

ANNUAL REPORT 2019-2020



Convergence Technology ...

Arraycom
Convergence Technologies
Arraycom (India) Ltd.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Gorsî A. Parekh

Chairperson & Managing Director
(DIN: 00343194)

Mrs. Kalawati J. Parekh

Director (DIN: 00343326)
(w.e.f. 1st April, 2019)

Mr. Varun A. Parekh

Director (DIN: 06960749)

Mr. Bipin C. Vasavada

Director (DIN: 01432243)

Mr. R. N. Patel

Director (DIN: 03067717)
(w.e.f. 30th November, 2019)

PRESIDENT

Mr. Debmalýa Banerjee

CFO (Non-KMP)

Mr. Jay P. Parekh

AUDITORS

J. T. Shah & Co., Chartered Accountants
201, Lalita Complex, Navrangpura,
Ahmedabad - 380 009.

BANKERS

State Bank of India

GIDC Electronic Estate Branch,
Sector-25, Gandhinagar- 382 025.

REGISTERED OFFICE & FACTORY

Plot No. B-13, 13/1 & 14,
Electronics Estate, GIDC, Sector-25,
Gandhinagar - 382 025 (Gujarat)

Tel.: (079) 23287030

Fax: (079) 23287031

E-mail: admin@arraycom.co.in

Website : www.arraycom.co.in

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited

201, Shatdal Complex,
Opp. Bata Show Room, Ashram Road,
Ahmedabad-380009.

Tel.: (079) 26580461/62/63

Fax : (079) 26581296

Email : mcsahmd@gmail.com

CIN

U32109GJ1992PLC039667

ISIN

INE168B01023

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27TH ANNUAL GENERAL MEETING

Date : 30th November, 2020

Day : Monday

Time : 4:00 P.M.

Place : At the Registered Office :
Plot No. B-13, 13/1 & 14,
Electronics Estate,
GIDC, Sector - 25,
Gandhinagar - 382025.
Gujarat



ARRAYCOM (INDIA) LIMITED
(CIN: U32109GJ1992PLC039667)

NOTICE

NOTICE is hereby given that the **27th ANNUAL GENERAL MEETING** of the members of **ARRAYCOM (INDIA) LIMITED** will be held as under:

Date : 30th November, 2020

Day : Monday

Time : 4.00 P.M

Place : At the Registered Office of the Company at:

Plot No.B-13, 13/1 & 14, GIDC Electronics Estate, Sector 25, Gandhinagar – 382025 (Gujarat)

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt Audited Financial Statements of the Company for the financial year 2019-20 and to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year 2019-20 comprising of Balance Sheet as on 31st March, 2020 and Statement of Profit and Loss and Cash Flow Statement for the Financial year ended on 31st March, 2020 together with all annexure and attachment thereto including Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and are hereby approved and adopted.”

2. To appoint Director in place of Mrs. Kalawati J. Parekh (DIN: 00343326), who retires by rotation and, being eligible, offers herself for re-appointment and to pass following resolution, with or without modification, as an **ORDINARY RESOLUTION**:

“RESOLVED THAT the retiring Director, Mrs. Kalawati J. Parekh (DIN: 00343326), be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To appoint Mr. Ranchhodbhai N. Patel (DIN: 03067717) as an Independent Director of the Company for a period of five years from 30th November, 2019 to 29th November, 2024 and to pass following resolution, with or without modification, as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ranchhodbhai N. Patel, (DIN: 03067717), Non-executive Director of the Company, who was appointed as an Additional Independent Director not liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years i.e. from 30th November, 2019 to 29th November, 2024.”

4. To appoint Mr. Bipin Chandravadan Vasavada (DIN: 01432243) as Independent Director of the Company for a period of five years from 30th November, 2019 to 29th November, 2024 and to pass following resolution, with or without modification, as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Bipin Chandravadan Vasavada (DIN: 01432243) Non-executive Director of the Company, who was appointed as an Independent Director not retire by rotation and who has submitted a

declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years i.e. from 30th November, 2019 to 29th November, 2024.”

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Shareholders do hereby approve/ratify remuneration of ₹ 40,000/- p.a. plus applicable tax & out of pocket expense on actual basis to M/s Kiran J. Mehta & Co., Cost Accountants for the F.Y. 2019-20 as well as ₹ 50,000/- p.a. for the F.Y. 2020-21.

RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Board of Directors of the Company be and are hereby authorized to appoint and fix the remuneration of Cost auditors from time to time and such remuneration shall be considered as ratified by the Shareholders until the remuneration of such cost auditors crossed the limit of ₹ 50,000/- p.a. plus applicable tax & out of pocket expense on actual basis for each cost audit period.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby authorized to fix the remuneration of cost auditors from time to time not exceeding the limit of ₹ 50,000/- p.a. plus applicable tax for each cost audit period and reimburse the out of pocket expenses as may be incurred by the cost auditor during the course of their audit and performance of their duties as cost auditors of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and other things as may be required or considered necessary, expedient or incidental thereto for giving effect to aforesaid resolution.”

**By Order of the Board,
For Arraycom (India) Limited,
(CIN: U32109GJ1992PLC039667)**

Place : Gandhinagar
Date : 26th September, 2020

**Gorsi Parekh
(DIN : 00343194)
Chairperson & Managing Director**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. **Book closure**

The Company is not required to declare any book closure.

3. **Nomination facility**

Members holding shares in physical form may obtain the nomination forms from the Company's Registrar & Share Transfer Agents. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants.

4. Dematerialization of shares

Members are requested to note that shares in dematerialized form shall only be allowed to be traded. Hence it has become mandatory to convert the holdings in physical form to dematerialized form at the earliest. You are requested to kindly approach the share transfer agent for dematerialization of your shareholding in the Company. **ISIN No. of Company's Equity Shares is INE168B01023. The Permanent Account Number of the Company issued under the Income-tax Act is AAACP6344D.**

5. The Notice of the 27th AGM and instructions for remote e-voting along with the attendance slip and proxy form are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode and they are requested to register their email address with Company/Depository Participant(s).

6. It has been observed from our records that Dividend Warrants for the year 2011-12 have not been encashed by some of members of the Company. In this regard, your attention is drawn:

"Your attention is drawn to the provisions of Section 124(5) of the Companies Act, 2013, which states that if dividend payable to any shareholder remains unpaid or unclaimed for a period of seven years the same shall be transferred to Investor Education and Protection Fund (I.E.P.F) of the Central Government. Accordingly, unpaid dividend for the year 2011-12 has been transferred to the I.E.P.F. on 4th October, 2019 and thereafter the shareholder may approach IEPF Authority for claiming the unpaid dividend by submitting an online application in Form IEPF-5 available on the website www.iepf.gov.in along with fees specified by the authority and send the same duly signed along with the requisite documents to the Company for verification of claim".

The new IEPF Rules also mandates the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the Demat account of IEPF Authority. Hence the company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The Company has uploaded the details of unclaimed dividend amount lying in unpaid dividend account on the website of the Company (www.arraycom.co.in).

The Company has also sent individual intimations in this regard to the Members who have not claimed dividend in respect of Financial Year 2011-12.

7. Members are requested to notify immediately any change in their address to the Company at its Registered Office & factory at B-13, 13/1 & 14, Electronics Estate, GIDC, Sector - 25, Gandhinagar - 382 023.
8. Members are requested to bring their copy of Annual Report along with them at the Annual General Meeting.
9. Members desiring any information regarding annual accounts are requested to write to the Company at least 7 days before the date of the meeting, so as to enable the management to keep the information ready.

10. E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the notice convening 27th Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The complete details of the instructions for e-voting are annexed to this notice.

11. Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013.

Item No.3

The Company has received a Notice from a Member in writing, proposing candidature of Mr. Ranchhodbhai N. Patel (DIN: 03067717) for the office of Director.

Mr. Ranchhodbhai N. Patel aged 65 years is Qualified Chartered Accountant holding Certificate of Practice.

He has diverse experience in the fields of Financial, Taxation, consultancy activities. In view of this, the Board of Directors has appointed him as an Additional Independent Director of the Company w.e.f. 30th November, 2019 and has also recommended his appointment as Director of the Company subject to approval of the members of the Company.

The Company has received from Mr. Ranchhodbhai N. Patel the following documents:

Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014; Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013. The Nomination and Remuneration Committee and the Board of Directors of the Company has also recommended the appointment of Mr. Ranchhodbhai N. Patel as Independent Director of the Company for the term of 5 years.

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Mr. Ranchhodbhai N. Patel as an Independent Director will be of immense value. Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

Mr. Ranchhodbhai N. Patel is interested in this resolution since it relates to his appointment as an Independent Director of the Company. Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution. Other particulars of Mr. Ranchhodbhai N. Patel are also given elsewhere in this Notice.

The documents connected with this special business including terms and conditions of appointment of Mr. Ranchhodbhai N. Patel will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Item No.4

Pursuant to the provisions of Section 149 of the Act read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014; Company shall have at least two Independent Directors, who are not liable to retire by rotation.

Mr. Bipin Chandravadan Vasavada (DIN: 01432243) is proposed to be appointed as an Independent Directors of the Company. Mr. Bipin Chandravadan Vasavada was appointed on the Board as a Director liable to retire by rotation with effect from 27th March, 2007. Mr. Bipin Chandravadan Vasavada, Non-executive Director of the Company, have given (a) declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Bipin Chandravadan Vasavada fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The Nomination and Remuneration Committee and the Board of Directors of the Company has also recommended the appointment of Mr. Bipin Chandravadan Vasavada as Independent Director of the Company for the term of 5 years.

Keeping in view vast experience and knowledge of Mr. Bipin Chandravadan Vasavada, (DIN: 01432243), the Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bipin Chandravadan Vasavada, (DIN: 01432243) as an Independent Directors. Other particulars of Mr. Bipin Chandravadan Vasavada are also given elsewhere in this Notice.

The documents connected with this special business including terms and conditions of appointment of Mr. Bipin Chandravadan Vasavada will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Item No. 5

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board has approved the appointment of M/s. Kiran J Mehta And Co., Cost Accountant/s, for each of the F.Y. 2019-20 as well as F.Y. 2020-21.

Further, according to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Board of Directors of the Company is authorized to appoint the cost auditors of the Company and approved the remuneration of cost auditors subject to ratification by shareholders.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20 and 2020-21.

