

Date: 03.09.2020

✓ The Secretary,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Scrip Code No.- 520123

The Secretary,
Listing Department,
The Calcutta Stock Exchange Limited,
Lyons Range,
Kolkata - 700 001

Scrip Code- 10011146

Sub: Compliance under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- Annual Report for the Financial Year ended 31st March, 2020

Dear Sir,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith the Annual Report of the Company for the Financial Year ended 31st March, 2020 along with the Notice of Annual General Meeting of the Company scheduled to be held on Friday, 25th September, 2020.

The Annual Report for the Financial Year 2019-20 is available on the Company's website at www.abcindia.com.

This is for your information and record.

Thanking You

Yours faithfully,

For ABC India Limited

Sanjay Agarwal

Sanjay Agarwal
Company Secretary &
Compliance Officer

Encl: As stated above



INDIA LIMITED

Moving made simple
Annual Report 2019-20



ON THE »»
MOVE

DIRECTORS	MR. VIJAY KUMAR JAIN
	MR. SIDDARTH KAPOOR
	MRS. RACHANA TODI
MANAGING DIRECTOR	SHRI ASHISH AGARWAL
CHIEF FINANCIAL OFFICER & COMPANY SECRETARY	SHRI SANJAY AGARWAL
STATUTORY AUDITORS	M/s. BDS & Co. <i>Chartered Accountants</i>
SECRETARIAL AUDITORS	MR.SANTOSH KR.TIBREWALLA <i>Practising Company Secretary</i>
BANKERS	STATE BANK OF INDIA INDIAN OVERSEAS BANK
REGISTRAR & TRANSFER AGENT	MCS Share Transfer Agent Ltd.
	383, Lake Gardens, 1 st Floor,
	KOLKATA - 700045
	PHONE : 033 40724051-54
	FAX : 033 40724050
	Email : mcssta@rediffmail.com
REGISTERED OFFICE	P-10, NEW C. I. T. ROAD
	KOLKATA - 700073
	CIN : L63011WB1972PLC217415
	PHONE : 033 22371745
	Email : vrmd@abcindia.com
	Website : www.abcindia.com
CORPORATE OFFICE	40/8, BALLYGUNGE CIRCULAR ROAD
	KOLKATA - 700019
	CIN : L63011WB1972PLC217415
	PHONE : 24614156/57
	FAX : 033 24614193
	Email : vrmd@abcindia.com Website : www.abcindia.com

Read inside this report

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Notice

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of the Members of M/s. ABC India Limited will be held on **Friday, the 25th day of September, 2020 at 3:00 P.M. via Video Conferencing (VC)/Other Audio Video Means (OAVM)** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2020, the Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of **Mr. Siddarth Kapoor (DIN: 02089141)**, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. APPROVAL OF REMUNERATION OF COST AUDITORS

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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to **M/s. Debabrata Banerjee & Associates**, Cost Auditors for conducting the cost audit of the cost records of the Company for the financial year ending March 31, 2021, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified.

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

4. RE-APPOINTMENT OF MR. ASHISH AGARWAL (DIN: 00351824) AS MANAGING DIRECTOR

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Ashish Agarwal (DIN: 00351824), as Managing Director of the Company, for a period of 3 (Three) years with effect from 1st August, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ashish Agarwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

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

By Order of the Board of Directors
For **ABC INDIA LIMITED**

Place: Kolkata
Date: 30th July, 2020

Sanjay Agarwal
Company Secretary



Notice *(contd.)*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item No. 3 & 4 of the accompanying Notice dated 30th July, 2020:

Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Debabrata Banerjee & Associates, the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 at a remuneration of ₹80,000/- as their Audit fees plus applicable taxes, if any and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Board of Directors recommends the resolution set out in Item No. 3 of the accompanying notice for the approval of the members.

None of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

Item No. 4

The present term of appointment of Mr. Ashish Agarwal as Managing Director would expire on 31st July, 2020. The Board at its meeting held on 30th July, 2020, has re-appointment Mr. Ashish Agarwal as Managing Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 3 (three) years commencing from 1st August, 2020 on the following remuneration, perquisites and other terms & conditions as recommended by the Nomination and Remuneration Committee:-

1. **Salary:** ₹7,50,000/- (Rupees Seven Lakh Fifty Thousand only) per month and revision/increment as may be recommended by Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule V of the Companies Act, 2013 during his tenure.
2. **Perquisites:** In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two Categories A & B as follows:
 - A.
 - i) Housing: Monthly House Rent Allowance @50% of Salary or Rent Free Accommodation in lieu thereof.
 - ii) Electricity: Provision of Electricity at residential accommodation.
 - iii) Medical Allowance: Reimbursement of Medical Expenses incurred for self and family subject to a maximum of ₹50,000/- (Rupees Fifty Thousand only) per annum.
 - iv) Clubs Fees: Fees of Clubs subject to a maximum of ₹2,00,000/- (Rupees Two Lacs only) per annum. This will not include admission and life membership fees.
 - v) Overseas Health & Insurance: Cost of overseas health & related insurance subject to maximum of ₹50,000/- (Rupees Fifty Thousand only) per annum.

Notice *(contd.)*

- vi) Medclaim Policy: Reimbursement of the cost of individual Medclaim Policy for self and family subject to a maximum of ₹50,000/- (Rupees Fifty Thousand only) per annum.
 - vii) Personal Accident Insurance: Premium not to exceed ₹ 24,000/- (Rupees Twenty Four Thousand only) per annum.
 - viii) Car: Car with Driver for use of Company's business.
- B.**
- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961.
 - ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - iii) Encashment of leave at the end of the tenure.

3. Other Terms:

- a) Mr. Ashish Agarwal as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
- b) He shall devote the whole of his time, attention and abilities to the business of the Company and in all respects confirm to and comply with the directions given and regulations made by the Board or any Committee of the Board from time to time.
- c) The Board may from time to time entrust upon him such of the powers exercisable by him as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
- d) He shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
- e) During the tenure of his term of office he shall not be liable to retire by rotation.
- f) He shall be entitled to reimbursement of travelling, entertainment, phones and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- g) He shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Managing Director.
- h) Either party may terminate the agreement by giving 3 (Three) months' notice in writing or remuneration in lieu thereof without showing any reason.
- i) In the absence of or inadequacy of profit of the Company in any financial year, he shall be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Ashish Agarwal a B.A. (Economics) and has gained rich experience in the Management and Administration of Company's business. Presently He is looking after in the Management and Administration of Company's business.

Mr. Ashish Agarwal holds 1,75,064 equity shares of the Company.

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial persons, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.



Notice *(contd.)*

A Statement as per Schedule V (third proviso of section II of Part II) in respect of re-appointment of Mr. Ashish Agarwal as Managing Director is annexed which forms part of this explanatory statement.

Except Mr. Ashish Agarwal, none of the Directors or any key managerial personnel or their relatives is any way, financially or otherwise directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the special resolution as set forth in item no. 4 for the approval of the members of the Company.

The letter of Appointment issued to Mr. Ashish Agarwal setting out the terms of his appointment is open for inspection by the members at the Corporate Office of the Company during business hours on all working days except Saturday and also at the venue of the Annual General Meeting in physical mode.

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conduction Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) and dispensed personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08,2020, Circular No. 17/2020 dated April 13,2020 and Circular No. 20/2020 dated May 05,2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 47th Annual General Meeting (AGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only, the detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer serial No.24) and available at the Company's Website www.abcindia.com.
The deemed venue for the AGM shall be the Corporate Office of the Company at 40/8, Ballygunge Circular Road, Kolkata-700019.
2. The helpline -number regarding any query/assistance for participation in the AGM through VC/OAVM is -1800-225-533.
3. Since, the AGM is being conducted through VC/ OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
4. The Shareholders can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 26th August, 2020.
6. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can raise questions during the meeting or in advance at vrmd@abcindia.com. The members are requested to write to the Company atleast 3 days before the AGM, through Email to vrmd@abcindia.com for proper response in the AGM. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

Notice *(contd.)*

8. Corporate members are requested to send at mcssta@rediffmail.com before e-voting/attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Sec 113 of the Companies Act, 2013.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. **Note for Institutional Shareholders**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a compliance user 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.

11. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. 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.
12. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
13. The profile of the Directors seeking appointment/re-appointment, as required in terms of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange is annexed hereto and forms part of this Notice.
14. In view of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 47th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members (Physical/ Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to mcssta@rediffmail.com and vrmd@abcindia.com. Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 47th AGM of the Company will also be available on the website of the Company at www.abcindia.com. The same can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited at www.bseindia.com, CSE Ltd. at www.cseindia.com and on the website of CDSL i.e. www.evotingindia.com.

15. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI



Notice *(contd.)*

Listing Regulations and the said Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”).

16. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2020 to Friday, 25th September, 2020, both days inclusive.
17. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Friday, 18th September, 2020 as the “cut-off date” to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Friday, 18th September, 2020, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given at Serial no. 30. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email-ids for e-voting for the resolutions are requested to refer the instructions provided at serial no.31.
18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18th September, 2020 are requested to send the duly signed written / email communication to the Company at vrmd@abcindia.com and to the RTA at mcssta@rediffmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. Those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
20. The Company has appointed Mr. S. K. Tibrewalla, Membership No. F3811 & Certificate of Practice No. 3982, Company Secretaries in practice, as the Scrutinizer to scrutinize the remote e-voting and the e-voting at the AGM in a fair and transparent manner.
21. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at santibrewalla@gmail.com with a copy mark to helpdesk.evoting@cdslindia.com on or before 26th August, 2020 upto 5:00 P.M. without which the vote shall not be treated as valid.
22. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & share Transfer Agent **M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata-700045**, enclosing their share certificate to enable the Company to consolidate their holdings in one single folio.
23. Members holding shares in physical form are requested to notify immediately any change in their address/ mandate/bank details to the Company or to the office of the Registrar & Share Transfer Agent, **M/s MCS Share Transfer Agent Limited**, quoting their folio number. The Members updation form forms a part of the Annual Report and is available on the website of the Company.
24. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the amounts of dividend remaining unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and, thereafter, no payments shall be made by the Company or by the IEPF in respect of such

Notice *(contd.)*

amounts. The Company has already transferred all unclaimed dividends declared upto the financial year 2011-12 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

The last dates of claim for the following dividends are as follows:

Dividend for the Financial Year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
March 31, 2013	September 23, 2013	October 30, 2020
March 31, 2014	September 25, 2014	November 01, 2021

25. Shares in respect of which dividend will be transferred to the Investor Education and Protection Fund (“IEPF”) of the Central Government shall also be transferred to IEPF pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“Rules”) read with Section 124 of the Companies Act, 2013 (as amended from time to time). Advertisement is being published in newspapers and intimations are being sent to Shareholders concerned requesting them to encash their unclaimed dividends falling which the corresponding shares will be transferred to IEPF.
26. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained of the Companies Act, under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to vrmid@abcindia.com.
27. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e- voting, shall be allowed to vote through e-voting system during the meeting.
28. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
29. **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

The voting period begins on **22nd September, 2020 at 9:00 A.M.** and ends on **24th September, 2020 at 5:00 P.M.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **18th September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



Notice *(contd.)*

If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant **ABC INDIA LIMITED** on which you choose to vote.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned

Notice *(contd.)*

copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.
- iii. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

31. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

32. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast



Notice *(contd.)*

by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

33. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; santibrewalla@gmail.com and vrmd@abcindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Other Information:

- Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. Friday, 18th September, 2020 shall view the Notice of the 47th AGM on the Company’s website or on the website of CDSL. Such persons may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
- Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 18th September, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders.
- Shareholders holding shares in dematerialized form are hereby informed that bank particulars registered

Notice *(contd.)*

against their respective depository accounts will be used by the Company/ RTA for payment of dividend. The Company/ RTA cannot act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.

5. In terms of the provisions of Sections 124 and 125 of the Act, dividend which remains unpaid/ unclaimed for a period of 7 (seven) years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Equity Shares, in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration, are also required to be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. All equity shares of the Company on which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall be transferred by the Company to the IEPF from time to time. Details of unpaid / unclaimed dividend and equity shares transferred to IEPF are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India ("MCA"), if any. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Shareholders can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making an online application in web Form No. IEPF-5, the details of which are available at www.iepf.gov.in.
6. In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) could not be processed since 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company/ RTA, promptly.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/ RTA.
8. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ RTA in case the shares are held by them in physical form.
9. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or RTA. The aforesaid Form No. SH 13 can be downloaded from website of the Company i.e. www.abcindia.com.
10. Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the RTA.



Notice *(contd.)*

Scrutinizer's Report and Declaration of results

1. The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.abcindia.com and on the website of CDSL i.e. www.evotingindia.com. The Company shall simultaneously forward the results to BSE Ltd. (BSE) and Calcutta Stock exchange Limited (CSE) where the shares of the Company are listed.
 - Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.

By Order of the Board of Directors
For **ABC INDIA LIMITED**

Place: Kolkata
Date: 30th July, 2020

Sanjay Agarwal
Company Secretary

ANNEXURE TO NOTICE OF AGM

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Sl. No.	Name of the Director	Mr. Siddarth Kapoor	Mr. Ashish Agarwal
1.	DIN	02089141	00351824
2.	Date of Birth and Age	24-06-1980 40 years	09/03/1979, 41 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	31-03-2015	29/07/2008
5.	Terms & Condition of appointment/re-appointment	N.A	As mentioned in the Notice
6.	Remuneration proposed	N.A	As mentioned in the Notice
7.	Remuneration last drawn (₹)	N.A	1,41,91,335
8.	No. of shares held in the Company	NIL	1,75,604

Notice (contd.)

9.	Qualification & Expertise in specific functional area	B. Sc. He is Bachelor in Computer Science from RMIT, Melbourne, Australia. He has extensive work experience in his field including logistics, designing, commercial & exports. Presently, he is having his own business of designing since 2012.	B.A. (Economics) He is serving the Company for past 9 years as Managing Director. During this period he has gained rich experience in the Management and Administration of Company's business.
10.	No. of Board Meeting attended the during F.Y. 2019-20	4 (Four)	4 (Four)
11.	List of other listed Companies in which Directorships held as on 31st March, 2019	N.A.	TCI Industries Limited
12.	List of other Companies in which Directorships held as on 31 st March, 2020	1. Nettare Beverages Pvt. Ltd. 2. D. C. Realty Private Limited	1. Nettare Beverages Pvt. Ltd. 2. ABC Financial Services Pvt. Ltd 3. Bhoruka Properties Pvt. Ltd.
13.	Chairman/ Member of the Committee of the Board of other Companies in which he/ she is a Director as on 31 st March, 2020	NIL	NIL
14.	Disclosure of relationship between Directors, Managers and Key Managerial Personnel inter-se	NIL	NIL

ANNEXURE TO NOTICE OF AGM

A. Statement as per Schedule V (third proviso of Section II of Part II) in respect of re-appointment of Mr. Ashish Agarwal as Managing Director

I. General Information:

- 1) Nature of industry: Freight & Services, Petrol Pump and Construction
- 2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 1972.
- 3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- 4) Financial performance based on given indicators: (₹ in Lakhs)

	31.03.2020	31.3.2019	31.3.2018
Turnover (Gross)	22072.78	17699.46	11664.55
Net Profit/(Loss)	426.59	574.66	88.51



Notice *(contd.)*

5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

III. Other information:

Name of the appointee:	Mr. Ashish Agarwal
Background details:	Mr. Ashish Agarwal, age 41 years, had graduated from Columbia University with a B.A. in Economics and has achieved a landmark in the Transport Sector.
Past remuneration	₹1,41,91,335/- per annum
Recognition or awards	N.A
Job profile and his suitability	His job profile shall include devoting whole time attention to the Management & Administration of the affairs of the Company and exercises powers subject to the superintendence, direction and control of the Board of Directors and Chairman. With valuable contributions made by him to the Company during his hitherto association with the Company, he has been considered perfectly suitable for his job profile.
Remuneration proposed	As mentioned in the Resolution.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as Managing Director of the Company.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company except Managerial Remuneration.

- i) **Reasons of loss or inadequate profits:** During the year 2019-20, the industrial growth of the Company did not improve at the desired level due to various factors like, non-implementation of the infrastructural activities as planned by the Government, increased cost, etc.
- ii) **Steps taken or proposed to be taken for improvement:** To improve the profitability, the Company has adopted measures for cost reduction. Effective steps are being taken to increase the revenue from transportation & contract jobs and construction services.
- iii) **Expected increase in productivity and profitability in measurable terms:** It is difficult to make any estimates regarding increase in productivity and profits in measurable terms considering the nature of business.

IV. Disclosures:

The requisite disclosures have been set out in Corporate Governance Report which forms part of the Annual Report for the F.Y. 2019-20 of the Company.

Directors' Report

Dear Shareholders,

Your Directors take pleasure in presenting the 47th Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2020.

Financial Results

(₹ In Lakhs)

Particulars	FY 2019-20	FY 2018-19
Turnover	22072.78	17699.46
Other Income	57.91	52.59
Total Revenue	22130.69	17752.05
Earnings Before Interest, Depreciation, Taxation and Amortization (EBIDTA)	887.78	959.70
Interest and other Finance Cost	348.67	369.15
Depreciation & Amortization	129.70	90.09
Profit before Taxation (PBT)	409.41	500.46
Tax including Deferred Tax	(17.18)	(74.20)
Profit after Taxation (PAT)	426.59	574.66
Profit /(Loss) brought forward from previous year	(270.04)	(829.72)
Other Comprehensive Income	0.38	(14.98)
Profit /(Loss) available for appropriation carried to Balance Sheet	156.93	(270.04)

Operations :

During the year under review, your Company has achieved a Total Revenue of ₹22072.78 lakhs which is 24.70% higher over the corresponding previous financial year's total revenue of ₹17699.46 lakhs. The Company's EBIDTA was ₹887.78 lakhs as compared with previous year of ₹959.70 lakhs. The Profit after Tax worked out to ₹426.59 lakhs as compared to profit in the previous year of ₹574.66 lakhs.

During the year under review, your Company has received an Letter of Award (LOA) dt.26.06.2019 from BHEL to the tune of ₹137.70 Crores for Multimodal Transportation of Export Cargo from India to the MSTPP Rampal project in Bangladesh.

Dividend:

To conserve the resources of the Company for short term and long term working capital requirements, the Board of Directors of the Company could not recommend any dividend on the Equity Shares of the Company for the financial year ended 31st March, 2020.

Transfer to Reserves:

The Company has not transferred any amount to the General Reserve during the financial year ended 31st March, 2020.

Financial Statements:

The Financial Statements of your Company have been prepared in accordance with Indian Accounting Standards (Ind AS) issued by the Institute of Chartered Accountants of India and Regulation 48 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations, 2015) for the financial year 2019-20 as applicable to the Company. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31 March, 2020.



Directors' Report *(contd.)*

Share Capital:

The Authorised Share Capital of your Company as on 31st March, 2020 stands at ₹10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 Equity Shares of F.V. ₹10/- each.

The Issued & Subscribed Share Capital of your Company as on 31st March, 2020 is ₹5,41,72,320 (Rupees Five Crores Forty One lakhs Seventy Two Thousand Three Hundred Twenty) divided into 54,17,232 Equity Shares of F.V. ₹10/- each.

Deposits:

Your Company has not accepted any Deposits during the year, no deposits remained unpaid or unclaimed as at the end of the year and there was no default in repayment of deposits or payment of interest thereon during the year.

Human Resources:

Your Company envisages its "human resources" as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement. Your Company has continuously adopted structures that help attract best external talent and provide internal talent to higher roles and responsibilities.

Your Company has a adequate pool of trained and competent human resources which is highly capable to meet the challenges of growing quality perspective and complex logistics requirement of the customers. In view of increased competition, the human resources of the company are able and proved to deliver specialized services of desired quality meet the competition and to satisfy customer requirements.

Directors and Key Managerial Personnel:

i) Demise of Chairman:

Mr. Anand Kumar Agarwal, Executive Chairman of the Company departed on 22nd July, 2019.

From the very young age, Mr. Agarwal led ABC India Ltd for more than four decades and achieved various landmarks in the Transportation sector. He was a pioneer of the transport and logistics industry and was a steering force to develop the connectivity of North-Eastern India. He will be remembered for a long time for infusing modern management strategies and supply chain logistics in the age-old transport sector. He was looking after the overall management of the Company in all aspects.

Mr. Agarwal also contributed his leadership and participation in various chambers and associations. He served as President of Bharat Chamber of Commerce for two years from 1994 and also represented India at the International Labour Organization on behalf of the All India Organization of Employers. For 9 years from 2001 he was President of Calcutta Goods Transport Organization.

Mr. Agarwal made invaluable contributions to society via his philanthropic activities. Boruka Blood Bank in Kolkata as well as other much needed projects were managed under his stewardship at Boruka Public Welfare Trust. He was actively involved with other NGO's such as Tagore Society, CINI, Hope Foundation and Rotary Club. He was an avid patron of the arts also.

Mr. Agarwal was a warm hearted, simple, humble and selfless individual, despite his huge accomplishments and important positions that he held starting from a very young age. Despite his large range of responsibilities and activities, he was always available to all for help, advice and nurturing. His compassion and concern for people from all walks of life will be remembered by all who came in contact with him.

The Board placed on record its appreciation of the invaluable contribution made by him during his tenure as Executive Chairman of the Company.

Directors' Report *(contd.)*

ii) Re-Appointments:

The existing terms of Mr. Ashish Agarwal, Managing Director of the Company would expire on 31st July, 2020 and the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on 30th July, 2020 has re-appointed him for a further period of 3 (Three) years on the terms, conditions and remuneration as detailed in the Notice convening this Annual General Meeting, subject to approval of the Shareholders in the Annual General Meeting.

iii) Retirement by Rotation:

Pursuant to the provisions of Section 152(6) and other applicable provisions, of the Companies Act, 2013 and Articles of Association of the Company, Mr. Siddarth Kapoor (DIN: 02089141), Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

iv) Appointment & Resignation of Wholetime- Key Managerial Personnel (KMP):

There were no changes in the Wholetime- Key Managerial Personnel (KMPs) during the financial year under review.

None of the Directors of the Company as mentioned in item no. (ii) are disqualified as per section 164(2) of the Companies Act, 2013.

The Directors have also made necessary disclosures to the extent as required under provisions of section 184(1) of the Companies Act, 2013, as applicable.

