

Corp. Office :-

392, 'E' Ward,
Assembly Road, Shahupuri,
Kolhapur - 416 001, Maharashtra, INDIA.
T 0231 - 2658375

Works :-

Plot No. C - 18,
Five Star MIDC, Kagal,
Kolhapur - 416 216, Maharashtra, INDIA.
T 0231 - 2305311, 2305312
W www.synergygreenind.com
PAN : AAOC8603A
CIN : L27100PN2010PLC137493



The Department of Corporate Services,
BSE Limited, P J Towers,
Dalal Street, Mumbai -400001
India.

2nd September, 2020

Scrip Code : 541929

Security ID : SGIL

Subject : Submission of Revised Annual Report for the F.Y.2019-20 of Synergy Green Industries Limited.

Dear Sir/Madam,

With reference to the Acknowledge no.1992979 date 17.08.2020, we had submitted the Annual Report for the F.Y.2019-20.

We hereby inform you that we have made the revision for adding point No.8 as "Significant Accounting policies" on page no.79 - 82 in the Annual Report and resubmitting the revised copy for you record.

You are requested to take a note of the same.

Yours Faithfully,
For Synergy Green Industries Limited

Sachin R. Shirgaokar
Managing Director
DIN: 00254442





SYNERGY GREEN INDUSTRIES LIMITED

10TH ANNUAL REPORT FOR THE F.Y. 2019 - 2020

SYNERGY GREEN INDUSTRIES LIMITED

(Formerly known as Synergy Green Industries Pvt. Ltd.)

(CIN : L27100PN2010PLC137493)

10TH ANNUAL REPORT FOR THE F.Y. 2019 - 2020

BOARD OF DIRECTORS

(As on 26-06-2020)

Mr. Rajendra V. Shirgaokar	Chairman Non-Executive Director
Mr. Prafulla V. Shirgaokar	Non-Executive Director
Mr. Shishir S. Shirgaokar	Non-Executive Director
Mr. Chandan S. Shirgaokar	Non-Executive Director
Mr. Niraj S. Shirgaokar	Non-Executive Director
Mr. Jeevan V. Shirgaokar	Non-Executive Director
Mrs. Prabha P. Kulkarni	Independent Woman Director
Mr. Dattaram P. Kamat	Independent Director
Dr. M. R. Desai	Independent Director
Mr. Meyyappan Shanmugam	Independent Director
Mr. Subhash G. Kutte	Independent Director
Mr. Sachin R. Shirgaokar	Managing Director
Mr. Sohan S. Shirgaokar	Joint Managing Director
Mr. V. S. Reddy	Executive Director (Technical)

KEY MANAGERIAL PERSONNEL

Mr. Suhas B. Kulkarni	Chief Financial Officer
Mr. Nilesh M. Mankar	Company Secretary

AUDITORS

M/s. P.G. Bhagwat, Chartered Accountants,
C. S. No. 221, B-1, E Ward, Rajhans Apartment,
2nd Floor, Flat No. S-6, Tarabai Park,
Kolhapur - 416 003.
Phone - (0231) - 2659546

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Registered Office:

392, E Ward, Assembly Road, Shahupuri,
Kolhapur-416001, Maharashtra.
Tel. No.:0231 2658375
Web.: www.synergygreenind.com

Factory Office

C-18, Five Star MIDC, Kagal, Tal.
Hatkanangle, Kolhapur-416216.
Tel. No.:0231 2305311, 2305312
Email : info@synergygreenind.com

Registrar & Transfer Agent

Link Intime India Pvt. Ltd.
Block No. 202, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road,
Pune - 411 001 Phone: +91 20 26160084
Email:- pune@linkintime.co.in

Bankers

Bank of Baroda

ANNUAL GENERAL MEETING

**10TH ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING OR
OTHER AUDIO VISUAL MEANS ON TUESDAY, THE 8TH DAY OF SEPTEMBER,
2020 AT 11.30 A.M. IST**

Chairman's Letter

Dear Share Holders,

I am pleased to update you that, we have completed brown field expansion work and started production activities during fourth quarter of FY 2019-20. Capacity has been increased from 15,000 TPA to 30,000 TPA.

In spite of two major operational disturbance for a period of 4 weeks due to Kolhapur floods and COVID-19 lockdown, company could achieve a healthy double-digit growth supported by additional capacities and strong order book.

During the year, revenues grown by 26.3% from Rs 165.6 Crores to 209.15 Crores with an export's growth of 247% from Rs 11.94 Crores to Rs 29.34 Crores.

Profit before tax grown by 21.4% from Rs 5.15 Crores to Rs 6.24 Crores.

Industry overview and future prospects:

- a. During the year 2019, global wind installations surpassed 60 GW with a growth of 19% over previous year. GWEC forecast an average global installation of 71 GW during next five years.
- b. Indian installations grown by 31% from 1.58 GW to 2.07 GW. But these installations are way behind industry expectation of 5 GW due to various challenges faced by the Industry in execution.
- c. Demand for Indian wind turbine casting is projected to grow with all the WTG OEM's setting up plants in India for catering to domestic & global markets. Improved global buyers' sentiments towards Indian castings due to Trade war between USA & China offers further growth opportunity in export business.
- d. For the year FY 2020-21 domestic and global installations will be getting affected due to COVID-19 lockdowns. Other engineering castings demand will also be getting affected during this period.
- e. Supported by additional capacities and strong export demand, revenues are estimated to grow between 10 to 20% by factoring 8 weeks operational disturbance due to COVID-19 pandemic. Export revenues are estimated to grow over 100%.
- f. In spite of moderate growth forecast for FY 2020-21, profit before tax is estimated to grow substantially with higher export business and cost improvement initiatives.

I am highly thankful to our Board for their valuable guidance and our management team & all employees for their continued effort towards the vision and bringing excellent growth to organisation. I take this opportunity to thank our banker, Bank

of Baroda for their continued support in achieving our goals. I also acknowledge the support extended by Central & State governments and express our sincere thanks to them. I would like to express our appreciation to our partners in our various ventures. I would also like to thank our esteem shareholders for your continued support.

With Warm Regards

Rajendra Vinayak Shirgaokar
Chairman

AGM NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Members of the Company will be held on Tuesday, 8th September 2020 at 11.30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Board's Report and the Auditors' Report thereon
2. To appoint a Director in place of Mr. Shishir S. Shirgaokar (DIN:00166189), who retires by rotation and being eligible, offers himself for reappointment
3. To appoint a Director in place of Mr. Jeevan V. Shirgaokar (DIN:00254572), who retires by rotation and being eligible, offers himself for reappointment

SPECIAL BUSINESS:

4. **To consider and to pass if thought fit, with or without modification, the following resolution as Special Resolution:**

"RESOLVED THAT in supersession of all earlier resolutions passed till date, pursuant to provision of Section 197 & Schedule V of the Companies Act, 2013, read with Companies (Appointment and Managerial Personal) Rules, 2014, other applicable provisions, if any, of the Act, and pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors the consent of the members of the Company be and is hereby accorded to approve remuneration of Shri Sachin R. Shirgaokar, Managing Director of the Company w.e.f. 1st April, 2020 for a period of 3 years as detailed below:

Basic Salary : Rs. 3,45,000/- p.m.

Commission : Commission not exceeding 4 % on Net profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013 or any amendment to the Act, as may be effected from time to time.

Perquisites:

1. Facility Allowance 40% of Basic Salary.
2. Special Allowance of Rs.1,39,250/- p.m.
3. Expenditure towards furnishing self-occupied property with other facilities and amenities or alternately provision of free furnished accommodation.
4. Personal Accident Insurance: The Annual Premium not exceeding Rs.1,00,000/- (Rupees-One Lakh only) per annum.
5. Bonus as applicable to other senior executives of the Company.
6. Reimbursement of medical expenses actually incurred for Managing Director, his spouse, dependent children and dependent parents which is not covered in Mediclaim insurance.
7. Leave Travel Reimbursement to the Managing Director and his spouse, dependent children and dependent parents.
8. Fees of clubs which will include admission and life membership fees, including personal club fees.
9. Mediclaim Insurance: The annual Premium not exceeding Rs.1,00,000/- (Rupees - One Lakh only) per annum.

Retirement Benefits:

1. Company's contribution to Superannuation Fund will be paid Not exceeding 15% of salary as extended to other Senior Executives of the Company, as and when such fund is created.
2. Gratuity: Not exceeding one month's salary for each completed year of service computed on the basis of last drawn salary.

Other perquisites:

1. All Charges of Mobile phone and Telephone be paid by the Company.
2. Leave facilities as applicable to other Senior Executives of the Company.
3. Reimbursement of gas, electricity and water charges, subject to limits prescribed under Income tax Act, 1961.
4. Such other benefits or amenities as may be applicable to other Senior Executives of the Company.
5. All expenses for the maintenance, running and upkeep of the motor car for business purpose to be borne and paid by the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company, are hereby authorized to vary the remuneration of Shri. Sachin R. Shirgaokar, (DIN: 00254442), Managing Director anytime in the future, to the extent of the maximum limits specified in Part II of Schedule V of the Companies Act, 2013, read with Companies (Appointment and Managerial Personal) Rules, 2014, by passing a resolution in their meeting."

"RESOLVED FURTHER THAT the Board of Directors are at full liberty in its description to fix, vary, alter the emoluments, allowances and or perquisites etc. within the above mentioned limits."

"RESOLVED FURTHER THAT if in any year the Company has no profits or its profits are inadequate, Shri. Sachin R. Shirgaokar, (DIN:00254442), Managing Director, shall be paid above remuneration as Minimum Remuneration, as detailed above, by way of Salary, perquisites, allowances & performance bonus, benefits etc. taken together."

"RESOLVED FURTHER THAT In case of Adequacy of Profits, Shri. Sachin R. Shirgaokar, (DIN:00254442), Managing Director, shall be paid remuneration within the maximum limit of 10% of the Profits of the company as computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said limit of 10% shall apply to all the whole time directors of the Company taken together viz. Managing Director, Joint Managing Director & Executive Director."

"RESOLVED FURTHER THAT Shri. Sachin R. Shirgaokar, (DIN: 00254442) Managing Director or Shri Sohan S. Shirgaokar, (DIN: 00217631) Joint Managing Director of the Company be and are hereby authorised to sign and file forms prescribed under the Company Act, 2013 and the Rules made there under."

5. To consider and to pass if thought fit, with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT in supersession of all earlier resolutions passed till date, pursuant to provision of Section 197 & Schedule V of the Companies Act, 2013, read with Companies (Appointment and Managerial Personal) Rules, 2014, other

applicable provisions, if any, of the Act, and pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to approve remuneration of Shri Sohan S. Shirgaokar, Joint Managing Director of the Company w.e.f. 1st April, 2020 for a period of 3 years as detailed below:

Basic Salary : Rs. 3,45,000/- p.m.

Commission : Commission not exceeding 4 % on Net profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013 or any amendment to the Act, as may be effected from time to time.

Perquisites:

1. Facility Allowance 40% of Basic Salary.
2. Special Allowance of Rs.1,39,250/- p.m.
3. Expenditure towards furnishing self-occupied property with other facilities and amenities or alternately provision of free furnished accommodation.
4. Personal Accident Insurance: The Annual Premium not exceeding Rs.1,00,000/- (Rupees-One Lakh only) per annum.
5. Bonus as applicable to other senior executives of the Company.
6. Reimbursement of medical expenses actually incurred for Joint Managing Director, his spouse, dependent children and dependent parents which is not covered in Mediclaim insurance.
7. Leave Travel Reimbursement to the Joint Managing Director and his spouse, dependent children and dependent parents.
8. Fees of clubs which will include admission and life membership fees, including personal club fees.
9. Mediclaim Insurance: The annual Premium not exceeding Rs.1,00,000/- (Rupees – One Lakh only) per annum.

Retirement Benefits:

1. Company's contribution to Superannuation Fund will be paid Not exceeding 15% of salary as extended to other Senior Executives of the Company as and when such fund is created.
2. Gratuity: Not exceeding one month's salary for each completed year of service computed on the basis of last drawn salary.

Other perquisites:

1. All Charges of Mobile phone and Telephone be paid by the Company.
2. Leave facilities as applicable to other Senior Executives of the Company.
3. Reimbursement of gas, electricity and water charges, subject to limits prescribed under Income tax Act, 1961.
4. Such other benefits or amenities as may be applicable to other Senior Executives of the Company.
5. All expenses for the maintenance, running and upkeep of the motor car for business purpose to be borne and paid by the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company, are hereby authorized to vary the remuneration of Shri. Sohan S. Shirgaokar, (DIN:00217631), Joint Managing Director anytime in the future, to the extent of the maximum limits specified in Part II of Schedule V of the Companies Act, 2013, read with Companies (Appointment and Managerial Personal) Rules, 2014, by passing a resolution in their meeting.”

“RESOLVED FURTHER THAT the Board of Directors are at full liberty in its description to fix, vary, alter the emoluments, allowances and or perquisites etc. within the above-mentioned limits.”

“RESOLVED FURTHER THAT if in any year the Company has no profits or its profits are inadequate, Shri. Sohan S. Shirgaokar, (DIN:00217631), Joint Managing Director, shall be paid above remuneration as Minimum Remuneration, as detailed above, by way of Salary, perquisites, allowances & performance bonus, benefits etc. taken together.”

“RESOLVED FURTHER THAT in case of Adequacy of Profits, Shri. Sohan Shirgaokar, (DIN:00217631), Joint Managing Director, shall be paid remuneration within the maximum limit of 10% of the Profits of the Company as computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said limit of 10% shall apply to all the whole time directors of the Company taken together viz. Managing Director, Joint Managing Director & Executive Director.”