Moreover, in respect of financial year 2021-22 and onwards, in order to give flexibility to the Board of Directors for fixing the remuneration of cost auditors from time to time, it is proposed to obtain approval of shareholders authorizing Board of Directors to approve remuneration of cost auditors, not exceeding the limit as approved by the shareholders.

The Directors recommend this resolution to be passed as an Ordinary Resolution.

None of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

**By Order of the Board,
For Arraycom (India) Limited,
(CIN: U32109GJ1992PLC039667)**

**Gorsi Parekh
(DIN : 00343194)
Chairperson & Managing Director**

**Place : Gandhinagar
Date : 26th September, 2020**

Details of Director/s Seeking Appointment/ Re-appointment at the Annual General Meeting

Particulars	Mr. Ranchhodbhai N. Patel	Mr. Bipin Chandravadan Vasavada	Mrs. Kalawati J. Parekh
Date of Birth	01/06/1955	12/08/1941	10/12/1942
Date of the First Appointment on the Board	30/11/2019	27/03/2007	01/04/2019
Qualification	Chartered Accountant	M.E. (Electrical), Graduate member of the Institution of Electronics & Telecommunication Engineers, New Delhi	Undergraduate
Expertise in Specific functional areas	Experience in the fields of Financial, Taxation, consultancy activities	Electronics and Communication	In the field of Commercial activities
Directorships held in other Companies	1 (One)	Nil	1 (One)
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Not Applicable	Not Applicable	Mrs. Kalawati J. Parekh was paid remuneration of ₹ 18 lacs as Consultancy fees in the year 2019-20. Apart from this she was also paid Sitting fees of ₹ 0.30 lacs for attending Board/ Committee Meeting.
Number of Board Meetings attended during the year	1 (One)	3 (Three)	3 (Three)
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee	Member of Audit Committee and Nomination and Remuneration Committee	N.A.
Number of shares held in the Company	Nil	Nil	834205 equity shares
Disclosure of relationship between directors inter-se	None of the Directors are related inter-se	None of the Directors are related inter-se	Mrs. Kalawati J. Parekh is a relative of Mrs. Gorsia A. Parekh, Managing Director and Mr. Varun A. Parekh, Director.

INSTRUCTIONS FOR E-VOTING:

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

- (i) The Remote E-voting period begins on 27th November, 2020 (Friday) at 9.00 a.m. (IST) and ends on 29th November, 2020 (Sunday) at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd November, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 29th November, 2020.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (for ARRAYCOM (INDIA) LIMITED) on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions Details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the existing password, then Enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date of 23rd November, 2020 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xxiii) The Company has appointed Mr. Manoj Hurkat, a Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., on 30th November, 2020.
- (xxv) The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website: www.arraycom.co.in and on the website of CDSL after the results is declared by the Chairperson.

ARRAYCOM (INDIA) LIMITED
(CIN: U32109GJ1992PLC039667)

DIRECTORS' REPORT

To,
The Members,
ARRAYCOM (INDIA) LIMITED

Your Directors are pleased to present 27th Annual Report together with Audited Financial Statements of the Company for the year ended 31st March, 2020:

FINANCIAL HIGHLIGHTS

(₹ In lacs)

Particulars	2019-20	2018-19
Revenues (Net)	36652.89	12056.83
Operational Profit Before Finance Cost, Depreciation and Taxes	497.50	57.61
Less : Finance Cost	114.89	78.16
Depreciation and Amortization Cost	23.66	22.77
Provision for Taxation net off earlier years' short/ (excess) provision.	—	1.89
Net Profit / (Loss) for the year	358.95	(45.21)

DIVIDEND

Your Directors regret their inability to recommend any dividend for the financial year 2019-20 in view of unprecedented COVID 19 pandemic situation and uncertainty hovering around businesses and economy due to such pandemic.

OPERATIONAL PERFORMANCE

In the year under report,

- The Company achieved revenues of ₹ 36652.89 lacs as against ₹ 12056.83 lacs achieved in the last year showing substantial increase mainly due to enhanced trading activities in the Electronic Material Division
- EBIDTA has increased to ₹ 497.50 lacs as against ₹ 57.61 lacs in the last year
- The Company incurred net profit of ₹ 358.95 lacs as against net loss of ₹ 45.21 lacs in the last year.

OUTLOOK

In the year 2019-20, India continued to be one of the fastest growing economy in the world registering the growth of around 4.2%. However, due to unprecedented COVID-19 pandemic situation in the fourth Quarter of 2019-20 and First Quarter of FY 2020-21 followed by nation-wide lockdown, Indian economy as well as the global economy is witnessing negative growth figures and economic slowdown. India is the second most affected country of the COVID-19 pandemic after USA. This has affected consumer spending due to slowdown in businesses, salary cuts and job losses, has also affected government spending on capital projects due to higher investment in medical facilities across the country. Global economic slowdown coupled with COVID-19 pandemic situation will also result into financially stressed situations for businesses and financial institutions around the world.

The Company has achieved sales turnover of ₹ 14405.07 lacs during first six months ended September 2020, majorly contributed by trading activities in the Electronic Materials Division. The Company has orders on hand approx. worth ₹ 1400.00 lacs in its system integration businesses. As far as solar power division business is concerned the Company has successfully implemented projects worth 3.0 MW in residential solar rooftop segment. However, registrations for new residential solar rooftop projects are not open till October 2020.

BORROWINGS

The Company has not availed any term loans during the year 2019-20. The Company continued to avail same level of fund based and non-fund based working capital limits from the State Bank of India. The Company continued to honor its obligations towards fund based and non-fund based borrowings to the bank/financial institutions during the year 2019-20.

DETAILS OF SUBSIDIARIES/ASSOCIATES/JOINT VENTURE COMPANIES

The Company does not have any subsidiary Company or associate Company or joint venture Company.

MATERIAL CHANGES AND COMMITMENT

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the financial statements relate and the date of the report.

REVISION OF FINANCIAL STATEMENT/REPORT

During the year, the financial statement / report was not revised. Hence further details are not applicable

DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Mrs. Kalawati J. Parekh (DIN: 00343326), Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself to be re-appointed as Director of the Company.

The Board recommends the re-appointment of Mrs. Kalawati J. Parekh (DIN: 00343326) as Director of the Company liable to retire by rotation. She has attended three Board meetings out of four meetings held during the year.

Mr. Bipin C. Vasavada, (DIN: 01432243) who has already been a Director of the Company and fulfilling the requirement of Independent Director was appointed as an Independent Director of the Company for a term of 5 (Five) years i.e. from 30th November, 2019 to 29th November, 2024. Resolution for appointment of Mr. Bipin C. Vasavada as an Independent Director of the Company is forming part of the Notice of 27th Annual General Meeting of the Company.

Mr. R.N. Patel was appointed as Additional Independent Director of the Company w.e.f. 30th November, 2019 for a term of 5 (Five) years i.e. from 30th November, 2019 to 29th November, 2024. Resolution for regularisation of his Directorship as well as appointment of Mr. R.N. Patel as Independent Director of the Company is forming part of the Notice of 27th Annual General Meeting of the Company.

Mr. Lalit Prabhulal Sanghvi has tendered his resignation from the post of Chief Financial Officer & Company Secretary of the Company w.e.f. 1st July, 2020. Your Director's put on record their appreciation for the valuable services rendered by Mr. Lalit Prabhulal Sanghvi during his tenure in the Company.

INSURANCE

The Company has made adequate arrangement for insuring the properties of the Company against fire and other perils.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. that 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 a true and fair view of the state of affairs of the Company;

3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors had prepared the annual accounts on a going concern basis; and
5. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF MEETINGS OF BOARD

The Board of Directors duly met 4 (Four) times on 27th June, 2019, 12th August, 2019, 9th December, 2019 and 20th March, 2020 during the year 2019-20.

SHARE CAPITAL

There was no change in the Paid-up Share Capital of the Company which was approximately ₹ 5.00 Crores as on 31st March 2020. During the year the Company has not issued any equity shares with differential voting rights or sweat equity shares or granted employee stock options.

COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with applicable Secretarial Standards during the year under review.

AUDITORS & AUDITORS' REPORT

M/s. J. T. Shah & Co., Chartered Accountants, the existing auditors of the Company were appointed as auditors of the Company at the 26th AGM for holding the office from the conclusion of that 26th AGM till the conclusion of the 31st AGM. At the same AGM, any one of the Directors of the Company was authorized to fix the remuneration of the statutory auditors.

The Board has duly reviewed the Statutory Auditor's Report on the Accounts. The observations, comments and notes of the Auditor are self-explanatory and do not call for any further explanation /clarification.

As regards observations made by the auditors in Para 7 (c) of the Annexure 'A' to the Auditors' Report, your Directors would like to give their comments as under:

The Company has preferred first appeal before the Joint Commissioner of Commercial Tax, Gandhinagar and also second appeal before the Honourable Tribunal at Ahmedabad against the demand for ₹ 11.99 lacs (net of payment of ₹ 2.00 lacs made under protest) of Central Sales Tax/VAT in respect of A.Y. 2012-13 raised by the Dy. Commissioner of Commercial Tax, Gujarat. The Honourable Tribunal at Ahmedabad has set aside the order of Joint Commissioner of Commercial Tax and has directed him to pass orders on merit in accordance with law. The matter is still pending with the Joint Commissioner of Commercial Tax.

INTERNAL FINANCIAL CONTROL

The directors had laid down procedure and guidelines for internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

COST RECORDS AND COST AUDIT

The Company has been maintaining cost records in accordance with the applicable provisions of the Act and Rules made thereunder. For the financial year 2019-20, the requirement of Cost Audit has become applicable to the Company. In view of this, the Board of Directors of the Company has appointed M/s Kiran J. Mehta & Co., Cost Accountants as the Cost Auditors of the Company for the year 2019-20. The remuneration payable to the said Cost Auditors is also placed for ratification of the members of the Company at the ensuing Annual General meeting.

