year 2020-21. Total amount outstanding as on 31 March 2020 is Rs. 4.61 lakhs payable as following :

FY 2020-21: Rs. 4.61 lakhs

**Note 17 : Provisions - Non Current**

Particulars	As at 31.03.2020	As at 31.03.2019
Gratuity (Refer note 17.1)	-	-
<b>Total</b>	-	-

**Note 17.1** : As the employees are less than the minimum threshold to applicability of the Payment of Gratuity Act, 1972; no provision for Gratuity made in the Accounts

**Note 18 : Trade Payables**

Particulars	As at 31.03.2020	As at 31.03.2019
Micro, Small and Medium Enterprise	-	-
Others	2.85	1.54
	<b>2.85</b>	<b>1.54</b>

**Note 18.1** : There are no overdue amounts to Micro, Small and Medium Enterprises as at March 31, 2020 for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

**Note 19 : Other Current Liabilities**

Particulars	As at 31.03.2020	As at 31.03.2019
<b>a) Current maturities of long-term debt :</b>		
Deferred Sales Tax liability (Refer note 16.1)	4.61	9.74
b) Unpaid dividends (Refer note 19.1)	-	-
c) Statutory dues	0.19	0.12
d) Other liabilities	3.79	2.97
<b>Total</b>	<b>8.59</b>	<b>12.83</b>

**Note 19.1** : There is no amount due and outstanding to be credited to the Investor Education and Protection Fund.

**Note 20 : Provisions - Current**

Particulars	As at 31.03.2020	As at 31.03.2019
<b>a) Provision for employee benefits:</b>		
i) Provision for Leave encashment	-	0.07
<b>Total</b>	-	<b>0.07</b>

## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

### Note 21 : Other income

(Rs. in Lakhs)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>Interest</b>		
Bank Interest	3.62	1.26
Interest on loans	4.12	55.67
Interest From Others	1.72	3.00
<b>Dividend income</b>		
Current Investments	83.51	51.90
<b>Other Non-Operating Income</b>		
Provision No Longer Required	-	0.69
Sundry Credits written back	0.07	-
<b>Total</b>	<b>93.04</b>	<b>112.52</b>

### Note 22 : Cost of Raw Materials Consumption

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Opening Stock	31.97	31.97
Raw Material Purchase - Domestic	-	-
Sub-Total	31.97	31.97
Less :Closing Stock of Raw Material	31.97	31.97
<b>Raw Material Consumed</b>	<b>-</b>	<b>-</b>
<b>Value of Imported &amp; Indigenous Consumption of Raw Materials</b>		
Imported	-	-
Indigenous	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### Note 23 : Changes in inventories of finished goods and work-in-progress

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>Opening</b>		
Finished Goods	14.53	14.53
W.I. P.	16.56	16.56
	<b>31.08</b>	<b>31.08</b>
<b>Closing</b>		
Finished Goods	14.53	14.53
W.I.P.	16.56	16.56
	<b>31.08</b>	<b>31.08</b>
<b>Changes in inventories of finished goods and work-in-progress</b>	<b>-</b>	<b>-</b>
<b>Details of closing stock - Finished goods</b>		
Hopper	-	-
Others (including spares)	14.53	14.53
<b>Details of closing stock - W.I.P.</b>		
Hopper	-	-
Others (including spares)	16.56	16.56

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note 24 : Employee Benefits Expenses**

(Rs. in Lakhs)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Salary, Wages & Bonus	6.40	5.62
Contributions to provident and other funds	0.27	0.29
Staff welfare expenses	0.29	0.40
<b>Total</b>	<b>6.96</b>	<b>6.32</b>

**Note 25 : Finance costs**

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>Interest Expenses</b>		
Other Borrowing Costs	0.30	0.58
<b>Total</b>	<b>0.30</b>	<b>0.58</b>

**Note 26 : Other expenses**

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Electricity Charges	0.10	0.03
Power and Fuel	-	0.09
Insurance	1.69	2.06
Society maintenance charges	4.68	3.99
Rates & Taxes	0.71	1.58
Printing and Stationery	0.47	0.60
Audit Fees (Refer Note 26.1)	0.75	0.75
Postage & Telephone	0.62	0.64
Director Fees	1.41	0.81
Legal and professional	10.93	12.82
General charges	5.58	7.62
Corporate social responsibility expense (Refer Note 26.2)	-	-12.35
Interest on delayed payment of taxes	0.09	0.04
Security charges	11.91	13.55
Provision for diminution in investment value	1.93	9.34
Provision for doubtful advances	-	3.30
Loss on sale of investments	9.56	2.53
Listing Fees	3.00	2.50
Vehicle Expenses	4.63	3.76
Office expenses	5.92	1.76
Fees & Subscription	2.14	0.59
Repairs and maintenance - Others	2.98	3.77
Advertisement, Publicity & Selling Expenses	0.77	0.89
Travelling and Conveyance	4.24	3.26
GST/ VAT input written off	10.06	-
<b>Total</b>	<b>84.19</b>	<b>63.93</b>



## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

### Note 26.1 : Payment to Auditors as:

(Rs. in Lakhs)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Statutory Audit Fees	0.75	0.75
<b>Total</b>	<b>0.75</b>	<b>0.75</b>

### Note 26.2 : Corporate Social Responsibility (CSR)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Corporate Social Responsibility (CSR) ( Refer note below)	-	-12.35
<b>Total</b>	<b>-</b>	<b>-12.35</b>

Since the preceding 3 years Average net profit/ Preceding year net profit of the company in the manner computed under Section 198 of the Companies Act 2013 was a loss, no amount was required to be spent during the financial years 2016-17, 2017-18 and 2018-19 on CSR activities referred to in Section 135 of the Companies Act 2013. Hence, amount contributed in FY 2017-18 was refunded in FY 2018-19, on a specific request made by the company.