“RESOLVED FURTHER THAT Shri. Sachin R. Shirgaokar, (DIN: 00254442) Managing Director or Shri Sohan S. Shirgaokar, (DIN: 00217631) Joint Managing Director of the Company be and are hereby authorised to sign and file forms prescribed under the Company Act, 2013 and the Rules made there under.”

6. To consider and to pass if thought fit, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 198 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to the provisions of the Articles of Association of the Company and in supersession of the earlier resolution passed in this regard, the approval of the members be and is hereby accorded for the reappointment of Shri. Vendavagali Srinivasa Reddy (DIN: 03425960) as “Executive Director – Technical” for a period of 3 years with effect from 1st April, 2020 who shall be look after day to day activities of the factory situated at Five Star MIDC upon such specific terms and conditions as specified in the agreement executed with Shri. Vendavagali Srinivasa Reddy.”

“RESOLVED FURTHER THAT in supersession of all earlier resolutions passed till date and pursuant to provision of Section 197 & Schedule V of the Companies Act, 2013, read with Companies (Appointment and Managerial Personal) Rules, 2014, other applicable provisions, if any, of the Act, and pursuant to recommendation of Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 5th February, 2020, the consent of the members be and is hereby accorded to increase in remuneration of Shri. Vendavagali Srinivasa Reddy, (DIN 03425960) Executive Director – Technical of the Company w.e.f. 1st April, 2020 for a period of 3 years as detailed below;

Remuneration :Basic Rs.3,20,000/- (Rupees Three Lakh Twenty Thousand only) per month.

Commission :Commission not exceeding 2% on Net profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013 or any amendment to the Act, as may be effected from time to time.

Perquisites:

1. Facility Allowance not exceeding 40% of Basic Salary.
2. Special Allowance of Rs.98,000/- p.m.
3. Expenditure towards furnishing self-occupied property with other facilities and amenities or alternately provision of free furnished accommodation.
4. Personal Accident Insurance: The Annual Premium not exceeding Rs.1,00,000/- (Rupees-One Lakh only) per annum.
5. Bonus as applicable to other senior executives of the Company.
6. Reimbursement of medical expenses actually incurred for Executive Director, his spouse, dependent children and dependent parents which is not covered in Mediclaim insurance.
7. Leave Travel Reimbursement to the Executive Director and his spouse, dependent children and dependent parents.
8. Fees of clubs which will include admission and life membership fees, including personal club fees.
9. Mediclaim Insurance: The annual Premium not exceeding Rs.1,00,000/- (Rupees – One Lakh only) per annum.

Retirement Benefits:

1. Provident Fund: Company's contribution towards Provident Fund, subject to current provisions of Employees Provident Funds and Miscellaneous Provisions Act.
2. Company's contribution to Superannuation Fund will be paid Not exceeding 15% of salary as extended to other Senior Executives of the Company, as and when such fund is created.
3. Gratuity: Not exceeding one month's salary for each completed year of service computed on the basis of last drawn salary.
4. The Company's contribution in respect of Provident Fund and Superannuation shall not exceed 27% of the monthly salary as laid down under Income Tax Act, 1961.

Other perquisites:

1. Mobile phone and Telephone to be paid by the Company.
2. Leave facilities as applicable to other Senior Executives of the Company.
3. Reimbursement of gas, electricity and water charges, subject to limits prescribed under Income tax Act, 1961.
4. Such other benefits or amenities as may be applicable to other Senior Executives of the Company.
5. All expenses for the maintenance, running and upkeep of the motor car for business purpose to be borne and paid by the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company are hereby authorized to vary the remuneration of Shri. Vendavagali Srinivasa Reddy, (DIN: 03425960), Executive Director- Technical, anytime in the future, to the extent of the maximum limits specified in Part II of Schedule V of the Companies Act, 2013, read with Companies (Appointment and Managerial Personal) Rules, 2014, by passing a resolution in their meeting.”

“RESOLVED FURTHER THAT the Board of Directors is at full liberty in its description to fix, vary, alter the emoluments, allowances and or perquisites etc. within the above-mentioned limits.”

“RESOLVED FURTHER THAT if in any year the Company has no profits or its profits are inadequate, Shri. Vendavagali Srinivasa Reddy, (DIN: 03425960), Executive Director- Technical, shall be paid above remuneration as Minimum Remuneration as detailed above, by way of Salary, perquisites, allowances & performance bonus, benefits etc. taken together.”

“RESOLVED FURTHER THAT in case of Adequacy of Profits, Shri. Vendavagali Srinivasa Reddy, (DIN: 03425960), Executive Director- Technical shall be paid remuneration within the maximum limit of 10% of the Profits of the Company as computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said limit of 10% shall apply to all the whole time directors of the Company taken together viz. Managing Director, Joint Managing Director & Executive Director.”

“RESOLVED FURTHER THAT Shri. Sachin R. Shirgaokar, (DIN: 00254442) Managing Director or Shri Sohan S. Shirgaokar, (DIN: 00217631) Joint Managing Director of the Company be and are hereby authorised to sign and file forms prescribed under the Company Act, 2013 and the Rules made there under.”

7. To consider and to pass if thought fit, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force and pursuant to the recommendation of Audit Committee and resolution passed in the meeting of Board of Directors held on 26th June, 2020 the members of the Company hereby ratify and confirm the remuneration of Rs.1,00,000 plus applicable taxes and out of pocket expenses (if any) at actual, for the financial year ending March 31, 2021 to M/s Adawadkar Chougule & Associates, Cost Accountants (Firm Registration No. 00425) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2020-21.”

“RESOLVED FURTHER THAT Mr. Sachin R. Shirgaokar (DIN: 00254442) Managing Director or Mr. Sohan S. Shirgaokar (DIN: 00217631), Joint Managing Director of the Company be and are hereby authorized, to do and execute such other forms, E-forms, letters, documents, acts and things as may be necessary, desirable or expedient for the purpose of giving effect to any of foregoing resolutions.”

8. To consider and to pass if thought fit, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 73(2) read with the Companies (Acceptance of Deposits) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and within the overall borrowing limits approved by the members the Company be and is hereby authorised to accept / renew unsecured deposits from its members not exceeding the limits, as

prescribed, of the aggregate of the paid up capital and free reserves of the Company as per the latest audited accounts as of 31/03/2020.”

“RESOLVED FURTHER THAT Mr. Sachin R. Shirgaokar (DIN: 00254442) Managing Director or Mr. Sohan S. Shirgaokar (DIN: 00217631), Joint Managing Director of the Company be and are hereby authorized, to do and execute such other forms, E-forms, letters, documents, acts and things as may be necessary, desirable or expedient for the purpose of giving effect to any of foregoing resolutions.”

9. To consider and to pass if thought fit, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT in supersession of all earlier resolutions passed by the company in this regards, consent of the members be and are hereby accorded in terms of Section 180 (1) (c) of the Companies Act, 2013 and other enabling provisions, if any, for borrowing from time to time any sum or sums of moneys which together with the moneys already borrowed by the company, if any, (apart from the temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) exceeding the aggregate of the paid up capital of the Company and its free reserves, that is to say Reserves not set apart for any specific purpose, provided however, the total amount so borrowed shall not at any times exceed Rs.1,50,00,00,000/- (Rupees One hundred fifty Crores only).”

“RESOLVED THAT pursuant to section 180(1)(a) or any other applicable provisions of the Companies Act, 2013, consent of the members be and are hereby accorded for creating mortgage, charge, hypothecation or lien or pledge or otherwise encumber, from time to time, all present and future, movable or immovable properties of the Company and / or whole or substantially the whole or anyone or more of the Company's undertakings or all its undertakings, wherever situated, in favour of financial institutions, Banks, Body Corporate or any other lender to secure fund based / non fund based facilities including term loan and working capital assistance obtained / to be obtained by the Company.”

“RESOLVED FURTHER THAT Mr. Sachin R. Shirgaokar, Managing Director or Mr. Sohan S. Shirgaokar, Joint Managing Director of the Company be and are hereby authorized to execute such agreements, papers, documents, deeds or other instruments or writings containing such conditions and covenants as it may deem fit to give effect to this resolution.”

**By Order of the Board
For Synergy Green Industries Limited**

**Sachin R. Shirgaokar
Managing Director
DIN:00254442**

Date : 17th August, 2020

Place : Kolhapur

NOTES:

- i. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs

- ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
- ii. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice
 - iii. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - iv. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent through email to the Company at nmm@synergygreenind.com and to the Scrutinizer at shruti@kelkarcs.com.
 - v. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act on the website of the Company
 - vi. The Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, (the Act), Special Business Nos.4, 5, 6 & 9 in the Notice and is annexed hereto and forms part of this Notice.
 - vii. **Permanent Account Number (PAN)**
The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members are requested to submit their PAN to their DPs. Members are requested to inform change in address or Bank mandate to their respective DPs with whom they are maintaining their demat accounts.
 - viii. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries in writing atleast 7 days in advance of the date of the meeting at nmm@synergygreenind.com so that the information can be made available at the time of the meeting.
 - ix. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the

Company's website www.synergygreenind.com; website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

- x. Those shareholders who have not registered their email address with their depository participant or wish to update a fresh email address may do so by approaching their respective depository participant. Alternatively, by submitting the enclosed E-mail Registration cum- Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address.

The Notice along with the Annual Report will also be available on the Company's website, viz., www.synergygreenind.com.

xi. **Voting through electronic means:**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") is provided by Link Intime India Pvt. Ltd.
- II. The remote e-voting period commences on 5th day of September, 2020 (9:00 a.m. IST) and ends on 7th day of September, 2020 (5:00 p.m. IST). During this period, members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 1st day of September, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Pvt. Ltd for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The process and manner for remote e-voting is asunder:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on the email notice indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (last four digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

xii. 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 only shall be entitled to avail the facility of remote e-voting. The cut-off date for determining eligibility of the member for e-voting is 1st September 2020.

xiii. A person, who is not a member as on the cut-off date should treat this Notice

- for information purpose only.
- xiv. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st September, 2020, may obtain the login ID and password by sending a request at to the Company at nmm@synergygreenind.com or to RTA at umesh.sharma@linkintime.co.in. However, if you are already registered with Link Intime India Pvt. Ltd. for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <https://instavote.linkintime.co.in>.
 - xv. C. S. Kelkar & Associates, Pune, have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - xvi. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall not make later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xvii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz www.synergygreenind.com and on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>) immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
 - xviii. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- 1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click "Go to Meeting"

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at nmm@synergygreenind.com from 9.00 a.m. of 31st August, 2020 to 5.00 p.m. of 4th September, 2020 (Date & Time) (preferably 3 days or 72 hrs. prior to the date of AGM).

The Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at nmm@synergygreenind.com on or before 4th September, 2020. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on '**Submit**'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

EXPLANATORY STATEMENT
Pursuant to Section 102(1) of the Companies Act, 2013

Item No.4:

In Extra Ordinary General Meeting of members held on 23rd February 2018, the members had approved remuneration payable to Shri Sachin R. Shirgaokar, Managing Director of the Company for a period of 2 years w.e.f 1st April, 2018 which is upto 31st March, 2020. Hence approval of members to be obtained by way of special resolution for approval of his remuneration for a further period of 3 years. Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on 5th February 2020 have approved the remuneration payable to Shri Sachin R. Shirgaokar, Managing Director of the Company for a period of 3 years w.e.f 1st April, 2020.

As per provisions of section 196 & 197 of the Companies Act, 2013, it is necessary to obtain approval of members by passing requisite resolution and hence the Board of Directors have put up the resolution for approval of members as Special Resolution.

I. GENERAL INFORMATION

(1)	Nature of Industry	Engineering
(2)	Date or expected date of commencement of commercial operations	The Company was incorporated on 08.10.2010 as a private limited Company and started the commercial operations on 01.06.2012. Later on the Company was converted into a Public Company on 16.02.2018 and was listed on the SME Exchange of BSE Ltd on 21.09.2018.
(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	Financial Performance of the Company has been satisfactory. The comparative analysis of the company as mentioned below; a. Company has started its commercial production during 2012. During last 5 years Companies Turnover has increased with a CAGR of 26% and Operational Profits (PBDIT) has increased with a CAGR of 14%. As compared to industry peers like S. E. Forge, growth achieved by the Company is remarkable. b. During last 5 years Company has bagged nearly 15 big Customers including global leaders in wind industry like Vestas and

		Gamesa. There is a judicious mix of wind and non-wind customers. Company has developed more than 50 items for these customers.
(5)	Foreign investments or collaborators, if any.	<p>The Company has not made any Foreign Investments or collaborations. However, certain foreign investors have invested in the Company after listing on the SME Exchange of BSE Ltd, details are as follows:</p> <ol style="list-style-type: none"> 1. Massachusetts Institute of Technology, FII, USA 13,96,000 Equity Shares 2. Ravindra Sonu Choudhari, NRI, UAE 70,000 Equity Shares 3. Tejas Kirti kumar Shah, NRI, INDIA 30,000 Equity Shares.