REGULATORY ORDERS

During the year there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment measures in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. During the year, there were no complaints received under the said Act. The Company has complied with the applicable provisions of the Act including the constitution of internal complaints committee

AUDIT COMMITTEE

During the year under review, the Audit Committee was re-constituted as per the requirement of Section 177 of the Companies Act, 2013, which comprises of the following Directors of the Company:

Mrs. Gors A. Parekh

Mr. Bipin C. Vasavada

Mr. Ranchhodbhai N. Patel

NOMINATION AND REMUNERATION COMMITTEE

During the year under review, requirement of Nomination and Remuneration Committee was applicable to the Company under Section 178 of the Companies Act, 2013. Hence, Nomination and Remuneration Committee was constituted comprising of following Directors:

Mr. Bipin C. Vasavada

Mr. Ranchhodbhai N. Patel

Mrs. Kalawati J. Parekh

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders' Relationship committee comprises of the following Directors of the Company:

Mrs. Gors A. Parekh

Mr. Bipin Vasavada

Mr. Varun Parekh

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed and reviewed a policy for selection and appointment of Directors, Senior Management and their remuneration viz. Nomination & Remuneration Policy.

The Company's shareholders may refer the Company's website www.arraycom.co.in for the detailed Nomination & Remuneration Policy of the Company on the appointment and remuneration of Directors including criteria for determining qualifications, positive attributes, independence of a Director; and other matters provided under sub-section (3) of section 178.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

RISK MANAGEMENT

The Company is committed to manage both internal and external risks in efficient manner and has thus framed requisite plans to tackle the same with a view to minimize threats and/or losses and protect the shareholders value effectively.

PARTICULARS OF EMPLOYEES

None of the employees of the Company is drawing remuneration requiring disclosure of information under Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

DETAILS ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of energy	
(i) the steps taken or impact on conservation of energy	The manufacturing process involved in the electronic materials division consumes minimum electricity energy. In system integration and other businesses, no manufacturing activity is involved and hence the requirement of energy is also negligible. In the past, the Company successfully commissioned 40 KW Roof Top solar power generation plant at the company's factory building at Gandhinagar. No further capital investment on energy conservation equipment has been made during the year.
(ii) the steps taken by the company for utilizing alternate sources of energy	
(iii) the capital investment on energy conservation equipments	
(B) Technology absorption	
(i) the efforts made towards technology absorption	No new technology has been brought in by the Company.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	No technology has been imported in last three years hence other details are not applicable.
(a) the details of technology imported;	NA
(b) the year of import;	NA
(c) whether the technology been fully absorbed;	NA
(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
(iv) the expenditure incurred on Research and Development	Expenditure on R & D is an integral part of Company's regular activity; hence the same is not separately identifiable.
(C) Foreign exchange earnings and Outgo	
The Foreign Exchange earned in terms of actual inflows during the year And The Foreign Exchange outgo during the year in terms of actual outflows	Nil ₹ 34899.44 lacs

DEPOSITS

During the year under report, your Company has not accepted any deposits pursuant to Section 73 of the Companies Act, 2013. Hence further details are not given.

Details of money accepted (if any during the year) by the Company from the Directors and/or the relatives of Directors of the Company are given in the notes to the Financial Statements and the same are not deposit as per the applicable provisions of Companies Act, 2013 and rules made thereunder.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return in the prescribed form is appended as Annexure- 1 attached herewith.

RELATED PARTY TRANSACTION

All the transactions / contracts entered into by the Company during the financial year under report with related parties were in the ordinary course of business and on an arm length's basis. Necessary details have been given

in note No. 31- Notes forming part of financial statements, which is self-explanatory. There are no material transactions required to be disclosed in form AOC-2. The related party transactions are undertaken due to business exigencies.

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

During the year no loan/investment/guarantee were made under section 186 of the Companies Act, 2013.

ACKNOWLEDGEMENT

Your Directors would like to put on record their appreciation for the support extended by its valued customers, suppliers, business associates, various Government agencies, Banks, Auditors, employees and all other stakeholders. Your Directors extend their gratitude to the members of the Company for the confidence reposed by them.

For and on behalf of the Board,

Place: Gandhinagar
Date: 26th September, 2020

Gorsi Parekh
(DIN: 00343194)
Chairperson & Managing Director

Annexure-1
CIN: U32109GJ1992PLC039667

FORM No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2020
[Pursuant to section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U32109GJ1992PLC039667
Registration Date	18/06/1992
Name of the Company	Arraycom (India) Limited
Category of the Company	Public Company
Sub Category of the Company	Limited by Shares & having Share Capital
Address	Plot No.B-13, 13/1 & 14, Electronics Estate, GIDC, Sector-25, Gandhinagar – 382025
Contact Details	079- 23287030
Whether Shares Listed	No
Details of Registrar and Transfer Agent	
Name	MCS Share Transfer Agent Limited
Address	201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009
Contact Details	(079) 26580461 / 62 / 63
Mail ID	mcsahmd@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated.

Sr. No.	Name and description of main products /services	NIC code of the product/service	% of total turnover of the company
1	System Integration in the fields of Satellite Communication and Broadcasting	613 & 749	9.51%
2	Electronic Materials (TFM) (MFG. & Trading)	261	90.14%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
Not Applicable					

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) 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 Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoters Group									
1 Indian									
A Individual/ HUF	2915345	217269	3132614	62.6525	2915345	217269	3132614	62.6525	—
B Central Govt	—	—	—	—	—	—	—	—	—
C State Govt(s)	—	—	—	—	—	—	—	—	—
D Bodies Corporate	—	—	—	—	—	—	—	—	—
E Banks / Financial Institutions	—	—	—	—	—	—	—	—	—
F Any Other	—	—	—	—	—	—	—	—	—
Sub-total (A) (1)	2915345	217269	3132614	62.6525	2915345	217269	3132614	62.6525	—
2 Foreign									
A NRIs - Individuals	—	—	—	—	—	—	—	—	—
B Other - Individuals	—	—	—	—	—	—	—	—	—
C Bodies Corporate	—	—	—	—	—	—	—	—	—
D Banks / Financial Institutions	—	—	—	—	—	—	—	—	—
E Any Other...	—	—	—	—	—	—	—	—	—
Sub-total (A) (2)	—	—	—	—	—	—	—	—	—
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2915345	217269	3132614	62.6525	2915345	217269	3132614	62.6525	—
B. Public Shareholding									
1 Institutions:									
A Mutual Funds	—	—	—	—	—	—	—	—	—
B Banks / Financial Institutions	—	100	100	0.0020	—	100	100	0.0020	—
C Central Govt	—	—	—	—	—	—	—	—	—
D State Govt(s)	—	—	—	—	—	—	—	—	—
E Venture Capital Funds	—	—	—	—	—	—	—	—	—
F Insurance Companies	—	—	—	—	—	—	—	—	—
G FIs	—	—	—	—	—	—	—	—	—
H Foreign venture Capital Funds	—	—	—	—	—	—	—	—	—
I Others (specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1)	—	100	100	0.0020	—	100	100	0.0020	—

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 Shares	Demat	Physical	Total	% of Total Shares	
2 Non Institutions:									
a Bodies Corporate									
i) Indian	11450	30300	41750	0.8350	11200	30300	41500	0.8300	(0.005)
ii) Overseas	—	—	—	—	—	—	—	—	—
b Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lacs	508758	845688	1354446	27.0890	519558	834438	1353996	27.0800	(0.009)
ii) Individual Shareholder holding nominal share capital in excess of ₹ 2 lacs	460000	—	460000	9.2000	460000	—	460000	9.2000	—
c Others (specify)									
- Hindu Undivided Families	9450	—	9450	0.1890	10150	—	10150	0.2030	0.014
- Non Resident Individual	1625	—	1625	0.0325	1625	—	1625	0.0325	—
Sub-total (B)(2)	991283	875988	1867271	37.3455	1002533	864738	1867271	37.3455	—
Total Public Shareholding (B) = (B)(1) + (B) (2)	991283	875988	1867271	37.3455	1002533	864738	1867271	37.3455	—
C. Shares held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
Grand Total (A+B+C)	3906628	1093357	4999985	100.00	3917878	1082107	4999985	100.00	—

(ii) SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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.	Mrs. Kalawati J. Parekh	834205	16.6842	–	834205	16.6842	–	–
2	Mrs. Gorsi A. Parekh	2093909	41.8783	17.6000	2093909	41.8783	17.6000	–
3	Mr. Varun A. Parekh	48700	0.9740	–	48700	0.9740	–	–
4	Ms. Parita A. Parekh	155800	3.1160	–	155800	3.1160	–	–
	Total	3132614	62.6525	17.6000	3132614	62.6525	17.6000	–

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	3132614	62.6525	3132614	62.6525
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	–	–	–	–

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Rameshbhai Amthabhai Desai	400000	8.0000	400000	8.0000
2.	Mahendra Girdharilal	60000	1.2000	60000	1.2000
3.	Shilpa Sameer Shah	16750	0.3350	16750	0.3350
4.	Suashish Finance Ltd	15000	0.3000	15000	0.3000
5.	Indra Kumar Bagri	14250	0.2850	14250	0.2850
6.	Chirag Popatlal Jain Manali Chirag Jain	13750	0.2750	13750	0.2750
7.	Sonal Mansukhlal Shah	11900	0.2380	11900	0.2380
8.	Nayna Rajesh Parekh	10450	0.2090	10450	0.2090
9.	Ramesh Goverdhan Surjan Alka B Surjan	10000	0.2000	10000	0.2000
10.	Popatlal Hukumichand Jain	10000	0.2000	10000	0.2000
11.	Umesh Kantilal Jain Vaishali Umesh Jain	10000	0.2000	10000	0.2000

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	For each of the Directors and KMP	Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mrs. Gorsi A. Parekh	2093909	41.8783	2093909	41.8783
2.	Mrs. Kalawati J. Parekh	834205	16.6842	834205	16.6842
3.	Mr. Varun A. Parekh	48700	0.9740	48700	0.9740
4.	Mr. Lalit P. Sanghvi	25	0.005	25	0.005

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	173.87	118.64	-	292.51
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	173.87	118.64	-	292.51
Change in Indebtedness during the financial year				
• Addition	-	917.01	-	917.01
• Reduction	(171.53)	(118.64)	-	(290.17)
Net Change	(171.53)	798.37	-	626.84
Indebtedness at the end of the financial year				
i) Principal Amount	2.34	917.01	-	919.35
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2.34	917.01	-	919.35

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTOR AND/OR MANAGER:

(₹ In lacs)

Sr. No.	Particulars of Remuneration	Name of MD	Total Amount
		Mrs. Gors A. Parekh (CMD)*	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	78.00	78.00
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	—	—
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission		
	- as % of profit	—	—
	- Others, specify...	—	—
5.	Others, please specify	—	—
	Total (A)	78.00	78.00
	Ceiling as per the Act	Within prescribed limit of Schedule V of the Companies Act, 2013.	Within prescribed limit of Schedule V of the Companies Act, 2013.