### Note: 27 Earning Per Share (EPS)

Particular	Year ended 31.03.2020	Year ended 31.03.2019
<b>Face value per Equity Share (Rs.)</b>	10.00	10.00
<b>Basic Earnings per Share (Rs.)</b>	-4.71	3.20
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lacs)	-30.15	20.50
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	6,40,000	6,40,000
<b>Diluted Earnings per Share (Rs.)</b>	-4.71	3.20
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lacs)	-30.15	20.50
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	6,40,000	6,40,000

### Note: 28 Contingent liabilities

Particular	Year ended 31.03.2020	Year ended 31.03.2019
i) Demands made by the Income Tax Department towards Wealth Tax, against which the Company has preferred appeals.	15.43	15.43
ii) Demands made by Employees State Insurance Corporation, against which the Company has preferred appeals.	5.08	5.08
iii) Demands made by Service Tax Department, against which the Company has preferred appeals.	0.98	0.98
<b>Total</b>	<b>21.49</b>	<b>21.49</b>

### Note: 29 Segment Reporting

The Company's business comprises entirely of manufacture and sale of engineering goods, which is confined to the territorial limits of the country, where the risks and returns are largely similar. As such, the Company has only one business segment and only one geographical segment.

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Summary of Significant Accounting Policies and other Explanatory Information (Currency: Indian Rupees)**
**30 Related party disclosures**
**a) Names of related parties and description of relationship**

<b>Name of the related party</b>	
Mr. Harshavardhan B. Doshi	Key Management Personnel
Mr. Nihal H. Doshi	
Mr. Vikram Bhat	
Mr. Sanjay Ramchandra Shirgaonkar	
Mrs. Ramola S. Mahajani	
Miss. Jonita D'souza	
The Ravalgaon Sugar Farm Ltd	Enterprises over which key management personnel are able to exercise significant influence
Carina Finvest Ltd	

**b) Transactions with the related parties during the year (Rs. in Lakhs)**

Nature of transactions	Key management personnel	Enterprises over which key management personnel are able to exercise significant influence	Total
<b>Other Income</b>			
<b>Interest income</b>	-	4.12	4.12
	(-)	(55.67)	(55.67)
<b>Other Expenses</b>			
<b>Directors' Sitting Fees Paid</b>			
Mr. Harshavardhan B. Doshi	0.14	-	0.14
	(0.08)	(-)	(0.08)
Mr. Nihal H. Doshi	0.31	-	0.31
	(0.23)	(-)	(0.23)
Mr. Vikram Bhat	0.25	-	0.25
	(0.26)	(-)	(0.26)
Mrs. Ramola S. Mahajani	0.43	-	0.43
	(0.34)	(-)	(0.34)
Mr. Sanjay Shirgaonkar	0.30		
	-		
<b>Remuneration</b>			
Miss. Jonita D'souza	0.166	-	0.166
<b>Service Charges- Carina Finvest limited</b>	-	7.20	7.20
	(-)	(7.20)	(7.20)
<b>Deposit</b>			
<b>Intercorporate Deposit</b>			
Intercorporate deposits given	-	25.00	25.00
	(-)	(94.00)	(94.00)
Intercorporate deposits - repayment	-	-	-
	(-)	(1,000.00)	(1,000.00)

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS****b) Transactions with the related parties during the year (Rs. in Lakhs)**

<b>Nature of transactions</b>	<b>Key management personnel</b>	<b>Enterprises over which key management personnel are able to exercise significant influence</b>	<b>Total</b>
<b>Outstanding as at year end</b>			
Payable to The Carina Finvest Limited	- (-)	0.65 (1.39)	0.65 (1.39)
Receivable from The Ravalgaon Sugar Farms Limited	- (-)	3.71 -	3.71 -
<b>Inter-corporate deposits- given</b>			
Ravalgaon Sugar Farms Limited	- (-)	62.00 (37.00)	62.00 (37.00)

Figures in brackets pertain to the figures of previous year.

- 31** The identification of Micro, Small and Medium Enterprises is based on Management's knowledge of their status. Disclosure of trade payables under other liabilities is based on information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006. The Company also has no outstanding dues in the current year that were required to be furnished under section 22 of Micro, Small and Medium Enterprises Development Act, 2006.
- 32** The Company is in the business of manufacturing tools and equipment for sugar mills. During the year, due to economic constraints there were no operations in manufacturing activities. As a result, the Company did not have any operations during the year. However, the company is of the view that this is a temporary situation and hence there is no impact on going concern and financial statement prepared accordingly.
- 33** Previous year's figures have been regrouped whenever considered necessary to confirm with the current year presentation.

For and on behalf of the Board of Directors

For **Patkar & Pendse**  
**Chartered Accountants**  
FRN 107824W

**H. B. Doshi**  
Chairman  
**DIN:** 00688736

**Nihal Doshi**  
Director  
**DIN:** 00246749

**B. M. PENDSE**  
Partner

**V. M. Bhat**  
Director  
**DIN:** 00551104

**Jonita D'souza**  
Company Secretary

**Membership No.:** 032625  
Mumbai, Dated: 29<sup>th</sup> June, 2020





**ACROW INDIA LIMITED**

Plot No 2 & 3,  
Ravalgaon – 423108,  
Taluka Malegaon, District Nashik,  
Maharashtra, India.