II. INFORMATION ABOUT THE APPOINTEES

Name	Mr. Sachin R. Shirgaokar
Age	54 Years
Background details	<p>B. E. Mechanical, MBA, University of New Hampshire, Manchester.</p> <p>31 yrs. Experience out of which 29 years of working at top positions of the Companies.</p>
Past Remuneration	The Amount of Rs.64,16,979/-and Rs.1,11,15,641/-was paid as managerial remuneration for F.Y. 2018-19 and F.Y. 2019-20 respectively inclusive of performance incentive, perquisites etc. as per rules of the Company.
Date of First Appointment on the Board	19.10.2010
Shareholding in the Company	7,40,228 equity shares of Rs.10 each
Job Profile and his suitability	<p>Managing Director-</p> <p>Overall responsibility of the Company operations with core area and emphasis on Monitoring and controlling overall Business Activities, Strategic planning, Financial Management & Operations Management.</p>
Proposed Remuneration	As mentioned in resolution No 4.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Comparable	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shareholder & employee of the company	
Relationship with other Directors, Manger, and Key Managerial Personnel of the company		
Sr.No	Name of Director and KMP	Relationship With
01.	Mr. Rajendra Vinayak Shirgaokar	Father
02.	Mr. Prafulla Vinayak Shirgaokar	Father's Brother
03.	Mr. Shishir Suresh Shirgaokar	Father's Cousin
04.	Mr. Chandan Sanjeev Shirgaokar	Cousin
05.	Mr. Niraj Shishir Shirgaokar	Cousin
06.	Mr. Jeevan Vasant Shirgaokar	Cousin
07.	Mr. Sohan Sanjeev Shirgaokar	Cousin
08.	Mr. V.S. Reddy	No relation
09.	Mrs. Prabha Prakash Kulkarni	No relation
10.	Mr. Dattaram Pandurang Kamat	No relation
11.	Dr. M. R. Desai	No relation
12.	Mr. Meyyappan Shanmugam	No relation
13.	Mr. Subhash Gundappa Kutte	No relation
14.	Mr. Suhas Bhalchandra Kulkarni	No relation
15.	Mr. Nilesh Mohan Mankar	No relation
Number of Board meetings held and attended during the F.Y.2019-20	Number of meetings held: 4 Number of meetings attended: 4	
Other Directorship, Membership/Chairmanship of Committees of other boards	Director 1. The Ugar Sugar Works Ltd. 2. S. B. Reshellers Pvt. Ltd. 3. Tara Tiles Pvt. Ltd. 4. Sangli Fabricators Pvt. Ltd.	
Reasons and Justification for the payment of remuneration beyond the limit-		
<p>The following key factors have been taken into consideration for fixing the remuneration to the Managing Directors of the Company beyond the limit as prescribed under the Act.</p> <ol style="list-style-type: none"> Proven ability of the Directors to excel in the highly competitive global market. Engineering intensive operations at the cutting edge of Technology. Achievement, over the years, of highly specialized skill sets in the field of Product development, & end to end execution. Full time & exclusive engagement in the operations & management of the company. Top class educational qualification in engineering from premier local & global institutions. Increase in Responsibilities towards various compliances due to listing of Company on SME platform of Bombay Stock Exchange. 		

Except for Shri Sachin R. Shirgaokar and his relatives, none of the Directors or KMP's or their relatives are interested or concerned in the above resolution.

Item No.5:

In Extra Ordinary General Meeting of members held on 23rd February 2018, the members had approved remuneration payable to Shri Sohan S. Shirgaokar, Joint Managing Director of the Company for a period of 2 years w.e.f 1st April, 2018 which is upto 31st March, 2020. Hence approval of members to be obtained by way of special resolution for approval of his remuneration for a further period of 3 years. Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on 5th February, 2020 have approved the remuneration payable to Shri Sohan S. Shirgaokar, Joint Managing Director of the Company for a period of 3 years w.e.f 1st April, 2020.

As per provisions of section 196 & 197 of the Companies Act, 2013, it is necessary to obtain approval of members by passing requisite resolution and hence the Board of Directors have put up the resolution for approval of members as Special Resolution.

I. GENERAL INFORMATION

(1)	Nature of Industry	Engineering
(2)	Date or expected date of commencement of commercial operations	The Company was incorporated on 08.10.2010 as a private limited Company and started the commercial operations on 01.06.2012. Later on the Company was converted into a Public Company on 16.02.2018 and was listed on the SME Exchange of BSE Ltd on 21.09.2018.
(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	Financial Performance of the Company has been satisfactory. The comparative analysis of the company as mentioned below; a. Company has started its commercial production during 2012. During last 5 years Companies Turnover has increased with a CAGR of 26% and Operational Profits (PBDIT) has increased with a CAGR of 14%. As compared to industry peers like S. E. Forge, growth achieved by the Company is remarkable. b. During last 5 years Company has bagged nearly 15 big Customers including global leaders in wind industry like Vestas and Gamesa. There is a judicious mix of wind and non-wind customers. Company has developed more than 50 items for these customers.

(5)	Foreign investments or collaborators, if any.	<p>The Company has not made any Foreign Investments or collaborations. However, certain foreign investors have invested in the Company after listing on the SME Exchange of BSE Ltd, details are as follows:</p> <ol style="list-style-type: none"> 1. Massachusetts Institute of Technology, FII, USA 13,96,000 Equity Shares 2. Ravindra Sonu Choudhari, NRI, UAE 70,000 Equity Shares 3. Tejas Kirti kumar Shah, NRI, INDIA 30,000 Equity Shares.
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II. INFORMATION ABOUT THE APPOINTEES

Name	Mr. Sohan S. Shirgaokar
Age	38 Years
Background details	<p>B. Com., M.B.A. (Finance & Marketing)</p> <p>15 years experience at top positions of the Companies.</p>
Past Remuneration	<p>The Amount of Rs.64,16,979/-and Rs.1,11,15,641/-was paid as managerial remuneration for F.Y. 2018-19 and F.Y. 2019-20 respectively inclusive of performance incentive, perquisites etc. as per rules of the Company.</p>
Date of First Appointment on the	19.10.2010
Shareholding in the Company	1,20,004 equity shares of Rs. 10 each
Job Profile and his suitability	<p>Joint Managing Director-</p> <p>Overall responsibility of the Company operations with core area and emphasis on Strategic planning, Systems Development & Operations Management.</p>
Proposed Remuneration	As mentioned in resolution No.5
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Comparable
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shareholder & employee of the company

Relationship with other Directors, Manger, and Key Managerial Personnel of the company		
Sr.No	Name of Director and KMP	Relationship With
01.	Mr. Rajendra Vinayak Shirgaokar	Father's Brother
02.	Mr. Prafulla Vinayak Shirgaokar	Father's Brother
03.	Mr. Shishir Suresh Shirgaokar	Father's Brother
04.	Mr. Chandan Sanjeev Shirgaokar	Brother
05.	Mr. Niraj Shishir Shirgaokar	Cousin
06.	Mr. Jeevan Vasant Shirgaokar	Cousin
07.	Mr. Sachin R. Shirgaokar	Cousin
08.	Mr. V.S. Reddy	No relation
09.	Mrs. Prabha Prakash Kulkarni	No relation
10.	Mr. Dattaram Pandurang Kamat	No relation
11.	Dr. M. R. Desai	No relation
12.	Mr. Meyyappan Shanmugam	No relation
13.	Mr. Subhash Gundappa Kutte	No relation
14.	Mr. Suhas Bhalchandra Kulkarni	No relation
15.	Mr. Nilesh Mohan Mankar	No relation
Number of Board meetings held and attended during the F.Y.2019-20		Number of meetings held : 4 Number of meetings attended: 4
Other Directorship, Membership/Chairmanship of Committees of other boards		Director 1. The Ugar Sugar Works Ltd. 2. S. B. Reshellers Pvt. Ltd. 3. Tara Tiles Pvt. Ltd.
Reasons and Justification for the payment of remuneration beyond the limit- The following key factors have been taken into consideration for fixing the remuneration to the Managing Directors of the Company beyond the limit as prescribed under the Act.		
<ul style="list-style-type: none"> a. Proven ability of the Directors to excel in the highly competitive global market. b. Engineering intensive operations at the cutting edge of Technology. c. Achievement, over the years, of highly specialized skill sets in the field of Product development, & end to end execution. d. Full time & exclusive engagement in the operations & management of the company. e. Top class educational qualification in engineering from premier local & global institutions. f. Increase in Responsibilities towards various compliances due to listing of Company on SME platform of Bombay Stock Exchange. 		

Except for Shri Sohan S. Shirgaokar and his relatives, none of the Directors or KMP's or their relatives are interested or concerned in the above resolution.

Item No.6:

In Extra Ordinary General Meeting of members held on 23rd February 2018, the members had approved reappointment of Shri. Vendavagali Srinivasa Reddy as "Executive Director – Technical" for a period of 2 years with effect from 1st April, 2018 and also approved his remuneration for that period. Accordingly, his term of appointment and remuneration is till 31st March, 2020 and need to be revised.

Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on 5th February 2020 have approved re-appointment and remuneration of Shri. Vendavagali Srinivasa Reddy, Executive Director – Technical of the Company for a period of 3 years w.e.f 1st April, 2020.

As per provisions of section 196 & 197 of the Companies Act, 2013, it is necessary to obtain approval of members by passing requisite resolution and hence the Board of Directors have put up the resolution for approval of members as Special Resolution.

I. GENERAL INFORMATION

(1)	Nature of Industry	Engineering
(2)	Date or expected date of commencement of commercial operations	The Company was incorporated on 08.10.2010 as a private limited Company and started the commercial operations on 01.06.2012. Later on the Company was converted into a Public Company on 16.02.2018 and was listed with the SME Exchange of BSE Ltd on 21.09.2018.
(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	Financial Performance of the Company has been satisfactory. The comparative analysis of the company as mentioned below; a. Company has started its commercial production during 2012. During last 5 years Companies Turnover has increased with a CAGR of 26% and Operational Profits (PBDIT) has increased with a CAGR of 14%. As compared to industry peers like S. E. Forge, growth achieved by the Company is remarkable. b. During last 5 years Company has bagged nearly 15 big Customers including global leaders in wind industry like Vestas and Gamesa. There is a judicious mix of wind and non-wind customers. Company has developed more than 50 items for these customers.

(5)	Foreign investments or collaborators, if any.	<p>The Company has not made any Foreign Investments or collaborations. However, certain foreign investors have invested in the Company after listing on the SME Exchange of BSE Ltd, details are as follows:</p> <ol style="list-style-type: none"> 1. Massachusetts Institute of Technology, FII, USA 13,96,000 Equity Shares 2. Ravindra Sonu Choudhari, NRI, UAE 70,000 Equity Shares 3. Tejas Kirti kumar Shah, NRI, INDIA 30,000 Equity Shares.
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II. INFORMATION ABOUT THE APPOINTEES

Name	Mr. Vendavagali Srinvasa Reddy
Age	51 Years
Background details	<p>a. M. Tech (1995) b. Six Sigma Black Belt (1999) from GE Power System. c. Executive General Management Program (2016) from IIM Bangalore. 25 years of experience at senior technical positions at Large scale Engineering companies.</p>
Past Remuneration	<p>The Amount of Rs.62,52,400/-and Rs.81,29,102/-was paid as managerial remuneration for F.Y. 2018-19 and F.Y. 2019-20 respectively inclusive of performance incentive, perquisites etc. as per rules of the Company.</p>
Date of First Appointment on the	03.11.2010
Shareholding in the Company	15,10,000 equity shares of Rs. 10 each
Job Profile and his suitability	<p>Executive Director-Technical</p> <p>Overall responsibility of the Company operations with core area and emphasis Planning, Technology & Product Development, Project Management, Engineering, business development,</p>
Proposed Remuneration	As mentioned in resolution No.6

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Comparable
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shareholder & employee of the company

Relationship with other Directors, Manger, and Key Managerial Personnel of the company

Sr.No	Name of Director and KMP	Relationship With
01.	Mr. Rajendra Vinayak Shirgaokar	No relation
02.	Mr. Prafulla Vinayak Shirgaokar	No relation
03.	Mr. Shishir Suresh Shirgaokar	No relation
04.	Mr. Chandan Sanjeev Shirgaokar	No relation
05.	Mr. Niraj Shishir Shirgaokar	No relation
06.	Mr. Jeevan Vasant Shirgaokar	No relation
07.	Mr. Sachin R. Shirgaokar	No relation
08.	Mr. Sohan S. Shirgaokar	No relation
09.	Mrs. Prabha Prakash Kulkarni	No relation
10.	Mr. Dattaram Pandurang Kamat	No relation
11.	Dr. M. R. Desai	No relation
12.	Mr. Meyyappan Shanmugam	No relation
13.	Mr. Subhash Gundappa Kutte	No relation
14.	Mr. Suhas Bhalchandra Kulkarni	No relation
15.	Mr. Nilesh Mohan Mankar	No relation
Number of Board meetings held and attended during the F.Y.2019-20		Number of meetings held : 4 Number of meetings attended: 4
Other Directorship, Membership/Chairmanship of Committees of other boards		N.A.

Reasons and Justification for the payment of remuneration beyond the limit-

The following key factors have been taken into consideration for fixing the remuneration to the Managing Directors of the Company beyond the limit as prescribed under the Act.

- a. Proven ability of the Directors to excel in the highly competitive global market.
- b. Engineering intensive operations at the cutting edge of Technology.
- c. Achievement, over the years, of highly specialized skill sets in the field of Product development, & end to end execution.
- d. Full time & exclusive engagement in the operations & management of the company.
- e. Top class educational qualification in engineering from premier local & global institutions.
- f. Increase in Responsibilities towards various compliances due to listing of Company on SME platform of Bombay Stock Exchange.

Except for Shri Vendavagli Srinivasa Reddy and his relatives, none of the Directors or KMP's or their relatives are interested or concerned in the above resolution.

Item No.7:

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules 2014, M/s Adawadkar Chougule & Associates, Cost Accountants (Firm Registration No. 00425) are proposed to be re-appointed as Cost Auditor of the Company for the Financial Year 2020-21. The Board has already approved their re-appointment as Cost Auditor in their meeting held on 26th June, 2020. The Board has fixed their remuneration as Rs.1,00,000/- for Financial year 2020-21.