* Appointment of MD was made under Para A of Section II of Part II of the Schedule V of the Companies Act, 2013.

B. REMUNERATION TO OTHER DIRECTORS:

(₹ In lacs)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Shri Bipin Vasavada	Shri Kalawati Parekh	Shri R.N. Patel	Shri Varun Parekh	
1.	Independent Directors					
	• Fee for attending board / committee meetings	0.23	—	0.10	—	0.33
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	Total (1)	—	—	—	—	—
2.	Other Non-Executive Directors					
	• Fee for attending board / committee meetings	—	0.30	—	0.13	0.43
	• Commission	—	—	—	—	—
	• Others, please specify	—	18.00	—	—	—
	Total (2)	—	18.30	—	0.13	18.43
	Total (B)=(1+2)	0.23	18.30	0.10	0.13	18.76

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ WTD/MANAGER:

(₹ In lacs)

Sr. No.	Particulars of Remuneration	Mr. Lalit P. Sanghvi (CFO & Company Secretary)	Total
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	74.84	74.84
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	5.60	5.60
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission		
	- as % of profit	—	—
	- Others, specify...	—	—
5.	Others, please specify	—	—
	Total	80.44	80.44

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			—————None—————		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			—————None—————		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			—————None—————		
Punishment					
Compounding					

FINANCIAL HIGHLIGHTS

(₹ in lacs)

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Sale of Goods & Services					
- Domestic (net of excise duty, service tax & GST)	36634.28	12027.46	1795.10	1843.43	1239.18
- Exports	—	—	—	—	—
Total (Excluding Other Income)	36634.28	12027.46	1795.10	1843.43	1239.18
Gross Profit/(Loss)	382.61	(20.55)	69.40	52.89	(161.50)
Depreciation	23.66	22.77	66.69	78.98	103.67
Profit/(Loss) before tax and prior period Items	358.95	(43.32)	2.71	(26.09)	(265.17)
Exceptional Income	—	—	—	—	320.92
Profit/(Loss) before tax	358.95	(43.32)	2.71	(26.09)	55.75
Tax provision	—	—	0.52	—	10.70
Short/(excess) provision for tax related to earlier years	—	1.89	(0.28)	0.12	0.61
Profit/(Loss) after tax	358.95	(45.21)	2.47	(26.21)	44.44
Capital Employed					
Share capital	500.00	500.00	500.00	500.00	500.00
Reserves & surplus	3012.97	2654.01	2699.22	2696.75	2722.96
Net Worth	3512.97	3154.01	3199.22	3196.75	3222.96
Borrowings	919.35	292.51	216.07	753.86	132.16
Earning per share of Rs10/- each (₹ per share)	7.18	(0.90)	0.05	(0.52)	0.89
Dividend per share of ₹ 10/- each	—	—	—	—	—
Net Worth per share of ₹ 10/- each (₹ per share)	70.26	63.08	63.98	63.94	64.46

INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF
ARRAYCOM (INDIA) LIMITED
GANDHINAGAR (GUJARAT)

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

1. We have audited the standalone financial statements of **Arraycom (India) Limited** ("the Company"), which comprises of the balance sheet as at **31st March 2020**, the statement of Profit and Loss and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020, Profit and its cash flows for the year ended on that date.

Basis for Opinion

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the Financial Statements and Auditor's Report thereon

3. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and as may be legally advised.

Responsibility of Management for Standalone Financial Statements

4. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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 of 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 preparing the financial statements, management is 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. Those Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

5. 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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.

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.

Report on Other Legal and Regulatory Requirements

6. 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 Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
7. 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 it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone 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 the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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".
 - (g) 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 – (Refer Note 29 of the 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 (IEPF) by the Company except ₹ 450 which are not transferred to IEPF which are required to be transferred during the year.

For, J. T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

[J. J. Shah]
Partner

[M.No.45669]

UDIN: 20045669AAAABX3795

Place : Ahmedabad

Date : 26th September, 2020

ANNEXURE “A” TO THE AUDITORS’ REPORT

Referred to in paragraph 6 of our Report of even date to the Members of **ARRAYCOM (INDIA) LIMITED** for the year ended **31st March, 2020**.

1. In respect of Fixed Assets :

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- (b) As per the information and explanations given to us, fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) As explained to us, the title deeds of all the immovable properties are held in the name of the Company.

2. In respect of its Inventories :

- (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material.

3. In respect of Loans and Advances granted during the year:

As per information and explanation given to us, the Company has not granted any loan to any parties covered under the register maintained under section 189 of the Companies Act, 2013 and hence clause 3(iii) of The Companies (Auditors’ Report) Order, 2016 is not applicable.

4. Loans, Investments and guarantees:

In our opinion, and according to the information and explanations given to us, the Company had given guarantee for loans of ₹ 300 lacs taken by other body corporate from the concern financial institution. The said body corporate than defaulted in repayment of their dues to Bankers. As informed to us the company has not received any communication / confirmation in respect of dues payable if any to the said financial institution.

- 5. During the year, the Company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company. Therefore clause (v) of Companies (Auditors’ Report) Order, 2016 is not applicable.

- 6. As informed to us, the maintenance of cost records are not prescribed by the Central Government as per the provisions of Companies (Cost Records and Audit) Rules, 2014, for the year under review.

7. In respect of Statutory Dues :

- (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income tax, duty of customs, goods and service tax, cess and any other statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were outstanding as at 31st March, 2020 for a period of more than six months from the date they became payable.

- (c) According to the records of the Company, there are no dues of income tax, sales tax, wealth tax or service tax or duty of customs or duty of excise or value added tax, goods and service tax or cess which have not been deposited on account of any disputes except following:
- *Demand for ₹ 11.99 lacs (Net of payment with protest) of Central Sales Tax / Vat in respect of assessment for the year 2012-13 raised by Dy. Commissioner of Commercial Taxes, Gujarat, against which the Company has preferred an appeal before the Jt. Commissioner of Commercial Tax, Gandhinagar and The Hon. Tribunal. The Hon. Tribunal set aside the order of Jt. Commissioner of Commercial Tax and directed him to pass orders on merits in accordance with Law.*
- (d) According to the records of the Company there are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 (1 of 2013) and rules made there under except delay in transferring ₹ 450 which are due for transfer during the year.
8. Based on our audit procedure and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to Financial Institutions, Banks or Debenture holders.
 9. According to the information and explanations given to us, the Company had not raised any money by way of public issue during the year. According to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, in our opinion the clause (ix) of the Company's (Auditors' Report) Order, 2016 is not applicable as the Company has not taken any term loan during the year.
 10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company by its officer or employees has been noticed or reported during the course of our audit.
 11. In our opinion and according to the information and explanations given to us, the Company had paid managerial remuneration which is in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of The Companies Act, 2013.
 12. In our opinion and according to the information and explanations given to us, the provisions of special statute applicable to chit funds and nidhi / mutual benefit funds / societies are not applicable to the Company. Hence, clause (xii) of the Company's (Auditors' Report) Order, 2016 is not applicable.
 13. In our opinion and according to the information and explanations given to us, the transactions entered by the Company with related parties are in compliance with the provisions of section 177 and 188 of The Companies Act, 2013 and details thereof are properly disclosed in the financial statements.
 14. In our opinion and according to the information and explanations given to us, no preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review was made by the Company and hence, clause (xiv) of the Company's (Auditors' Report) Order, 2016 is not applicable.
 15. The Company had not entered into any non-cash transactions with the directors or persons connected with them during the year, and hence clause (xv) of Company's (Auditors' Report) Order, 2016 is not applicable.
 16. In our opinion and according to the information and explanations given to us the Company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934, hence clause (xvi) of Company's (Auditors' Report) Order, 2016 is not applicable.

For, J. T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

[J. J. Shah]
Partner

[M.No.45669]

Place : Ahmedabad

Date : 26th September, 2020

UDIN: 20045669AAAABX3795

ANNEXURE “B” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 7 (f) of our Report of even date to the Members of ARRAYCOM (INDIA) LTD for the year ended 31st March, 2020.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ARRAYCOM (INDIA) LTD** as of **31st March 2020**, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is 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. 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 deemed to be 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 authorizations of management and directors of the Company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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 31st March 2020, 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.

For, J. T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

[J. J. Shah]
Partner

[M.No.45669]

UDIN: 20045669AAAAABX3795

Place : Ahmedabad

Date : 26th September, 2020

BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Note No.	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Equity and Liabilities			
[1] Shareholders' Funds			
[a] Share Capital	2	500.00	500.00
[b] Reserves and Surplus	3	3012.97	2654.02
		3512.97	3154.02
[2] Non Current Liabilities			
[a] Long Term Borrowings	4	—	2.34
[b] Long Term Provisions	5	38.05	34.06
		38.05	36.40
[3] Current Liabilities			
[a] Short Term Borrowings	6	917.01	286.91
[b] Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises	7	—	—
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	7	2751.92	13.02
[c] Other Current Liabilities	8	187.38	16.52
[d] Short Term Provisions	5	10.39	2.75
		3866.70	319.20
Total		7417.72	3509.62
Assets			
[1] Non Current Assets			
[a] Fixed assets :			
[i] Property, Plant and Equipment	9	2128.08	2150.74
[ii] Intangible Assets	9	3.99	2.11
		2132.07	2152.85
[b] Non Current Investments	10	101.77	101.77
[c] Long Term Loans and Advances	11	76.00	106.57
[d] Other Non Current Assets	12	—	—
		2309.84	2361.19
[2] Current Assets			
[a] Inventories	13	645.64	312.74
[b] Current Investments	14	700.27	—
[c] Trade Receivables	15	3245.30	282.63
[d] Cash & Bank Balances	16	233.17	30.19
[e] Short Term Loans and Advances	11	278.84	520.83
[f] Other Current Assets	17	4.66	2.04
		5107.88	1148.43
Total		7417.72	3509.62
Significant accounting policies	1		
Notes to financial statements	2 to 39		