Independent Director's Declaration:

Your Company had received the declaration of Independence u/s 149(7) of the Companies Act, 2013 from all the Independent directors of your Company specifying that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Companies Act, 2013.

Director's Responsibility Statement:

Pursuant to the provisions of section 134(3) (c) & 134 (5) of the Companies Act, 2013, your Directors hereby confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation related to material departures;
2. Appropriate accounting policies had been selected and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on 31st March, 2020;
3. Proper and sufficient care had been taken, to the best of their knowledge and ability, 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. The annual accounts had been prepared on a going concern basis;
5. The Directors had laid down internal financial Controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. Proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the internal financial control framework, audit procedure and compliance system as established and



Directors' Report *(contd.)*

maintained by the Company, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20.

Auditors and their Reports:

(i) Statutory Auditors:

M/s. BDS & CO., Chartered Accountants (Firm Registration No. 326264E) were appointed as the Statutory Auditors of the Company at the 44th Annual General Meeting of the Company held on 20th September, 2017 for a period of 5 (Five) years and would hold the office of Auditors till the conclusion of the 49th Annual General Meeting of the Company to be held for the financial year 2021-22.

The observations, if any, made by the Statutory Auditors in their Auditors Report together with Notes to Accounts, as append thereto are self-explanatory and hence does not call for any further explanation.

The Report given by M/s. BDS & Co., Chartered Accountants on the financial statements of the Company for the financial year 2019-20 forms part of this Annual Report.

(ii) Cost Auditors:

Pursuant to section 148 of the Companies Act, 2013, the Board of Directors on recommendation of the Audit Committee had re-appointed M/s. Debabrota Banerjee & Associates (Registration No. 001703), Cost Accountants, as the Cost Auditors of the Company for the financial year 2020-21. The Company has received consent and confirmation of eligibility for their re-appointment as the Cost Auditors of the Company for the financial year 2020-21.

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made and records have been maintained.

The remuneration payable to the Cost Auditors is required to be ratified by the Shareholders in the ensuing Annual General Meeting and is therefore accordingly proposed in the Notice convening the AGM as annexed to this Report.

(iii) Secretarial Auditor:

Mr. Santosh Kumar Tibrewalla, Practising Company Secretary, continued to be the Secretarial Auditor of the Company to carry out the Secretarial Audit under the provisions of section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The report of the Secretarial Auditor. **MR-3** for the financial year 2019-20 is enclosed as "**Annexure A**" to this Board's Report.

The Board of Directors has re-appointed Mr. Tibrewalla (FCS 3811, CP 3892) as Secretarial Auditor for the financial year 2020-21 to carry out secretarial audit of the Company and report the same.

In respect of the remarks in the report, we would like to clarify that the Company is of the view/understanding that there is no specific mention in the provisions of Section 203 of the companies Act, 2013 that needs to appoint separate person in the Office of CFO and Company Secretary. Accordingly, the Company has appointed and continued the same person in both the post.

The rest of the report is self-explanatory and hence do not call for any further explanation.

(iv) Internal Auditors:

M/s. Agarwal Maheswari & Co., M/s. Heena Akshay Agarwal & Co. and M/s. A.Singhi & Co., Chartered

Directors' Report *(contd.)*

Accountants continued to be the Internal Auditors of the Company under the provision of Section 138 of the Companies Act, 2013 for conducting the internal audit of separate divisions of the Company for the financial year 2019-20.

Details Relating to Remuneration to Directors, Key Managerial Personnel and Employees:

The particulars and information of the Directors/employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 of your Company is attached as “**Annexure-B**” to this report.

None of the employees of the Company were in receipt of the remuneration exceeding limits pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Conservation of Energy, Research & Development, Technology Absorption, Foreign Exchange Earnings and Outgo:

Information related to conservation of energy, Research & Development, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014 are as follows:

(a) **Conservation of energy**

The Company's operation involves no energy consumption.

(b) **Technology absorption**

- i. The Company does not have any R & D Division and Company's Operations does not require this type of establishment.
- ii. Technology absorption, adoption and innovation: The Company has not imported any technology due to its nature of operation.

(c) **Foreign exchange Earnings and Outgo**

During the year, the total foreign exchange earned was ₹ Nil (Previous Year ₹ NIL) and the total foreign exchange used was ₹29,82,95,714/- (Previous Year ₹10,47,82,634/-).

Internal Audit & Controls:

The Company continues to engage Internal Auditors. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

Adequacy of Internal Financial Controls with Reference to the Financial Statements:

The Company has in place adequate internal financial controls as required under section 134(5)(e) of the Companies Act, 2013. During the year under review, such controls were tested with reference to financial statements and no reportable material weakness in the formulation or operations were observed.

Code of Conduct for Prevention of Insider Trading:

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 1992, your Company has already adopted the Code of Conduct to regulate. Monitor and report trading by designated persons towards prevention of Insider Trading. Further, in accordance with the provisions of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015,



Directors' Report *(contd.)*

the Board of Directors of the Company has duly approved and adopted the code of practices and procedure for fair disclosure of Unpublished Price Sensitive Information and formulated the code of conduct of the Company.

The code is applicable to Directors, Employees, Designated Person and other connected persons of the Company, The aforesaid code of conduct for prevention of Insider Trading is duly placed on the website of the Company.

Disclosure as per Applicable Act, Listing Agreement/ SEBI (LODR) Regulations, 2015:

i) Related Party Transactions:

All transactions entered with related parties during the FY 2019-20 were on arm's length basis and were in the ordinary course of business and hence not falling under the provisions of Section 188 of the Companies Act, 2013. There have been no materially significant related party transactions with the Company's Promoters, Directors and others as defined in section 2(76) of the Companies Act, 2013, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which may have potential conflict with the interest of the Company at large. Accordingly, disclosure in Form AOC-2 is not required.

In compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015, each transaction as entered by the Company with its related parties is placed before the Audit Committee. A prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are foreseen and repetitive in nature. The transactions pursuant to the omnibus approval so granted, is audited and a detailed quarterly statement of all related party transactions is placed before the Audit Committee for its review. The policy on related party transactions as approved by the Board is available on the Company's website at www.abcindia.com.

The necessary disclosures regarding the transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the Audit Committee and Board of Directors were taken wherever required in accordance with the Policy.

In terms of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not entered into any transaction with its promoter group Company holding more than ten percent of equity shares in the Company.

ii) Number of Board Meetings:

The Board of Directors met 4 (Four) times in the FY 2019-20. The Details of the Board meeting and attendance of the Directors are provided in the Corporate Governance Report, attached as Annexure to this Board's Report.

iii) Composition of Audit Committee:

The Board has constituted the Audit Committee under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Vijay Kumar Jain, Independent Director continues to be the Chairman of the Committee.

The Composition of the Committee and other details of the Committee are given in the Corporate Governance Report, attached as Annexure to this Board's Report.

iv) Extracts of Annual Return:

The details forming part of the extract of the Annual Return in Form No. MGT-9 as required under section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached as "**Annexure-C**" to this report. The aforesaid information is available on the website of the Company at http://www.abcindia.com/mgt_9.pdf

Directors' Report *(contd.)*

v) Risk Analysis:

The Company has in place a mechanism comprising of regular audits and checks to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

vi) Loans, Guarantees and Investments:

During the year under review, your Company has invested and deployed its surplus funds in securities which were within the overall limit of the amount and within the powers of the Board as applicable to the Company in terms of Section 179 and 186 of the Companies Act, 2013. The particulars of all such loans, guarantees and investments are entered in the register maintained by the Company for the purpose.

vii) Post Balance Sheet events:

There were no material changes and commitments affecting the financial position of the Company occurred post closure of the financial year 2019-20.

On occurrence of COVID-19, there was a complete lockdown since 24th March, 2020 and the operation of the company was jeopardized since then till 17th May, 2020. The revenue was marginally effected during 2019-20 but post balance sheet in the currency financial year 2020-21, there is an effect on the operation of the Company and seems to remain partially effected till November/December, 2020 when the vaccine is likely to be invented and commercially made available to the general public or such earlier date when the epidemic end by itself.

viii) Subsidiaries, Associates or Joint Ventures:

Your Company does not have any subsidiaries, associates or joint ventures.

ix) Evaluation of the Board's Performance:

The Nomination and Remuneration Committee of the Board of Directors had laid down the criteria for evaluation of its own performance, the Directors individually as well as the evaluation of working of its various Committee(s).

Evaluation Criteria :

Authority For Evaluation	Target Person for Evaluation
Nomination and Remuneration Committee (NRC)	All Directors (individually), Board and Committees
Independent Directors' Meeting (IDs)	a. Non-Independent Directors (Non-IDs). b. Chairperson (taking into account the views of Executive & Non-Executive Director(s)). c. Board as a Whole; and d. Committees of Board.
Board of Directors (BOD)	Independent Directors (excluding Participation of the ID being evaluated)

During the year under review, the Board, in compliance with the Companies Act, 2013 and applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has continued to adopt formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. A separate exercise was carried out to evaluate the performance of individual directors including the Board,



Directors' Report *(contd.)*

as a whole and the Chairman, who were evaluated on parameters such as their participation, contribution at the meetings and otherwise, independent judgements, safeguarding of minority shareholders interest, etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors in their separate meeting held on 13th February, 2020.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

x) **Nomination, Remuneration and Evaluation Policy:**

The Company on recommendation of its Nomination & Remuneration Committee has laid down a Nomination, Remuneration and Evaluation Policy in compliance with the provisions of the Companies Act, 2013 read with the Rules made therein and Regulation 19 read with part D of Schedule III of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered with the Stock Exchanges (as amended from time to time). This Policy is formulated to provide a framework and to set standards in relation to the following and details on the same are given in the Corporate Governance Report, attached as Annexure to this Board's Report:

- a. Criteria for appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management Executives of the Company.
- b. Remuneration payable to the Directors, KMPs and Senior Management Executives.
- c. Evaluation of the performance of the Directors.
- d. Criteria for determining qualifications, positive attributes and independence of a Director.

xi) **Vigil Mechanism (Whistle Blower Policy):**

The Company strongly follows the conduct of its affairs in a fair and transparent manner by adoption of high standards of professionalism, honesty, integrity and ethical behavior and accordingly as per the requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, your Company has framed its Whistle Blower Policy to enable all the employees and the directors to report any violation of the Code of Ethics as stipulated in the said policy.

By virtue of Whistle Blower Policy, the directors and employees of the Company are encouraged to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of the Company and its stakeholders in any way. The Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of Directors or employees or any other person who avails the mechanism from reprisals or victimization, for whistle blowing in good faith.

Details of establishment of the Vigil Mechanism have been uploaded on the Company's website: www.abcindia.com and also set out in the Corporate Governance Report attached as Annexure to this Board's Report.

xii) **Cost Records :**

The Company has maintained cost records as specified by the Central Government under section 148 (1) of the Companies Act, 2013 and accordingly such accounts and records are maintained.

xiii) **Internal Complaint Committee:**

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Directors' Report *(contd.)*

Secretarial Standards:

Secretarial Standards, i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors', and 'General Meetings' respectively to the extent as applicable have been duly followed by the Company.

Industrial Relations:

The Industrial relation during the year 2019-20 had been cordial. The Directors take on record the dedicated services and significant efforts made by the officers and Staff towards overall progress of the Company.

Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has zero tolerance for sexual harassment at workplace and has formulated and adopted an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Policy is gender neutral. During the year under review, no complaints with allegations of sexual harassment were received by the Company.

Company's Website:

The website of your Company, www.abcindia.com has been designed to present the Company's businesses up-front on the home page. The site carries a comprehensive database of information of all the services rendered including the Financial Results of your Company, Shareholding pattern, Corporate profile, details of Board Committees, Corporate Policies and business activities of your Company. All the mandatory information and disclosures as per the requirements of the Companies Act, 2013, Companies Rules 2014 and as per Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been displayed.

Corporate Governance:

Best Corporate Governance practice actually involves balancing the interest of the Company's various stakeholders such as shareholders, senior management executives, customers, suppliers, financiers, the government and community as a whole. It also provides the framework from attaining the Company's objectives by implementing suitable action plans and internal control measures towards improving performance measurement and corporate disclosure on a continual basis.

Your Company strives to ensure that best Corporate Governance practices are consistently identified, adopted and followed towards ensuring sustainable growth of business thereby enhancing stakeholders' value. Your Company has practiced sound Corporate Governance and takes necessary actions at appropriate times for enhancing and meeting stakeholders' expectations while continuing to comply with the mandatory provisions of Corporate Governance.

Your Company has given its deliberations to provide all the information in the Directors' Report and the Corporate Governance Report as per the requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered by the Company with the Stock Exchange(s) as a matter of prudence and good governance.

Pursuant to Regulation 34(3) read with Schedule V of The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, a report on Corporate Governance along with a certificate from Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary regarding compliance of conditions of Corporate Governance and certification by CEO i.e. the Managing Director of the Company and CFO are given in "Annexure- D, E & F" respectively to this report.

Code of Conduct:

The Code of Conduct for Directors, KMPs and Senior Executive of the Company is already in force and the same has been placed on the Company's website: www.abcindia.com.

All Board Members, KMPs and members of Senior Management have confirmed their compliance with the code of conduct and pursuant to Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure



Directors' Report *(contd.)*

Requirements) Regulations, 2015 and a declaration signed by Mr. Ashish Agarwal, Managing Director (CEO) to this effect is given as “Annexure G” to this Report.

Management Discussions & Analysis Report:

Pursuant to Regulation 34(2)(e) read with Schedule V of The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a report on Management Discussion & Analysis is given as “Annexure H” to this report.

Transfer of Amounts to Investor Education and Protection Fund:

Your Company have transferred the dividend for the F.Y. 2011-12 amounting to ₹3,44,460/- lying unpaid or unclaimed for a period of seven years to Investor Education and Protection Fund (IEPF) on 5th November, 2019.

Listing of Securities in Stock Exchanges:

The shares of the Company are presently listed at BSE Ltd. and The Calcutta Stock Exchange Ltd. The Company is registered with both NSDL & CDSL for holding the shares in dematerialized form and open for trading. The Company has paid the Annual Listing Fees to BSE and Custodian fees to the depositories. The Company had applied for delisting of shares from CSE and confirmation is awaited.

Significant & Material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's Operations in future:

There have been no significant & material order passed by the Regulators/ Courts/ Tribunals impacting the going concern status and Company's operations in future.

Cautionary Note:

The statements forming part of the Directors' Report may contain certain forward looking statements within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

Acknowledgement:

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation to all the employees for their commendable teamwork, exemplary professionalism and enthusiastic contribution during the year.

By Order of the Board of Directors

For **ABC INDIA LIMITED**

Place : Kolkata
Dated : 30th July, 2020

Vijay Kumar Jain
Director
DIN:00491871

Ashish Agarwal
Managing Director
DIN : 00351824

Annexure to the Directors' Report

Annexure "A"

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

To
The Members
ABC India Limited
P-10, New C.I.T Road
Kolkata-700073

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ABC India Limited** (hereinafter called 'the Company') bearing **CIN: L63011WB1972PLC217415**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by ABC India Limited ('the Company') for the financial year ended on **31st March, 2020, to the extent Acts / provisions of the Acts applicable**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



Annexure to the Directors' Report *(contd.)*

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that, having regards to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis and on representation made by the Company and its officers for compliances under other applicable Acts, laws and Regulations to the Company, the Company has complied with the laws applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Ltd and BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that -

The same person as appointed in the last financial year has been continued in the office of Company Secretary and Chief Financial Officer which seems to be inconsistent as per the provisions of Section 203(1) of the Companies Act, 2013.

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including a Woman Director. The changes in the composition of the Board of Directors during the period under review and the composition of Board of Directors of the Company are in conformity with the provisions of the Act.

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

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

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

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

(SANTOSH KUMAR TIBREWALLA)

Practising Company Secretary

Membership No. : 3811

Certificate of Practice No. : 3982

UDIN: F003811B000532231

Place: Kolkata

Date: 10th July, 2020

Annexure to the Directors' Report (contd.)

Annexure "B"

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 are as under :

Sl No.	Name of Director/ KMP and Designation	Remuneration of Director / KMP for financial year 2019-20 (₹ in lakhs)	% increase in Remuneration in the financial year 2019-20	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Anand Kumar Agarwal,* Chairman	37.75	10.47**	15:1**
2	Mr. Ashish Agarwal, Managing Director	141.91	75.16	33:1
3	Mr. Sanjay Agarwal, Company Secretary & Chief Financial Officer	24.25	12.79	-

* Deceased w.e.f. 22nd July, 2019

** On annualized basis

Note:

- No other Director other than the Chairman and Managing Director received any remuneration other than sitting fees during the financial year 2019-20.
- The median remuneration of employees of the Company during the financial year was ₹ 4,30,000/-.
- In the financial year, there was an increase of 13.91% in the median remuneration of employees;
- There were 107 permanent employees on the rolls of Company as on March 31, 2020.
- Average percentage increase made in the salaries of the employees other than the managerial personnel in the financial year 2019-20 was 5.59% whereas the increase in the managerial remuneration for the same financial year was 47.70%.
- It is hereby affirmed that the remuneration paid during the year ended 31st March, 2020 is as per the Remuneration Policy of the Company.

A. Statement pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

LIST OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN :

Sl No.	Name of Employees	Designation of the employee	Remuneration drawn during the financial year 2019-20 (₹ in lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience	Date of commencement of employment (DD-MM-YYYY)	Age	Last employment held before joining the Company	% of equity shares held in the Company	Whether relative of any Director or Manager of the Company and if so, name of such Director or Manager
1	Mihir Mani Tripathi	Senior Vice President	51.00	Permanent	B.E.(Civil), (32 Years 2 Month)	01-02-1988	58	Nil	0.0099	No

**Annexure to the Directors' Report** (contd.)

Sl No.	Name of Employees	Designation of the employee	Remuneration drawn during the financial year 2019-20 (₹ in lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience	Date of commencement of employment (DD-MM-YYYY)	Age	Last employment held before joining the Company	% of equity shares held in the Company	Whether relative of any Director or Manager of the Company and if so, name of such Director or Manager
2	Sanjay Agarwal	Company Secretary & Chief Financial Officer	24.25	Permanent	B.Com (Hons) CS,CMA (28 Years)	01-01-2015	52	Nissin ABC Logistics Pvt.Ltd.	Nil	No
3	Kamal Kumar Makharia	Vice President	21.75	Permanent	B.Com. (37 Years)	13-03-1986	57	East India Transport Agency	0.0127	No
4	Ram Naval Yadav	Asst. Vice President	20.00	Permanent	Inter (34 years)	01-10-2018	60	Nil	0.0069	No
5	Raj Kishor Agrawal	Asst. Vice President	19.50	Permanent	B.Sc., PGDCM, (27 Years 1 Months)	01-03-1993	56	Mega Byte Academy	0.0258	No
6	Pradeep Kumar Pandya	Asst. Vice President	19.00	Permanent	B.E. (20 Years 6 Months)	01-12-1999	48	Rajesh Strips Limited	Nil	No
7	Bibuti Bhusan Nayak	Asst. Vice President	17.50	Permanent	M.A,LLB, IRPM (28 years)	01-08-1992	53	Nil	0.0198	No
8	Sankarsan Mohapatra	General Manager	15.00	Permanent	B.COM, PGDGA, D.EXP MGMT (29 years)	01-07-2015	53	Panalpina World Transport India Pvt. Ltd.	Nil	No
9	Somnath Ganguly	Deputy General Manager	14.50	Permanent	M.BA (13 years)	18-04-2007	35	Nil	Nil	No
10	Satyaki Bhattacharya	Senior Accounts Manager	10.20	Permanent	B.COM. MBA (FINANCE) (12years)	16-04-2008	36	Nil	Nil	No

- B. **List of employees drawing a remuneration not less than ₹ 102.00 lakh per annum or ₹ 8.50 lakh per month, if employed for part of the year** : No employee in the Company has drawn remuneration falling under this category.
- C. There was no employee in employment throughout the financial year or part thereof, who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and do not holds by themselves or along with their spouse and dependent children, any equity shares in excess of two per cent of the paid up capital of the Company.

Annexure to the Directors' Report (contd.)

Annexure "C"

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

i.	CIN	L63011WB1972PLC217415
ii	Registration Date	27/10/1972
iii	Name of the Company	ABC INDIA LIMITED
iv	Category / Sub-Category of the Company	Public Company Limited by Shares
v	Address of the Registered office of and contact details	P-10, NEW C.I.T. ROAD, KOLKATA - 700073 VOICE : 033-22371745, 2461-4156, FAX – 033-2461-4193 EMAIL : vrm@abcindia.com
vi	Whether listed company - Yes/No	Yes
vii	Name, Address and Contact details of Registrar and transfer Agent, if any	MCS SHARE TRANSFER AGENT LIMITED 383, LAKE GARDENS, 1 ST FLOOR, KOLKATA- 700045 Phone: 91 33 40724051-54, Fax: 91 33 40724050 Email: mcssta@rediffmail.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:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1	Transportation & contract jobs	996511 & 996711	74.38%
2	Trading of petroleum products	999113	24.39%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
N.A.					