As per provisions of section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration determined by the Board of Directors as per recommendations of the Audit Committee, shall be ratified/approved by the shareholders. Accordingly, resolution proposing approval of remuneration to the Cost Auditors for F.Y.2020-21 is mentioned in the Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no.7 of the Notice.

The Board recommends the ordinary resolution set out at Item no.7 to the Notice for approval of Members.

Item No.8:

The special business relates to seeking members' approval for acceptance / renewal of unsecured deposits from members. The Board of Directors, in their meeting held on 13.08.2020, has approved the acceptance / renewal of unsecured deposits from members of the Company subject to your approval. The purpose for accepting / renewing unsecured deposits from Members is to fund the Expansion Project of the Company and augment long term working capital needs of the Company.

Directors, being members of the Company, are interested or concerned in the above resolution.

The Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice for approval by the Members.

Item No.9:

In the Board meeting held on 20th February 2018 the resolution was passed by the Board for increase in borrowing limit upto Rs.100 crores considering the conversion of the Company from Private to Public. Also, Extra Ordinary General Meeting was convened as on 23rd February 2018 to pass the special resolution through members approval of the Company.

Now according to the discussion held in the Board meeting held on 26th June 2020 to enhance the foundry capacity from 30,000 TPA to 45,000 TPA, once again it is prudent to increase the limit of Borrowing from Rs.100 Crores to Rs.150 Crores to comply with the 180(1)(c) of the Companies Act, 2013 to borrow the funds required for further expansion.

Consequently, it was thought prudent to obtain approval of Members for setting up the Borrowing Limits of the Company section 180(1)(c) of the Companies Act, 2013. Approval of Members by way of Special Resolution is required to borrow funds in excess of Paid-up Share Capital and Free Reserves of the Company.

Pursuant to section 180(1)(a) of the Companies Act, 2013, the Board of Directors can exercise powers to create mortgage and / or charge on the movable / immovable properties of the Company in favour of the lenders to secure their financial assistance only with the consent of Members as a Special Resolution.

The Board of Directors of the Company recommends approval of the members for these resolutions by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out.

**By Order of the Board
For Synergy Green Industries Limited**

**Sachin R. Shirgaokar
Managing Director
DIN:00254442**

Date : 17th August, 2020
Place : Kolhapur

Board's Report

To,
Dear Members,
Synergy Green Industries Limited,
Shahupuri, Kolhapur.

Your Directors have pleasure in presenting before you the Tenth Annual Report of the Company along with audited annual financial statement for the year ended March 31, 2020.

1. Financial Results

The following are the financial results of the Company for the year ended March 31, 2020

Particulars	For the Year ended on 31st March, 2020	For the Year ended on 31st March, 2019
Revenue from Operations	2,07,87,46,489	1,65,02,46,928
Other Income	65,83,545	53,10,637
Profit Before Interest, Depreciation & Tax	23,19,80,937	20,63,17,340
Less : Finance Cost	9,58,88,333	8,62,69,849
Less : Depreciation & amortization Expenses	7,37,18,629	6,85,48,772
Profit before Tax	6,23,73,975	5,14,98,719
Tax Expenses	2,90,96,359	60,34,397
Profit after Tax	3,32,77,616	4,54,64,322
Less : Proposed Dividend & Tax thereon	-	-
Balance carried to Balance Sheet	3,32,77,616	4,54,64,322

2. State of Affairs

- a) For the financial year 2019-20, your Company recorded net sales of Rs.207.87 Crores as against Rs.165.02 Crores in the previous year and achieved a YOY growth of 25.97%.
- b) Profit before tax increased by 21.12% from Rs.5.15 Crore during FY 2018-19 to Rs.6.24 Crore during FY 2019-20. Net profit during FY 2019-20 stands at Rs.3.33 Crore as against Rs.4.55 Crore during FY 2018-19.
- c) Absolute PBDIT figures increased by 12.44% from Rs.20.63 Crore during FY 2018-19 to Rs.23.20 Crore in FY 2019-20.

3. Industry Update & Future Outlook

- a) Company has established strong customer base by developing parts to all the leading customers in the Industry.
- b) Company's present customer base consists of Wind Parts 72%, Wind Gear Box Parts 15% & balance 13% from Non wind parts like mining and plastic injection.
- c) Due to COVID-19 pandemic domestic volumes are likely to be impacted. Slowdown is expected in non-wind business also. In spite of adverse situation, moderate 10% revenue growth is forecasted by factoring 8 weeks

of COVID-19 disturbances. This growth forecast is supported by strong export demand and additional capacities in place.

4. Economic Environment

- a) Globally wind industry posted a healthy 19% growth during last year. This growth is forecasted to continue barring 2020-21 because of COVID-19 disturbances. As per GWEC report, 4% CAGR is forecasted next five years. Off shore business is growing at much faster pace of 20% with improved economics.
- b) India is in the process of transforming in to a manufacturing hub for wind industry with establishment assembly lines by all major global OEM's in India. However, India needs to overcome its structural issues like land reforms, grid evacuation infrastructure, timely payment by electricity distribution companies to wind power generators to unlock the full potential opportunities in India.
- c) Strong government support is visible to take the renewable share in electricity to 60% of countries consumption in another two decades. This growth is also focused to increase local content to enhance domestic industry growth. These two parameters are going to offer significant growth opportunities in coming years.
- d) Global buyers' sentiments are expected to improve towards India because of USA-China trade war and COVID-19 pandemic episode.
- d) Non wind business is likely to be impacted due to COVID-19 pandemic and general slowdown in economy. Present year non wind business share estimated drop from 13% to 7% and will be getting replaced wind share. This demand is expected to bounce back during FY 2021-22.

5. Quality and Certification

Company's focus is on quality of the products manufactured through fulfilling the requirements as per international standards and customer satisfactions. Company manned with highly qualified team and is equipped with state-of-the-art testing facilities at its Plant.

Company is certified for Quality Management System (QMS) according to ISO:9001 2015 quality standards, ISO:14001 2015 Environmental management System and also ISO:18001 2007 Occupational Health and Safety Standards.

6. Dividend

There being carried over losses of previous years which have not been set off completely against profits of current year. In view of the same, the Board is unable to recommend any dividend for FY 2019-20 to the Equity Shareholders and Preference Shareholders.

7. Details of Subsidiaries, Joint Venture (JV) or Associate Companies (AC)

The Company does not have Subsidiary, Associate and Joint Venture Company.

8. Amounts proposed to be carried to any Reserves

The Company has not transferred any amount to the reserves during the Financial Year ended on 31st March, 2020.

9. Change in Capital Structure of the Company

During the year under consideration, there is no change in Capital Structure of the Company.

During the year the Company conducted Postal Ballot as per section 110 of the Companies Act, 2013 and applicable Regulations of LODR for seeking approval of members for alteration of Capital Clause of Memorandum of Association for change in nomenclature of 10% Non-Cumulative Preference Shares to 10% Cumulative Preference Shares.

Further, during the year under report company has not made buyback of shares or has not issued Bonus Shares, Sweat Equity Shares, Equity with differential voting rights and Employee stock option.

10. Change in nature of business, if any

During the Financial Year 2019-20 there was no change in the nature of business of the Company.

11. Material changes and commitments if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

COVID-19 is likely to materially impact the financial position and statutory compliances of many companies in India. It is therefore important for Directors and the Management of each company to consider impact of COVID-19 before they sign off on financial statements and report for the financial year 2019-20. The financials of a company play an important role in depicting the state of affairs of the company and are relied upon by the stakeholders. Especially companies which have investments from FPI, Public or have financing arrangements from lenders / financial institutions need to pay attention while drawing up financials for FY 2019-20 due to COVID-19.

SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/84 dated 20.05.2020 came up with the requirement of an advisory disclosure on material impact of COVID-19 on listed entities under SEBI(LODR) Regulations 2015. Hence, an endeavor to ensure that all investors have access to timely, adequate and updated information, Company is giving disclosures on the below points under the said circular;

- **Impact of the COVID-19 pandemic on the business:**
Impact is limited to lockdown period. There may be marginal reduction in the demand from local customers.
- **Ability to maintain operations including the factories/units/office spaces functioning and closed down:**
 - a) Operational interruption was for nearly 6 weeks with total stoppage of production.
 - b) Because of progressive lifting on restrictions, full operational recovery may take another 6 weeks minimum. This is likely to impact overall performance of the year.

- **Schedule, if any, for restarting the operations:**
The permission was obtained from statutory authorities to restart the production in the last week of April 2020.
- **Steps taken to ensure smooth functioning of operations:**
All precautions are taken to protect the employees by strict adherence to MHA guidelines to restart the production activities.
- **Estimation of the future impact of CoVID-19 on its operations:**
As of now not much adverse situation is foreseen, excepting the lockdown period impact on operations. However, this situation needs close monitoring on upcoming development on the pandemic.
- **Details of impact of CoVID-19 on the Company –**
 - **Capital and financial resources:**
There was a temporary stoppage in cash flow due to lockdown in operations. However, this situation could be managed because of customer receipts during lockdown period as well and some relief from Bank by postponing term loan instalments and interest payments.
 - **Profitability:**
There was a reduction in sales during March 2020 due to Covid-19 which results into 5% decrease in yearly sales during F.Y.2019-20. For current financial year 2020-21 we are expecting impact of nearly 20% on targeted Sales Turnover. This has impacted the profitability by 1% for the F.Y.2019-20 and another 3% during current Financial Year i.e. 2020-21 on forecasted figures.
 - **Liquidity position:**
Because of lower debts company could manage the liquidity during this period.
 - **Ability to service debt and other financing arrangements:**
All the debt and financing obligations are fully met and there are no defaults on this count.
 - **Assets:**
There is no materialistic impact on assets.
 - **Internal financial reporting and control:**
Internal financial reporting and controls are professionally managed and are in place.
 - **Supply chain:**
There was an operational impact with our suppliers as well. However, they would be recovering faster along with our business recovery.
 - **Demand for its products/services:**
Company is operating in wind turbine casting (80%) and Non wind castings (20%).

Wind Business: 75% demand of wind castings are of domestic and 25% of exports. A marginal impact in domestic business is expected for the

short period of 3 to 6 months. However, increase in demand is noticed with export market due to favourable buyers' sentiments towards India.

Non-Wind Business: Non-Wind Business will be impacted significantly for next 3-6 months.

As a whole there is not much impact from demand side to organization.

- **Existing contracts/agreements where non-fulfilment of the obligations by any party will have significant impact on the listed entity's business:**

'Force major' notice has been served to all the customers. There would not be any impact on organization from customer contractual non fulfilment.

- **Other relevant material updates about the Company's business:**

NIL

12. Significant & material orders passed by the Regulators or Courts or Tribunals

There are no significant material orders passed by the Regulators or Courts or Tribunal, which would impact the going concern status of the Company and its future operation.

13. Board of Directors and Key Managerial Personnel

The Board of the Company comprises an optimum combination of Executive, Non-Executive and Independent Directors.

I. Directors appointed / re-appointed during the year and date of Report

- a) Mr. Chandan Shirgaokar (DIN:00208200), Director, retired by rotation and was re-appointed in the Annual General Meeting held on 18th September, 2019.
- b) Mr. Niraj Shirgaokar (DIN: 00254525), Director, retired by rotation and was re-appointed in the Annual General Meeting held on 18th September, 2019.
- c) Mr. Subhash Kutte was appointed as Additional Independent Director in the Board Meeting held on 9th January, 2019 for a term of 5 years. His appointed was further confirmed in the Annual General Meeting held on 18th September 2019.

Mr. Subhash Kutte aged 67 Years, is Non-Executive Independent Director of our Company. He holds a degree of Bachelor of Commerce and also completed his Intermediate C.A. He is having total experience of 42 years in banking sector. He had started his carrier in banking with Tasgaon Urban Co-op. Bank as Manager from December 1977. Then he Joined Ratnakar Bank (presently known as RBL Bank) as Probationary Officer in June 1980 and worked in Sangli Branch. He kept on getting various promotions with periodical intervals in the Ratnakar Bank Ltd. He was appointed as Managing Director & Chief Executive Officer in the Ratnakar Bank Ltd. from 30th April 2008 to 30th June 2010. Thereafter he was appointed as Chairman of the Bank from 1st July 2010 to 30th June 2014. He has worked as Senior Advisor to the Bank from 1st July 2014 till 30th June 2018.

- d) Mr. Vendavagali Srinivasa Reddy was re-appointed as Executive Director by the Board in the Board meeting held on 5th February, 2020.
- e) The Board approved the revision in the remuneration of Mr. Sachin R. Shirgaokar, Managing Director and Mr. Sohan S. Shirgaokar, Joint Managing Director.

II. Directors resigned during the year and date of Report

There was no resignation by any Director during the year under report.

III. KMP's appointed / resigned during the year and date of Report

There was no change in composition of Key Managerial Persons (KMP).

IV. Directors / KMP who have been appointed / ceased to be Directors and / or KMP after the end of year and date of Report

There is no change in the composition of Board as well as in KMPs of the Company during the year under report.