As per our report of even date

For **J. T. Shah & Co.**

Chartered Accountants
(FR No. 109616W)

J. J. Shah

Partner

M. No. 45669

UDIN : 20045669AAAABX3795

Place : Ahmedabad

Date : 26th September, 2020

For and on behalf of the Board

G. A. Parekh

(DIN : 00343194)

Chairperson & Managing Director

K. J. Parekh

(DIN : 00343326)

Director

J. P. Parekh

C F O

Place : Gandhinagar

Date : 26th September, 2020

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	Note No.	For the year ended 31/03/2020 ₹ in lacs	For the year ended 31/03/2019 ₹ in lacs
Income			
Revenue From Operations	18	36634.28	12027.46
		36634.28	12027.46
Other Income	19	18.61	29.37
Total Revenue		36652.89	12056.83
Expenses			
Cost of Materials Consumed	20	137.54	7525.42
Purchase of Stock in Trade	21	35552.91	3854.00
Cost of Service For Project	22	51.20	56.91
Changes In Inventories of Finished Goods Work In Process and Stock In Trade	23	(344.40)	(177.69)
Employee Benefit Expenses	24	416.67	381.32
Finance Costs	25	114.89	78.16
Depreciation and Amortisation Expenses	26	23.66	22.77
Other Expenses	27	341.47	359.26
Total Expenses		36293.94	12100.15
Profit/(Loss) Before Tax		358.95	(43.32)
Less : Tax Expenses:			
- Current Tax		—	—
- Short/(Excess) Provision For Tax Related to Earlier Years		—	1.89
Profit/(Loss) After Tax		358.95	(45.21)
Basic & Diluted Earnings Per Share of ₹ 10 Each	28	7.18	(0.90)
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 39		

As per our report of even date

For **J. T. Shah & Co.**
Chartered Accountants
(FR No. 109616W)

J. J. Shah
Partner
M. No. 45669
UDIN : 20045669AAAABX3795

Place : Ahmedabad
Date : 26th September, 2020

For and on behalf of the Board

G. A. Parekh Chairperson & Managing Director
(DIN : 00343194)

K. J. Parekh Director
(DIN : 00343326)

J. P. Parekh C F O

Place : Gandhinagar
Date : 26th September, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	2019-20		2018-19	
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
A: Cash from Operating Activities :				
Net Profit/(Loss) before Taxation		358.95		(43.32)
Adjustment For :				
Depreciation	23.66		22.77	
Loss on Sale of Fixed Assets	—		37.94	
Interest Income	(4.85)		(4.85)	
Bad Debts W/off (net of writeback)	21.98		133.71	
Profit on Sale of Investments	(0.66)		(18.83)	
Finance Cost	114.89		78.16	
		155.02		248.90
Operating Profit Before Working Capital Changes :		513.97		205.58
Adjustment For :				
Increase/(decrease) in long-term Provision	3.99		15.40	
Increase/(decrease) in short-term Provision	7.64		(0.75)	
Increase/(decrease) in other current liability	176.01		(17.41)	
Increase/(decrease) in Trade Payable	2738.90		(455.17)	
Decrease/(increase) in Trade Receivable	(2962.67)		676.03	
Decrease/(increase) in inventories	(332.90)		(143.98)	
Decrease/(increase) in long term loans and advances (Security Deposit)	(27.94)		(1.35)	
Decrease/(increase) in short term loans and advances	241.99		(362.34)	
Decrease/(increase) in Other Bank Balance	(56.95)		24.95	
		(211.93)		(264.62)
Cash Generated From Operations		302.04		(59.04)
Income Tax paid during the year	(25.42)		(35.25)	
Income Tax refund received during the year	62.60		42.54	
		37.18		7.29
Net Cash From Operating Activities (A)		339.22		(51.75)
B: Cash Flow From Investment Activities :				
Purchase of Fixed Assets	(2.88)		(9.47)	
Purchase of Investments	(900.27)		(1945.00)	
Sale of Investments	200.00		1964.43	
Sale of Fixed Assets	—		37.48	
Net Cash from Investment Activities (B)		(703.15)		47.44

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	2019-20		2018-19	
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
C: Cash Flow From Financing Activities :				
Interest Received during the year	2.23		3.90	
Finance Cost	(114.89)		(78.16)	
Dividend Paid	(4.23)		—	
Repayments of Long Term Borrowings	(3.26)		(3.26)	
Proceeds from Short Term Borrowings	630.10		79.41	
Net Cash from Financing Activities (C)		509.95		1.89
Net Increase in Cash & Cash Equivalents		146.02		(2.42)
Cash & Cash Equivalents at the Beginning		0.51		2.93
Cash & Cash Equivalents at the End		146.53		0.51

Note:

The above Cash Flow Statement has been prepared under the “Indirect Method” set out in Accounting Standard - 3 issued by Companies (Accounting Standard) Rules, 2008

As per our report of even date

For J. T. Shah & Co.
Chartered Accountants
(FR No. 109616W)

J. J. Shah
Partner
M. No. 45669
UDIN : 20045669AAAABX3795

Place : Ahmedabad
Date : 26th September, 2020

For and on behalf of the Board

G. A. Parekh Chairperson & Managing Director
(DIN : 00343194)

K. J. Parekh Director
(DIN : 00343326)

J. P. Parekh C F O

Place : Gandhinagar
Date : 26th September, 2020

Notes to financial statements for the year ended 31st March, 2020 :

1. Significant Accounting Policies

a) Basis of preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared as a going concern on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Use of estimates

In preparing the Company's financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c) Property, Plant and Equipment and Depreciation:

Property, Plant and Equipment:

Property, Plant and Equipment is stated at cost of acquisition (net of CENVAT, wherever applicable) as reduced by accumulated depreciation. All costs including financial cost till commencement of commercial production are capitalized for qualifying assets.

When Property, Plant and Equipment are disposed or retired, their cost is removed from the financial statements. The gain or loss arising on the disposal or retirement of Property, Plant and Equipment is determined as the difference between sales proceeds and the carrying amount of the Property, Plant and Equipment and is recognized in Statement of Profit and Loss for the relevant financial year.

Depreciation:

Depreciation is provided on Straight Line Method except on Plant & Machinery which is on Written Down Value Method on the basis of useful life of assets as specified under Schedule II of the Companies Act, 2013. Depreciation is not provided on Land.

When Property, Plant and Equipment are disposed or retired, their accumulated depreciation is removed from the financial statements. The gain or loss arising on the disposal or retirement of Property, Plant and Equipment is determined as the difference between sales proceeds and the carrying amount of the Property, Plant and Equipment and is recognized in Statement of Profit and Loss for the relevant financial year.

Useful life are as under:

Asset Class	Useful life (Years)
Buildings	60
Furniture & fixtures	10
Electrical installations	10
Computers	3
Plant & machinery	15
Solar power plant	15
Office equipment	5
Vehicle	8
Licence and software	6

d) Intangible Assets & amortization

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization. All costs, including financing costs in respect of qualifying assets till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised as income or expenses in the Statement of Profit and Loss in the year of disposal.

Amortization

Intangible assets are amortised on a straight – line basis over a period of five years. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortization period and the amortization method are reviewed at least at each reporting date. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

e) Inventories:

Inventories are valued at “Lower of cost or net realizable value”. Cost in respect of Raw Materials is computed on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make sale.

Cost in respect of process and finished goods are computed on weighted average basis method. Finished goods and process stock includes cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

f) Revenue Recognition:

i) Sales of goods are net of trade discounts, return and inclusive of Excise Duty but exclusive of Goods and Service Tax (GST). Revenue is recognised when practically all risk and rights connected with ownership have been transferred to the buyer. This usually occurs upon dispatch, after the price has been determined and collection of the sales proceeds is reasonably certain.

ii) Revenue from maintenance contract services is recognized when the services full due as per the terms of Agreements.

iii) Revenue from Installation Fees is recognized only when the equipment is installed and accepted by the customer.

iv) Interest Income

Interest Income is recognized on accrual basis.

v) Export Incentives

Export entitlements under Duty Drawback Scheme are recognized in the Statement of Profit & Loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made.

vi) Insurance Claim

Insurance and other claims are accounted for as and when admitted by the appropriate authority.

g) Foreign Currency Transactions / Exchange Fluctuation

i) Transactions in foreign currencies are recorded in Indian rupees using the rates of exchange prevailing on the date of the transactions. At each balance sheet date, monetary balances are reported in Indian Rupees at the rates of exchange prevailing at the Balance Sheet date. All realized or unrealized exchange adjustment gains or losses are dealt with in the Statement of Profit and Loss.

- ii) Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the report period and the corresponding foreign currency amount translated at the later of the dates of inception of the forward exchange contract and the last reporting date. Such exchange difference rate recognised in the Statement of profit and loss in the reporting period in which the exchange rates changes.
- iii) Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

h) Employee Benefits

- i) The Employee and Company make monthly fixed Contribution to Government of India Employee's Provident Fund equal to a specified percentage of the Covered employee's salary, Provision for the same is made in the year in which services are rendered by the employee.
- ii) The Liability for Gratuity to employees, which is a defined benefit plan, is determined on the basis of actuarial valuation based on Projected Unit Credit method. Actuarial gain / loss in respect of the same are charged to the Statement of profit and loss. The Company's Scheme is administered by SBI Life Insurance Co. Ltd.
- iii) Leave encashment benefit to eligible employees has been ascertained on actuarial basis and provided for. Actuarial gain / loss in respect of the same are charged to the Statement of profit and loss.
- iv) Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

i) Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or subsequently enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realized in future.

j) Investments

Long term investments are stated at cost. Provision is made for any diminution in the value of the long term investments, if such decline is other than temporary. The Company does not have any current investments.

k) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets, whenever applicable, till the assets are ready for their intended use. A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue accounts. Capitalization of borrowing cost is suspended when active development is interrupted.

l) Segment Reporting

The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and services. Based on the Principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company has identified its business segment as primary segment. "Other" represents income/assets/liabilities of E-Learnings.

m) Impairment

The management periodically assesses, using external and internal sources whether there is an indication that an asset may be impaired. If an asset is impaired, the company recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amounts.

n) Earning per Share

Basic earnings per share is calculated by dividing net profit/(loss) after tax for the year attributable to Equity Shareholders of the company by the weighted average number of Equity Shares outstanding during the year. For the purpose of calculating Diluted Equity per share, the net profit/(loss) after tax for the period attributable to Equity Shareholders (after adjustment for Diluted earnings) and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential Equity.

o) Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognized when there is a present obligation as a result of past event 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.