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 [As on 1 st April 2019]				No. of Shares held at the end of the year [As on 31 st March 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF/Partnership Firm	795064	0	795064	14.68	1220064	0	1220064	22.52	7.84
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00



Annexure to the Directors' Report (contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April 2019]				No. of Shares held at the end of the year [As on 31 st March 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	2457810	0	2457810	45.37	2032810	0	2032810	37.53	(7.84)
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A)	3252874	0	3252874	60.05	3252874	0	3252874	60.05	0.00
B. Public Shareholding									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Mutual Funds	0	100	100	0.00	0	100	100	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	100	100	0.00	0	100	100	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.	406634	2762	409396	7.55	399620	2762	402382	7.43	(0.12)
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	597259	323952	921211	17.01	554113	317802	871915	16.09	(0.92)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	687523	0	687523	12.69	743328	0	743328	13.72	1.03
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Individual	146128	0	146128	2.70	146633	0	146633	2.71	0.01
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Companies	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	1837544	326714	2164258	39.95	1843694	320564	2164258	39.95	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1837544	326814	2164358	39.95	1843694	320664	2164358	39.95	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	5090418	326814	5417232	100.00	5096568	320664	5417232	100.00	0.00

Annexure to the Directors' Report (contd.)

ii) Shareholding of Promoter-

SL NO.	Shareholder's Name	Shareholding at the beginning of the year as on 01/04/2019			Shareholding at the end of the year as on 31/03/2020			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anand Kumar Agarwal	60000	1.11	0.00	60000	1.11	0.00	0.00
2	Nirmal Agarwal	200000	3.69	3.69	200000	3.69	0.00	0.00
3	Sweta Agarwal	60000	1.11	0.00	60000	1.11	0.00	0.00
4	Ashish Agarwal	60000	1.11	0.00	175064	3.23	0.00	2.12
5	Kadambari Kapoor	19000	0.35	0.00	19000	0.35	0.00	0.00
6	Nirmal Agarwal & Ashish Agarwal Partner of Assam Bengal Carriers	281000	5.19	5.19	706000	13.03	5.19	7.84
7	Anand Kumar Agarwal Karta of M/s Anand Kumar & Sons	115064	2.12	0.00	0	0.00	0.00	(2.12)
8	ABC Financial Services Pvt Ltd	1468465	27.11	17.54	968465	17.88	16.61	(9.23)
9	Prabhudhan Investment Pvt Ltd	338625	6.25	6.18	338625	6.25	6.18	0.00
10	Bhoruka Properties Pvt Ltd	202687	3.74	2.77	202687	3.74	2.77	0.00
11	Sweta Financial Services Pvt Ltd	358293	6.61	4.61	433293	8.00	3.69	1.39
12	Prabhudhan Infrastructure Pvt Ltd	89740	1.66	1.11	89740	1.66	1.11	0.00
	Total	3252874	60.05	37.40	3252874	60.05	35.55	0.00

iii) Change in Promoters' Shareholding (please specify, if there is no change)

For each of Promoter	Shareholding at the beginning of the year as on 01/04/2019		Changes in shareholding (No. of shares)		Shareholding at the end of the year as on 31/03/2020	
	No. of Shares	% of total shares of the company	Increase	Decrease	No. of Shares	% of total shares of the company
ABC Financial Services Pvt Ltd	1468465	27.11	0	500000	968465	17.88

**Annexure to the Directors' Report** (contd.)**iv) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

For each of Top 10 shareholders	Shareholding at the beginning of the year as on 01/04/2019		Changes in shareholding (No. of shares)		Shareholding at the end of the year as on 31/03/2020	
	No. of Shares	% of total shares of the company	Increase	Decrease	No. of Shares	% of total shares of the company
Sanjiv Dhiresbhai Shah	182119	3.36	0	0	182119	3.36
Nirmal Hiroo Bharwani	90000	1.66	0	0	90000	1.66
Mansoul Commercial Pvt Ltd	86450	1.60	0	0	86450	1.60
Raghupati Singhania	80000	1.48	0	0	80000	1.48
Bharat Hari Singhania	80000	1.48	0	0	80000	1.48
Vinita Singhania	80000	1.48	0	0	80000	1.48
Anurupa Nimish Vasa	73492	1.36	0	0	73492	1.36
Stocktalks Private Ltd	70000	1.29	11000	0	81000	1.50
Adani Properties Pvt. Ltd.	65000	1.20	0	0	65000	1.20
Sanblue Corporation Ltd	40600	0.75	0	0	40600	0.75

v) Shareholding of Directors and Key Managerial Personnel:

For each of Directors and Key Managerial Personnel	Shareholding at the beginning of the year as on 01/04/2019		Changes in shareholding (No. of shares)		Shareholding at the end of the year as on 31/03/2020	
	No. of Shares	% of total shares of the company	Increase	Decrease	No. of Shares	% of total shares of the company
Anand Kumar Agarwal	60000	1.11	0	0	60000	1.11
Ashish Agarwal	60000	1.11	115064	0	175064	3.23
Vijay Kumar Jain	400	0.01	0	0	400	0.01

V. INDEBTEDNESS**- Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness Amount (₹)
Indebtedness at the beginning of the financial year				
i) Principal Amount	111815221	62317701	0	174132922
ii) Interest accrued but not due	107369	238390	0	345759
iii) Prepaid Processing Fees	(440212)	(66820)	0	(507032)
Total (i+ii+iii)	111482378	62489271	0	173971649
Change in Indebtedness during the financial year				
Addition	3905500	43500000	0	47405500
Reduction	59491356	39235273	0	98726629
Net Change	(55585856)	4264727	0	(51321129)
Indebtedness at the end of the financial year				
i) Principal Amount	55896522	66753998	0	122650520
ii) Interest accrued but not due	52236	235464	0	287700
iii) Prepaid Processing Fees	(303293)	(346462)	0	(649755)
Total (i+ii+iii)	55645465	66643000	0	122288465

Annexure to the Directors' Report (contd.)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SL NO.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹)
		Anand Kumar Agarwal*	Ashish Agarwal	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	772258	9000000	9772258
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2518285	1419735	3938020
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total (A)	3290543	10419735	13710278
	Ceiling as per the Act	Due to inadequate profit ceiling applies as per Section II of Part II of Schedule V of the Companies Act, 2013		

* Deceased w.e.f. 22nd July, 2019

B. Remuneration to other directors

SL NO.	Particulars of Remuneration	Name of Directors			Total Amount (₹)
		Vijay Kumar Jain	RachnaTodi	Siddharth Kapoor	
	Independent Directors (Non Executive)				
	Fee for attending board committee meetings	28000	28000	0	56000
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (B)	28000	28000	0	56000
	Ceiling as per the Act	₹ 1,00,000/- per meeting of the Board or Committee thereof.			
	Total Managerial Remuneration (A+B)				13766278
	Overall Ceiling as per the Act	Due to inadequate profit ceiling applies as per Section II of Part II of Schedule V of the Companies Act, 2013			



Annexure to the Directors' Report (contd.)

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

SL. NO.	Particulars of Remuneration	Key Managerial Personnel	
		Sanjay Agarwal CS & CFO	Total Amount (₹)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2132001	2132001
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	32400	32400
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit others, specify...	0	0
5	Others, please specify	0	0
	Total	2164401	2164401

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 Punishment Compounding			NIL		
B. DIRECTORS					
Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment Compounding			NIL		

Annexure to the Directors' Report *(contd.)*

Annexure "D"

CORPORATE GOVERNANCE REPORT

(1) Company's Philosophy on Code of Governance:

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organization. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value.

Your Company is committed towards augmenting the value of the Company among its stakeholders and the society as a whole. The Company in terms of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has adopted practice of Corporate Governance for ensuring and protecting the rights of its shareholders by means of transparency, integrity, accountability and checks at different levels of the management of the Company.

Your Company is in compliance with the requirements of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('Listing Regulations').

(2) Board of Directors:

- (a) The Composition of the Board comprises of optimum combination of Executive and Non- Executive Directors including one Woman Director as per the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The composition and category of Directors is detailed as follows:

Sl. No	Name of the Directors	Category
1	Mr. Anand Kumar Agarwal*	Executive - Executive Chairman - Promoter
2	Mr. Ashish Agarwal	Executive - Managing Director - Promoter
5	Mr. Vijay Kumar Jain	Non-Executive – Independent
6	Mr. Siddarth Kapoor	Non-Executive
7	Mrs. Rachana Todi	Non-Executive - Independent - Woman Director

* Deceased w.e.f. 22nd July, 2019

The aforesaid Directors meet all the criteria as provided in the Companies Act, 2013 and applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The appointment letters issued to the above Independent Directors sets out their roles, responsibilities, fiduciary duties in the Company and the expectation of the Board from them along with other terms of their appointment.

All the members of the Board are provided with necessary documents and reports to familiarize them with the Company's working procedures and practices. Periodic presentations are made at Board and Committee meetings on business and financial performance updates of the Company including business strategy and risk factors. The Board members take active part at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

The Company in accordance with applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has taken initiatives to familiarize its Independent Directors (IDs) with the Company, their roles, rights, responsibilities in the Company,



Annexure to the Directors' Report (contd.)

nature of the industry in which the Company operates, business model of the Company, etc., through familiarization programme as posted on the website of the Company at www.abcindia.com.

None of the Directors held Directorship in more than 10 Public Limited Companies and/or were members of more than 10 Committees or acted as Chairperson of more than 5 Committees across all Public Limited Companies in which they are Directors.

In terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended w.e.f 1 April, 2019, none of the Directors of the Company held Directorships in more than 8 (eight) Listed Entities and none of the Independent Directors of the Company held Directorship in 7 (seven) Listed Entities.

The Managing Director does not serve as Independent Director in any other listed Company.

The Board has carried out performance evaluation of Independent Directors and recommended to continue the term of their appointment.

(b) Attendance of each Director at the Board meetings and the Last Annual general meeting (AGM) and also number of other Directorships/Membership of Committee of each Director in various Companies:

Name of the Directors	Attendance Particulars		No. of other Directorships and other committee memberships/chairmanships held**		
	Board Meetings	Last AGM	Other Directorship #	Committee Memberships ##	Committee Chairmanships ##
Mr. Anand Kumar Agarwal*	1	N.A	Nil	Nil	Nil
Mr. Ashish Agarwal	4	Present	1	Nil	Nil
Mr. Vijay Kumar Jain	4	Present	Nil	Nil	Nil
Mr. Siddarth Kapoor	4	Present	Nil	Nil	Nil
Mrs. Rachana Todi	4	Present	Nil	Nil	Nil

* Deceased w.e.f. 22nd July, 2019

excludes Directorship in Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

Membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee have been considered.

(c) The list of Companies where the persons are Directors and the category of Directorship are as follows:

Name of the Director	Name of the Listed Entity where the person is Director	Category of Directorship
Mr. Anand Kumar Agarwal*	Nil	N.A.
Mr. Ashish Agarwal	TCI Industries Limited	Non-Executive Director
Mr. Vijay Kumar Jain	Nil	N.A.
Mr. Siddarth Kapoor	Nil	N.A.
Mrs. Rachana Todi	Nil	N.A.

* Deceased w.e.f. 22nd July, 2019

Annexure to the Directors' Report *(contd.)*

(d) Number of Board meetings held and dates on which held

During the financial year ended March 31, 2020, 4 (four) Board meetings were held on May 28, 2019, August 13, 2019, November 14, 2019 and February 13, 2020. The gap between any two consecutive meetings did not exceed one hundred and twenty days in terms of Regulation 17 (2) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange.

Expertise & Skills of the Board of Directors:

The Board of Directors of the Company are required to uphold ethical standards of integrity and probity and are required to have expertise, experience and core knowledge in the sectors relevant for the growth of the Company.

The Board members of the Company are holding such skills, expertise and competencies that allow them to make effective contribution to the Board and its Committees.

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Finance: Leadership in Corporate/ business finance is an important and inevitable function and efficient financial management is crucial for success and sustenance. It results in proficiency in financial management, procurement and utilisation of funds and controlling the financial activities and management of financial resources.

Strategy & Planning: Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.

Global Business: Understanding of global business dynamics, across various geographical markets with an understanding of industry verticals, regulatory jurisdictions, economic conditions, cultures and a broad perspective on global market opportunities.

Leadership: Leadership experience leads to maximize efficiency and to achieve Company goals by understanding the opportunities and threats, processes, strategic planning and risk management and discussing the financial performance and long-term growth.

Procurement, Sales & Marketing: Experience in participating for Tenders with Public sector Undertakings and developing strategies to grow sales and market share, build brand awareness and enhance Company reputation.

Governance: Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements, driving corporate ethics and values and observing appropriate governance practices.

Administration: Leadership in administration of a Company, results in long-term growth by planning, organising, directing and controlling the operations, creating rules and regulations and making decisions towards achieving a common goal or objective of the Company.

Separate Meeting of the Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and in terms of Regulation 25(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has facilitated holding of a separate meeting of the



Annexure to the Directors' Report (contd.)

Independent Directors, which was held on 13th February, 2020 and inter alia has reviewed :-

- i. the performance of non-independent Directors and the Board as a whole ;
- ii. the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors ; and
- iii. assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

Details of Directors seeking appointment / re-appointment

The Details of Directors seeking appointment / re-appointment as required under Regulation 36(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in annexure to the notice which forms part of this Report.

Relationship between the Directors inter se:

The disclosure of relationships between Directors inter se as required under Regulation 34(3) and Schedule V of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is as follows:

Name of Director	Name of Other Director	Name of Relationship
Anand Kumar Agarwal	Ashish Agarwal	Son
Ashish Agarwal	Anand Kumar Agarwal	Father

Shares held by Non-Executive Directors as on 31.03.2020:

Name of the Directors	No. of Equity shares held
Mr. Vijay Kumar Jain	400
Mr. Siddarth Kapoor	Nil
Mrs. Rachana Todi	Nil

Familiarisation Programme imparted to Independent Directors:

Familiarisation Programme intends to provide insights into the Company so that the Independent Directors can understand the Company's business in depth and the roles, rights, responsibility that they are expected to perform/enjoy in the Company to keep them updated on the operations and business of the Company thereby facilitating their active participation in managing the affairs of the Company.

As required under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company held various familiarisation programmes for the Independent Directors throughout the year on an ongoing and continuous basis with a view to familiarising the independent Directors with the Company's operations. The familiarisation programmes carried out during the year include:-

1. Presentations made by business and functional heads of the Company from time to time on different functions and areas.
2. Presentations made and deliberations held from time to time on major changes and developments in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure to the Directors' Report *(contd.)*

The familiarization programme of the Company for its Independent Directors has been disclosed on the Company's website at www.abcindia.com.

(3) Audit Committee :

Pursuant to Regulation 18 of the SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013 and rules framed thereunder the Audit Committee has been constituted to monitor and supervise the Company's financial reporting process. The Audit Committee has been entrusted with review of quarterly and annual financial statements before submission to the Board, review of observations of auditors and to ensure compliance of internal control systems, authority for investigation and access for full information and external professional advice for discharge of the functions delegated to the Committee by the Board. Mr. Vijay Kumar Jain (Non-Executive Independent Director) acts as the Chairman of the Committee.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on 25th September, 2019.

Mr. Vijay Kumar Jain, Non-Executive Independent Director continued to be the Chairman of the Committee during the year under review.

Mr. Siddarth Kapoor, Non-Executive Director and Mrs. Rachana Todi, Non-Executive Independent Director continued to be the Members of the Committee during the year under review.

All the members of the Committee are financially literate.

The scope of the Audit Committee, inter alia includes:

- a) Review of the Company's financial reporting process, the financial statements and financial/risk management policies ;
- b) Review of the adequacy of the internal control systems and finance of the internal audit team;
- c) Discussions with the management and the external auditors, the audit plan for the financial year and joint post-audit and review of the same ;
- d) Recommendation for appointment, remuneration & terms of Appointment of Auditors, etc.

(a) Terms of reference:

The present terms of reference / scope and function of the Audit Committee are as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgement by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report



Annexure to the Directors' Report *(contd.)*

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Examining the financial statement and the auditor's report thereon;
21. Monitoring the end use of funds raised through public offers and related matters;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
23. To review -
 1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions, submitted by management;
 3. Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
 4. Internal audit reports relating to internal control weaknesses, etc.
 5. Secretarial audit report relating to suspected fraud or irregularity or a failure of compliance of any legislation.

Annexure to the Directors' Report *(contd.)*

6. Review the appointment, removal and terms of remuneration of the chief internal auditor.

The Audit committee is empowered to investigate any activities within its terms of reference, seek information from employees, obtain outside legal or other professional advice or secure attendance of outside experts of relevant field as and when necessitated. The Audit Committee also reviews such matters as referred to it by the Board.

(b) Composition of the Committee

The Audit Committee comprises of two Non-executive Independent Directors and one Non-executive non-Independent Director, all having financial management and accounting knowledge. The members of the Audit Committee as on March 31, 2020 are;

Name of the Members	Designation	Category
Mr. Vijay Kumar Jain	Chairman	Non-Executive Independent
Mr. Siddarth Kapoor	Member	Non-Executive
Mrs. Rachana Todi	Member	Non-Executive Independent

Mr. Sanjay Agarwal, Company Secretary and Compliance Officer of the Company acts as the Secretary of the Committee.

(c) Meetings and Attendance

During the financial year ended March 31, 2020, 4 (four) Audit Committee meetings were held on May 28, 2019, August 13, 2019, November 14, 2019 and February 13, 2020. The attendance details of each member at the Audit Committee meetings are given below:

Name of the Members	No. of meetings Attended
Mr. Vijay Kumar Jain	4
Mr. Siddarth Kapoor	2
Mrs. Rachana Todi	4

The Audit Committee Meetings are held at Company's Corporate Office and attended by members of the Committee, the Chief Financial Officer, Accounts Heads, Unit Heads. Company's Statutory Auditors and the Internal Auditors are also invited for discussions as and when required.

(4) Nomination & Remuneration Committee:

(a) Terms of reference :

The terms of reference of the Nomination & Remuneration Committee are as follows:

- i. To identify persons who are qualified to become Directors and who may be appointed in the Senior management in accordance with the criteria laid down and to recommend to the Board their appointment, terms of appointment and/or removal;
- ii. To formulate a criteria for determining the qualification, positive attitudes, independence of a Director and evaluation of Independent Directors and the Board;
- iii. To evaluate every Directors performance;
- iv. To recommend to the Board a policy, relating to the remuneration for the Directors, key managerial persons and other employees;
- v. To ensure that the level of composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- vi. To ensure that the relationship of remuneration to performance is clear and meets the appropriate performance benchmarks;



Annexure to the Directors' Report *(contd.)*

- vii. To ensure that the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- viii. To devise a policy on Board diversity.
- ix. To recommend to the Board, all remuneration, in whatever form, payable to senior management;
- x. To Carry out any other function as is mandated by the Board of Directors of our Company or prescribed by the Listing Agreement/applicable regulations of the SEBI (LODR) Regulations, 2015 as amended, from time to time ;
- xi. To invite any employee or such document as it may deem fit for exercising of its functions;
- xii. To obtain such outside or professional advice as it may consider necessary to carry out its duties.

(b) Composition of the Committee:

The members of the Committee as on March 31, 2020 are;

Name of the Members	Designation	Category
Mr. Vijay Kumar Jain	Chairman	Non Executive Independent
Mr. Siddarth Kapoor	Member	Non Executive
Mrs. Rachana Todi	Member	Non Executive Independent

Mr. Sanjay Agarwal, Company Secretary and Compliance Officer of the Company acts as the Secretary of the Committee.

(c) Meetings and Attendance:

During the financial year ended March 31, 2020, a meeting of the Committee was held on February 13, 2020.

Name of the Members	No. of meetings Attended
Mr. Vijay Kumar Jain	1
Mr. Siddarth Kapoor	1
Mrs. Rachana Todi	1

The Chairman of the Nomination & Remuneration Committee was present at the Annual General Meeting of the Company held on 25th September, 2019.

Mr. Vijay Kumar Jain, Non-Executive Independent Director continued to be the Chairman of the Committee during the year under review.

Mr. Siddarth Kapoor, Non-Executive Director and Mrs. Rachana Todi, Non-Executive Independent Director continued to be the Members of the Committee during the year under review.

(d) Board Evaluation :

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees. The objective of the board evaluation includes improvement in the effectiveness of board, Committees and individual Directors, to enhance their strengths and to overcome the short comings, the evaluation process focuses on various issues facing the Company and their prioritization, quality of deliberations at Board and Committee meetings, review of specific issues of importance dealt during the evaluation period.

The process of Board Evaluation broadly comprises of following:

- The Board evaluates the performance of the Independent Directors excluding the Directors being evaluated.

Annexure to the Directors' Report *(contd.)*

- The Nomination and Remuneration Committee evaluates the performance of each Director with respect to the responsibility as entrusted on him/ her.
- The Independent Directors evaluates the performance of the Non- Independent Directors including the Chairperson of the Company taking into account the views of the Executive and Non- Executive Directors and the Board as a whole.
- Performance Evaluation of the various Committee of the Board.

(e) Performance evaluation criteria for Independent Directors :

The following criteria may assist in determining how effective the performances of the Independent Directors have been:

- Leadership & Managerial abilities.
- Contribution to the corporate objectives & plans.
- Communication of expectations & concerns clearly with subordinates.
- Obtaining adequate, relevant & timely information from external sources.
- Review & approval of strategic & operational plans of the Company, its objectives and budgets.
- Regular monitoring of corporate results against projection.
- Identification, monitoring & mitigation of significant corporate risks.
- Assessment of policies, structures & procedures followed in the Company and their significant contribution to the same.
- Direct, monitor & evaluate KMPs, senior officials.
- Regularity in attending meetings of the Company and inputs therein.
- Review & Maintenance of corporation's ethical conduct.
- Ability to work effectively with rest of the Board of Directors.
- Commitment to the promotion of equal opportunities, health and safety in the workplace.

(5) Managerial Remuneration:

(a) Remuneration Policy /Criteria

- i. **Executive Directors** : The Company follows the policy to fix remuneration of Managing Director & Whole Time Directors by taking into account the financial position of the Company, trend in the Industry, qualification, experience, past performance and past remuneration of the respective Directors in the manner to strike a balance between the interest of the Company and the Shareholders.
- ii. **Non-Executive Directors** : The Non-executive Directors (including Independent Directors) are paid sitting fees on uniform basis.
- iii. **KMPs & Senior Management Personnel** : The moto of determining policy for payment of remuneration to the KMPs and Senior Management Personnel are to motivate and retain them for longer term for the better perspective and growth of the Company. The criteria also oversees the industry trend, quality and experience of the personnel. These factors not only contributes to the Company but makes their job satisfaction.

(b) Sitting Fees :

The sitting fees paid to the Non-Executive Directors for attending the Board meetings for the financial year under review were duly recommended by the Board and were within the limits as specified in the Companies Act, 2013 and the rules framed thereunder.



Annexure to the Directors' Report (contd.)