V. The present Board of Directors and KMPs consists of :

Name of Director & KMP	Category & Designation
Mr. Rajendra V. Shirgaokar	Chairman & Non-Executive Director
Mr. Prafulla V. Shirgaokar	Non-Executive Director
Mr. Shishir S. Shirgaokar	Non-Executive Director
Mr. Chandan S. Shirgaokar	Non-Executive Director
Mr. Niraj S. Shirgaokar	Non-Executive Director
Mr. Jeevan V. Shirgaokar	Non-Executive Director
Mr. Dattaram P. Kamat	Independent Director
Dr. M. R. Desai	Independent Director
Mrs. Prabha P. Kulkarni	Independent Woman Director
Mr. Meyyappan Shanmugam	Independent Director
Mr. Subhash G. Kutte	Independent Director
Mr. Sachin R. Shirgaokar	Managing Director
Mr. Sohan S. Shirgaokar	Joint Managing Director
Mr. V. S. Reddy	Executive Director (Technical)
Mr. Suhas B. Kulkarni	Chief Financial Officer
Mr. Nilesh M. Mankar	Company Secretary

VI. Directors proposed to be re-appointed at the ensuing Annual General Meeting

Mr. Shishir S. Shirgaokar (DIN: 00166189), Non-Executive Director and Mr. Jeevan V. Shirgaokar (DIN: 00254572), Non-Executive Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The Board had reappointed Mr. Vendavagali Srinivasa Reddy (DIN: 03425960), as Executive Director for a period of 3 years w.e.f. 1st April, 2020 to 31st March, 2023 in their meeting held on 5th February 2020 subject to approval of members in ensuing AGM.

Brief Profile of Mr. Vendavagali Srinivasa Reddy for information of the members is as follows:

Mr. Vendavagali Srinivasa Reddy, aged 51 years, is the Whole Time Director of our Company. He holds a degree of Master in Technology from NIFFT, Ranchi and Bachelor in Mechanical Engineering from SKD University, Andhra Pradesh. He also credited with Executive MBA from IIM Bangalore and Six Sigma Black Belt. He started his carrier in 1995. He has about 25 years of experience in the Industry. He handled various responsibilities in the field of product development, operation management, green field foundry project design and execution. He also worked in key positions of various companies like Simplex Casting Limited, U.P Steels and Larsen & Toubro Limited.

VII. Policy on Directors Appointment and remuneration

The policy of the Company on Directors appointment and remuneration, including criteria for determining qualifications, positive attitudes, independence of the directors and other matters provided under section 178(3) of the Act and the listing regulations adopted by the board is available on web site of the Company and details of remuneration paid to the Board of Directors are provided in **Annexure IV & V**. We affirm that remuneration paid to the Directors is as per the terms laid down in the Nomination and Remuneration Policy of the Company.

14. Declaration from Independent Directors

During the year under review, all Independent Directors have given declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

15. Number of Board Meetings held

Total 4 (four) Board Meetings were held during the financial year 2019-20 on:

1. 20 th May 2019	2. 28 th August 2019
3. 12 th November 2019	4. 5 th February 2020

The gap between any two consecutive Board Meetings did not exceed 120 days.

16. Particulars of Employees

The particulars of employees pursuant to Section 197 of the Companies Act, 2013 read with Sub-Rule (2) and (3) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report as an **Annexure - V**.

17. Committees

The Company has constituted Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee. The Board of Directors in their meeting held on 28th August, 2019 constituted Corporate Social Responsibility Committee in compliance with the provision of Section 135 of the Companies Act, 2013. The details of constitution of these committees are furnished below:

Audit Committee:

Name of Director	Nature of Directorship
Mrs. Prabha P. Kulkarni	Independent Director (Chairman)
Mr. Dattaram P. Kamat	Independent Director
Dr. Mallappa R. Desai	Independent Director
Mr. Subhash G. Kutte	Independent Director
Mr. Rajendra V. Shirgaokar	Non-Executive Director
Mr. Chandan S. Shirgaokar	Non-Executive Director

Nomination and Remuneration Committee :

Name of Director	Nature of Directorship
Mr. Dattaram P. Kamat	Independent Director (Chairman)
Mrs. Prabha P. Kulkarni	Independent Director
Mr. Prafulla V. Shirgaokar	Non-Executive Director
Mr. Niraj S. Shirgaokar	Non-Executive Director

Stakeholders Relationship Committee :

Name of Director	Nature of Directorship
Mrs. Prabha P. Kulkarni	Independent Director, Chairman
Mr. Dattaram P. Kamat	Independent Director
Mr. Shishir S. Shirgaokar	Non-Executive Director

Corporate Social Responsibility Committee:

Name of Director	Nature of Directorship
Dr. Mallappa R. Desai	Independent Director (Chairman)
Mr. Meyyappan Shanmugam	Independent Director
Mr. Chandan Shirgaokar	Non-Executive Director

Additionally, during the financial year ended 31st March, 2020 the Independent Directors held separate meeting on 5th February, 2020 in Compliance with requirement of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligations & Disclosure Requirements).

18. Disclosure Under, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has duly Constituted Internal Complaints Committee under the Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Based on Annual Report of said committee and as per Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the disclosure details are as follows:

Constitution of Committee as on date of this report

a) Members of Committee:

Name	Role in Committee
Miss. Divya Patil	Presiding Officer & Engineer – Technology
Mrs. Rima Patil	Member & Jr. Officer – HR & Admin
Miss. Maya Patil	Member & Engineer – Marketing
Miss. Yogita Yedurkar	Member & Engineer – QA
Mr. Sanjay Patil	Member & Dy. Manager – HR
Mr. Ram Birangaddi	Member & Asst. Sr. Manager – Accounts
Dr. Kalindi Ranbhare	External Member

b) Report of Committee:

Particulars	Details
Number complaints received in the year	Nil
Number of complaints disposed off during the year	NA
Number of cases pending for more than ninety days	NA
Number of workshops or awareness program carried out against sexual harassment during the year	Nil
Action taken by the Company	NA

19. Vigil Mechanism / Whistle Blower

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

20. Development and Implementation of Risk Management Policy

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business set-up for the Company. As a part of Risk Management Policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly.

The Board does not foresee any risk which might threaten the existence of the Company.

21. Deposits

The Company has accepted deposits of Rs.630.67 lakhs and repaid Rs.190.17 lakhs during the financial year 2019-20 of the members under provisions of section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014. The amount of deposits of Rs.630.67 lakhs are yet to be matured.

Following are the disclosures relating to Deposits accepted:

Particulars	Amount Rs. In lakhs
-------------	------------------------

Details of deposits accepted during the year	630.67
Deposits remaining unpaid or unclaimed as at the end of the year	630.67
Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, the number of such cases and the total amount involved: at the beginning of the year; maximum during the year at the end of the year;	NIL
Details of deposits which are not in compliance with the requirements of the Act;	NIL

Credit Rating

The Board of Directors wish to raise deposits from the members during FY 2019-20 for which a Board resolution was passed on 20th May 2019 and circular for inviting deposits in Form DPT-1 was approved for issuing it to members. The said circular for inviting deposits in Form DPT-1 was submitted with the Registrar on 18.09.2019 and was issued to members on 22.10.2019. Accordingly, in order to comply with the provisions of section 73 of the Companies Act, 2013, Credit rating for the outstanding deposits and proposed deposits was obtained from Crisil Ratings on 05.09.2019. The Agency had assigned the Rating of "FB+/Positive" (pronounced as F B plus rating with positive outlook) for the Deposits.

22. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given herein below:

a) Conservation of Energy:

Melting furnace is upgraded with dual track system which is facilitating to operate both the furnaces simultaneously. This will minimize metal holding period during double furnace heats and reduce power consumption by 5% of 1150 Units/MT consumption.

Brownfield expansion to increase the capacity from 15,000 TPA to 30,000 TPA will reduce the power consumption per MT of casting by 2% due to enhanced utilization of the plant & machinery.

b) Technology Absorption:

During the new material grade SG 500/14 is developed in collaboration with customer. This grade is part of SSDI family which offers higher strength and higher elongation as well and facilitate the designers to optimize the part weight with superior mechanical properties.

One of the key things for improving the organizational efficiency is to capture high quality data for analysis and improvement. During the year SAP software was implemented to bring entire business process under high quality data management system.

Apart from above, it is being evaluated to implement data analytics to bridge the gap between machines and SAP. This will help in implementing IOT in the organization to bring highest efficiency in operations.

c) Foreign Exchange Earnings & Outgo:

During the year, the total foreign exchange outgo was equivalent to Rs.6,93,19,447 and the total foreign exchange earned was equivalent to Rs.29,57,79,718.

23. Corporate Social Responsibility (CSR)

The report as per Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure III**.

24. Auditors

i) Statutory Auditors

In Annual General Meeting held on 3rd August, 2018, M/s. P. G. Bhagwat, Chartered Accountants (Firm Registration No. 101118W), has been appointed as statutory auditors of the Company for the period of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2021. With notification of amendment to Section 139 by the Companies (Amendment) Act, 2017, provision for ratification of appointment of auditors at every Annual General Meeting of the Company has been omitted. Accordingly, it is brought to the notice of the members that ratification of appointment of statutory Auditors will not be required.

ii) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed C. S. Kelkar & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit for F.Y. 2019-20 is annexed herewith as an **Annexure - II** to this Report.

iii) Cost Auditors

Pursuant to provisions of section 148 of Companies Act 2013, M/s. Adawadkar Chougule & Associates, Cost Accountants (Firm Registration No.00425) have been re-appointed for conducting Audit of cost records maintained by the Company for the products, applicable as per Companies (Cost Records and Audit) Amendment Rules, 2014 for F.Y. 2020-21. The Audit Committee of the Company has also recommended appointment of M/s. Adawadkar Chougule & Associates, Cost Accountants, as Cost Auditor of the Company. Their remuneration is subject to approval by the Members.

Maintenance of Cost Records

Company is duly maintaining cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013

iv) Internal Auditor

The Board has appointed Mr. Tarzan Deepak Mule, Manager (Accounts) of the Company, as an Internal Auditor of the Company for F.Y. 2020-21 pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013.

25. Explanation or Comments of Statutory Auditors and Secretarial Auditor

The Notes on financial statements referred to in the Auditors report are self-explanatory and do not call for any further comments. The Statutory Auditors Report and Secretarial Audit Report do not contain any reservation or adverse remark except following points;

1. Instead of submitting PDF, the Company had submitted link of Annual report for the F.Y. 2018-19 under a wrong category on BSE system for which Company was in receipt of email from BSE for non-compliance of Regulation 34- Submission of Annual Report to Stock Exchange and had imposed a penalty for the same. The management replied to the BSE, since it was a first year after listing and was merely an inadvertent mistake. An explanation letter was submitted to BSE in detail and accordingly BSE withdraw the penalty which was imposed under the regulation as mentioned above.
2. The Code of Insider Trading was changed twice in the last F.Y.2019-20 out of which one change was informed to the Stock exchange immediately and second was filed immediately after observed in the secretarial Audit.
3. Intimation under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for acquisition/ disposal made by Promoter exceeding traded value of INR 10 lakhs was intimated by the Company within prescribed time limit of 2 trading days. However, the disclosure of such acquisition/ disposal by the Promoter, M/s. S. B. Reshellers Pvt. Ltd. to the Company was made late beyond prescribed time period of 2 trading days to the Company due to unavailability of Legal/Secretarial Staff at investors end.

26. Directors Responsibility Statement

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, the Directors state :

1. That in the preparation of the Annual Accounts for the year 31st March, 2020, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
2. That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period;
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the annual financial statements have been prepared on a going concern basis;

5. That they have laid down internal financial controls to be followed by the Company and that such internal financials controls are adequate and are operating effectively.
6. That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. Extract of Annual Return

The extract of Annual Return u/s 134 (3)(a) and u/s 92(3) read with Rule 12 of Companies (Management and Administration) Rules, 2014 in Form MGT-9 is attached to the Report as **Annexure-IV**. Copy of the extract of annual return has also been placed on the Company's website viz. www.synergygreenind.com.

28. Particulars of Loans, Guarantees and Investments

The Company has not given any loan or guarantee or security or made investment under Section 186 of the Companies Act, 2013 during the financial year.

29. Particulars of Related Party Transactions

All transactions entered into with Related Parties as defined under Section 2(76) of the Companies Act, 2013 during the financial year were in the ordinary course of business and at an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

The Company has formulated a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions. The Company has also taken omnibus approval from Audit Committee held on 26th June, 2020 for the F.Y. 2020-21.

The particulars of related party transactions in prescribed Form AOC - 2 are attached as **Annexure I**.

30. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the Regulations, the Board has carried out performance evaluation of its own performance and that of its committees and individual Directors.

31. Corporate Governance

As per Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance is not applicable to the Company since Company is listed on the SME platform. Hence the Company is not required to disclose information as covered under Para (C), (D) and (E) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per Para (F) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company do not have and is not required to have the demat suspense account / unclaimed suspense account.

32. Management Discussion And Analysis Report

Management Discussion & Analysis report for the year under review as stipulated under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure VI** hereto and forms part of this Report.

33. Internal Control Systems and their adequacy

The Company has an Internal Control Framework, which is commensurate with the size, scale and complexity of its operations. This framework ensures adequate safeguards and process to address the evolving business requirements. The Company has in place adequate internal financial controls with reference to financial statements. The Company adopted Internal Audit Programme specifying mission, scope of work, independence, accountability, responsibility and authority of said Internal Audit. The Company has also appointed Mr. Tarzan Deepak Mule as internal auditor and designated as Manager (Accounts) of the Company for conducting Internal Audit for the Financial Year 2020-21.

In order to ensure that all these systems are working smoothly and with no errors or malfunctions, the Company has an Internal Audit System, which covers various functional areas within the Company as per the audit program drawn up in consultation with the audit committee on an annual basis.

Strengthening of controls is a continuous and evolving process in the Company. The management undertakes preventive and corrective actions, which are then horizontally deployed across the organization. During the year, such controls were put to test and no reportable material weaknesses were observed, either in framing the controls or their implementation.

In addition, the Company has constituted an Audit Committee, which oversees the various aspects of the financial and other controls, including Annual operating plans, quarterly reporting of performance, annual accounting etc.