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources.

Contingent Assets are neither recognized nor disclosed in the financial statements.

p) Goods and Service Tax (GST):

GST credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The GST credits so taken are utilized for payment of duty on goods sold. The unutilized GST credit is carried forward in the books.

q) Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

2 Share Capital

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
i Authorised Capital: 2,00,00,000 (Previous year 2,00,00,000) Equity Shares of face value of ₹10/- each	2000.00	2000.00
ii Issued, Subscribed & Paid-up Capital : 49,99,985 (Previous year 49,99,985) Equity Shares of face value of ₹10/- each fully paid up	500.00	500.00
	500.00	500.00

2.1 The Company has only one class of shares referred to as Equity Shares having face value of ₹10/- each. Holder of each Equity Share is entitled to one vote per share.

2.2 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.

2.3 Reconciliation of the number of shares outstanding and the amount of Share Capital as at 31/03/2020 & 31/03/2019 is set out below:

Particulars	As at 31/03/2020			As at 31/03/2019		
	No. of Shares	Face value (₹)	Amount ₹ in lacs	No. of Shares	Face value (₹)	Amount ₹ in lacs
Shares at the beginning	4999985	10	500.00	4999985	10	500.00
Addition during the year	—	—	—	—	—	—
Deletion during the year	—	—	—	—	—	—
Shares at the end	4999985	10	500.00	4999985	10	500.00

2.4 The details of shareholders holding more than 5% shares are as under:

Name of Shareholder	As at 31/03/2020		As at 31/03/2019	
	No. of Shares	% held	No. of Shares	% held
Mrs. Gors A. Parekh	2093909	41.88%	2093909	41.88%
Mrs. Kalawati J. Parekh	834205	16.68%	834205	16.68%
Mr. Rameshbhai Amthabhai Desai	400000	8.00%	400000	8.00%

3 Reserves & Surplus

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Capital Reserve	35.00	35.00
Balance as per last Balance Sheet		
Share Premium Account	1675.07	1675.07
Balance as per last Balance sheet		
General Reserve		
Balance as per last Balance Sheet	575.00	575.00
Surplus in the Statement of Profit and Loss		
Balance as per last Balance Sheet	368.95	414.16
Add : Profit/(Loss) for the year as per Statement of Profit & Loss	358.95	(45.21)
Net surplus in the Statement of Profit and Loss	727.90	368.95
	3012.97	2654.02

3.1 General Reserve

The general reserve is a free reserve, retained from Company's profits and can be utilized upon fulfilling certain conditions in accordance with the provisions of the Companies Act, 2013.

3.2 Capital Reserve

Capital reserve was created out of capital subsidy received by the Company.

3.3 Securities Premium

Securities premium account was created on issue of shares at premium. This reserve can be utilised in accordance with section 52 of the Companies Act, 2013.

4 Long Term Borrowings

	As at 31/03/2020		As at 31/03/2019	
	Non current ₹ in lacs	Current ₹ in lacs	Non current ₹ in lacs	Current ₹ in lacs
Secured				
Term Loan From Institutions	—	2.34	2.34	3.26
	—	2.34	2.34	3.26
Less:- Amount disclosed under other current liabilities (Refer Note No.8)	—	2.34	—	3.26
	—	—	2.34	—

4.1 Term loans are secured by hypothecation of vehicles and personal guarantee of Director.

4.2 Term loan bearing interest @ 9.49% p. a. is repayable in equal monthly instalments by November 2020.

5 Provisions

	As at 31/03/2020		As at 31/03/2019	
	Long term ₹ in lacs	Short term ₹ in lacs	Long term ₹ in lacs	Short term ₹ in lacs
Provisions for employee benefits				
— For unavailed leave	22.21	2.68	30.24	0.17
— For gratuity (Net)	15.84	7.71	3.82	2.58
	38.05	10.39	34.06	2.75

6 Short Term Borrowing

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
From Banks		
Working capital loan - Secured	–	168.27
Suppliers'/Buyers' credit - Unsecured	917.01	118.64
	917.01	286.91

6.1 Working capital limit from Bank is repayable on demand, bearing interest as per terms of sanction and is secured by 1st and exclusive charge by way of mortgage of land and building and other fixed assets. The same is further secured by hyphothecation of entire current assets, personal guarantee and pledge of shares by Directors of the Company.

7 Trade Payables

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
a) Total outstanding dues of micro enterprises and small enterprises	–	–
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	2751.92	13.02
	2751.92	13.02

7.1 The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at year end together with interest paid / payable under this Act has not been given.

8 Other Current Liabilities

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Current maturity of long term borrowings (Refer note no. 4)	2.34	3.26
Advance received from customers	146.62	0.31
Other statutory dues	13.07	0.62
Unpaid Dividend	–	4.24
Deposits from dealers and employees	0.15	0.15
Unpaid Salary & Bonus	12.51	2.87
Other payables (includes unpaid expenses)	12.69	5.07
	187.38	16.52

Note No -9 Property, Plant and Equipments and Intangible Assets													₹ In lacs
Carrying Value		Property, Plant and Equipment									Intangible assets		
		Land- Freehold	Buildings	Plant & Machinery	Electrical Installation	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Solar Plant	Total	Computer Software	Total
As at 01.04.2018		1925.59	335.67	456.35	62.26	141.16	76.89	126.64	102.60	17.77	3244.93	241.54	241.54
Additions		-	-	6.06	2.98	-	0.42	-	-	-	9.46	-	-
Deletions		-	-	-	-	-	-	-	-	-	-	238.36	238.36
As at 31.03.2019		1925.59	335.67	462.41	65.24	141.16	77.31	126.64	102.60	17.77	3254.39	3.18	3.18
Additions		-	-	-	-	-	-	-	-	-	-	2.88	2.88
Deletions		-	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2020		1925.59	335.67	462.41	65.24	141.16	77.31	126.64	102.60	17.77	3254.39	6.06	6.06
Accumulated depreciation													
As at 01.04.2018		-	213.23	424.23	52.33	137.97	70.99	93.16	88.38	1.13	1081.42	163.49	163.49
Charge for the year		-	6.65	2.90	1.93	-	0.34	6.26	3.04	1.13	22.24	0.53	0.53
Deletions		-	-	-	-	-	-	-	-	-	-	162.95	162.95
As at 31.03.2019		-	219.88	427.13	54.26	137.97	71.33	99.42	91.42	2.26	1103.66	1.07	1.07
Charge for the year		-	6.65	2.30	1.93	-	2.02	6.26	2.37	1.13	22.66	1.00	1.00
Deletions		-	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2020		-	226.53	429.43	56.19	137.97	73.35	105.67	93.79	3.39	1126.32	2.07	2.07
Net Carrying Value													
As at 31.3.2019		1925.59	115.79	35.28	10.98	3.19	5.98	27.22	11.18	15.51	2150.74	2.11	2.11
AS at 31.3.2020		1925.59	109.14	32.98	9.05	3.19	3.96	20.97	8.81	14.38	2128.08	3.99	3.99

10 Non Current Investment

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Investments in units of mutual funds (Quoted, Non-trade)		
389274.585 Units (previous year 389274.585 units) of SBI Corporate Bond Fund - Regular Plan - Growth ***	101.76	101.76
Investment in Shares (Unquoted, Non trade)		
100 shares (previous year 100 Shares) of GEZIA of ₹10 face value, fully paid-up	0.01	0.01
	101.77	101.77
*** NAV of units [₹ 31.7056 (previous year ₹ 29.8533) per unit]	123.42	116.21
Cost of Units of Mutual Funds	101.76	101.76

11 Loans and Advances

	As at 31/03/2020		As at 31/03/2019	
	Non current ₹ in lacs	Current ₹ in lacs	Non current ₹ in lacs	Current ₹ in lacs
(Unsecured, considered good)				
Security deposits	15.47	2.54	9.51	8.35
Advance to suppliers	—	157.68	—	322.61
Advance to employees	—	7.40	—	21.63
Balance with government authority	—	98.32	—	128.74
Other loans and advances	—	12.90	—	39.50
Advance Income Tax & TDS	60.53	—	97.58	—
Less : Provision for income tax	—	—	(0.52)	—
	60.53	—	97.06	—
	76.00	278.84	106.57	520.83

12 Other Non Current Assets

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Long term receivable (unsecured, considered doubtful)	343.72	343.72
Less:Provision for doubtful long term receivable and advances	343.72	343.72
	—	—

13 Inventories

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Raw materials	12.40	23.91
Work-in-process	15.29	21.50
Finished stock	24.14	43.48
Stock in trade	593.27	223.32
Stores and spares	0.54	0.53
	645.64	312.74

14 Current Investment

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Investments in units of mutual funds (Quoted, trade)		
15847.583 Units (previous year Nil units) of SBI Magnum Ultra Short Duration Fund Direct Growth.***	700.27	—
	700.27	—
*** NAV of units [₹ 4479.6480 (previous year ₹ Nil) per unit]	709.92	—
Cost of Units of Mutual Funds	700.27	—

15 Trade Receivables

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
(Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	171.95	203.01
Considered doubtful	—	—
	171.95	203.01
Less:Provision for doubtful receivable	—	—
	171.95	203.01
Other trade receivables (considered good)	3073.35	79.62
	3245.30	282.63

16 Cash & Bank balance

	As at 31/03/2020		As at 31/03/2019	
	Non current ₹ in lacs	Current ₹ in lacs	Non current ₹ in lacs	Current ₹ in lacs
Cash on hand	–	0.31	–	0.46
Balance with banks	–	146.22	–	0.05
	–	146.53	–	0.51
Other bank balance				
Earmarked balances with bank	–	–	–	4.24
Margin money deposits	–	86.64	–	25.44
	–	86.64	–	29.68
	–	233.17	–	30.19

17 Other Current Assets

	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Interest receivable	4.66	2.04
	4.66	2.04