Remuneration to Directors:

The Statement of the remuneration paid/payable to the Managing /Wholetime Directors/ Executive Directors and Sitting fees paid /payable to the Non-Executive Directors is given below :

(Amount in ₹)

Name of the Directors	Remuneration paid / payable for 2019-20				Service Contract	
	Salary (₹)	Benefits (₹)	Sitting Fees (₹)	Total Remuneration (₹)	Period	Effective from
Mr. Anand Kumar Agarwal*	772258	3002446	-	3774704	3 Years	01.09.2017
Mr. Ashish Agarwal	9000000	5191335	-	14191335	3 Years	01.08.2017
Mr. Vijay Kumar Jain	-	-	28000	28000	-	-
Mr. Siddarth Kapoor	-	-	-	-	-	-
Mrs. RachanaTodi	-	-	28000	28000	-	-

* Deceased w.e.f. 22nd July, 2019

Note :

- The appointment/ agreement of the Managing Director can be terminated by giving three months notice by either party.
- Mr. Siddarth Kapoor has voluntarily decided to waive the sitting fees for the F.Y. 2019-20.

(6) Stakeholders Relationship Committee:

Composition of the Committee:

The members of the Stakeholders' Relationship Committee as on 31st March, 2020 are;

Name of the Members	Designation	Category
Mr. Vijay Kumar Jain	Chairman	Non Executive Independent
Mr. Siddarth Kapoor	Member	Non Executive
Mrs. Rachana Todi	Member	Non Executive Independent

Mr. Sanjay Agarwal, Company Secretary and Compliance Officer of the Company acts as the Secretary of the Committee.

The Committee oversees the transfer and transmission of shares, issue of duplicate share certificates, approving of split and consolidation requests, disposal of all complains / grievances of shareholders like non-transfer of Shares, non-receipt of Annual Report, non-receipt of Dividends, dematerialization & re-materialization of Shares, etc.

The Chairman of the Stakeholders' Relationship Committee was present at the Annual General Meeting of the Company held on 25th September, 2019.

Mr. Vijay Kumar Jain, Non-Executive Independent Director continued to be the Chairman of the Committee during the year under review.

Mr. Siddarth Kapoor, Non-Executive Director and Mrs. Rachana Todi, Non-Executive Independent Director continued to be the Members of the Committee during the year under review.

Meetings and Attendance:

During the financial year ended March 31, 2020, 9 (Nine) Stakeholders' Relationship Committee meeting was held on May 28, 2019, June 10, 2019, June 22, 2019, August 13, 2019, September 18, 2019, November 14, 2019, December 17, 2019, January 1, 2020, and February 13, 2020. The attendance details of each member at the Stakeholders' Relationship Committee meeting are given below:

Annexure to the Directors' Report (contd.)

Name of the Members	No. of meetings Attended
Mr. Vijay Kumar Jain	9
Mr. Siddarth Kapoor	7
Mrs. Rachana Todi	9

Shareholders' Complaints:

The numbers of shareholders'/ investors' complaints received, resolved/ replied and pending during the year under review are as under :

Nature of complaints	Received	Resolved/ Replied	Pending
Non-receipt of share certificates	2	2	Nil
Non-receipt of dividend	1	1	Nil
Non-receipt of annual reports	Nil	Nil	Nil
Others	Nil	Nil	Nil
Total	3	3	Nil

(7) Corporate Social Responsibility Committee

Composition of the Committee

The Corporate Social Responsibility Committee was constituted by the Board on 29th May, 2014 and the Composition of the Committee as on 31st March, 2020 are;

Names of the Members	Designation	Category
Mrs. Rachana Todi	Chairman	Non Executive Independent
Mr. Vijay Kumar Jain	Member	Non Executive Independent
Mr. Siddarth Kapoor	Member	Non Executive

Mr. Sanjay Agarwal, Company Secretary and Compliance Officer of the Company acts as the Secretary of the Committee.

The Company did not fall under the purview of Section 135 of the Companies Act, 2013 and the relevant rules made thereunder are not applicable for the year under review.

(8) General Body Meetings:

(a) Date, Time and Location where last three Annual General Meeting held:

Nature of the General Meeting	Date & Time	Venue	If Special Resolution(s) Passed
Annual General Meeting F.Y.2018-19	25 th September, 2019 03:00 P.M.	Bharatiya Bhasha Parishad, Kolkata, West Bengal	Yes
Annual General Meeting F.Y.2017-18	21 st September, 2018 03:00 P.M.	Bharatiya Bhasha Parishad, Kolkata, West Bengal	Yes
Annual General Meeting F.Y.2016-17	20 th September, 2017 03:00 P.M.	Bharatiya Bhasha Parishad, Kolkata, West Bengal	Yes

(b) No Special Resolution was required to be passed through Postal Ballot during the last year.

(9) Means of Communication :

The quarterly and the half yearly un-audited financial results, published in the format prescribed by the Listing Regulations read with the Circular(s) issued thereunder, are approved and taken on record by the Board of Directors of the Company within 45 days of the close of the relevant quarter. The approved results were forthwith uploaded on the designated portal of the Stock Exchange where the Company's shares are listed, viz. BSE Online



Annexure to the Directors' Report (contd.)

Portal of BSE Ltd. (BSE) and submitted to Calcutta Stock exchange (CSE). The results were also published within 48 hours in the relevant newspapers and also displayed on the Company's website at www.abcindia.com.

The Company publishes the audited annual financial results within the stipulated period of 60 days from the close of the financial year as required by the Listing Regulations. The annual audited financial results were also uploaded on BSE Online Portal of BSE and submitted to Calcutta Stock exchange (CSE), published in the newspapers and displayed on the Company's website.

The Company's website display official news releases as and when occurred. The Company has not made any presentations to institutional investors or to the analysts.

(10) General Information for Shareholders :

(a) Annual General Meeting (Date, Time & Venue):

Friday, the 25th day of September, 2020 at 3:00 P.M. and deemed to be held at the Corporate office at 40/8, Ballygunge Circular Road, Kolkata-700019.

(b) Financial Year : 1st April to 31st March

(c) Dividend payment:

The Board have not recommended any Dividend on Equity Shares for the financial year ended on 31st March, 2020.

(d) Date of Book closure :

Saturday, 19th September, 2020 to Friday, 25th September, 2020 (both days inclusive)

(e) Listing Details:

The Shares of your Company are listed on the BSE Limited at P. J. Towers, Dalal Street, Mumbai-400001 and Calcutta Stock Exchange Association Ltd. at 7, Lyons Range, Kolkata-700001.

The Scrip code of the shares of the Company at BSE is 520123 and CSE is 10011146.

Demat ISIN number for NSDL and CDSL is INE 125D01011.

No Listing fees are due as on date to the aforesaid Stock Exchanges.

(f) Stock Market Price Data:

Monthly High/Low price during the last Financial Year at BSE Limited depicting liquidity of the Equity Shares is given hereunder:

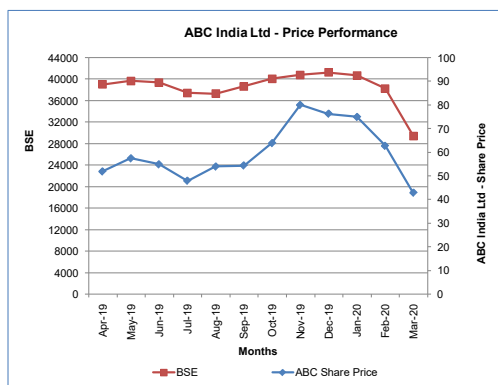
Month	Bombay Stock Exchange (BSE)		
	Month's High Price	Month's Low Price	Volume
April, 2019	58.50	50.30	15031
May, 2019	67.25	44.50	33132
June, 2019	68.95	49.30	20849
July, 2019	63.50	45.00	78706
Aug, 2019	59.50	38.25	37152
Sept, 2019	73.00	52.00	59958
Oct, 2019	68.90	54.35	24327
Nov, 2019	81.90	56.20	36323
Dec, 2019	87.00	72.05	24275
Jan, 2020	82.50	67.00	68573
Feb, 2020	78.45	49.90	17646
Mar, 2020	67.00	30.50	26430

There was no trading in the Calcutta Stock Exchange due to non-functional of its trading platform.

Annexure to the Directors' Report (contd.)

(g) Share price performance in comparison to broad based indices BSE Sensex for the financial year 2019-20:

Month	BSE SENSEX (Closing)	Monthly Closing Price
April, 2019	39,031.55	52.00
May, 2019	39,714.20	57.50
June, 2019	39,394.64	55.00
July, 2019	37,481.12	47.90
Aug, 2019	37,332.79	54.00
Sept, 2019	38,667.33	54.35
Oct, 2019	40,129.05	64.00
Nov, 2019	40,793.81	80.05
Dec, 2019	41,253.74	76.30
Jan, 2020	40,723.49	75.00
Feb, 2020	38,297.29	62.85
Mar, 2020	29,468.49	42.90



- (h) Registrar and Transfer Agent :** MCS Share Transfer Agent Ltd.
(SEBI Registration No. INR000004108)
383, Lake Gardens, 1st Floor, Kolkata-700 045
Tel : 033 40724051-53, Fax: 033 40724050; E-mail: mcssta@rediffmail.com

(i) Share Transfer System :

Share Transfer System is entrusted to the Registrar and Share Transfer Agents. The Stakeholders Relationship Committee is empowered to approve the Share Transfers. The Share Transfer, transmission of Shares, Issue of duplicate certificate, etc. is endorsed by Directors/Executives/ Officers as may be authorised by the Committee. Request for transfers received from members and miscellaneous correspondence are processed/resolved by the Registrars within the stipulated time.

(j) Unclaimed Dividends :

The Company is required to transfer dividend(s) which have remained unpaid/ unclaimed for a period of seven years to the Investor Education & Protection Fund (IEPF) established by the Central Government. During financial year 2020-21, final dividend for the year 2012-13 declared at the Annual General Meeting of the Company held on 23rd September, 2013 if remained unpaid/ unclaimed on date i.e. 30th October, 2020 will be required to be transferred to the IEPF Authority. Your Company have transferred the dividend for the F.Y. 2011-12 amounting to ₹ 3,44,460/- lying unpaid or unclaimed for a period of seven years to Investor Education and Protection Fund (IEPF) on 5th November, 2019.



Annexure to the Directors' Report (contd.)

(k) Transfer of Shares to Investor Education & Protection Fund (IEPF) (in case where Unclaimed Dividend(s) have been transferred to IEPF for a consecutive period of seven years:

In terms of Section 124 and 125 of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividends has remained unpaid/ unclaimed for a consecutive period of 7 (seven) years or more from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

As required under the said Rules, the Company is in the process of transferring Shares to IEPF A/c. Further, it may also be noted that in terms of Section 124(6) and 125(3) of the Companies Act, 2013 read with Rule 7 of the IEPF Rules, shares and dividends which have been transferred to the IEPF Authority may be claimed by making an online application in Form No. IEPF-5, which is available at www.iepf.gov.in.

(l) Details of outstanding shares in the Unclaimed Suspense Account:

In terms of Regulation 39(4) read with Schedule VI of the Listing Regulations, there is no equity shares lying in the suspense account which was issued in either demat form and physical form.

(m) Distribution of Shareholding as on 31st March, 2020:

No. of Equity Shares held	No. of shareholders	% of shareholders	No. of Shares held	% of Shareholding
1 – 500	4692	93.92	494282	9.12
501- 1000	131	2.62	100929	1.86
1001- 2000	72	1.44	102209	1.89
2001- 3000	25	0.50	60358	1.11
3001- 4000	17	0.34	60188	1.11
4001- 5000	8	0.16	37561	0.70
5001- 10000	9	0.18	70643	1.30
10001-50000	23	0.46	439127	8.11
50001-100000	11	0.22	845682	15.61
100001 & Above	8	0.16	3206253	59.19
Total	4996	100.00	5417232	100.00

(n) Shareholding Pattern as on 31st March, 2020:

Category	No. of Shares held	% of Shareholding
Promoter & Promoter Group (Indian)	3252874	60.05
Promoter & Promoter Group (Foreign)	0	0.00
Banks/Financial Institutions/Mutual Funds	100	0.00
Body Corporates	402382	7.43
Resident Individuals	1615243	29.82
Trusts	0	0.00
NRIs	146633	2.70
Total	5417232	100.00

(o) Dematerialization of Shares:

ISIN : INE 125D01011

5096568 equity shares of the Company are held in Dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) representing 94.08% of the paid-up share Capital of the Company as on 31st March, 2020.

Annexure to the Directors' Report *(contd.)*

(p) Outstanding Instruments:

The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments. As such there is no impact on Equity Shares of the Company.

- (q) Commodity Price Risk/ : Not applicable to the Company as Company is not associated
Foreign Exchange Risk and with hedging activities.
Hedging activities**

(r) Plant Location:

The Company is not a manufacturing unit and does not have any plant. However, the offices of the Company are located in almost all main cities of India.

- (s) Address for correspondence :** ABC India Ltd.
40/8, Ballygunge Circular Road, Kolkata-700019
Phone: 033-24614156/24614157, Email: vrmd@abcindia.com

(t) Credit Rating:

Your Company has obtained BBB- (Triple B Minus) and A3 (A Three) credit ratings for its Long-term and Short-term bank facilities, respectively, issued by Care Ratings Limited (A Credit Rating Company).

(11) Other Disclosures:

- a. Disclosures on materially significant related party transactions i. e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

All transactions entered with related parties during the FY 2019-20 are on arm's length basis and were in the ordinary course of business and hence not falling under the provisions of Section 188 of the Companies Act, 2013. There have been no materially significant related party transactions with the Company's Promoters, Directors and others as defined in section 2(76) of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which may have potential conflict with the interest of the Company at large.

Transactions with related parties are disclosed in Note no. 38.7 to notes to the accounts in the Annual Report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website: www.abcindia.com.

- b. **Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or Securities and Exchange Board of India or any Statutory Authority, on any matter related to the capital markets, during the last three years.**

The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other Statutory Authority related to the capital markets during last three years.

No penalty or strictures have been imposed on the Company by any of the aforesaid authorities during the last three years.

- c. **Vigil Mechanism/Whistle Blower Policy :**

The Whistle Blower policy of the Company is in place and the Company not denied access to Audit Committee by any personnel of the Company.

- d. **Policy for determining 'material' subsidiaries:**

The Company does not have any material non-listed Indian Subsidiary as defined in Regulation 24 of



Annexure to the Directors' Report *(contd.)*

Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e. Web link where policy on dealing with related party transactions :

Policy on dealing with related party transaction is displayed at the website of the Company
www.abcindia.com

f. Disclosures of commodity price risks and commodity hedging activities:

The Company is not associated with hedging activities.

g. Certificate from Company Secretary in practice:

As required under the provisions of Schedule V of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from a Company Secretary in Practice have been received stating that none of the Directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

h. Fees of Statutory Auditors paid by the Company:

The total fees for all services paid by the Company to the statutory auditor M/s. BDS & Co., Chartered Accountants (Firm Registration No. 326264E) was ₹4.50 lacs (Rupees Four Lacs Fifty Thousand only). M/s BDS & Co., is not a part of any entity/firm which are in the same network of the Company.

i. Accounting Treatment in preparation of financial statement:

The Company has prepared its financial statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 and rules framed thereunder.

j. Risk Management :

The Company has identified risk involved in respect to its products, quality, cost, location and finance. It has also adopted the procedures / policies to minimize the risk and the same are reviewed and revised as per the needs to minimize and control the risk.

k. CEO / CFO certification:

The CEO i.e. the Managing Director of the Company and CFO certification as required under Regulation 17(8) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report.

l. Management Discussion and Analysis Report:

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report.

(12) Disclosure of compliance with mandatory requirements and adoption of non-mandatory requirements of the Corporate Governance :

The Company has complied with all the applicable Regulations of SEBI (LODR) Regulations, 2015 and has adopted the following non-mandatory requirements of the aforesaid Regulations :-

Reporting of Internal Auditor : The Internal Auditors report directly to the Audit Committee.

The Company has taken cognizance of other non-mandatory requirements as set out in applicable Regulations of SEBI (LODR) Regulations, 2015 and shall consider adopting the same at an appropriate time.

Annexure to the Directors' Report *(contd.)*

(13) Disclosure of non-compliance of any requirement of Corporate Governance Report of Sub-Paras (2) to (12) above, with reasons thereof:

There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (12) above, thus no explanations need to be given.

(14) Disclosure of the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:

- a. Office to Executive Chairperson: Since the demise of Mr. Anand Kumar Agarwal, the office was not filled up. However, until his demise, there was no need to maintain separate office by Chairperson of the Company since it has already provided office to the Chairperson at the Corporate Office of the Company.
- b. The financial statement of your Company is continued to be with unmodified audit opinion.
- c. Separate posts of Chairperson and CEO: The Company does not have any regular Chairperson since the demise of Mr. Anand Kumar Agarwal. Mr. Ashish Agarwal, Managing Director continues to be the CEO of the Company.
- d. The Internal Auditors report directly to the Audit Committee.

(15) Whistle Blower (Vigil Mechanism) Policy :

As per the requirements of the Companies Act, 2013 and the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had established a mechanism for employees to report concerns for unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics. It also provides for adequate safeguards against the victimization of employees who avail the said mechanism. This policy also allows the direct access to the Chairperson of the Audit Committee. The Audit Committee is committed to ensure the flawless work environment by providing a platform to report any suspected or confirmed incident of fraud/ misconduct.

(16) Securities and Exchange Board of India ('SEBI') Complaints Redress System ("SCORES") :

As per the SEBI directive, the investors desirous of making complaints pertaining to the listed Companies has to be made electronically and sent through SCORES and the Companies or their appointed Registrar & Share Transfer Agent (R&TA/ STA) are required to view the pending complaints and submit 'Action Taken Report' ('ATRs') along with necessary documents electronically in SCORES. Further, there is no need to file any physical ATRs with SEBI. The Company is already registered under SCORES to efficiently and effectively redress the investors/shareholders complaints in time.

(17) Disclosure of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation (46):

The Company is in compliance with the requirements of aforesaid Regulations.

By Order of the Board of Directors
For **ABC INDIA LIMITED**

Vijay Kumar Jain
Director
DIN:00491871

Ashish Agarwal
Managing Director
DIN : 00351824

Place : Kolkata
Dated : 30th July, 2020



Annexure to the Directors' Report *(contd.)*

“Annexure E”

CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE AS REQUIRED UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To The Members of
M/s. ABC INDIA LIMITED

I have examined the Compliance of Corporate Governance of **M/s. ABC India Limited** for the Financial year 2019-20, as stipulated under the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by the said Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is responsibility of the Management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of the Corporate Governances. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has generally complied with the condition of Corporate Governance as stipulated under the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

(SANTOSH KUMAR TIBREWALLA)

Practising Company Secretary

Membership No. : 3811

Certificate of Practice No. : 3982

UDIN: F003811B000532231

Place: Kolkata
Date: 30th July, 2020

Annexure to the Directors' Report *(contd.)*

"Annexure F"

**CERTIFICATION BY MANAGING DIRECTOR-CHIEF EXECUTIVE OFFICER (CEO)
AND CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY**

The Board of Directors,
M/s. ABC India Limited

Dear Sirs,

Sub: Certification by Managing Director (CEO) and CFO of the Company

In terms of Regulation 17(8) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we, Ashish Agarwal, Managing Director (CEO) and Sanjay Agarwal, Chief Financial Officer (CFO), certify that :

1. We have reviewed financial statements and the cash flow statements for the financial year 2019-20 (hereinafter referred to as 'Year') and to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - ii) These statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls which we are aware and we have taken and propose to take requisite steps to rectify the deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - i) significant changes in internal control over financial reporting during the year ;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements ; and
 - iii) that we have not come across any instances of significant fraud and the involvement therein of the management or an employee having significant role in the Company's internal control system over financial reporting.

For ABC INDIA LIMITED

Ashish Agarwal **Sanjay Agarwal**
Managing Director (CEO) *Chief Financial Officer*
DIN : 00351824

Place : Kolkata
Dated : 30th July, 2020



Annexure to the Directors' Report *(contd.)*

"Annexure G"

Declaration for Compliance with the Code of Conduct of the Company as per Regulation 26(3) read with Schedule V of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, **Ashish Agarwal**, Managing Director (CEO) of M/s. ABC India Limited declare that as of 31st March, 2020 all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company.

For **ABC India Limited**

Ashish Agarwal
Managing Director (CEO)
DIN: 00351824

Place : Kolkata
Date : 30th July, 2020

Annexure to the Directors' Report *(contd.)*

Annexure "H"

MANAGEMENT DISCUSSION & ANALYSIS

Industry structure and development

The business of transportation is in the hands of operators both in organized as well as in unorganized sector. A large portion of the transportation business is undertaken conventionally by operators in unorganized sector. Our Company being an operator in organized sector has to compete with operators in unorganized sector. In the process of the transportation business we also offer logistics and specialized project transportation services. The project transportation services involve logistics of Over Dimensional/Over Weight Consignments where also several new operators have started offering the same services, thereby increasing competition.

Opportunities and Threats

Performance, growth and development of transport and logistics service business is directly linked with and related to performance, growth and development of industry in our country. The specialized project logistics business is linked with setting up of new projects requiring Over Dimensional Plant & Machinery. Road transportation & Logistics solutions are one of the most important prerequisites for development of trade and industry and setting up of new industrial projects. The project transportation also suffers from ambiguous government regulations. In cycles of economic growth and development of Indian Industry, our Company finds opportunities, whereas in cycles of economic slowdowns in Indian industry our Company faces challenges and threats of fierce competition from operators in unorganized sector.

Segment-wise or product-wise performance

The Company has three primary business segments namely, Freight & Services, Petrol Pump & Construction. Out of the total earnings for these three segments amounting to ₹22072.78 Lakhs, the Freight & Services Segment's earning was ₹16678.71.Lakhs, Petrol Pump Segment's share was ₹ 5383.84 Lakhs and the Construction Segment's share was ₹10.23.Lakhs.

Outlook

The Company has presence all over India and especially in North Eastern States. The Company has proven capabilities and competency to offer domestic road transportation, complex logistics solutions for Over Dimensional Consignments by multi modal routes and international freight forwarding services to its customers. The Company is also providing innovative logistics solutions to its customers with value addition in its services. With these advantages, we have good prospects of demand for Company's services.

The Company is making sustained marketing efforts for its services in infrastructure sector & power sector which is expected to see revival, over the next few years. Besides, to improve the profitability, the Company has reduced its work force and other cost reduction measures are underway to sustain in the business.

The Company has received an Order in June, 2019 from BHEL to the tune of ₹137.70 Crores for Multimodal Transportation of Export Cargo from India to the MSTPP Rampal project in Bangladesh. This will help the Company to improve its revenue and profitability in the coming years.