34. Company's Policy on Directors', Key Managerial Personnel's and Senior Management Personnel Appointment and Remuneration

The Company has adopted Nomination and Remuneration Policy based on recommendations of Nomination and Remuneration Committee of the Company, for selection and appointment of Directors, Key Managerial Personnel's, Senior Management and fixing their remuneration. Disclosures of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, are provided as "**Annexure V**".

The details of remuneration paid to the Directors including the Managing Directors and Whole Time Director of the Company are given in Form MGT-9 forming part of the Directors Report.

The Policy is placed on the Company's website, viz www.synergygreenind.com.

35. Compliances with respect to applicable Secretarial Standards

During the year under review, the Company has complied with all the applicable Secretarial Standards.

36. Acknowledgements

Your directors would like to place on record their appreciation for the support to the Company received from the Employees at all levels. Our growth was made possible by their hard work, solidarity, cooperation and support. We would also like to thank our Bankers, Associates and all other clients and well-wishers.

FOR AND ON BEHALF OF THE BOARD OF SYNERGY GREEN INDUSTRIES LIMITED

**Place : Kolhapur
Date : June 26, 2020**

**SACHIN R. SHIRGAOKAR
MANAGING DIRECTOR
DIN : 00254442**

**SOHAN S. SHIRGAOKAR
Jt. MANAGING DIRECTOR
DIN : 00217631**

ANNEXURE - I
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL
2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl.	Particulars	1	2
1	Name(s) of the related party	S. B. Reshellers Pvt. Ltd.	The Ugar Sugar Works Ltd.
2	Nature of relationship	Company with common Directorship	Director's holding > 2%
3	Nature of Contracts / arrangements/ transactions	Purchase of castings, obtaining services such as machining, repairs to moulds, mfg. of moulds, payment of rents, sale of scrap & Shot blasting service given and Purchase of Sugar.	
4	Duration of the contracts/ arrangements/ transactions	01.04.2019 to 31.03.2020	
5	Salient terms of the contracts or arrangements or transactions including the value	1. Purchase of Other items Rs.7,38,29,318 2. Labour Charges Paid Rs.20,16,075 3. Purchase of Fixed Asset Rs.54,79,115 4. Lease Rent Paid Rs.23,76,000 5. Office Rent Paid Rs.64,026 6. Sale of material Rs.15,14,294 7. Sale of Fixed Assets Rs.65,50,000	Purchase of other items Rs.1,07,870
6	Justification for entering into such contracts or arrangement or transactions	Transactions are done on the basis of comparison of quotations received from similar parties in the market and earlier performance of the party, quality of supply and service. Also, recommendations by our technical team has considered. All the transactions are done at the fair market value and are at arm's length basis.	
7	Date(s) of approval by the Board	Omnibus Approval for all related party Transaction has been obtained in Audit Committee Meeting as well as Board Meeting held on May 20, 2019 and further modification proposed by an Audit Committee was approved by the Board on August 28, 2019.	
8	Amount paid as advances, if any	Advance of Rs.1.00 cr. Given to S. B. Reshellers Pvt. Ltd.	

ANNEXURE - II

Form No. MR-3 SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2020

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

To,
The Members,
Synergy Green Industries Limited
392 E Ward, Shahupuri,
Kolhapur 416001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Synergy Green Industries Limited** ('the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year 1st April, 2019 to 31st March, 2020 ("the financial year") 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.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020, according to the provisions of:
 - 1) The Companies Act, 2013 (the Act) and the rules made thereunder to the extent notified;
 - 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rule made there under;
 - 3) The Depositories Act, 1996 and the Regulations & Bye-Laws framed thereunder;
 - 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
 - 5) The following Regulations & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e. The Securities and Exchange Board of India (Listing Obligation Disclosures Requirements) Regulations, 2015
- f. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

No other Laws are specifically applicable to your Company on which our comment is required.

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

- 1) Secretarial Standards issued by The Institute of Company Secretaries of India
- 2) The Listing Agreements entered into by the Company with BSE Limited
- 3) Provisions of the Memorandum and Articles of Association of the Company

During the period under review, in our opinion, Company has complied with the Company Law Provisions, MCA Regulations, SEBI Regulations, Depositories Regulations and FEMA Regulations except as below:

- a) The Company received e-mail from BSE Ltd for non-compliance of Regulation 34- Submission of Annual Report to Stock Exchange and had imposed a penalty for the same. The Management has replied to the said e-mail stating that the category under which submission was made was selected wrongly. BSE Ltd has withdrawn the penalty.
- b) Intimation under Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for revision in Code of Insider Trading Regulation was made late to the Stock Exchange.
- c) Intimation under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for acquisition/ disposal made by Promoter exceeding traded value of INR 10 lakhs was intimated by the Company within prescribed time limit of 2 trading days. However, the disclosure of such acquisition/ disposal by the Promoter to the Company was made late beyond prescribed time period of 2 trading days to the Company.

E- forms filed with MCA under the provisions of the Companies Act, were filed generally within prescribed time limit.

We further report that

Based on the information provided by the Company and records maintained by the Company, 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.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. Audit Committee, Nomination and Remuneration Committee are properly constituted. The changes in the Directorships during the period under review were carried out in the compliances 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.

All decisions at the Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committee of the Board of Directors, as the case may be.

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

- i. The Company conducted Postal Ballot as per section 110 of the Companies Act, 2013 and applicable Regulations of LODR for seeking approval of members for alteration of Capital Clause of Memorandum of Association for change in nomenclature of 10% Non-Cumulative Preference Shares to 10% Cumulative Preference Shares;

**For C.S. Kelkar & Associates
Company Secretaries**

Date: 17th June, 2020
Place: Pune

**Shruti Kanhere
Partner
Membership No.: 6927 C. P. No.: 7338
UDIN: F006927B000349709**

ANNEXURE – III

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

For the financial year ended on 31st March, 2020

In terms of the Companies Act, 2013, every listed company has to have a Corporate Social Responsibility (CSR) Committee of the Board of Directors which will help the Company to frame, monitor and execute the CSR activities of the Company under its CSR scope.

The CSR Committee is also entrusted with implementing the CSR Policy of the Company as approved by its Board of Directors.

Web link for CSR Policy:

http://synergygreenind.com/sites/default/files/CSR%20POLICY_0.pdf

1. Scope :

The CSR Policy will cover the following focus areas which the Company will undertake through its various initiatives in the areas of 1. Health, 2. Education, 3. Community Development, 4. Natural Calamities and 5. Sports Development and Cultural Activities. Also to promote, carry out, support any activities covered in Schedule VII to the Companies Act 2013, as amended from time to time.

In the financial year 2019-20, the Company has promoted activities relating to setting up old age homes, day care centres and such other facilities for senior citizens.

2. Composition of CSR Committee :

Dr. M. R. Desai, Chairman
Mr. Meyyappan Shanmugam, Member
Mr. Chandan S. Shirgaokar, Member

3. Average net profit of the Company (Calculated as per Section 198 of the Companies Act 2013) for the last 3 Years:

Year	Amount of Profit (Rs. In Lakhs)
2016-17	408.18
2017-18	291.06
2018-19	514.48

The average net profit before tax : Rs.404.57 lakhs

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above): Rs.8.09 lakhs.

5. Details of CSR spent during the financial year :

- a. Total Amount to be spent for the financial year : Rs.8.09 lakhs.
- b. Amount unspent, if any : Nil

c. Manner in which the amount spent during the financial year is detailed below:

Sl	CSR Project of Activity Identified	Sector in which the project is covered	Project or programs 1) Local area or others 2) Specify the state and district where projects or programs was undertaken	Amount spent on the projects or programs wise	Amount Spent on the project or programs sub-heads: 1)Direct Expenditure on projects or programs 2)Overheads	Cumulative Expenditure upto the reporting period	Amount Spent: Direct or through implementing agency
1.	Setting up day care centres and such other facilities for senior citizens.	setting up day care centres and such other facilities for senior citizens.	Area: Kolhapur (Local Area) Dist.: Kolhapur State: Maharashtra	9.00 Lakh	9.00 Lakh	-	Amount spent through Runanubandha charitable Trust

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: Company has spent the prescribed amount in full.
7. The CSR Committee confirms that the implementation and monitoring of Company's CSR Policy, is in compliance with CSR objectives and CSR Policy of the Company.

For Synergy Green Industries Limited

Sachin R. Shirgaokar
Managing Director
DIN : 00254442

Sohan S. Shirgaokar
Joint Managing Director
DIN : 00217631

Dr. M. R. Desai
Chairman – CSR Committee
DIN : 01625500

ANNEXURE - IV

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2020

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

FORM NO. MGT - 9

I. REGISTRATION AND OTHER DETAILS

i) CIN :-	L27100PN2010PLC137493
ii) Registration Date	08/10/2010
iii) Name of the Company	Synergy Green Industries Limited
iv) Category / Sub-Category of the Company	Company Limited By Shares
address of the Registered Office and contact details	392, E Ward, Assembly Road, Shahupuri, Kolhapur - 416001. Tel.: 02312658375 email: info@synergygreenind.com
vi) Whether listed Company Yes / No	Listed on BSE (541929 & SGIL)
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. Block No.202, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411001 Maharashtra. Tel : 020 26160084

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	Windmill Parts	3450	74 %
2	Other CI & SGI Castings	2431	25 %

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) as on 31st March, 2020.

(i) Category-wise Share Holding*

Category of Shareholders	No of Shares held at beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	4532430	-	4532430	32.08	4538430	-	4538430	32.12	0.04
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	5908807	-	5908807	41.82	5908822	-	5908822	41.82	0.00
e) Banks / FI									
f) Any Other....									
Sub-Total (A)(1) :-	10441237	-	10441237	73.90	10447252	-	10447252	73.94	0.04
(2) Foreign									
a) NRIs - Individuals									
b) Other-Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-Total (A) (2) :-		-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) =	10441237	-	10441237	73.90	10447252	-	10447252	73.94	0.04
Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital									

Category of Shareholders	No of Shares held at beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
f) AIF	288000	-	288000	2.04	288000	-	288000	2.04	0.00
g) FPI	1396000	-	1396000	9.88	1396000	-	1396000	9.88	0.00
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-Total (B)(1) :-	1684000	-	1684000	11.92	1684000	-	1684000	11.92	0.00
2. Central / State Govt./	-	-	-	-	-	-	-	-	-
3. Non-Institutions									
a) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 Lakh	765228	1000	766228	5.42	745000	0	745000	5.27	-0.15
ii) Individual shareholders holding nominal share capital	1043118	-	1043118	7.38	1029748	-	1029748	7.29	-0.09
c) Others (specify)									
1) Body Corporate	80001	-	80001	0.57	78000	-	78000	0.55	-0.02
2) Clearing Member	49416	-	49416	0.35	2000	-	2000	0.01	-0.34
3) NRI --	34000	-	34000	0.24	104000	-	104000	0.74	0.50
4) HUF --	32000	-	32000	0.22	40000	-	40000	0.28	0.06
Sub-Total (B)(3) :-	2003763	1000	2004763	14.18	1998748	-	1998748	14.14	-0.04
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	3687763	1000	3688763	26.10	3682748	-	3682748	26.06	-0.04
Shares held by Custodian for GD Rs & AD Rs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	14129000	1000	14130000	100	14130000	-	14130000	100	-

* amounts maintained as Reg 31(1)

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 2019			Shareholding at the End of the year - 2020			% change in shareholding during the year
		No of Shares Held	% of the Total of the Company	% of Shares Pledged / encumbered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged / encumbered to total shares	
1	S B Reshellers Private Limited	5409949	38.287	0	5409964	38.2871	0	0.0001
2	Vendavagali Srinivasa Reddy	1510000	10.6865	0	1510000	10.6865	0	0
3	Radhika Sanjeev Shirgaokar	1484706	10.5075	0	1484706	10.5075	0	0
4	Sachin Rajendra Shirgaokar	740228	5.2387	0	740228	5.2387	0	0
5	D. M. Shirgaonkar Enterprises LLP	200866	1.4216	0	200866	1.4216	0	0
6	Shishir Suresh Shirgaokar	174864	1.2375	0	174864	1.2375	0	0
7	V S Shirgaokar Enterprises LLP	145000	1.0262	0	145000	1.0262	0	0
8	Asha Anant Huilgol	120326	0.8516	0	126326	0.894	0	0.0424
9	Sohan Sanjeev Shirgaokar	120004	0.8493	0	120004	0.8493	0	0
10	Suresh Shirgaokar Enterprises	118492	0.8386	0	118492	0.8386	0	0
11	Prafulla Vinayak Shirgaokar	102532	0.7256	0	102532	0.7256	0	0
12	Laxmi Sachin Shirgaokar	47500	0.3362	0	47500	0.3362	0	0
13	Geetali Chandan Shirgaokar	41600	0.2944	0	41600	0.2944	0	0
14	Namita Sandeep Huilgol	34410	0.2435	0	34410	0.2435	0	0
15	Prafulla Shirgaokar Enterprises LLP	30000	0.2123	0	30000	0.2123	0	0
16	Smita Prafulla Shirgaokar	29300	0.2074	0	29300	0.2074	0	0
17	Jeevan Vasant Rao Shirgaokar	28920	0.2047	0	28920	0.2047	0	0
18	Rajendra Vinayak Shirgaokar	20500	0.1451	0	20500	0.1451	0	0
19	Rajeev Vijay Dalvi	20000	0.1415	0	20000	0.1415	0	0
20	Tarini Sanat Shirgaokar	19000	0.1345	0	19000	0.1345	0	0
21	Chandan Sanjeev Shirgaokar	7902	0.0559	0	7902	0.0559	0	0
22	Niraj Shishir Shirgaokar	5000	0.0354	0	5000	0.0354	0	0
23	Prabhakar Shirgaonkar Enterprises LLP	4500	0.0318	0	4500	0.0318	0	0
24	Rishabh Sanat Shirgaokar	4500	0.0318	0	4500	0.0318	0	0
25	Aniket Jeevan Shirgaonkar	4000	0.0283	0	4000	0.0283	0	0
26	Harshada Avinash Shirgaokar	4000	0.0283	0	4000	0.0283	0	0
27	Santosh Avinash Shirgaokar	4000	0.0283	0	4000	0.0283	0	0
28	Sanyam Jeevan Shirgaonkar	4000	0.0283	0	4000	0.0283	0	0
29	Kuberi Reddy V	2500	0.0177	0	2500	0.0177	0	0

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 2019			Shareholding at the End of the year - 2020			% change in shareholding during the year
		No of Shares Held	% of the Total of the Company	% of Shares Pledged /encumbered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged /encumbered to total shares	
30	Shraddha Dinkar Shirgaokar	1818	0.0129	0	1818	0.0129	0	0
31	Sandhya Ashok Kumar Gupta	820	0.0058	0	820	0.0058	0	0
	Total	10441237	73.8941	0	10447252	73.9367	0	0.0426

Notes:

1. Paid up Equity Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 1,41,30,000 Shares.
2. The details of holding have been clubbed based on PAN and first name is considered for joint holding.
3. % of total Shares of the Company is based on the paid-up Capital of the Company at the end of the Year.