18 Revenue From Operations

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Sale of products		
Sale of manufactured goods	207.06	7667.38
Sale of traded goods	36124.60	3995.62
Sale of services	302.62	364.46
	36634.28	12027.46
Details of products sold		
Manufactured goods sold		
Thick film material		
Domestic	207.06	7667.38
Exports	—	—
	207.06	7667.38
Traded goods sold		
System Integration products	3214.89	1589.23
Thick Film Material	32815.34	2203.56
Solar Power generation products	94.37	170.28
E-Learning products	—	32.55
	36124.60	3995.62
Details of services sold		
Installation, training, AMC & other (S I Division)	269.05	297.94
Solar Power generation services	33.57	44.98
E-Learning	—	17.71
Rent	—	3.83
	302.62	364.46

19 Other Income

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Interest Income	4.85	4.85
Interest on Income Tax Refund	12.61	5.41
Short term capital gain on redemption of Mutual Fund Units	0.66	17.66
Long term capital gain on redemption of Mutual Fund Units	—	1.16
VAT and CST Refund	0.48	—
Miscellaneous Income	0.01	0.29
	18.61	29.37

20 Cost of Raw Material Consumed

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Inventory at the beginning of the year	23.91	57.60
Add: Purchase	126.03	7,491.73
Less: Inventory at the end of the year	12.40	23.91
Cost of raw material consumed	137.54	7,525.42
Details of raw material consumed		
Precious metal	123.47	7,510.73
Others	14.07	14.69
	137.54	7,525.42
Details of inventories		
Precious metal	3.62	14.20
Others	8.78	9.71
	12.40	23.91

20.1 Break-up of imported and indigeneous raw materials consumed

Products	Year ended 31/03/2020		Year ended 31/03/2019	
	Amount ₹ in lacs	Percentage of consumption	Amount ₹ in lacs	Percentage of consumption
Imported	30.99	22.53%	7349.93	97.67%
Indigenous	106.55	77.47%	175.49	2.33%
	137.54	100.00%	7525.42	100.00%

21 Purchase of Stock in Trade

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Trading purchase -System Integration Division	2393.36	1513.64
Trading purchase - Solar Division	611.53	158.26
Trading purchase - TFM	32548.02	2182.10
	35552.91	3854.00

21.1 Details of purchase of stock in trade

Satellite communication and broadcast equipments	2393.36	1513.64
Solar Modules, Inverters, Structure and Others	611.53	158.26
Precious Metals (Potassium Dicyanoaurate etc.)	32548.02	2182.10

22 Cost of Service for Projects

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Service cost	51.20	56.91
	51.20	56.91

22.1 Details of cost of service

System Integration Division services	46.96	48.61
Solar Power generation services	4.24	8.30

23 Change in Inventories of Work in Process, Stock in Trade and Finished Goods

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Inventory at the beginning of the year		
Work-in-process	21.50	12.69
Stock in trade	223.32	41.88
Finished stock	43.48	40.84
Stock of Service	—	15.20
	288.30	110.61
Inventory at the end of the year		
Work-in-process	15.29	21.50
Stock in trade	593.27	223.32
Finished stock	24.14	43.48
	632.70	288.30
(Accretion) / Decretion	(344.40)	(177.69)

24 Employee benefit expenses

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Salary, wages & bonus	388.45	354.21
Contribution to provident fund & other funds	21.27	19.53
Welfare expenses	6.95	7.58
	416.67	381.32

The disclosure regarding “Employee Benefits” in respect of gratuity and leave encashment as defined in the Accounting Standard - 15 is given below:

A. Amounts recognised in the Balance Sheet are as follows:

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Present value of funded obligations	108.56	83.38	—	—
Fair value of plan assets	85.01	76.98	—	—
Funded status [surplus/(short fall)]	(23.55)	(6.40)	—	—
Present value of unfunded obligations	—	—	24.89	30.41
Unrecognised past service cost	—	—	—	—
Amounts in the balance sheet:				
Liabilities - current	35.53	33.61	2.68	0.17
- non current	73.03	49.77	22.21	30.24
Total liability	108.56	83.38	24.89	30.41
Assets (non current)	85.01	76.98	—	—
Net assets/(liability)	(23.55)	(6.40)	(24.89)	(30.41)

B. Defined benefit obligation in respect of gratuity and leave encashment liability is recognised in the Statement of Profit and Loss as follows:

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Current service cost	6.19	5.59	2.93	6.27
Past service cost	—	—	—	—
Interest on obligation	6.10	5.23	1.94	1.38
Expected return on plan assets	(6.00)	(5.24)	—	—
Net actuarial losses/(gains) recognised in the year	20.86	4.29	0.49	7.12
Losses/gains on curtailments & settlement	—	—	—	—
Total included in 'employee benefit expenses'	27.15	9.87	5.36	14.77
Actual return on plan assets	—	—	—	—

C. Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Opening defined benefit obligation	83.38	68.42	30.41	20.63
Current service cost	6.19	5.59	2.93	6.27
Interest cost	6.10	5.23	1.94	1.38
Actuarial losses/ (gains)	19.24	5.22	0.49	7.12
Benefits paid	(6.36)	(1.09)	(10.88)	(4.99)
Closing defined benefit obligation	108.56	83.38	24.89	30.41

D. Net Assets/(Liability) recognised in Balance Sheet:

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs	As at 31/03/2020 ₹ in lacs	As at 31/03/2019 ₹ in lacs
Net assets/ (liability) recognised in the Balance Sheet at the beginning of the period	(6.40)	(1.53)	(30.41)	(20.63)
Employer expense	(27.15)	(9.87)	(5.36)	(14.77)
Employer contributions	10.00	5.00	10.88	4.99
Acquisition/business combinations	—	—	—	—
Net assets/(liability) recognised in the Balance Sheet at the end of the period	(23.55)	(6.40)	(24.89)	(30.41)

E. Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2020	As at 31/03/2019	As at 31/03/2020	As at 31/03/2019
Discount rate	6.63%	7.61%	6.82%	7.76%
Expected return on plan assets	7.61%	7.61%	0.00%	0.00%
Annual increase in salary costs	4.00%	4.00%	8.00%	8.00%
Withdrawal rates	2.00%	1.00%	1.00%	1.00%

The estimates of future salary increase considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

F. Experience adjustment- Gratuity

₹ in lacs

	31/03/2020	31/03/2019	31/03/2018	31/03/2017	31/03/2016
Defined benefit obligation	108.56	83.38	68.42	72.96	76.89
Plan assets	85.01	76.98	66.89	70.01	65.97
Surplus/(Deficit)	(23.55)	(6.40)	(1.53)	(2.95)	(10.92)
Experience adjustments on plan liabilities	19.24	5.22	(11.77)	(5.65)	(13.89)
Experience adjustments on plan assets	1.61	(0.94)	5.09	3.05	(1.65)

G. Gratuity Contribution expected to be paid during the year ending March 31, 2021: ₹15.00 Lacs.

25 Finance Cost

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Interest expense	48.55	38.46
Other borrowing cost	66.34	39.70
	114.89	78.16

26 Depreciation and Amortisation Expense

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Depreciation on Property, Plant and Equipment	22.66	22.24
Amortisation on Intangible assets	1.00	0.53
	23.66	22.77

27 Other Expenses

		Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Stores and Spares		0.01	0.04
Packing & Forwarding		27.16	17.74
Power and Fuel		12.13	7.31
Repairs to:			
- Building	—		—
- Plant & Machinery	0.09		0.07
- Others	2.35		3.65
		2.44	3.72
Insurance Charges		5.78	6.85
Rent		5.52	5.52
Rates & Taxes		12.40	4.06
Printing & Stationery Expenses		3.54	2.90
Advertisement Expenses		2.11	0.48
Postage & Telephone Expenses		3.04	3.38
Travelling Expenses		20.52	27.92
Legal & Professional Charges		43.77	16.80
Exchange Rate Variation (Net)		107.86	17.06
Auditor's Remuneration:			
Audit fees	0.90		0.75
Tax matter	0.35		0.35
GST audit fees	0.20		0.20
Other consultancy	0.24		0.08
		1.69	1.38
Directors' Sitting Fees		0.76	0.15
Security Charges		11.43	11.70
Loss on sale of assets		—	37.94
Bad Debt W/off (net of write back)		21.98	133.71
Vehicle Expenses		8.56	8.57
General Charges (Including Business Promotion, Loading Unloading etc)		50.77	52.03
		341.47	359.26

27.1 Details of Stores & Spares Consumption

Products	Year ended 31/03/2020		Year ended 31/03/2019	
	₹ in lacs	%	₹ in lacs	%
Indigenous	0.01	100%	0.04	100%
Imported	—	—	—	—
Total	0.01	100%	0.04	100%

28 Earning Per Share

	Year ended 31/03/2020	Year ended 31/03/2019
Numerator for calculating basic and diluted earnings per share [Profit / (Loss) after Tax] (₹ in lacs)	358.95	(45.21)
Weighted average number of shares used as denominator for calculation of basic and diluted earnings per share	4999985	4999985
Nominal value per share (₹)	10.00	10.00
Basic and diluted earnings per share (₹)	7.18	(0.90)

29 Contingent liabilities

The Company has contingent liabilities not provided for in respect of :

- Bank guarantees and letters of credit issued by the bank for ₹ 1393.99 lacs (previous year ₹ 1172.91 lacs) against which Company has kept Margin Money of ₹ 188.40 Lacs (previous year ₹ 127.20 Lacs).
- Guarantee given by the Company on behalf of other Company for ₹ 300.00 lacs (previous year ₹ 300.00 lacs) against which the principal amount outstanding is ₹ 144.00 lacs (previous year ₹ 144.00 lacs). Assets held as primary security has been disposed off by other lenders and no claim for the balance amount has ever been preferred by the lending institution against the Company under the corporate guarantee subsequent to realization of security in the year 2009 by other lenders.
- The Company has paid aggregate amount of ₹ 3.40 lacs toward full settlement of the workmen claims pursuant to the terms of order dated 30th October, 2018 passed by the honourable High Court of Delhi. Pleadings in respect of writ petition filed by workman Mr Hariprakash for granting reinstatement with full back wages are being heard by the honourable High Court of Delhi.
- Income tax demand for the A.Y. 2012-13 of ₹ Nil (previous year ₹ 5.66 Lacs) which was adjusted against refund for the A.Y. 2016-17 against which application for rectification has been filed with Department. During the year said rectification was processed and demand is rectified by Income Tax Department and the company has received refund.
- Demand for ₹ 13.99 lacs (which comprises of CST/VAT of ₹ 7.73 lacs and interest of ₹ 6.26 lacs) raised by the Dy. Commissioner of Commerical Tax, Gujarat against which first appeal has been preferred before the Jt. Commissioner of Commercial Tax follwed by second appeal before the Hon. Gujarat Value Added Tax Tribunal at Ahmedabad. The Hon. Tribunal set aside the order of Jt. Commissioner of Commercial Tax and directed him to pass orders on merits in accordance with Law. The Company has pre deposited a sum of ₹ 2.00 lacs as per the direction of the Hon. Tribunal.
- Demand towards revenue charges (service charges, NAA charges, lease rent & infrastructure fund) by GIDC of ₹ Nil (previous year ₹ 10.17 lacs) against which the company has paid all dues on 31st July, 2019.