Accordingly, the performance of the Company in current year as well as coming years shall continue to be highly dependent upon revival of infrastructure sector, power sector, industrial project and procurement of orders.

Risks and concerns

Our Company, as in case of any other body corporate, is exposed to specific risks that are particular to its business and the environment within which it operates. These include credit risks, market risks and operational risks. We have established policies and procedures to manage these risks. Such policies and procedures are continuously bench marked with best practices in Indian Road Transport Sector.



Annexure to the Directors' Report (contd.)

Internal control system and their adequacy

The Company has a well-defined organization structure, authority levels and internal policies and procedures for conducting business transactions. The Company has an internal audit system, and the audit plans. The Audit Committee periodically reviews internal audit reports and adequacy of internal controls.

Discussion on financial performance with respect to operational performance

The Company's total earnings including other income for the year amounting to ₹22130.69 Lakhs as compared with previous year's total earnings of ₹17752.05 Lakhs. For the year the profit before exceptional items, finance cost, depreciation & amortization expenses and taxation is ₹884.86 Lakhs. Finance cost for the year amounted to ₹348.67 Lakhs, Depreciation & Amortisation expenses amounted to ₹129.70 Lakhs. The Profit after taxation for the year is ₹426.59 Lakhs.

Material developments in Human Resources/Industrial Relations front, including number of people employed

The key resource for the Company is its employees, which is giving the Company a competitive edge in the business environment. The Company has been able to create a favourable work environment that encourages innovation and meritocracy.

For this purpose, we have a practice of rigorous job rotation, training in new age skills and multi-functional exposure and responsibilities.

The Company had 107 permanent employees at the end of the year. As in the past, the industrial relations continued to remain cordial at all the locations of the Company.

Significant changes in Key Financial Ratios & Return on Net Worth

Key Financial ratios

Pursuant to Schedule V (B) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

	Ratio	2019-20	2018-19	% Change
(i)	Debtor Turnover	5.95	5.56	7
(ii)	Inventory Turnover	103	125	(21)
(iii)	Interest Coverage Ratio	2.85	2.75	3
(iv)	Current Ratio	1.46	1.40	4
(v)	Debt Equity Ratio	1.70	1.68	1
(vi)	Operating Profit Margin (%)	3.75	4.69	(20)
(vii)	Net Profit Margin (%)	1.92	2.81	(32)
(viii)	Return on net worth (%)	13	17	(26)

Net Profit Margin and Return on Net worth ratios have been computed based on Profit After Tax (before Exceptional Items).

Cautionary Statement

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the industry-global or domestic or both, significant changes in political and economic environment in India, applicable statutes, litigations etc.

Independent Auditors' Report

To the Members of
ABC INDIA LIMITED

Reports on the Financial Statements

Opinion

We have audited the accompanying Ind AS Financial Statements of “M/S. ABC INDIA LIMITED” (the “Company”), which comprise of the Balance Sheet as at 31st March, 2020, the related Statement of Profit and Loss (including Other Comprehensive Income), and the Cash Flow Statement for the year ended and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

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

Basis for Opinion

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 Ind AS 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.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1	Evaluation of uncertain tax positions	Principal Audit Procedures
	The Company has material uncertain tax positions including matters under dispute which involves significant judgement to determine the possible outcome of these disputes.	Our procedure included, amongst others, assessing the appropriateness of management's assumptions and estimates in relation to uncertain tax positions, challenging those assumptions and considering advice received by management from external parties to support their position. We have involved our tax specialists to consider management's assessment of the tax positions and related provision/liability accruals when necessary. We concur with management estimates and the outcome of their procedures to determine the relevant provision/ liability.

Responsibilities of Management and those charged with governance for the Ind AS financial statements

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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, change in equity and



Independent Auditors' Report *(contd.)*

cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India, specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 implementation and maintenance of accounting policies; making judgements 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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 are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Ind AS Financial Statement

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS financial statements.

A further description of the auditor's responsibilities for the audit of the Ind AS financial statements is included in **Annexure A**. This description forms part of our auditor's report.

Report on Other legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("The Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 we give in the **Annexure B**, a statement on the matters specified in Paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Companies Act, 2013 we report that:
 - a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of written representations received from the directors, as on 31st March, 2020, and 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 sub-section (2) of Section 164 of the Companies Act, 2013;

Independent Auditors' Report *(contd.)*

- 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 C"**;
- g) With respect to the other matters to be included in the Auditors Report in accordance with the requirements of section 197(16) of the Act as amended:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provision of Section 197 read with Schedule V of the Companies Act, 2013; and

- h) With respect to the other matters 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 knowledge and information and according to the explanation given to us:-
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements – Refer Note 38(1) to the Ind AS Financial Statements;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For **B D S & Co.**
Chartered Accountants
Firm Registration No. 326264E

(Bharat D Sarawgee)
Partner
Membership No.: 061505
UDIN: 20061505AAAAGN1792

Place: Kolkata
Date: 30th July, 2020



Annexure 'A' to the Independent Auditors' Report

Responsibilities for Audit of Financial Statement

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

- Identify and assess the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS 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.

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

For **B D S & Co.**

Chartered Accountants

Firm Registration No. 326264E

(Bharat D Sarawgee)

Partner

Membership No.: 061505

UDIN: 20061505AAAAGN1792

Place: Kolkata

Date: 30th July, 2020

Annexure 'B' to the Independent Auditors' Report

ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITORS' REPORT

As required by the Companies (Auditor's Report) Order, 2016, issued by the Company Law Board in terms of section 143(11) of the Companies Act, 2013, and on the basis of such checks as we considered appropriate and as per the information and explanations given to us during the course of audit, we further state that:

- (i) **In respect of the Company's fixed assets:**
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
- (ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company has not granted any secured/unsecured loan to Companies, Firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of sub clause (a) (b) and (c) to clause 3 (iii) of Companies (Auditors' Report) Order 2016 are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of clause 3 (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company
- (vi) Maintenance of cost records has been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and the company has accordingly appointed cost auditor for the same.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and any other statutory dues applicable to it with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2020 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, and on the basis of our examination there are no material disputed dues on account of Sales Tax, Service Tax, Custom Duty, Excise duty, Value Added Tax, Goods and Service Tax and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute.
- (viii) In our opinion and as per information and explanations given to us, the Company has not defaulted in repayment of dues to bank and financial institutions and it has not taken any loan from Government and debenture holders.



Annexure 'B' to the Independent Auditors' Report *(contd.)*

- (ix) In our opinion and according to the information and explanations given to us, the money raised through term loans were applied for the purposes for which they were raised. The Company has not raised any money through initial public offer or further public offering including debt instruments
- (x) In our opinion and according to the information and explanations given to us, no significant fraud by the Company and on the Company by the officers or employees was noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Hence, the provisions of clause 3(xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable and proper disclosures have been made in the Financial statements as required by the applicable accounting standards
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with the director. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (xvi) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence the provisions of clause 3 (xvi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

For **B D S & Co.**
Chartered Accountants
Firm Registration No. 326264E

(Bharat D Sarawgee)
Partner

Membership No.: 061505
UDIN: 20061505AAAAGN1792

Place: Kolkata
Date: 30th July, 2020

Annexure 'C' to the Independent Auditors' Report

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 M/s.ABC India Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the Ind AS 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and 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 judgement, 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.



Annexure 'C' to the Independent Auditors' Report *(contd.)*

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal 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 **B D S & Co.**
Chartered Accountants
Firm Registration No. 326264E

(Bharat D Sarawgee)
Partner

Membership No.: 061505
UDIN: 20061505AAAAGN1792

Place: Kolkata
Date: 30th July, 2020

Balance Sheet

as at 31st March, 2020

(Amount in ₹)

Particulars	Note No.	As at 31st March, 2020		As at 31st March, 2019	
I. ASSETS					
1 Non - current assets					
(a) Property, plant and equipment	4 (i)	101,129,166		122,299,689	
(b) Intangible assets	4 (ii)	395,496		93,541	
(c) Right to use Assets	4 (iii)	35,814,885		-	
(d) Financial assets					
(i) Investments	5 (i)	41,225,589		35,564,584	
(ii) Other financial assets	6(i)	17,863,855		10,730,130	
(e) Other non-current assets	8	4,694,892	201,123,883	4,694,892	173,382,836
2 Current assets					
(a) Inventories	9	4,445,916		5,674,436	
(b) Financial assets					
(i) Investments	5 (ii)	106,787,743		70,995,958	
(ii) Trade and other receivables	10	363,236,198		378,341,729	
(iii) Cash and cash equivalents	11	22,393,952		15,453,590	
(iv) Bank balances other than cash and cash equivalents	12	582,577		10,411,337	
(v) Loans	13	11,199,258		11,479,648	
(vi) Other financial assets	6(ii)	126,239,416		71,041,993	
(c) Current tax assets (net)	14	35,339,414		39,493,878	
(d) Other current assets	15	58,823,180	729,047,655	34,957,785	637,850,354
Total Assets			930,171,538		811,233,190
II. EQUITY AND LIABILITIES					
1 Equity					
(a) Equity share capital	16	54,123,320		54,123,320	
(b) Other equity	17	282,851,677	336,974,997	240,153,766	294,277,086
Liabilities					
2 Non - current liabilities					
(a) Financial liabilities					
(i) Borrowings	18(i)	47,360,931		23,777,920	
(ii) Lease Liability	19(i)	7,663,968		-	
(iii) Other financial liabilities	20(i)	67,631		60,566	
(b) Provisions	21(i)	16,535,737		14,241,895	
(c) Deferred tax liabilities (net)	7	5,988,435		7,706,897	
(d) Other non-current liabilities	22	15,560,979	93,177,681	15,766,434	61,553,712
3 Current liabilities					
(a) Financial liabilities					
(i) Borrowings	18(ii)	47,750,744		96,163,939	
(ii) Lease Liability	19(ii)	10,189,301		-	
(iii) Trade payables	23	327,255,420		171,722,723	
(iv) Other financial liabilities	20(ii)	41,075,642		72,443,783	
(c) Other current liabilities	24	73,351,423		114,670,978	
(d) Provisions	21(ii)	396,330	500,018,860	400,970	455,402,392
Total Equity and Liabilities			930,171,538		811,233,190

The accompanying notes 1 to 39 are an integral part of the financial statements

For **B D S & Co.**

Chartered Accountants

Firm's Registration Number 326264E

Bharat D. Sarawjee

Partner

Membership No. 061505

Place: Kolkata

Dated: 30th July, 2020

For and on behalf of the Board of Directors

(ASHISH AGARWAL)

Managing Director

DIN: 00351824

(VIJAY KUMAR JAIN)

Director

DIN: 00491871

(SANJAY AGARWAL)

Company Secretary & Chief Financial Officer



Statement of Profit and Loss

for the year ended 31st March, 2020

(Amount in ₹)

Particulars	Note No.	Year ended 31st March, 2020	Year ended 31st March, 2019
I. Revenue from operations	25	2,207,278,361	1,769,945,942
II. Other income	26	5,791,438	5,259,412
III. Total income (I+II)		2,213,069,799	1,775,205,354
IV. Expenses:			
Purchase of stock-in-Trade	27	521,798,859	622,102,479
Changes in inventories of stock in trade	28	1,228,520	(1,449,159)
Expenditure relating to transportation & services	29	1,384,666,557	822,648,762
Cost of Construction	30	1,044,240	24,473,691
Employee benefits expense	31	80,572,366	78,263,567
Finance costs	32	34,867,277	36,915,045
Depreciation and amortisation expense	33	12,969,817	9,008,612
Other expenses	34	135,272,697	140,858,125
Total expenses (IV)		2,172,420,334	1,732,821,123
V. Profit before exceptional items and tax (III-IV)		40,649,465	42,384,230
VI. Exceptional items	35	291,558	7,661,585
VII. Profit before tax (VII-VIII)		40,941,023	50,045,815
VIII. Tax expense	36		
Current taxes		8,411,019	5,823,355
Less: MAT Credit Entitlement		8,411,019	5,823,355
Tax for earlier years		–	1,777,095
Deferred taxes		(1,718,462)	(9,196,942)
		(1,718,462)	(7,419,847)
IX. Profit for the year (VII-VIII)		42,659,485	57,465,663
X. Other Comprehensive Income			
(i) Items that will not be reclassified to Profit or Loss:-			
Remeasurement of defined benefit plans	37	38,425	(1,498,302)
Total Other Comprehensive Income		38,425	(1,498,302)
XI. Total Comprehensive Income for the year (IX + X)		42,697,910	55,967,361
XII. Earnings per equity share (Nominal value per share ₹ 10/-)			
Basic (₹)		7.87	10.61
Diluted (₹)		7.87	10.61
Number of shares used in computing		5,417,232	5,417,232

The accompanying notes 1 to 39 are an integral part of the financial statements

For **B D S & Co.**

Chartered Accountants

Firm's Registration Number 326264E

Bharat D. Sarawgee

Partner

Membership No. 061505

Place: Kolkata

Dated: 30th July, 2020

For and on behalf of the Board of Directors

(ASHISH AGARWAL)

Managing Director

DIN: 00351824

(VIJAY KUMAR JAIN)

Director

DIN: 00491871

(SANJAY AGARWAL)

Company Secretary & Chief Financial Officer

Statement of Changes in Equity

for the year ended 31st March, 2020

(a) Equity Share capital

(Amount in ₹)

Particulars	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
For the year ended 31st March, 2019	54,123,320	–	54,123,320
For the year ended 31st March, 2020	54,123,320	–	54,123,320

(b) Other Equity

Particulars	Reserves and Surplus			Total
	General Reserve	Securities Premium Reserve	Retained Earnings	
Balance as at 1st April 2018	241,453,493	25,705,080	(82,972,167)	184,186,406
Profit/(Loss) for the year	–	–	57,465,663	57,465,663
Other comprehensive income for the period, net of income tax	–	–	(1,498,302)	(1,498,302)
Balance as at 31st March 2019	241,453,493	25,705,080	(27,004,806)	240,153,766
Balance as at 1st April 2019	241,453,493	25,705,080	(27,004,806)	240,153,766
Profit/(Loss) for the year	–	–	42,659,486	42,659,486
Other comprehensive income for the period, net of income tax	–	–	38,425	38,425
Balance as at 31st March 2020	241,453,493	25,705,080	15,693,104	282,851,677

The accompanying notes 1 to 39 are an integral part of the financial statements

For **B D S & Co.**

Chartered Accountants

Firm's Registration Number 326264E

Bharat D. Sarawgee

Partner

Membership No. 061505

Place: Kolkata

Dated: 30th July, 2020

For and on behalf of the Board of Directors

(ASHISH AGARWAL)

Managing Director

DIN: 00351824

(VIJAY KUMAR JAIN)

Director

DIN: 00491871

(SANJAY AGARWAL)

Company Secretary & Chief Financial Officer



Cash Flow Statement

for the year ended 31st March, 2020

(Amount in ₹)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before Tax	40,941,023	50,045,815
Adjustments for		
Depreciation and Amortisation Expense	12,969,817	9,008,612
Interest Income	(5,085,115)	(5,351,700)
Dividend Income	(110,000)	(110,000)
Finance cost	34,867,277	36,915,045
Leave Encashment	553,416	(25,654)
Gratuity	1,774,211	2,380,713
(Profit) / Loss on sale of assets	(291,558)	(7,661,585)
(Profit)/ Loss on sale of customer contracts	–	–
(Profit)/Loss from Partnership firm	(29,944)	(65,460)
Liabilities no longer required written back	(343,760)	(267,748)
Bad Debts, Advances, etc. written off	26,306,473	42,338,591
Operating profit before working capital changes	111,551,841	127,206,629
Adjustments for Changes in Working Capital:		
Trade receivables, loan and advances and other assets	(89,983,370)	(166,390,767)
Inventories	1,228,520	(64,131)
Trade payables, other liabilities and provisions	109,854,696	158,335,880
Cash generated from operations	132,651,687	119,087,611
Direct Taxes paid (net of Refunds)	4,154,464	6,421,723
Net Cash Flows (Used in) Operating Activities	136,806,151	125,509,335
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment, intangible assets	(8,228,004)	(4,980,128)
Sales of property, plant and equipment	3,404,385	18,447,654
Realisation from sale of customer contracts	–	–
Purchase of Non-current investment	(3,488,499)	(6,059,000)
Capital (Deposit) / Withdrawn from Partnership firm	(35,761,841)	(44,295,909)
Proceeds upon maturity of Fixed Deposits with Banks	(7,133,725)	(1,365,032)
Capital Expenditure on fixed assets, including capital advances	–	–
Investment in Fixed Deposits with Banks	–	–
Interest received	2,912,609	3,548,760
Dividend received	110,000	110,000
Net Cash Flows (Used In) / From Investing Activities	(48,185,075)	(34,593,656)

Cash Flow Statement

for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of short term borrowings (Net)	(48,413,194)	(25,397,099)
Payment of Leases	(6,629,296)	–
Repayment of long term borrowings (Net)	(3,211,929)	(34,090,213)
Finance Cost	(33,243,726)	(36,796,898)
Net Cash Flows From / (Used In) Financing Activities	(91,498,146)	(96,284,210)
Net Changes in Cash and Cash Equivalents (A)+(B)+(C)	(2,877,070)	(5,368,532)
Cash and Cash Equivalents as at 1 April	25,849,016	31,217,548
Round off		
Cash and Cash Equivalents as at 31 March	22,971,945	25,849,016

Notes

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) on Statement of Cash flows.
- Cash and cash equivalents do not include any amount which is not available to the Company for its use.
- Cash and cash equivalents as at the Balance sheet date consists of :

Particulars	As at 31st March, 2020	As at 31st March, 2019
a) Cash and cash equivalents (Refer note no. 11)	22,393,952	15,453,590
b) Bank balance other than cash and cash equivalents (Refer note no. 12)	582,577	10,411,337
c) Book overdraft (Refer note no 20 (ii))	(4,584)	(15,911)
Total	22,971,945	25,849,016

- Figures in brackets represent outflows.
- As breakup of Cash and cash equivalents is also available in Note no. 11, reconciliation of items of Cash and cash equivalents as per Cash Flow Statement with the respective items reported in the Balance Sheet is not required and hence not provided.

For **B D S & Co.**

Chartered Accountants

Firm's Registration Number 326264E

Bharat D. Sarawgee

Partner

Membership No. 061505

Place: Kolkata

Dated: 30th July, 2020

For and on behalf of the Board of Directors

(ASHISH AGARWAL)

Managing Director

DIN: 00351824

(VIJAY KUMAR JAIN)

Director

DIN: 00491871

(SANJAY AGARWAL)

Company Secretary & Chief Financial Officer



Notes to Financial Statements

as at and for the year ended 31st March, 2020

1. Corporate information

ABC India Limited ('ABCIL' or 'the Company') is a public Company and incorporated in India under the provisions of the Companies Act, 1956. ABCIL has been a pioneer in the field of Logistics since its inception in India. ABCIL is listed with premier stock exchanges, namely, BSE and CSE. Its registered office is situated at P-10 New CIT Road Kolkata-700073 and corporate office at 40/8 Ballygunge Circular Road Kolkata, 700019. The financial statements for the year ended March 31, 2020 were approved by the Board of Directors on July 30, 2020.

2. Significant accounting policies

2.1 Statement of Compliance with Ind AS

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under Section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs('MCA')). The Company has uniformly applied the accounting policies during the periods presented. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2.2 Basis of preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain financial assets and liabilities and Defined benefit plans which are measured at fair value as explained in the accounting policies. Historical cost is generally based on the fair value of the consideration in exchange for goods and services.

All amount disclosed in the financial statements including notes thereon have been rounded off to the nearest rupees in lakh as per the requirement of Schedule III to the Act, unless stated otherwise.

2.3 Use of estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

2.4 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements. The Company has ascertained its operating cycle to be 12 months for the purpose of current, non-current classification of assets and liabilities.

2.5 Property, plant and equipment (PPE) and Depreciation/Amortisation

- a) Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation/amortisation and impairment, if any.
- b) Cost is inclusive of inward freight, non-refundable taxes and duties and directly attributable costs of bringing an asset to the location and condition of its intended use. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits. The Present value of the expected cost for the decommissioning of an asset if the recognition criteria for a provision are met.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

The cost and related accumulated depreciation are derecognised from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

- c) Depreciation of these assets commences when the assets are ready for their intended use. Depreciation on items of PPE is provided on a straight line basis to allocate their cost, net of their residual value over the estimated useful life of the respective asset as specified in Schedule II to the Companies Act, 2013 which in the view of the management best represents the period for which the asset is expected to be used except in respect of Imported Trailers, where estimated useful life is different than those prescribed in Schedule II are used.

The estimated useful lives of PPE of the Company are as follows:

Building	60years
Plant and equipment	15 years
Imported Trailers (Useful Life as per Schedule II : 8 years)	15 years (as technically assessed)
Furniture and fixtures	10 years
Vehicles	8 years
Office equipment	5 years
Computers	3 years
Ships (Barge)	28 years

Leased assets are depreciated over the shorter of the estimated useful life of the asset or the term of the relevant lease.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Currently the residual life is considered as 5% of the value of PPE.

2.6 Leases

The Company has adopted Ind AS-116 'Leases', with effect from 1st April 2019, using modified retrospective approach, which has resulted in recognition of Right-of-Use Asset and corresponding Lease Liability. The Company has applied the standard with cumulative impact recognised on the date of initial application i.e. 1st April 2019. Accordingly, previous period information has not be restated.

2.6.1 Company as a Lessee

- a) The Company assess whether a contract is or contains a lease, at inception of contract. A contract is, or contains a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease, and (iii) the Company has the right to direct the use of the asset The Company's lease assets consists of the following:

Asset Description Useful life Leasehold Land As per Lease period Leasehold Improvements Lower of Lease period or useful life At date of commencement of leases, the Company recognised a right -of-use asset (ROU) and a corresponding lease liability for all the lease arrangements, except for those with a term of twelve month or less (short term leases) and leases of low value assets. For these leases, the Company recognises lease payments as an operating expense on straight line basis over the lease term

Initial Measurement ROU assets are initially measured at cost that comprises of the initial amount of lease liability adjusted for any lease payments made at or prior to the date of commencement, initial direct costs and lease incentives (if any). Lease Liability is initially measured at the present value of future lease payments that are not paid at that date. The lease payments shall be discounted using the interest the interest rate implicit in the lease or, if not readily determinable, incremental borrowing rate. Subsequent Measurement



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

ROU assets are subsequently measured at cost less accumulated depreciation and impairment loss, if any. ROU is depreciated from the date of commencement on a straight line basis over the shorter of lease term or useful life of the underlying asset. Lease Liability is subsequently measured by increasing the carrying amount to reflect interest and reducing the carrying amount to reflect the lease payments made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modification such as change in lease term. ROU asset and lease liability are separately presented in the balance sheet and lease payments have been classified as financing cash flows

2.6.2 Leased Assets as a Lessor

Leases for which the Company is a lessor is classified as finance or operating lease. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Lease income from operating leases is recognised in statement of profit and loss on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.7 Intangible assets

- a) Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment, if any.
- b) Intangible assets are recognized when it is probable that future economic benefits that are attributable to asset will flow to the company and the cost of the asset can be measured reliably.