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

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	S B Reshellers Private Limited	5409949	38.2870			5409949	38.2870
	Transfer			12 Apr 2019	2	5409951	38.2870
	Transfer			19 Apr 2019	13	5409964	38.2871
	At The End Of The Year					5409964	38.2871
2	Vendavagali Srinivasa Reddy	1510000	10.6865			1510000	10.6865
	At The End Of The Year					1510000	10.6865
3	Radhika Sanjeev Shirgaokar	1484706	10.5075			1484706	10.5075
	At The End Of The Year					1484706	10.5075
4	Sachin Rajendra Shirgaokar	740228	5.2387			740228	5.2387
	At The End Of The Year					740228	5.2387
5	D.M. Shirgaonkar Enterprises LLP	200866	1.4216			200866	1.4216
	At The End Of The Year					200866	1.4216
6	Shishir Suresh Shirgaokar	174864	1.2375			174864	1.2375
	At The End Of The Year					174864	1.2375

7	V S Shirgaokar Enterprises LLP	145000	1.0262			145000	1.0262
	At The End Of The Year					145000	1.0262
8	Asha Anant Huilgol	120326	0.8516			120326	0.8516
	Transfer			06 Mar 2020	6000	126326	0.8940
	At The End Of The Year					126326	0.8940
9	Sohan Sanjeev Shirgaokar	120004	0.8493			120004	0.8493
	At The End Of The Year					120004	0.8493
10	Suresh Shirgaokar Enterprises	118492	0.8386			118492	0.8386
	At The End Of The Year					118492	0.8386
11	Prafulla Vinayak Shirgaokar	102532	0.7256			102532	0.7256
	At The End Of The Year					102532	0.7256
12	Laxmi Sachin Shirgaokar	47500	0.3362			47500	0.3362
	At The End Of The Year					47500	0.3362
13	Geetali Chandan Shirgaonkar	41600	0.2944			41600	0.2944
	At The End Of The Year					41600	0.2944
14	Namita Sandeep Huilgol	34410	0.2435			34410	0.2435
	At The End Of The Year					34410	0.2435
15	Prafulla Shirgaokar Enterprises LLP	30000	0.2123			30000	0.2123
	At The End Of The Year					30000	0.2123
16	Smita Prafulla Shirgaokar	29300	0.2074			29300	0.2074
	At The End Of The Year					29300	0.2074
17	Jeevan Vasant Rao Shirgaokar	28920	0.2047			28920	0.2047
	At The End Of The Year					28920	0.2047
18	Rajendra Vinayak Shirgaokar	20500	0.1451			20500	0.1451
	At The End Of The Year					20500	0.1451
19	Rajeev Vijay Dalvi	20000	0.1415			20000	0.1415
	At The End Of The Year					20000	0.1415
20	Tarini Sanat Shirgaokar	19000	0.1345			19000	0.1345
	At The End Of The Year					19000	0.1345
21	Chandan Sanjeev Shirgaokar	7902	0.0559			7902	0.0559
	At The End Of The Year					7902	0.0559
22	Niraj Shishir Shirgaokar	5000	0.0354			5000	0.0354
	At The End Of The Year					5000	0.0354
23	Prabhakar Shirgaokar Enterprises LLP	4500	0.0318			4500	0.0318
	At The End Of The Year					4500	0.0318
24	Rishabh Sanat Shirgaokar	4500	0.0318			4500	0.0318
	At The End Of The Year					4500	0.0318
25	Aniket Jeevan Shirgaonkar	4000	0.0283			4000	0.0283
	At The End Of The Year					4000	0.0283

26	Santosh Avinash Shirgaokar	4000	0.0283			4000	0.0283
	At The End Of The Year					4000	0.0283
27	Sanyam Jeevan Shirgaonkar	4000	0.0283			4000	0.0283
	At The End Of The Year					4000	0.0283
28	Harshada Avinash Shirgaokar	4000	0.0283			4000	0.0283
	At The End Of The Year					4000	0.0283
29	Kuberi Reddy V	2500	0.0177			2500	0.0177
	At The End Of The Year					2500	0.0177
30	Shraddha Dinkar Shirgaokar	1818	0.0129			1818	0.0129
	At The End Of The Year					1818	0.0129
31	Sandhya Ashok Kumar Gupta	820	0.0058			820	0.0058
	At The End Of The Year					820	0.0058

Notes:

1. Equity Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 1,41,30,000 Shares.
2. The details of holding have been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid-up Capital of the Company at the end of the Year.

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

Sr. No	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	Massachusetts Institute Of Technology	1396000	9.8797			1396000	9.8797
	At The End Of The Year					1396000	9.8797
2	Micro Strategies Fund	288000	2.0382			288000	2.0382
	At The End Of The Year					288000	2.0382
3	Vilas Ramrao Shirhatti	120000	0.8493			120000	0.8493
	At The End Of The Year					120000	0.8493
4	Vinod Shirhatti	87500	0.6192			87500	0.6192
	Transfer			10 Jan 2020	12000	99500	0.7042
	Transfer			06 Mar 2020	6000	105500	0.7466
	At The End Of The Year					105500	0.7466
5	Amritraj Singh R Thakur	72000	0.5096			72000	0.5096
	At The End Of The Year					72000	0.5096
6	Aniruddha Naha	70000	0.4954			70000	0.4954
	At The End Of The Year					70000	0.4954

7	Ravindra Sonu Choudhari	70000	0.4954			70000	0.4954
	At The End Of The Year					70000	0.4954
8	Arm Research Private Limited	62000	0.4388			62000	0.4388
	Transfer			03 May 2019	5826	67826	0.4800
	Transfer			10 May 2019	174	68000	0.4812
	Transfer			17 May 2019	(6000)	62000	0.4388
	Transfer			16 Aug 2019	(4000)	58000	0.4105
	Transfer			31 Dec 2019	4000	62000	0.4388
	Transfer			31 Jan 2020	2000	64000	0.4529
	At The End Of The Year					64000	0.4529
9	Rutvik Utkarsh Mehta	58000	0.4105			58000	0.4105
	Transfer			18 Oct 2019	4000	62000	0.4388
	At The End Of The Year					62000	0.4388
10	Mitesh Pravinchandra Shah	58000	0.4105			58000	0.4105
	Transfer			16 Aug 2019	2000	60000	0.4246
	Transfer			23 Aug 2019	(4000)	56000	0.3963
	Transfer			25 Oct 2019	2000	58000	0.4105
	At The End Of The Year					58000	0.4105

Notes:

1. Equity Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 1,41,30,000 Shares.
2. The details of holding have been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid-up Capital of the Company at the end of the Year.

(v) Shareholding of Directors and Key Managerial Personnel :

Sr. No.	Name	Shareholding at the beginning of the year 2019		Cumulative Shareholding during the year		Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g allotment/ transfer/ bonus/ sweat etc.)	Shareholding at the end of the year 2020	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Sachin R. Shirgaokar	740228	5.24	0	0	0	740228	5.24
2	Sohan S. Shirgaokar	120004	0.85	0	0	0	120004	0.85
3	Dr. M. R. Desai	1000	0.01	0	0	0	1000	0.01
4	Dattaram P. Kamat	2000	0.01	0	0	0	2000	0.01
5	Suhas B. Kulkarni	4000	0.03	0	0	0	4000	0.03

(vi) INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial				
i) Principal Amount	38,23,16,699	12,48,40,000	-	50,71,56,699
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11,014	-	-	11,014
Total (i + ii + iii)	38,23,27,713	12,48,40,000	-	50,71,67,713
Change in Indebtedness during the Year				
i) Addition	4,65,76,004	4,59,50,000	-	9,25,26,004
ii) Reduction	(9,30,06,503)	(2,43,00,000)	-	(11,73,06,503)
Net Change	(4,64,30,499)	2,16,50,000	-	(2,47,80,499)
Indebtedness at the end of the year				
i) Principal Amount	33,58,86,200	14,64,90,000	-	48,23,76,200
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	26,47,507	-	-	26,47,507
Total (i + ii + iii)	33,85,33,707	14,64,90,000	-	48,50,23,707

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director and/or Manager**

Sl	Particulars of Remuneration	Name of MD / JMD / WTD			Total Amount
		Sachin R. Shirgaokar (MD)	Sohan S. Shirgaokar (JMD)	V. S. Reddy (WTD)	
1	Gross salary	74,94,441	74,94,441	63,18,502	2,13,07,384
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	0.00	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00	0.00
4.	Commission	36,21,200	36,21,200	18,10,600	90,53,000
5.	Others, please specify (Retirement)	0.00	0.00	0.00	0.00
	Total (A)	1,11,15,641	1,11,15,641	81,29,102	3,03,60,384
	Ceiling as per Companies Act 2013				

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Mrs. Prabha Kulkarni	Mr. Dattaram Kamat	Dr. M. R. Desai	Mr. Meyyappan Shanmugam	Mr. Subhash Kutte	
1	Independent Directors						
	Fee for attending Board / Committee Meetings	35,000	35,000	50,000	10,000	40,000	
	Commission	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	
	Total (1)	35,000	35,000	50,000	10,000	40,000	
2	Other Non-Executive Directors	Mr. Rajendra Shirgaokar	Mr. Prafulla Shirgaokar	Mr. Shishir Shirgaokar	Mr. Chandan Shirgaokar	Mr. Niraj Shirgaokar	Mr. Jeevan Shirgaokar
	Fee for attending Board / Committee Meetings	30,000	15,000	10,000	50,000	25,000	15,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	30,000	15,000	10,000	50,000	25,000	15,000
	Total (B)=(1+2)	65,000	50,000	60,000	60,000	65,000	15,000
	Overall Ceiling as per the Act	1% Net of Profit and Rs.1,00,000/- per Meeting (Meeting of Board or Committee).					

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Suhas B. Kulkarni Chief Financial Officer	Nilesh M. Mankar Company Secretary	
1.	Gross Salary Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income tax Act, 1961	17,61,095	6,73,365	24,34,460
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission as % of profit Others, specify....	-	-	-
5.	Other, please specify	-	-	-
	Total	17,61,095	6,73,365	24,34,460

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

ANNEXURE – V

Details of 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.

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2019-20 (Rs. in Lakh)	% Increase / Decrease in Remuneration in the Financial Year 2019-20	Ratio of Remuneration of each Director/ to median remuneration of employees	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
1)	Sachin R. Shirgaokar Managing Director	1,11,15,641	73.22	32.51	Average salary increase of non-manual employees is 8.70%. Average salary increase of managerial employees is 59.07%.
2)	Sohan S. Shirgaokar Jt. Managing Director	1,11,15,641	73.22	32.51	
3)	V. S. Reddy Whole Time Director	81,29,102	30.02	23.77	Reasons for increase in Managerial Remuneration: 1. Amount of super annuation fund of F.Y.2018-19 paid in F.Y.2019-20 to MD & JMD. 2. 20% Ex-gratia given to MD & JMD for the F.Y.2019-20 which was not given in F.Y.2018-19 3. Commission has given to MD, JMD & ED for F.Y.2019-20 which was not given in F.Y.2018-19.
4)	Suhas B. Kulkarni Chief Financial Officer	17,61,095	12.16	N.A.	
5)	Nilesh M. Mankar Company Secretary	6,73,365	16.09	N.A.	

- ii) The median remuneration of employees of the Company during the financial year was Rs.3.42 Lakh.
- iii) In the financial year, there was an increase of 8.70% in the median remuneration of employees;
- iv) There were 187 permanent employees on the rolls of Company as on March 31, 2020;
- v) It is hereby affirmed that the remuneration paid during F.Y. 2019-20 is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Details of top ten employees remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Rules are available at the Registered Office of the Company during working hours, 21 days before the Annual General Meeting and shall be made available to any shareholder on request. Such details are also available on our Company's website: www.synergygreenind.com.

ANNEXURE - VI
Management Discussion and Analysis

1.0 Market Analysis:

1.1 Wind Industry:

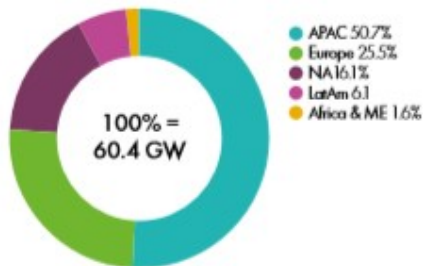
2019 saw global new wind power installations surpassing 60 GW, a 19 per cent growth compared to 2018, and bringing total installed capacity to 650 GW, a growth of 10 per cent compared to last year.