30 Segment Information

Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company has identified its business segment as primary segment. "Other" represents income/assets/liabilities of E-learning. There is no reportable secondary segment as none of the conditions as laid down for determining the geographical segments are satisfied.

	2019-20 (₹ In lacs)							2018-19 (₹ In lacs)						
	TOTAL	Electronic Materials	System Integration	Solar Rooftop / pump	Electronics Material Trading	Other	Un Allocated	TOTAL	Electronic Materials	System Integration	Solar Rooftop / pump	Electronics Material Trading	Other	Un Allocated
SEGMENT REVENUE (Net)														
Sales of Product	36331.66	207.06	3214.89	94.37	32815.34	-	-	11663.01	7667.39	1589.23	170.28	2203.56	32.55	-
Sales of Services	302.62	-	269.05	33.57	-	-	-	364.45	-	297.94	44.98	-	21.53	-
TOTAL SEGMENT REVENUE	36634.28	207.06	3483.94	127.94	32815.34	-	-	12027.46	7667.39	1887.17	215.26	2203.56	54.08	-
% of Segment Revenue	100.00%	0.57%	9.51%	0.35%	89.57%			100.00%	63.75%	15.69%	1.79%	18.32%	0.45%	
SEGMENT ASSETS														
(a) Inventories	645.64	52.37	66.05	527.22	-	-	-	312.74	76.78	206.90	16.42	-	12.64	-
(b) Sundry Debtors	3245.30	27.16	455.72	81.57	2588.85	92.00	-	282.63	41.94	28.20	120.50	-	91.99	-
(c) Cash & Bank Balance	233.17	-	-	-	-	-	233.17	30.19	-	-	-	-	-	30.19
(d) Loans & Advances	354.84	2.54	182.61	69.71	-	-	99.98	627.40	0.37	386.47	72.63	-	-	167.93
(e) Other Current Assets	4.66	-	4.66	-	-	-	-	2.04	-	2.04	-	-	-	-
(f) Fixed Assets	2132.07	21.41	-	14.40	-	26.26	2070	2152.85	22.31	-	15.52	-	32.88	2082.14
(g) Investments	802.04	-	802.04	-	-	-	-	101.77	-	101.77	-	-	-	-
Less : Current Liabilities	3866.70	32.72	923.64	433.27	2430.53	-	46.54	319.20	0.31	120.43	11.24	-	-	187.22
	3551.02	70.76	587.44	259.63	158.32	118.26	2356.61	3190.42	141.09	604.95	213.83	-	137.51	2093.04
SEGMENT CAPITAL ASSETS	2.88	-	-	-	-	-	2.88	9.46	-	-	-	-	-	9.46
(Addition During the year)	2.88	-	-	-	-	-	2.88	9.46	-	-	-	-	-	9.46

31 Related party disclosures as per AS-18

Details of transactions with related parties:

- An amount of ₹ 78.00 lacs (previous year ₹ 48.00 lacs) was paid as managerial remuneration to Mrs. Gors A. Parekh, Managing Director of the Company.
- An amount of ₹ Nil (previous year ₹ 36.00 lacs) was paid as managerial remuneration to Mrs. Kalawati J. Parekh, Wholtime Director of the Company.
- Total amount of ₹ Nil (previous year ₹ 103.51 lacs) was billed towards sales of Intangible Assets of ₹ Nil (previous year ₹ 44.21 lacs) & Services provided of Rs Nil (previous year ₹ 59.30 lacs) to Swayam Learning Pvt. Ltd an associate Company and the year end balance of receivables was ₹ 54.74 lacs (previous year ₹ 54.74 lacs).
- An amount of ₹ 80.44 lacs (previous year ₹ 43.56 lacs) was paid as emoluments to the CFO & Company Secretary, Mr. L.P.Sanghvi, who is KMP of the Company.
- An amount of ₹ 0.13 lacs (previous year ₹ 0.03 lacs) was paid as sitting fees to Mr. Varun A Parekh, Director of the Company, who is relative of Managing Director Mrs. Gors A. Parekh.
- An amount of ₹ Nil (previous year ₹ 4.52 lacs including GST) was billed towards receipt of Rent from M/s. Nivedh - A health and nutrition Initiative , a proprietorship firm owned by Mrs. Gors A. Parekh, Managing Director of the Company and the year end balance of receivables was ₹ 4.14 lacs (previous year 4.14 lacs).

- vii An amount of ₹ 0.30 lacs (previous year ₹ Nil) was paid as sitting fees to Smt. Kalawati J Parekh, Director of the Company, who is relative of Managing Director Mrs. Gors A. Parekh.
- viii An amount of ₹ 18 lacs (previous year ₹ Nil) was paid as consultancy fees to Smt. Kalawati J Parekh, Director of the Company.
- 32 The amount of exchange rate difference debited to Statement of Profit & Loss is Rs 133.12 lacs (previous year ₹ 51.27 lacs) & credited to Statement of profit and loss is ₹ 25.26 lacs (previous year ₹ 34.21 lacs). Net exchange rate difference (debit) of Rs 107.86 lacs (Previous year debit of ₹ 17.06 lacs) has been shown under the head “ other expenses” (Note No.27)
- 33 On the basis of available information, there were no amounts outstanding and due for more than 30 days in excess of ₹ 1.00 lac to small scale undertakings.
- 34 Borrowing costs attributable to the acquisition or construction of qualifying assets is amounting to ₹ Nil (previous year ₹ Nil)
- 35 During the year, the Company has impaired the assets to the tune of ₹ Nil (previous year ₹ Nil).
- 36 The Company has entered into certain operating lease agreements and an amount of ₹ 5.52 lacs (previous year ₹ 5.52 lacs) paid under such agreements have been charged to the Statement of Profit and Loss. These are generally not non cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.

37 Expenditure Incurred in Foreign Currency

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
(i) CIF value of imports		
Raw materials -TFM Division	31.00	7351.13
Trading Goods -TFM Division	32548.02	2182.10
Trading Goods & Services -System Integration Division	2221.66	1312.67
Trading Goods & Services -Solar Division	98.76	53.38
(ii) Foreign travels	—	—

38 Earning in Foreign Exchange

	Year ended 31/03/2020 ₹ in lacs	Year ended 31/03/2019 ₹ in lacs
Earning in foreign currency	—	—

- 39 Previous year's figures have been regrouped and rearranged wherever necessary . The figures have been shown in lacs by rounding off.

As per our report of even date

For **J. T. Shah & Co.**
Chartered Accountants
(FR No. 109616W)

J. J. Shah
Partner
M. No. 45669
UDIN : 20045669AAAABX3795

Place : Ahmedabad
Date : 26th September, 2020

For and on behalf of the Board

G. A. Parekh Chairperson & Managing Director
(DIN : 00343194)

K. J. Parekh Director
(DIN : 00343326)

J. P. Parekh C F O

Place : Gandhinagar
Date : 26th September, 2020

ARRAYCOM (INDIA) LIMITED

Registered Office: Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382025 (Gujarat)

Form No. MGT-11

PROXY FORM

{Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

CIN U32109GJ1992PLC039667

Name of the Company ARRAYCOM (INDIA) LIMITED

Registered office Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382025 (Gujarat)

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of **ARRAYCOM (INDIA) LIMITED**, holding _____ shares of the above named Company, hereby appoint

1. Name _____
Address _____
E-mail Id _____
Signature _____ Or Failing him,
2. Name _____
Address _____
E-mail Id _____
Signature _____ Or Failing him,
3. Name _____
Address _____
E-mail Id _____
Signature _____

ARRAYCOM (INDIA) LIMITED
(CIN: U32109GJ1992PLC039667)

Registered Office: Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382025 (Gujarat)

DP ID	Client Id	Folio No.	No. of shares held

ATTENDANCE SLIP

27th Annual General Meeting

At the Registered Office of the Company: Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382025 (Gujarat)

Name of the attending Member/Proxy (In block letters): _____

I hereby record my presence at the **27th Annual General Meeting** held at 4.00 p.m. on 30th November, 2020 at the registered office of the Company at Gandhinagar (Gujarat).

Member's/ Proxy's signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on the 30th November, 2020 at 4.00 p.m. at Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382025 (Gujarat) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	To receive and adopt Audited Financial Statements of the Company for the financial year 2019-20.
2	To appoint Director in place of Mrs. Kalawati J. Parekh (DIN: 00343326), who retires by rotation and being eligible, offers herself for re-appointment.
Special Business	
3	To appoint Mr. Ranchhodbhai N. Patel (DIN: 03067717) as an Independent Director of the Company for a period of five years from 30 th November, 2019 to 29 th November, 2024.
4	To appoint Mr. Bipin Chandravadan Vasavada (DIN: 01432243) as an Independent Director of the Company for a period of five years from 30 th November, 2019 to 29 th November, 2024
5	To ratify the Remuneration of Cost Auditor for the Financial Year 2019-20 and 2020-21.

Signed this _____ day of _____ 2020

Signature of shareholder : _____

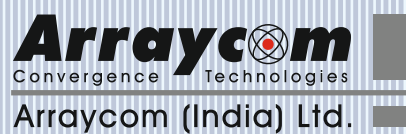
Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Notes:

1. Please bring this attendance slip to the meeting and handover at the entrance duly filled in.
2. Members are requested to bring copy of Annual Report with them.



Registered Office and Factory :
Plot No. B-13, 13/1 & 14 GIDC Electronics Estate,
Sector 25, Gandhinagar - 382 025 (Gujarat)
(CIN : U32109GJ1992PLC039667)