Cost (net of taxes) includes acquisition price, licence fees and costs of implementation/system integration services and any directly attributable expenses, wherever applicable for bringing the assets to its working condition and for their intended use.

Computer Software is amortized on a straight-line basis over their estimated useful lives of 3 years, from the date, the asset is available for use.

The estimated useful lives, residual values and amortization method are reviewed at-least at the end of each financial year and adjusted prospectively, if appropriate.

2.8 Impairment of Non Financial Assets

As at each balance sheet date, the Company assesses whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, if any, an impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment loss previously recognized is reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment loss had not been recognized.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

2.9 Inventories

Inventories are stated at lower of cost or net realizable value. Cost is determined using the FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition but excluding the trade discounts and other rebates.

2.10 Revenue recognition

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the financial statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The impact of adoption of the standard on the financial statements of the Company is insignificant. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

The specific recognition criteria for revenue recognition are as follows:

a) Freight Services

Freight income and associated expenses are recognized using the percentage-of-completion method. The stage of completion is assessed with reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. Generally, the contracts are Fixed-price, thus the associated costs can be reliably measured. Where necessary, single transactions are split into separately identifiable components to reflect the substance of the transaction. Conversely, two or more transactions may be considered together for revenue recognition purposes, where the commercial effect cannot be understood without reference to the series of transactions as a whole.

b) Logistics Services

Under Logistics services, the principal service is related to customer contracts for warehousing activities. Based on the customer contracts logistics income is recognized when services are rendered, the amount of revenue can be reliably measured, and in all probability, the economic benefits from the transaction will flow to the company. Where necessary, single transactions are split into separately identifiable components to reflect the substance of the transaction. Conversely, two or more transactions may be considered together for revenue recognition purposes, where the commercial effect cannot be understood without reference to the series of transactions as a whole.

c) Contract Receipts

In construction contracts, income is recognized on percentage of completion method. The stage of completion under the percentage completion method is measured on the basis of percentage that actual costs incurred on construction contracts to the total estimated cost of the contract.

d) Sale of goods

Revenue from sale of goods is recognized when significant risk and rewards in respect of ownership thereof is transferred to the customers.

e) Interest income

Interest income is recorded on accrual basis.

f) Dividend Income

Dividend income is recognised when the Company's right to receive the dividend is established.

g) All other income is accounted for on accrual basis.



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

2.11 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

2.12 Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset are capitalized as part of the cost of such asset till such time that is required to complete and prepare the asset to get ready for its intended use. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

2.13 Provisions, contingent liabilities and contingent assets

- a) Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.
- b) Contingent liability is disclosed for possible obligations which will be confirmed only by future events not wholly within the control of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.
- d) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.14 Employee benefits

a) Short-term employee benefits

Short-term employee benefits in respect of salaries and wages, including non-monetary benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

b) Defined contribution plans

Company's Contributions to Provident fund are charged to the Statement of Profit and Loss in the year when the contributions to the respective funds are due.

c) Defined benefit plans

Gratuity is in the nature of a defined benefit plan. The cost of providing benefits under the defined benefit obligation is calculated on the basis of actuarial valuations carried out at reporting date by independent actuary using the projected unit credit method. Service costs and net interest expense or income is reflected in the Statement of Profit and Loss. Gain or Loss on account of remeasurements are recognised immediately through other comprehensive income in the period in which they occur.

d) Other employee benefits

The employees of the Company are entitled to compensated leave which is recognised as an expense in the statement of profit and loss account as and when they accrue. The liability is calculated based on actuarial valuation using projected unit credit method. These benefits are unfunded.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

2.15 Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities.

i) Financial Assets

(a) Recognition

Financial assets include Investments, Loans, Trade receivables, Advances, Security Deposits, Cash and cash equivalents, etc. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

(b) Classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- 1) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.
- 2) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- 3) fair value through profit or loss (FVTPL), where the assets does not meet the criteria for categorization as at amortized cost or as FVTOCI. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Loans, Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

(c) Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort.

The Company recognizes loss allowances using the expected credit loss (ECL) model and ECL impairment loss allowance are measured at an amount equal to lifetime ECL.

Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(d) De-recognition

Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. If the asset is one that is measured at:



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

- (i) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
 - (ii) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.
- ii) Financial liabilities**
- Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Financial liabilities are derecognised when the liabilities extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.
- iii) Equity instruments**
- Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.
- iv) Derivatives**
- Derivatives are initially recognised at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item.
- v) Offsetting of financial instruments**
- Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.
- vi) Dividend distribution**
- Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.
- vii) Fair value measurement**
- The Company measures financial instruments at fair value at each balance sheet date.
- For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same—to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions.
- In determining the fair value of financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date.
- The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
 - Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
 - Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

2.16 Taxes

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognized for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised.

Unrecognised deferred tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

2.17 Earnings per Share

- a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period.
- b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted-average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potential dilutive equity shares are adjusted retrospectively for all periods presented for any share split and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.18 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM).

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director.

The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole. In addition, the following specific accounting policies have been followed for segment reporting:

- a) Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter segment transfers.
- b) Revenue, expenses, assets and liabilities are identified to segments on the basis of their relationship to the operating activities of the segment. Segment results represent profits before finance charges, unallocated corporate expenses and taxes. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on direct and/or on a reasonable basis, have been disclosed as "Unallocable".



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

2.19 Cash and cash equivalents

Cash and cash equivalents in the Balance sheet comprise cash on hand, cheques on hand, balance with banks on current accounts and short term, highly liquid investments with an original maturity of three months or less and which carry insignificant risk of changes in value.

For the purpose of the Cash Flow Statement, Cash and cash equivalents consist of Cash and cash equivalents, as defined above and net of outstanding book overdrafts as they are considered an integral part of the Company's cash management.

2.20 Cash Flow Statement

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

3. Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

a) Judgements in applying accounting policies

The judgements, apart from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to the following:

i) Revenue recognition

Contract revenue is recognised using the percentage of completion method as construction progresses. The percentage of completion is estimated by reference to the stage of the projects determined based on the proportion of costs incurred to date and the total estimated costs to complete.

ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

iii) Classification of leases

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

b) Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(i) **Revenue and inventories**

The Company recognizes Contract revenue using the percentage of completion method. This requires forecasts to be made of total budgeted cost with the outcomes of underlying construction and service contracts, which require assessments and judgements to be made on changes in work scopes, claims (compensation, rebates etc.) and other payments to the extent they are probable and they are capable of being reliably measured. For the purpose of making estimates for claims, the Company used the available contractual and historical information.

(ii) **Useful lives of property, plant and equipment:**

PPE represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual value of the asset are determined by the management when the asset is acquired and reviewed periodically including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their lives, such as change in technology.

(iii) **Estimation of Defined benefit obligations**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each financial year end.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the actuary considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

(iv) **Provisions and contingent liabilities**

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and are liable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

c) **Uncertainties resulting from global pandemic COVID-19**

The Company has considered internal and external sources of information including credit reports, economics forecasts and industry report up to the date of approval of the financial statements in determining the impacts on various elements of its financial statements. The Company has applied due prudence in applying judgements, estimates and assumptions including performance of sensitivity analysis based on the current estimates in assessing the recoverability of trade receivable including unbilled receivables, investments, right of use assets and other financial assets for the possible impact on the financial statements.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

Description of Assets	Gross Block			Accumulated Depreciation / Amortisation			Net Block		
	Cost as at 31st March 2019	Additions during the year	Sales/ Adjustment	Cost as at 31st March, 2020	As at 31st March, 2019	For the year	Sales/ Adjustment	As at 31st March, 2020	As at 31st March, 2019
Freehold Land	36,422,153	-	-	36,422,153	-	-	-	36,422,153	36,422,153
Buildings	22,344,112	-	-	22,344,112	1,594,845	531,615	-	20,217,652	20,749,267
Plant and equipment	30,885,986	1,427,281	2,040,856	30,772,411	8,242,603	2,631,513	548,139	19,946,434	22,643,383
Furniture & Fixtures	11,316,498	1,704,306	230,873	12,789,931	5,223,147	1,102,416	191,815	6,656,182	6,093,350
Vehicles	29,116,648	4,627,118	3,667,036	30,076,731	12,250,448	2,846,372	2,146,022	17,125,932	16,866,200
Office Equipment	2,592,129	103,229	78,423	2,616,935	1,662,521	211,987	18,385	760,812	929,608
Ships (Barge)	-	-	-	-	-	-	-	-	-
Total	132,677,526	7,861,934	6,017,188	134,522,272	28,973,565	7,323,903	2,904,361	101,129,166	103,703,961
Previous Year	166,462,550	4,980,128	19,807,878	151,634,801	29,398,768	8,958,152	9,021,809	122,299,689	137,063,782

(ii) Intangible Assets

Description of Assets	Gross Block			Accumulated Depreciation / Amortisation			Net Block		
	Cost as at 31st March 2019	Additions during the year	Sales/ Adjustment	Cost as at 31st March, 2020	As at 31st March, 2019	For the year	Sales/ Adjustment	As at 31st March, 2020	As at 31st March, 2019
Computer Software	159,346	366,070	-	525,416	65,803	64,117	-	129,920	93,543
Total	159,346	366,070	-	525,416	65,803	64,117	-	129,920	93,543
Previous Year	159,346	-	-	159,346	15,345	50,460	-	93,541	144,001

(iii) Right to Use Assets (Refer Note 38 (10)(b))

Particulars	Value as at 31st March, 2019	Recognition on Initial Application of Ind AS 116 as at 1st April, 2019	Addition During the Year	Value as at 31st March, 2020	Accumulated Depreciation as on 31st March, 2019	Depreciation for the Year	Accumulated Depreciation as at 31st March, 2020	Net Block as at 31st March, 2020
Leasehold Land	18,957,275	-	-	18,957,275	361,548	120,516	482,064	18,475,211
Other Leases	-	8,468,926	14,332,030	22,800,956	-	5,461,281	5,461,281	17,339,674
Total	18,957,275	8,468,926	14,332,030	41,758,231	361,548	5,581,797	5,943,345	35,814,885

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

5. (i) Non - current investments

Particulars	Face value	Number of Shares	As at 31st March, 2020	Number of Shares	As at 31st March, 2019
(i) Equity instruments					
Designated at fair value through Other Comprehensive Income					
Fully paid up :					
Unquoted					
Nissin ABC Logistics Private Limited	10	55,000	7,361,400	55,000	7,361,400
G.L. Media Services Private Limited	10	50,000	153,385	50,000	153,385
Total (A)			7,514,785		7,514,785
(ii) 0% Non-Convertible Redeemable Preference Shares					
Measured at amortised cost					
Fully paid up :					
Unquoted					
TCI Industries Limited	100	62,794	33,710,804	56,327	28,049,799
Total (B)			33,710,804		28,049,799
Total (A + B)			41,225,589		35,564,584
Aggregate amount of unquoted investments			41,225,589		35,564,584
Aggregate amount of impairment in value of investments			–		–

(ii) Current investments

Particulars	As at 31st March, 2020	As at 31st March, 2019
Investments in Partnership Firms in Assam Bengal Carriers		
In Partnership Firm (Current Account)	106,787,743	70,995,958
Total	106,787,743	70,995,958
Aggregate amount of investments	106,787,743	70,995,958
Name of the Partnership Firm : M/s. Assam Bengal Carriers		
Total Capital of the Firm*	26,889,854	26,889,854
Name of Partner	Share of Partners in Profit/Loss (%)	Share of Partners in Profit/Loss (%)
M/s. ABC India Limited	2	2
Mrs. Nirmal Agarwal	20	20
Mrs. Sweta Agarwal	20	20
Mr. Ashish Agarwal	38	19
M/s. Anand Kumar Agarwal & Sons- HUF	–	19
Mrs. Kadambari Kapoor	20	20
Total	100	100

*There is no fixed capital investment made with M/s. Assam Bengal Carriers.



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

6. Other financial assets (Unsecured, considered good)

(i) Non-current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Fixed deposits with banks (more than 12 months maturity)*	17,863,855	10,730,130
Total	17,863,855	10,730,130

*Pledged with banks towards margin money against guarantee of ₹ 1,41,76,636/- (as on 31st March, 2019 ₹ 1,59,78,868/-)

(ii) Current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Security /Earnest money deposits	122,338,256	66,994,913
Other Receivables (Unsecured, considered good)		
Receivable against sale of property & Customer Contract	3,901,160	4,047,080
Total	126,239,416	71,041,993

7. Deferred tax assets / liabilities (net)

As at 31st March, 2020

Particulars	Opening Balance	Recognized in profit or loss	Reclassified from equity to profit or loss	Recognized in other comprehensive income	Closing Balance
Tax effect of items constituting deferred tax assets					
Gratuity & Others	4,278,220	489,174	-	-	4,767,394
Other Comprehensive Income	457,812	(24,321)	-	-	433,491
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment	10,762,084	1,329,083	-	-	9,433,001
Right to Use Asset/Liability	-	(129,262)	-	-	129,262
Deferred income	1,680,844	53,787	-	-	1,627,057
Net deferred tax liabilities /(assets)	7,706,897	1,718,462	-	-	5,988,435

As at 31st March, 2019

Particulars	Opening Balance	Recognized in profit or loss	Reclassified from equity to profit or loss	Recognized in other comprehensive income	Closing Balance
Tax effect of items constituting deferred tax assets					
Gratuity & Others	-	4,278,220	-	-	4,278,220
Other Comprehensive Income	-	457,812	-	-	457,812
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment	11,490,149	728,065	-	-	10,762,084
Deferred income	5,413,690	3,732,846	-	-	1,680,844
Net deferred tax liabilities /(assets)	16,903,839	9,196,942	-	-	7,706,897

Note : MAT Credit Entitlement of FY 2018-19 and 2019-20 is shown under other Current Assets.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

8. Other non- current assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
Unsecured, considered good		
Capital Advances *	4,694,892	4,694,892
Total	4,694,892	4,694,892

* Includes ₹ 38.01 lacs given to Calcutta Goods Transport for allotment of 86400 Sq ft of land in CGTA Nagar West Bengal.

9. Inventories

Particulars	As at 31st March, 2020	As at 31st March, 2019
Stock-in-Trade (Valued at cost or net realisable value which ever is lower)		
Petrol, Diesel and other petroleum products	4,445,916	5,674,436
Total	4,445,916	5,674,436
Note:		
a) The carrying amount of inventories at net realisable value	4,445,916	–
b) The carrying amount of inventories at fair value less costs to sales	4,445,916	–
c) The amount of write-down of inventories recognised as expense	–	–
d) The carrying amount of inventories pledged as security for borrowings	–	–

10. Trade and other receivables

Particulars	As at 31st March, 2020	As at 31st March, 2019
Unsecured		
Carried at amortized cost		
Trade Receivables		
Unsecured, considered good	363,236,198	378,341,729
Unsecured, considered doubtful	7,412,988	3,821,634
Less : Provision for Impairment of Trade Receivables	7,412,988	3,821,634
	–	–
Other Receivables (Unsecured, considered good)	–	–
Total	363,236,198	378,341,729
(a) Includes dues from subsidiary	–	–
(b) Includes dues from associate	–	–
(c) Includes dues from companies from directors/other officers of the Company	–	–
(d) Includes dues from companies where directors are interested	–	–
(e) Includes dues from directors	–	–

Trade receivables are non-interest bearing and are generally on terms of 60 days.

11. Cash and cash equivalents

Particulars	As at 31st March, 2020	As at 31st March, 2019
a) Balances with Banks		
On Current Accounts	6,624,142	7,614,415
b) Cash in Hand	15,769,810	7,839,175
Total	22,393,952	15,453,590



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

12. Bank balances other than cash and cash equivalents

Particulars	As at 31st March, 2020	As at 31st March, 2019
Earmarked balances with Banks		
Unpaid Dividend	579,047	923,820
Fixed deposits with banks (Upto 12 months maturity) (Refer note 6)	3,530	9,487,517
Total	582,577	10,411,337

13. Loans

Particulars	As at 31st March, 2020	As at 31st March, 2019
Unsecured, considered good		
Loans and advances to related parties (Note No 38(7))	10,952,141	10,952,141
Advance to Employees	1,626,615	1,907,005
Less:- Provision for Impairment for advance to employees	1,379,498	1,379,498
Total	11,199,258	11,479,648

14. Current tax assets (net)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Tax deducted at source and Advance tax	49,573,789	45,317,234
Less: Provision for taxation	14,234,375	5,823,355
Total	35,339,414	39,493,878

15. Other current assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
Advances other than capital advances		
Other advances	18,820,531	9,134,707
GST, Cenvat, Vat and other taxes / duties	12,371,848	6,398,950
Others		
Prepaid expenses	177,042	381,388
MAT Credit Entitlement	27,453,759	19,042,740
Total	58,823,180	34,957,785

16. Equity Share Capital

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	₹	No. of shares	₹
(a) Authorised				
Equity shares of par value ₹ 10/- each	10,000,000	100,000,000	10,000,000	100,000,000
		100,000,000		100,000,000
(b) Issued, subscribed and fully paid up				
Equity shares of par value ₹ 10/- each	5,417,232	54,172,320	5,417,232	54,172,320
Less: Calls in arrears by other than Directors & Officers		49,000		49,000
		54,123,320		54,123,320

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

(c) Reconciliation of number and amount of equity shares outstanding:

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	₹	No. of shares	₹
At the beginning of the year	5,417,232	54,123,320	5,417,232	54,123,320
At the end of the year	5,417,232	54,123,320	5,417,232	54,123,320

(d) The Company has only one class of equity shares. The Company declares and pays dividend in Indian rupees. The holders of equity shares are entitled to receive dividend as declared from time to time and are entitled to one vote per share.

(e) 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 dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

(f) Shareholders holding more than 5% of the equity shares in the Company :

Name of the shareholder	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	% of holding	Number of shares held	% of holding
ABC Financial Services Private Limited	968,465	17.88%	1,468,465	27.11%
Mrs. Nirmal Agarwal & Mr Ashish Agarwal [As partner of M/s. Assam Bengal Carriers]	706,000	13.03%	281,000	5.19%
Sweta Financial Services Pvt. Ltd	433,293	8.00%	358,293	6.61%
Prabhu Dhan Investments Private Limited	338,625	6.25%	338,625	6.25%

17. Other Equity

Particulars	As at 31st March, 2020		As at 31st March, 2019	
(a) Securities premium reserve				
Balance as per last account		25,705,080		25,705,080
(b) General reserve				
Balance as per last account		241,453,493		241,453,493
(c) Retained earnings				
Balance as per last account	(27,004,807)		(82,972,167)	
Add: Net Profit for the year	42,659,486		57,465,663	
Add: Transfer from other comprehensive income	38,425		(1,498,302)	
Closing balance		15,693,104		(27,004,807)
		282,851,677		240,153,766

**Notes to Financial Statements**

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

18. Borrowings**(i) Non-current**

Particulars	As at 31st March, 2020	As at 31st March, 2019
Carried at amortized cost		
Term Loans		
Secured		
Against hypothecation of related Vehicles (Terms of Repayment : 17 to 60 Equalised Monthly Installments in tenure of loans)		
a) From Banks	6,029,050	11,769,926
Aggregate amount of loans guaranteed by Managing Director of ₹ 37,36,732/- (31st March, 2019 ₹ 1,11,04,531/-)		
b) From Other Parties	1,813,436	3,441,145
Aggregate amount of loans guaranteed by Managing Director of ₹ 17,92,438/- (31st March, 2019 ₹ 32,88,147/-)		
Sub-Total	7,842,486	15,211,070
Unsecured		
a) From Banks		
(i) Against pledge of Shares by third parties (Entire amount of loans guaranteed by Managing Director) (Terms of Repayment : 24 Quarterly Installments in tenure of loans)	25,659,600	34,870,651
(ii) Others (Entire amount of loans guaranteed by Managing Director) (Terms of Repayment : 120 Equalized Monthly Installments in tenure of loans)	40,747,937	–
b) From Other Parties	–	27,380,230
(Entire amount of loans guaranteed by Chairman and/or Managing Director) (Terms of Repayment : 72 to 120 Equalised Monthly Installments in tenure of loan)		
Sub Total	66,407,537	62,250,881
Total	74,250,022	77,461,952
Less : Current maturities of Long term borrowings classified as Other Financial Liabilities (Refer Note No. 20(ii))	26,889,091	53,684,032
Total	47,360,931	23,777,920

"There is no default in repayment of the principal loan and interest amounts."

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

Repayment terms and security disclosure for the outstanding long-term borrowings

Particulars of Nature of Security	Terms of Repayment	31st Mar, 2020	31st Mar, 2019
Term Loan			
A. Secured			
i) From Banks			
Refinance of 1 volvo - HR 55 L 4338	Repayable in 23 monthly installments starting from Dec 2017. Last installment to be paid in Oct 2019	–	751,749
Refinance of 1 volvo - HR 55 L 2796	Repayable in 23 monthly installments starting from Jan 2018. Last installment to be paid in Nov 2019	–	855,051
2 nos. Trucks	Repayable in 46 monthly installments starting from Oct 2017. Last installment to be paid in Jul 2021	469,850	784,177
Car no : WB02AF0903	Repayable in 60 monthly installments starting from May 2014. Last installment to be paid in Apr 2019	–	11,719
Car no : WB02AG5085	Repayable in 60 monthly installments starting from Feb 2015. Last installment to be paid in Jan 2020	–	108,123
Car no : MG46AL8149	Repayable in 60 monthly installments starting from July 2015. Last installment to be paid in Jun 2020	44,060	209,472
Car no : WB02AJ0134	Repayable in 60 monthly installments starting from Jan 2016. Last installment to be paid in Dec 2020	108,979	242,765
Car no : TN04AS8514	Repayable in 60 monthly installments starting from Jun 2017. Last installment to be paid in May 2022	290,451	407,548
Top up -car loan	Repayable in 36 monthly installments starting from Aug 2016. Last installment to be paid in Jul 2019	–	76,352
Top up -car loan	Repayable in 36 monthly installments starting from Aug 2016. Last installment to be paid in Jul 2019	–	49,628
1 MAHINDRA BOLERO	Repayable in 35 monthly installments starting from Jan 2019. Last installment to be paid in Oct 21	349,865	542,799
1 MAHINDRA BOLERO	Repayable in 35 monthly installments starting from Jan 2019. Last installment to be paid in Oct 21	349,865	542,799
REFINANCE OF 2 VOLVO	Repayable in 17 monthly installments starting from Jan 2019. Last installment to be paid in May 20	661,668	4,377,256
2 nos. Trucks	Repayable in 23 monthly installments starting from Apr 2019. Last installment to be paid in Feb 21	634,812	1,260,700
REFINANCE OF 4 AXLES	Repayable in 12 monthly installments starting from Apr 2019. Last installment to be paid in Mar 20	–	1,990,000
CAR Refinance	Repayable in 36 monthly installments starting from Aug 2019. Last installment to be paid in July 22	1,452,445	–
ICICI BANK - CAR - CIAZ	Repayable in 48 monthly installments starting from Dec 2019, Last installment to be paid in Nov. 23	699,676	–
2 nos. Trucks	Repayable in 29 monthly installments starting from Feb 2020. Last installment to be paid in Jun 22	1,270,672	–
	Less:- Prepaid processing fees	303,293	440,212
	Total	6,029,050	11,769,926

**Notes to Financial Statements**

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

Particulars of Nature of Security	Terms of Repayment	31st Mar, 2020	31st Mar, 2019
ii) Other Parties			
Mercedes benz car	Repayable in 60 monthly installments starting from Aug 2016. Last installment to be paid in Jul 2021	1,792,438	2,999,853
CONSUMER DURABLE	Repayable in 20 monthly installments starting from Apr 2019. Last installment to be paid in May 2020	20,998	152,998
Refinance of 9 nos. vehicles	Repayable in 35 monthly installments starting from Dec 2016. Last installment to be paid in Oct 2019	–	288,294
	Less:- Prepaid processing fees	–	–
	Total	1,813,436	3,441,145
B. Unsecured			
i) Banks- Against pledge of shares of third parties			
Pledge of shares - ABCFSL 600000, BPPL 150000, PDIPL 335000, SFSPL 200000, PDIPL 60000, Assam Bengal Carrier (Nirmal Agarwal) 281000	Repayable in 24 Quarterly Installments starting from March 2016, Last installment to be paid in Dec 2021	25,659,600	34,870,651
	Total	25,659,600	34,870,651
ii) Banks- Others			
Top up against flat	Repayable in 120 monthly installments starting from May 2019. Last installment to be paid in Apr 2029	41,094,399	–
	Less:- Prepaid processing fees	346,462	–
	Total	40,747,937	–
iii) Other parties			
Flat	Repayable in 122 monthly installments starting from Jan 2012. Last installment to be paid in Feb 2022	–	16,362,685
Top up against flat	Repayable in 108 monthly installments starting from Apr 2014. Last installment to be paid in Mar 2023	–	5,302,825
Top up against flat	Repayable in 72 monthly installments starting from Mar 2016. Last installment to be paid in Feb 2022	–	5,781,541
	Less:- Prepaid processing fees	–	66,820
	Total	–	27,380,230
	GRAND TOTAL	74,250,022	77,461,952

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

(ii) Current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Carried at amortized cost		
Secured – Loans repayable on demand :		
Overdraft / Cash credit facility from banks :		
a) State Bank of India (Secured by exclusive charge on book debts & movable current assets excluding inventory; and mortgage of specific immovable properties) (Entire amount of loans have been guaranteed by Managing Director)	34,454,861	67,442,747
b) Indian Overseas Bank (Secured by equitable mortgage of specific immovable properties) (Entire amount of loans have been guaranteed by Managing Director)	13,295,883	28,721,191
Total	47,750,744	96,163,939

19. Lease Liability

(i) Non-Current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Lease Liability	7,663,968	–
Total	7,663,968	–

(ii) Current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Lease Liability	10,189,301	–
Total	10,189,301	–

20. Other Financial liabilities

(i) Non-Current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Other Payables		
Security Deposits	67,631	60,566
Total	67,631	60,566



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

(ii) Current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current Maturities of long- term debt (Refer Note. 18(i))	26,889,091	53,684,032
Interest accrued but not due on Borrowings	287,700	345,759
Unpaid & Unclaimed Dividends^	579,047	923,820
Other Payables		
Security Deposits	6,324,354	9,797,242
Unpaid salaries and other payroll dues	6,990,866	7,677,019
Book overdraft	4,584	15,911
Total	41,075,642	72,443,783

^ (There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.)

21. Provisions**(i) Non-current**

Particulars	As at 31st March, 2020	As at 31st March, 2019
Provision for employee benefits (Refer Note No. 38(6))		
- Gratuity	15,049,414	13,313,628
- Unavailed leave	1,486,323	928,267
Total	16,535,737	14,241,895

(ii) Current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Provision for employee benefits (Refer Note No. 38(6))		
- Unavailed leave	396,330	400,970
Total	396,330	400,970

22. Other non-current liabilities

Particulars	As at 31st March, 2020	As at 31st March, 2019
Deferred Income	15,560,979	15,766,434
Total	15,560,979	15,766,434

23. Trade Payables

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Total outstanding dues of micro enterprises and small enterprises (Refer note no. 38(2))	48,600	202,050
B. Total outstanding dues of creditors other than micro enterprises and small enterprises:		
a) For Goods and Services	312,164,867	154,011,573
b) For Construction Services	15,041,953	17,509,099
Total	327,255,420	171,722,723

Notes:**Terms and conditions of the above financial liabilities:**

- Trade payables are non-interest bearing and are normally settled on 60 days term.
- The Company has financial risk management policies in place to ensure that all payable are paid within the pre-agreed credit terms.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

24. Other current liabilities

Particulars	As at 31st March, 2020	As at 31st March, 2019
Other Advances		
Advance from customers	2,835,219	2,835,219
Others		
Statutory Dues	20,858,970	67,149,212
Advance against sale of property, plant and equipments	19,412,500	15,660,000
Other liabilities	30,244,734	29,026,546
Total	73,351,423	114,670,978

25. Revenue from operations

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Sales of Services		
From transportation and contract jobs	1,650,674,932	1,113,902,208
From construction services	1,023,258	10,927,369
Rent	17,195,874	7,774,340
Sub Total	1,668,894,064	1,132,603,917
Sale of goods		
Sale of petroleum products	538,384,297	637,342,025
Total	2,207,278,361	1,769,945,942

26. Other Income

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Interest Income:		
On financial assets carried at amortised cost	2,377,961	1,802,940
On fixed deposits carried at amortised cost	643,974	866,675
On income tax refund	1,991,467	2,682,085
Others	277,168	65,460
Dividend on long-term investments	110,000	110,000
Other non-operating income	47,108	–
Liability no longer required written back	343,760	(267,748)
Total	5,791,438	5,259,412

27. Purchase of Stock-In-Trade

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Petrol	165,374,534	194,100,614
Diesel	317,685,401	427,409,452
CNG	38,317,490	–
Mobile/ Grease	421,434	592,413
Total	521,798,859	622,102,479



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

28. Changes in inventories of stock-in-trade

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Stock-in-Trade		
Closing Stock	4,445,916	5,674,436
Less: Opening Stock	5,674,436	4,225,277
Total	1,228,520	(1,449,159)

29. Expenditure relating to transportation & services

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Payment to Hired Lorries	304,468,588	218,042,862
Vehicle Operation and Maintenance	16,600,588	37,726,194
Shipment and Custom Clearance expenses	1,035,464,305	545,061,411
Commission on booking	5,075,321	3,297,803
Claims Paid	–	93,000
Store and Consumables	–	4,950
Other Transportation charges	20,223,578	15,629,933
Enroute Expenses	2,834,176	2,792,609
Total	1,384,666,557	822,648,762

30. Cost of Construction

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Opening Work in Process	–	1,385,028
Add: Expenses incurred during the year	1,044,240	23,088,663
Less: Closing Work in Process	–	–
Total	1,044,240	24,473,691

31. Employee benefits expenses

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Salaries, wages, bonus and allowances		
For employees covered under ESI Scheme	6,536,555	8,242,819
For others	60,977,547	50,720,215
Contribution to Provident & Other funds	2,899,503	2,433,634
Contribution to / Provision for Gratuity fund	1,861,615	1,197,128
Staff welfare expenses	8,297,146	15,669,771
Total	80,572,366	78,263,567

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

32. Finance cost

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Interest expense on financial liabilities carried at amortised cost		
On Borrowings	20,344,231	28,614,445
On Lease Liability	1,681,609	–
Others*	11,819,925	6,374,435
Other borrowing cost	1,021,512	1,926,165
Total	34,867,277	36,915,045

*Includes interest on late payment of statutory dues

33. Depreciation and amortisation expense

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Depreciation / Amortisation (Refer Note no. 4)		
On Property, Plant and Equipments	7,323,903	8,958,152
On Intangible Assets	64,117	50,460
On Right to Use Assets	5,581,797	–
Total	12,969,817	9,008,612

34. Other expenses

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Rent	37,990,307	26,175,864
Rates and taxes, excluding taxes on income	7,154,297	9,257,836
Electricity Charges	2,910,939	2,872,616
Bank charges	5,695,916	1,951,231
Insurance	1,784,839	2,493,570
Provision for Impairment of Trade Receivables	3,591,354	3,821,634
Bad Debts written off during the year	22,715,119	38,516,955
Sundry Balances written off	8,110	571,478
Miscellaneous expenses	28,566,508	32,298,418
Travelling & Conveyance	13,883,448	15,546,221
Office Maintenance	3,763,052	2,824,604
Petrol pump operating & running expenses	156,671	1,325,717
Repairs to building	850,700	1,472,767
Charity and donations	4,904,961	248,004
Foreign exchange fluctuation	169,975	309,206
Payment to Auditors		
a. Statutory Audit	450,000	450,000
b. Tax Audit	100,000	100,000
c. Cost Audit	80,000	80,000
d. Secretarial Audit	72,000	72,000
e. Internal Audit	420,000	470,004
f. Other Services	4,500	–
Total	135,272,697	140,858,125



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

35. Exceptional Items

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Profit on sale of property plant and equipments	291,558	7,661,585
Total	291,558	7,661,585

36. Income Tax

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
A. Amount recognised in profit and loss		
Current tax		
Income tax for the year (MAT)	8,411,019	5,823,355
Less: MAT Credit Entitlement	(8,411,019)	(5,823,355)
Adjustments /(credits) related to previous year- net	–	1,777,095
Total current tax	–	1,777,095
Deferred tax		
Deferred taxes for the year	(1,718,462)	(9,196,942)
Adjustments /(credits) related to previous year- net	–	–
Total deferred tax	(1,718,462)	(9,196,942)
Total	(1,718,462)	(7,419,847)
B. Amount recognised in other comprehensive income		
The tax (charge)/ credit arising on income and expenses recognised in other comprehensive income is as follows:		
Deferred tax		
On items that will not be reclassified to profit or loss		
Remeasurement gain/(losses) on defined benefit plans	–	–
Total	–	–
C. Reconciliation of effective tax rate		
The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax	40,941,023	50,045,815
Applicable tax rate	16.69%	20.59%
Computed tax expense (A)	6,833,876	10,302,832
Adjustments for:		
Expenses not allowed for tax purpose	1,600,503	1,123,717
Additional allowance for tax purpose	(23,359)	(36,122)
Utilization of Unabsorbed depreciation	–	(5,567,072)
MAT Credit Entitlement	(8,411,019)	(5,823,355)
Changes in recognised deductible temporary differences	(1,329,083)	(728,065)
Tax for earlier year	–	1,777,095
Other temporary differences	(389,379)	(8,468,877)
Net adjustments (B)	(8,552,338)	(17,722,679)
Tax Expense	(1,718,462)	(7,419,847)

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

37. Other comprehensive income

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Items that will not be reclassified to profit or loss		
Remeasurements of the defined benefit plans	38,425	(1,498,302)
Total	38,425	(1,498,302)

38. Other Disclosures

1. Contingent liabilities and commitments (to the extent not provided for)

Sl.No.	Particulars	As at 31st March, 2020	As at 31st March, 2019
I.	Contingent liabilities :		
(i)	Claims against the Company not acknowledged as debts : Income tax demand - under appeal *	-	-
(ii)	Guarantees and Counter guarantees	40,282,500	55,814,500
		40,282,500	55,814,500
II.	Commitments		
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for	Amount not ascertainable	Amount not ascertainable
(ii)	Advance paid against above	4,694,892	4,694,892

* There are certain cases pending with CIT(Appeals) for which the tax demands have been adjusted with refunds due to company.

The amounts shown in I (i) above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of different legal processes which have been invoked by the Company or the claimants, as the case may be and, therefore, cannot be estimated accurately. The Company does not expect any reimbursement in respect of above contingent liabilities.

In the opinion of the management, no provision is considered necessary for the disputes mentioned above on the ground that there are fair chances of successful outcome of the appeals.

- The company has received memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31 March 2020 as micro, small and medium enterprises. Consequently, the amount due to micro and small enterprises as per requirement of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 is ₹ 48,600 (31st March 2019 - ₹ 2,02,050).
- Details of Loans given, Investments made and Guarantee given covered u/s 186 (4) of the Companies Act, 2013: Investments made are given under the respective heads (Refer Note 5 (i) and (ii)). All loans as disclosed in respective notes (Refer note 13 and 38(7)) are provided for business purposes.



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

4. Computation of Earnings per Equity Share (Basic and Diluted)

Particular	2019-2020	2018-2019
(I) Basic		
(a) (i) Number of Equity Shares at the beginning of the year	5,417,232	5,417,232
(ii) Number of Equity Shares at the end of the year	5,417,232	5,417,232
(iii) Weighted average number of Equity Shares outstanding during the year	5,417,232	5,417,232
(iv) Face Value of each Equity Share (In ₹)	10	10
(b) Amount of Profit after tax attributable to Equity Shareholders Profit for the year	42,659,486	57,465,663
(c) Basic Earnings per Equity Share [(b)/(a)(iii)]	7.87	10.61
(II) Diluted		
(a) Dilutive Potential Equity Shares	5,417,232	5,417,232
(b) Diluted Earnings per Equity Share [Same as (I)(c) above]	7.87	10.61

5. Information in accordance with the requirements of the Indian Accounting Standard (Ind AS 115) on 'Construction Contracts' specified under the Act.

Particulars	2019-2020	2018-2019
Contract revenue recognised for the year	1,023,258	10,927,369
Aggregate amount of contract costs incurred and recognised profits (less recognised losses) up to year ended for all the contracts in progress	295,544,724	29,45,00,484
	6,537,680	65,58,662
The amount of customer advances outstanding for contracts in progress as at the year end	–	–
The amount of retention due from customers for contracts in progress as at the year end	10,763,749	10,763,749
Gross amount due from customers for contracts in progress [Refer Note (a) and (b) below]		
Gross amount due to customers for contracts in progress [Refer Note (a) and (b) below]		

(a) Construction Contracts

On the balance sheet date, the Company reports the net contract position for each contract as either an asset or a liability. A contract represents an asset where costs incurred plus recognised profits (less recognised losses) exceed progress billings; a contract represents a liability where the opposite is the case.

(b) Amounts due from/(to) customers under construction contracts

Particulars	As at 31st March, 2020	As at 31st March, 2019
Gross amount due from customers for contracts in progress	81,685,569	78,597,998
Gross amount due to customers for contracts in progress	70,364,578	68,050,619

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

6. Employee Benefits :

As per Indian Accounting Standard - 19 " Employee Benefits", the disclosures of Employee Benefits are as follows:

a) Defined Contribution Plan :

Employee benefits in the form of Provident Fund and Employee State Insurance Corporation (ESIC) are considered as defined contribution plan.

The contributions to the respective fund are made in accordance with the relevant statute and are recognised as expense when employees have rendered service entitling them to the contribution. The contributions to defined contribution plan, recognised as expense in the Statement of Profit and Loss are as under :

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Employer's Contribution to Provident Fund	2,520,272	1,992,136
Employer's Contribution to Employees' State Insurance Scheme	192,757	278,357

b) Defined Benefit Plans/Long Term Compensated Absences (On the basis of Actuarial Valuation):

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non-Current	Current	Non-Current
Gratuity (Funded)	–	15,049,414	–	13,313,628
Leave Obligations	396,330	1,486,323	400,970	928,267
Total	396,330	16,535,737	400,970	14,241,895

Leave Obligations

The leave obligations cover the Company liability for earned leaves. The amount of Provision of ₹ 18,82,653/- (as at 31st March, 2019 of ₹ 13,29,237/-) is bifurcated as Current and Non-current on the basis of Independent actuarial report.

Movement in the Liability Recognised in the Balance Sheet is as under :

Particulars	31st March, 2020	31st March, 2019
Present value of defined benefit obligation as at the start of the year	1,329,237	1,354,891
Current Service Cost	106,853	236,870
Past Service Cost	–	–
Interest Cost	84,190	66,643
Actuarial Gain/(Loss) recognised during the year	805,327	649,620
Benefits paid	(442,954)	(978,787)
Present value of defined benefit obligation as at the end of the year	1,882,653	1,329,237

Amount recognised in the Statement of Profit and Loss is as under:

Particulars	31st March, 2020	31st March, 2019
Current Service Cost	106,853	236,870
Interest Cost	84,190	66,643
Net Actuarial Gain/(Losses)	805,327	649,620
Amount recognised in the Statement of Profit and Loss	996,370	953,133



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

Financial Actuary Assumptions

Particulars	31st March, 2020	31st March, 2019
Discount Rate	6.65%	7.60%
Salary Escalation Rate	5.00%	5.00%

Demographic Actuary Assumptions

Particulars		31st March 2020	31st March 2019
Mortality Rate		Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rate	Age Below 24	-0.50%	-0.50%
	Age 25-29	-0.30%	-0.30%
	Age 30-34	-0.20%	-0.20%
	Age 35-49	-0.10%	-0.10%
	Age 50-54	-0.20%	-0.20%
	Age 55 and above	-0.30%	-0.30%
Retirement Age		58 years	58 years

Gratuity

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the said Act, an employee who has completed five years of service is entitled to specific benefit. The Gratuity plan provides a lumpsum payment to employees at retirement, death, incapacitation or termination of employment. The level of benefits provided depends on the member's length of service and salary at retirement age etc.

Gratuity Benefits are funded in nature. The liabilities arising in the Defined Benefit Schemes are determined in accordance with the advice of independent, professionally qualified actuaries, using the projected unit credit method at the year end

Details of funded post retirement funds (Gratuity) are as follows:

Changes in Defined Benefit Obligations

Particulars	31st March 2020	31st March 2019
Present Value Obligations as at the start of the year	1,53,04,196	1,80,80,640
Current Service Cost	9,12,902	11,70,182
Past Service Cost	-	-
Interest Cost	10,99,996	12,82,412
Benefits Paid	(14,33,942)	(64,99,616)
Actuarial Gain/(Loss) on Obligations	(93,990)	12,70,578
Present Value Obligations as at the end of the year	1,57,89,162	1,53,04,196

Change in Fair value of Plan Assets

Particulars	31st March 2020	31st March 2019
Fair Value of Plan Assets as at the start of the year	19,90,568	80,94,622
Return on Plan Assets	1,51,283	6,23,286
Contribution	87,404	-
Benefits Paid	(14,33,942)	(64,99,616)
Actuarial Gain/(Loss)	(55,565)	(2,27,724)
Fair Value of Plan Assets as at the end of the year	7,39,748	19,90,568

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)**Breakup of Actuarial Gain/(Loss):**

Particulars	31st March, 2020	31st March, 2019
Actuarial Gain/ (Loss) on Arising from Change in Financial Assumptions	938,077	103,923
Actuarial Gain/ (Loss) on Arising from Change in Demographic Assumptions	(7,841)	–
Actuarial Gain/ (Loss) on Arising from Experience Adjustment	(1,024,226)	1,166,655
Actuarial Gain/ (Loss) on Plan Assets	(55,565)	(227,724)
Total Amount Recognised in Other Comprehensive Income (Gain)/Loss	(38,425)	1,498,302

Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Plan Assets

Particulars	31st March, 2020	31st March, 2019
Present Value Obligation as at the End of the Year	15,789,162	15,304,196
Fair Value of Plan Assets	739,748	1,990,568
Liability recognised in Balance Sheet	15,049,414	13,313,628

Amount Recognised in Statement of Profit & Loss

Particulars	31st March, 2020	31st March, 2019
Current Service Cost	912,902	1,170,182
Past Service Cost	–	–
Interest Cost	1,099,996	1,282,412
Expected Return on Plan Assets	(151,283)	(623,286)
Total Amount Recognised Statement of Profit & Loss	1,861,615	1,829,308

Amount Recognised in Other Comprehensive Income

Particulars	31st March, 2020	31st March, 2019
Unrecognised Actuarial Gain/(Loss) at the Beginning of the Year	(2,146,818)	(648,516)
Actuarial Gain/(Loss) for the year on Present Value Benefit Obligations	93,990	(1,270,578)
Actuarial Gain/(Loss) for the year on Plan Assets	(55,565)	(227,724)
Unrecognised Actuarial Gain/(Loss) at the End of the Year	(2,108,394)	(2,146,818)

Financial Actuary Assumptions

Particulars	31st March, 2020	31st March, 2019
Discount Rate	6.65%	7.60%
Salary Escalation Rate	5.00%	5.00%
Expected Return on Assets	6.65%	7.60%



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

Demographic Actuary Assumptions :

Particulars		31st March 2020	31st March 2019
Mortality Rate		Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rate	Age Below 24	-0.50%	-0.50%
	Age 25-29	-0.30%	-0.30%
	Age 30-34	-0.20%	-0.20%
	Age 35-49	-0.10%	-0.10%
	Age 50-54	-0.20%	-0.20%
	Age 55 and above	-0.30%	-0.30%
Retirement Age		58 years	58 years

Major Category of Plan Assets as a % of the Total Plan Assets as at the year end:

Particulars	31st March, 2020	31st March, 2019
Administered by Insurance Companies	100.00%	100.00%

c) Risks related to defined benefit plans:

The main risks to which the Company is exposed in relation to operating defined benefit plans are :

- i) **Mortality risk:** The assumptions adopted by the Company make allowances for future improvements in life expectancy. However, if life expectancy improves at a faster rate than assumed, this would result in greater payments from the plans and consequently increases in the plan's liabilities. In order to minimise this risk, mortality assumptions are reviewed on a regular basis.
- ii) **Interest Rate Risk:** The present value of Defined Benefit Plans liability is determined using the discount rate based on the market yields prevailing at the end of reporting period on Government bonds. A decrease in yields will increase the fund liabilities and vice-versa.
- iii) **Salary cost inflation risk:** The present value of the defined benefit plan liability is calculated with reference to the future salaries of participants under the Plan. Increase in salary due to adverse inflationary pressures might lead to higher liabilities.

d) Asset - liability management and funding arrangements

The trustees are responsible for determining the investment strategy of plan assets. The overall investment policy and strategy for Company's funded defined benefit plan is guided by the objective of achieving an investment return which, together with the contribution paid is sufficient to maintain reasonable control over various funding risks of the plan.

e) Other disclosures :

- i) The following are the assumptions used to determine the benefit obligation:
 - a) **Discount rate:** The yield of government bonds are considered as the discount rate. The tenure has been considered taking into account the past long term trend of employees' average remaining service life which reflects the average estimated term of the post - employment benefit obligations.
 - b) **Rate of escalation in salary :** The estimates of rate of escalation in salary, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.
 - c) **Rate of return on plan assets:** Rate of return for the year was the average yield of the portfolio in which Company's plan assets are invested over a tenure equivalent to the entire life of the related obligation.
 - d) **Attrition rate :** Attrition rate considered is the management's estimate based on the past long - term trend of employee turnover in the Company.
- ii) The Gratuity and Provident Fund expenses have been recognised under "Contribution to Provident and Other Funds" and Leave Encashment under "Salaries and Wages" under Note No. 31

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

7. Related Party disclosures :

a) List of related parties :

Jointly Controlled Entities	1. M/s Assam Bengal Carriers (Partnership Firm)
Key Managerial Personnel	1. Mr. Anand Kumar Agarwal
	2. Mr. Ashish Agarwal
Significant influence of Key Managerial Personnel and Close members of family	1. Bhoruka Properties Private Limited
	2. Assam Bengal Carriers Limited
	3. Gusto Imports Private Limited
	4. TCI Industries Limited
	5. Nettare Beverages Pvt. Ltd.
	6. Sweta Financial Services Pvt. Ltd.
	7. ABC Financial Services Pvt. Ltd
	8. Transcorp International Limited

b) Key Managerial Personnel Compensation

Description	31st March, 2020	31st March, 2019
Total compensation	13,688,678	8,477,590

c) Statement of Related Party Transactions:

Nature of Transaction	Jointly controlled entity		Key Management Personnel		Significant influence of Key Managerial Personnel and Close members of family		Total	
	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
1. Investment of capital during the year	37,753,681	67,979,209	-	-	-	-	37,753,681	67,979,209
2. Withdrawal of capital during the year	1,991,840	23,683,299	-	-	-	-	1,991,840	23,683,299
3. Share of profit/(loss) from Firms	29,944	65,460	-	-	-	-	29,944	65,460
4. Investments in Preference Shares	-	-	-	-	5,661,005	7,656,485	5,661,005	7,656,485
5. Rent paid	-	-	-	-	2,185,063	1,800,000	2,185,063	1,800,000
6. Rent received	-	-	-	-	424,800	1,567,040	424,800	1,567,040
7. Interest accrued	-	-	-	-	-	-	-	-
8. Building Maintenance Charges	-	-	-	-	144,000	288,000	144,000	288,000
9. Purchase of Other items	-	-	-	-	58,738	114,497	58,738	114,497
10. Advance given	-	-	-	-	-	4,042,523	-	4,042,523
11. Salary/ Remuneration	-	-	13,688,678	8,477,590	-	-	13,688,678	8,477,590
12. Refund of advance	-	-	-	-	-	-	-	-
13. Purchase of Foreign Currency	-	-	-	-	13,139,014	-	13,139,014	-
14. Advance against rent received	-	-	-	-	-	10,594	-	10,594



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

d) Statement of Outstanding Balances with Related Parties:

Particulars	Jointly controlled entity		Key Management Personnel		Significant influence of Key Managerial Personnel and Close members		Total	
	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
1. Balance of Investment in Firm	106,787,743	70,995,958	-	-	-	-	106,787,743	70,995,958
2. Investment in shares	-	-	-	-	29,331,714	25,843,214	29,331,714	25,843,214
3. Balance of Advance	-	-	-	-	6,909,618	10,952,141	6,909,618	10,952,141
4. Balance of Guarantees Given	-	-	-	-	-	-	-	-
5. Accrued Interest	-	-	-	-	4,379,090	2,206,585	4,379,090	2,206,585

8. Segment Reporting disclosures as per Ind AS-108 "Operating Segments":

Operating Segments:

a) Freight and Services b) Petrol Pump c) Construction

Identification of Segments:

The chief operating decision maker monitor the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products/services and have been identified as per the quantitative criteria specified in the Ind AS.

Segment Revenue and Results:

The expenses and incomes which are not attributable to any business segment are shown as unallocated expenditure (net of unallocated income)

Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade and other receivables, cash and cash equivalents, bank balance other than cash and cash equivalents etc.

Segment liabilities primarily includes trade payables, borrowings and other liabilities. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocated Corporate assets/liabilities.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

Particulars	Division	31st March, 2020	31st March, 2019
Revenue			
Segment Revenue	Freight and Services	1,667,870,806	1,121,676,548
	Petrol Pump	538,384,297	637,342,025
	Construction	1,023,258	10,927,369
	Total	2,207,278,361	1,769,945,942
Segment Results	Freight and Services	111,871,391	126,062,123
	Petrol Pump	5,340,506	6,483,433
	Construction	(3,712,414)	(23,567,459)
	Total	113,499,483	108,978,098
	Less:- a) Finance Cost	34,867,276	36,915,045
	b) Unallocable (Net of unallocated expenses)	37,982,739	29,678,826
	Profit before Tax and Exceptional items	40,649,468	42,384,227
	Add:- Exceptional items	291,558	7,661,585
	Profit before Tax	40,941,024	50,045,812
Other Information			
Segment Assets	Freight and Services	632,389,881	547,563,727
	Petrol Pump	26,312,148	24,939,375
	Construction	35,576,794	36,606,900
	Unallocable Corporate Assets	235,892,715	202,123,452
	Total	930,171,538	811,233,454
Segment Liabilities	Freight and Services	343,589,194	219,483,146
	Petrol Pump	24,944,552	23,204,718
	Construction	19,656,278	22,529,903
	Unallocable Corporate Assets	93,747,697	72,371,504
	Total	481,937,721	337,589,271
Capital Expenditure	Freight and Services	3,510,099	4,083,658
	Petrol Pump	620,239	-
	Construction	-	-
	Unallocable Corporate Assets	4,097,666	896,470
	Total	8,228,004	4,980,128
Depreciation and Amortisation Expenses	Freight and Services	5,291	4,208,808
	Petrol Pump	29,166	4,889
	Construction	119,188	755,864
	Unallocable Corporate Assets	12,816,172	4,039,051
	Total	12,969,817	9,008,612

Note : The Company operates only in India and therefore, there are no separate geographical segments.



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

9. Financial Instruments- Accounting, Classification and Fair Value Measurements

A. Financial Instruments by category

As at 31st March, 2020

Sl. No.	Particulars	Note No	Total Fair Value	Cost	Deemed Cost	Carrying Value			Total
						Amortised Cost	FVTOCI	FVTPL	
1.	Financial Assets								
a)	Investments	5(i)	41,225,589	-	-	33,710,804	7,514,785	-	41,225,589
		5(ii)	106,787,743	-	-	106,787,743	-	-	106,787,743
b)	Right to use Assets	4(iii)	35,814,885	-	-	35,814,885	-	-	35,814,885
c)	Trade and Other receivables	10	363,236,198	-	-	363,236,198	-	-	363,236,198
d)	Cash and cash equivalents	11	22,393,952	-	-	22,393,952	-	-	22,393,952
e)	Bank Balances other than cash and cash equivalents	12	582,577	-	-	582,577	-	-	582,577
f)	Loanst	13	11,199,258	-	-	11,199,258	-	-	11,199,258
g)	Other financial assets	6	144,103,271	-	-	144,103,271	-	-	144,103,271
	Total		725,343,473	-	-	717,828,688	7,514,785	-	725,343,473
2.	Financial Liabilities								
a)	Borrowings	18	95,111,676	-	-	95,111,676	-	-	95,111,676
b)	Lease Liability	19	17,853,269	-	-	17,853,269	-	-	17,853,269
c)	Trade and Other payables	23	327,255,420	-	-	327,255,420	-	-	327,255,420
d)	Other financial liabilities	20	41,143,273	-	-	41,143,273	-	-	41,143,273
	Total		481,363,638	-	-	481,363,638	-	-	481,363,638

As at 31st March, 2019

Sl. No.	Particulars	Note No	Total Fair Value	Cost	Deemed Cost	Carrying Value			Total
						Amortised Cost	FVTOCI	FVTPL	
1.	Financial Assets								
a)	Investments	5(i)	35,564,584	-	-	28,049,799	7,514,785	-	35,564,584
		5(ii)	70,995,958	-	-	70,995,958	-	-	70,995,958
b)	Trade and Other receivables	10	378,341,729	-	-	378,341,729	-	-	378,341,729
c)	Cash and cash equivalents	11	15,453,590	-	-	15,453,590	-	-	15,453,590
d)	Bank Balances other than cash and cash equivalents	12	10,411,337	-	-	10,411,337	-	-	10,411,337
e)	Loans	13	11,479,648	-	-	11,479,648	-	-	11,479,648
f)	Other financial assets	6	81,772,123	-	-	81,772,123	-	-	81,772,123
	Total		604,018,969	-	-	596,504,184	7,514,785	-	604,018,969
2.	Financial Liabilities								
a)	Borrowings	18	119,941,858	-	-	119,941,858	-	-	119,941,858
b)	Trade and Other payables	23	171,722,723	-	-	171,722,723	-	-	171,722,723
c)	Other financial liabilities	20	72,504,349	-	-	72,504,349	-	-	72,504,349
	Total		364,168,930	-	-	364,168,930	-	-	364,168,930

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

B. Fair Values Hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are Companied into three Levels of a fair value hierarchy. The three Levels are denied based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

i) Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements at:

31st March 2020	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments at FVTOCI					
Equity Investments	5(i)	–	–	7,514,785	7,514,785
Total Financial Assets		–	–	7,514,785	7,514,785
Financial Liabilities					
Total Financial Liabilities		–	–	–	–

Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements at:

31st March 2019	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments at FVTOCI					
Equity Investments	5(i)	–	–	7,514,785	7,514,785
Total Financial Assets		–	–	7,514,785	7,514,785
Financial Liabilities					
Total Financial Liabilities		–	–	–	–

ii) Assets and Liabilities Which are Measured at Amortised Cost for Which Fair Values are Disclosed:

31st March 2020	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Right to use Assets	4(iii)	–	–	35,814,885	35,814,885
Investments in Preference Shares and Debt Securities	5(i)	–	–	33,710,804	33,710,804
Deposits with Others	6(ii)	–	–	122,338,256	122,338,256
Deposits with Related Parties		–	–	10,952,141	10,952,141
Loans to Employees		–	–	1,626,615	1,626,615
Others		–	–	18,820,531	18,820,531
Total Financial Assets		–	–	223,263,232	223,263,232
Financial Liabilities					
Borrowings	18	–	–	114,158,281	114,158,281
Lease Liability	19	–	–	17,853,269	17,853,269
Others	20(ii)	–	–	14,186,551	14,186,551
Total Financial liability		–	–	146,198,101	146,198,101



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

Assets and Liabilities Which are Measured at Amortised Cost for Which Fair Values are Disclosed:

31st March 2019	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments in Preference Shares and Debt Securities	5(i)	–	–	28,049,799	28,049,799
Deposits with Others	6(ii)	–	–	66,994,913	66,994,913
Deposits with Related Parties		–	–	10,952,141	10,952,141
Loans to Employees		–	–	1,907,005	1,907,005
Others		–	–	9,134,707	9,134,707
Total Financial Assets		–	–	117,038,565	117,038,565
Financial Liabilities					
Borrowings	18	–	–	158,414,820	158,414,820
Others	20(ii)	–	–	18,759,750	18,759,750
Total Financial Liabilities		–	–	177,174,570	177,174,570

Description of significant unobservable inputs to valuation:

Particulars	As at	As at
	31st March, 2020	31st March, 2019
Investment in Unquoted equity shares	Adjusted Net Asset method	

10. Lease disclosures:

a) Company as Lessor:

Company has not given any assets under any finance lease arrangement. All the leases are non cancellable operating leases and the underlying assets continue to reflect under property plant and equipment. Leases have varying terms, renewal rights and escalation terms. Though none of them are substantial in nature. Operating lease income for the year ended Mar 31, 2020 is ₹ 1,71,95,874 which includes rent on a sublet property to the tune of ₹ 1,64,45,474 for which no agreement has been entered into with the lessee for the subsequent period and there is no certainty of renewal of lease arrangement due to closure of the business of lessee.

b) Company as Lessee:

- Effective April 1, 2019, company has adopted "Ind AS 116- Leases" and has applied the same on all the leases existing on the transition date April 1, 2019 using modified retrospective approach. Comparative figures of March 2019 have not been retrospectively adjusted in the annual report.
- Applied the exemption provided on transition and have not recognised the Right of Use asset and Liability for leases which had less than 12months period on the transition date
- Applied the exemption and have not recognised the impact for leases which are not substantial in value
- This has resulted in recognition of Right of Use of ₹ 84,68,925 in other leases and a corresponding liability of ₹ 84,68,925.

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

- v) Details of movement in Right of use Asset during the year is as follows:

Particulars	Other Leases	Leasehold Land
Balance as on April 1, 2019	8,468,926	18,957,275
Addition during the year	14,332,030	–
Deletion during the year	–	–
Accumulated Depreciation	5,461,281	482,064
Balance as on March 31, 2020	17,339,674	18,475,211

- vi) Details of movement in Lease Liability during the year is as follows:

Particulars	Other Leases	Leasehold Land
Balance as on April 1, 2019	8,468,926	–
Addition during the year	14,332,030	–
Payments during the year	6,629,296	–
Finance Cost for the year	1,681,609	–
Balance as on March 31, 2020	17,853,269	–

- vii) Breakup of Non Current and Current Lease Liabilities:

Particulars	Other Leases
Current Lease Liabilities	10,189,301
Non Current Lease Liabilities	7,663,968

- viii) Balance in Lease Liability against leasehold land is Nil as no payment is due against the corresponding right of use.
- ix) Incremental borrowing rate applied to lease liability is 10%.
- x) Company has incurred ₹ 3,79,90,307 for the year ended 31.03.2020 on short term and non substantial leases.

11. Financial risk management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's financial risk management framework.

(A) Credit risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, bank balances, loans, investments and other financial assets.

At each reporting date, the Company measures loss allowance for certain class of financial assets based on historical trend, industry practices and the business environment in which the Company operates.

Credit risk with respect to trade receivables are limited, due to the Company's customer profiles are well balanced in Government and Non-Government customers and diversified amongst in various construction verticals and geographies. All trade receivables are reviewed and assessed on a quarterly basis.

Credit risk arising from investments, derivative financial instruments and balances with banks is limited because the counterparties are banks and recognised financial institutions with high credit worthiness.



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

(i) Provision for expected credit losses

The Company measures Expected Credit Loss (ECL) for financial instruments based on historical trend, industry practices and the business environment in which the Company operates.

For financial assets, a credit loss is the present value of the difference between:

- (a) the contractual cash flows that are due to an entity under the contract; and
- (b) the cash flows that the entity expects to receive

The Company recognises in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date in accordance with Ind AS 109.

In determination of the allowances for credit losses on trade receivables, the Company has used a practical expedience by computing the expected credit losses based on ageing matrix, which has taken into account historical credit loss experience and adjusted for forward looking information.

(ii) The movement of Trade Receivables and Expected Credit Loss are as follows:

Particulars	As at 31st March, 2020	As at 31st March, 2019
Trade Receivables (Gross)	370,649,186	382,163,363
Less: Expected Credit Loss*	7,412,988	3,821,634
Trade Receivables (Net)	363,236,198	378,341,729

*The company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired or not. Ind AS-109 "Financial instruments" requires expected credit losses to be measured through a loss allowance. The company has used a practical expedient and adjusted for forward looking information to compute expected credit losses. Provision for impairment of trade receivables has been made for the year 2019-20 of ₹ 74,12,988. Moreover, during the year 2019-20, trade receivables of ₹ 2,27,15,119/- has been written off.

(iii) Reconciliation of Provision for Loss Allowance:

Particulars	Trade Receivable	Loan to Employees
Loss allowance on 1st April, 2019	3,821,634	1,379,498
Increase / (Decrease) in loss allowance	3,591,354	–
Loss allowance on 31st March, 2020	7,412,988	1,379,498

a) Credit Risk Management

The finance function of the Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: No Risk B: Low Risk C: Medium Risk D: High Risk

Assets under credit risk –

Credit Rating	Particulars	31st March, 2020	31st March, 2019
No Risk	Trade receivables	363,236,198	378,341,729

Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

The risk parameters are same for all financial assets for all period presented. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than (60 days past due) . A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

b) Credit Risk Exposure

The Company provides for expected credit loss based on lifetime expected credit loss mechanism for trade receivables

Particulars	Year	Estimated Gross Carrying Amount at Default	Expected Probability of Default	Expected Credit Losses	Carrying Amount Net of Impairment Provision
Trade Receivable	31st March, 2020	370,649,186	2.00	7,412,988	363,236,198
	31st March, 2019	382,163,363	1.00	3,821,634	378,341,729

(B) Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credit facilities, short term loans and term loans.

The table below summarises the maturity profile of the Company's financial liabilities:

Sl. No.	Particulars	On Demand	Less than 1 year	1 to 5 years	Beyond 5 years	Total
A.	As at 31st March, 2020					
(i)	Borrowings	–	47,750,744	47,360,931	–	95,111,676
(ii)	Lease Liability	–	10,189,301	7,663,968	–	17,853,269
(iii)	Trade and Other payables	–	327,255,420	–	–	327,255,420
(iv)	Other financial liabilities	6,903,401	34,172,241	–	67,631	41,143,273
	Total	6,903,401	419,367,706	55,024,900	67,631	481,363,638
B.	As at 31st March, 2019					
(i)	Borrowings	–	96,163,939	23,777,920	–	119,941,858
(ii)	Trade and Other payables	–	171,722,723	–	–	171,722,723
(iii)	Other financial liabilities	10,721,062	61,722,721	–	60,566	72,504,349
	Total	10,721,062	329,609,382	23,777,920	60,566	364,168,930

12. Capital risk management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet. Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the



Notes to Financial Statements

as at and for the year ended 31st March, 2020 (contd.)

(Amount in ₹)

38. Other Disclosures (contd.)

Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31st March, 2020	As at 31st March, 2019
Net Debts*	587,208,107	509,249,207
Total Equity	336,974,997	294,277,086
Net debt to Equity Ratio(Times)	1.74	1.73

*Net Debt = Non - current liabilities + Current liabilities - Deferred tax liabilities (net)

39. The previous year figures have been regrouped/rearranged wherever found necessary.

For **B D S & Co.**

Chartered Accountants

Firm's Registration Number 326264E

Bharat D. Sarawgee

Partner

Membership No. 061505

Place: Kolkata

Dated: 30th July, 2020

For and on behalf of the Board of Directors

(ASHISH AGARWAL)

Managing Director

DIN: 00351824

(VIJAY KUMAR JAIN)

Director

DIN: 00491871

(SANJAY AGARWAL)

Company Secretary & Chief Financial Officer

Form SH-13
NOMINATION FORM

[Pursuant to section 72 of the Companies Act, 2013 and
rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

ABC India Limited
P-10, New C.I.T Road,
Kolkata – 700 073

I/We (*name of the shareholder*) and (*name of the joint shareholder, if any*) the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (*in respect of which nomination is being made*)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No. From To
Equity Shares				

2. PARTICULARS OF NOMINEE/S

- a. Name :
- b. Date of Birth :
- c. Father's/Mother's/Spouse's name :
- d. Occupation :
- e. Nationality :
- f. Address :
- g. E-mail id :
- h. Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR

- a. Date of birth :
- b. Date of attaining majority :
- c. Name of guardian :
- d. Address of guardian :

Signature of Shareholder(s)

- | | |
|---|---|
| 1. Signature (1 st holder) : | 2. Signature (2 nd holder) : |
| Name : | Name : |
| Address : | Address : |
| Date : | Date : |

Signature of two witnesses

Name, Address and Signature with date

1. _____ 2. _____

Instructions:

- 1. To be filled in by physical shareholders holding shares of the Company, either singly or jointly. If held jointly by more than two, then to be filled only by 1st and 2nd joint holders.

To,
The Company Secretary
ABC India Limited
P-10, New C.I.T Road,
Kolkata – 700 073

Dear Sir,

I hereby give my consent to receive all future communications from ABC India Limited at my below email id and/or at my e-mail registered with my/our depository:-

DP ID [REDACTED] CLIENT ID [REDACTED] FOLIO NO. [REDACTED]

E-mail id

Alternative email id :

Thanking You,
Yours faithfully,

.....
Signature of Sole / 1st Holder

Name :

Date :

Note : For the shareholders who have not provided their e-mail id in the demat account or not registered their e-mail id against the folio for the shares held in Physical mode.



CIN : L63011WB1972PLC217415
40/8, Ballygunge Circular Road, Kolkata - 700 019
Email : vmrd@abcindia.com
Website : www.abcindia.com