New installations in the onshore wind market reached 54.2 GW, while the offshore wind market passed the milestone of 6 GW, making up of 10% of the global new installation in 2019 the highest level to now.

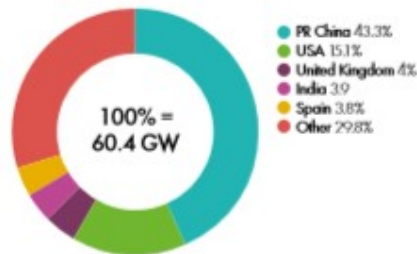
New installations GW



New capacity 2019 installed by region (%)



New capacity 2019 and share of top five markets (%)

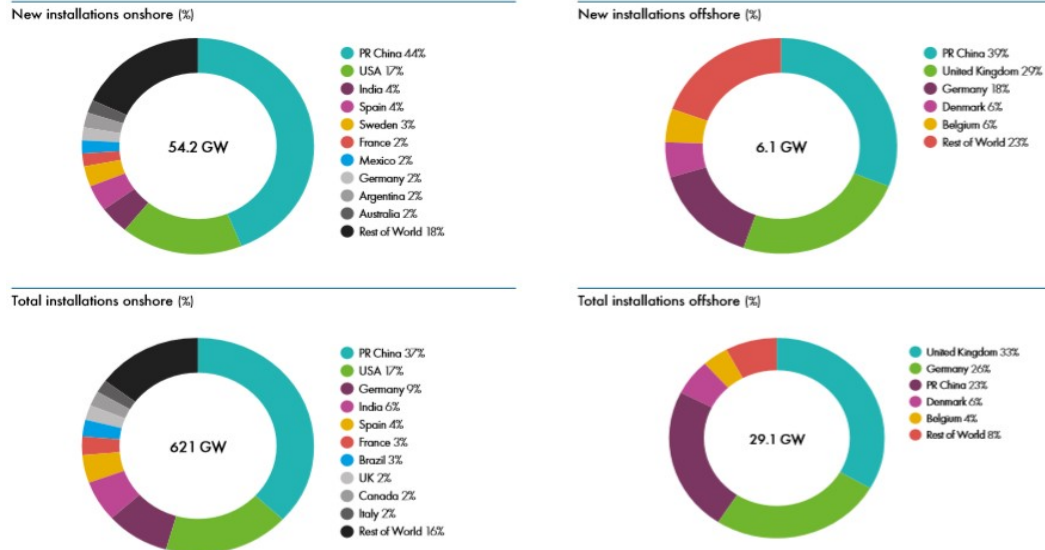


GWEC Market Intelligence, March 2020

Asia Pacific continues to take the lead in global wind power development accounting for 50.7 per cent of the global new installations last year, followed by Europe (25.5 per cent), North America (16.1 per cent), Latin America (6.1 per cent) and Africa & Middle East (1.6 per cent).

The world's top five markets in 2019 for new installations were China, the US, United Kingdom, India and Spain. Those five markets together made up 70 per cent of the global installation last year.

Top markets 2019



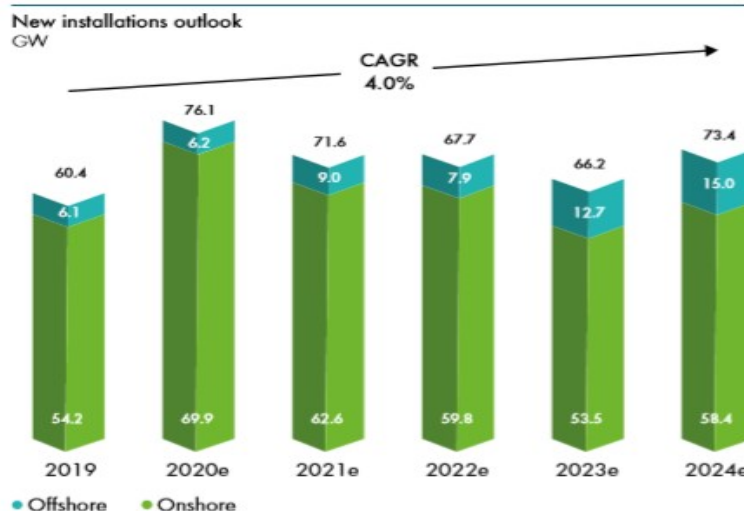
Detailed data sheet available in GWEC's member only area. For definition of region, see Methodology and Definitions in the Appendix. Source: GWEC Market Intelligence, March 2020

Growth momentum is expected to increase further with new markets. These markets include: Vietnam, Thailand, Chile, Colombia, Kenya for Onshore market and USA, China & Japan for Offshore market.

The market outlook for the global wind industry remains positive. The CAGR for the next five years is 4 per cent. GWEC Market Intelligence expects that over 355 GW of new capacity will be added. That is nearly 71 GW of new installations each year until 2024.

At the beginning of the five-years forecast period, the market growth will continue to be driven by government support mechanisms, such as FiT, PTC, auction programs and national or state level renewable targets.

2020 was projected to see a new installation record, considering the installation rush in the world's two largest markets China & US. However, COVID-19 is likely to hinder the growth ambition because of supply chain interruptions, in spite of renewables are globally classified as essential industries.



From 2021 onward, although the PTC will remain as the main driver for installations in the US where the one year PTC extension which passed the senate last December is most likely to generate a new rush, the rest of world is expected to operate based on tenders or on other market mechanisms.

In Europe, Latin America, Africa & Middle and South East Asia, market-based mechanisms including the wind-only, hybrid, technology-neutral auctions will continue to dominate, but issues related to the market design in countries like Germany and India have to be resolved in order to allow accelerated growth.

With wind increasingly improving its cost-competitiveness, the bilateral agreement (e.g. in the form of corporate PPAs) will not only maintain momentum in matured markets like the US, Brazil, Mexico, Chile, Argentina and the Nordic markets, but also make breakthrough in growing emerging markets over the coming years as barriers to access are removed (as in the case of South-East Asia).

Following the sharp drop of the LCOE and the speeding-up of the global energy transition, the investment climate for offshore wind has become very positive. With a CAGR of 19.5%, more than 50 GW offshore is likely to be built in the next five years.

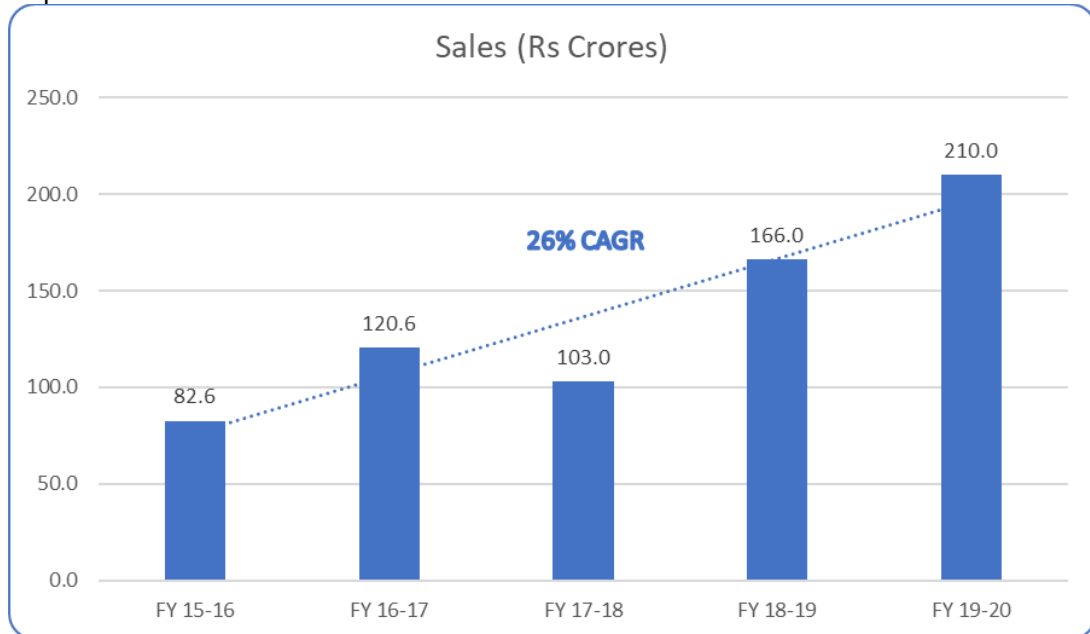
1.2 Non-Wind Industry:

Apart from Wind Turbine Industry, company is also producing castings to Mining, Pumps & Plastic Injection parts. During FY 2019-20, there was drop in non-wind business from 22% to 13% compared to last year due to general slowdown in Indian economy. This segment revenue contribution is estimated to go down further in FY 2020-21 due to COVID-19 pandemic. Non-wind business share is expected to bounce back during FY 2021-22

2.0 Performance Analysis:

2.1 Sales Revenue:

Following are the Sales revenues figures in Rs Crore for last five years of operations.



During the year FY 2019-20, sales revenue grown by 26.3% from Rs 165.6 Crores to Rs 209.15 Crores. Export business has grown by 146% from Rs 11.94 Crores to Rs 29.34 Crores. This growth could be achieved in spite of 4 weeks production disturbance due to Kolhapur floods and COVID-19 lockdowns.

Last five years company has maintained a CAGR revenue growth of 26%. Factoring 8 weeks of COVID-19 disturbance in production, FY 2020-21 growth is projected to grow around 10%. During the year, export sales are estimated grow over 100%.

2.2 Profitability:

Following are the PBDIT figures in Rs Crore for last five years of operations.

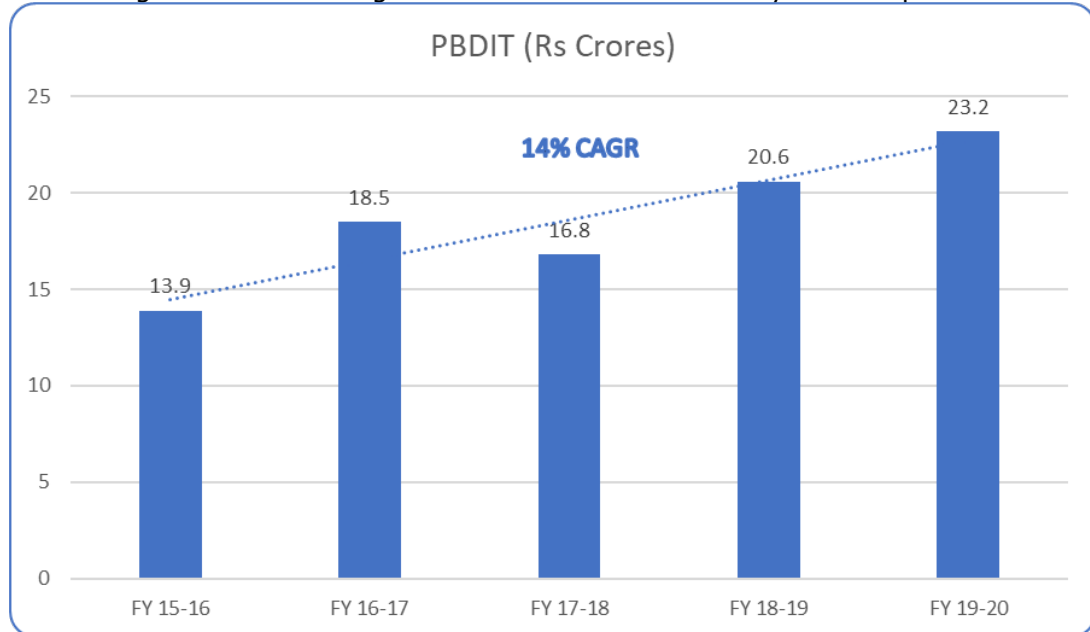


figure 8: PBDIT figures in Rs Crores

During FY 2019-20, there is reduction in EBIDTA margins from 12.4% to 11.0%. This reduction is mainly because of following.

- 1% Impact on EBIDTA margins due to one-time reassessment of inventory with introduction of stagewise costing of WIP in SAP and moderation in raw material prices.
- Another 1% impact is due to 4 weeks of operational disturbance during Kolhapur floods and COVID-19 lockdowns resulting to higher over heads.

During FY 2020-21, EBIDTA margins are estimated to improve over 300 bps with increase of export business share and cost improvement initiatives.

INDEPENDENT AUDITORS' REPORT

**To the Members of
Synergy Green Industries Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the Financial Statements of Synergy Green Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of Significant Accounting Policies and other explanatory information (hereinafter referred to as "the Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit 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 Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act 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 judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below as the Key Audit Matters to be communicated in our report.

a. Utilisation of funds raised through Initial Public Offer:

During the previous financial year Company has raised Rs. 26,46,00,000 through initial public offer and got listed on SME exchange of BSE on September 21, 2018. Company

had proposed in prospectus to spent Rs.12,00,00,000 on working Capital, Rs.12,04,75,000 on Capital Expenditure, Rs.1,80,00,000 on public issue expenses and Rs.61,25,000 on general corporate expenses. According to regulation 32 of SEBI (LODR) statement of utilisation of IPO proceeds is to be submitted to stock exchange and deviations if any in end use of IPO proceeds is to be certified by statutory auditors.

For the previous financial year, the Company had spent Rs.11,95,01,860 for working capital purpose, Rs.4,45,53,267 for capital expenditure, Rs.1,78,59,800 on public issue expenses and Rs.60,86,772 on general corporate expenses. During current financial year, the Company has spent Rs.4,98,140 for working capital purpose and Rs.7,58,71,262 for capital expenditure.

Considering the quantum of expenditure, its significance regarding commitments in prospectus towards shareholders as well as compliance requirements of SEBI (LODR), we have considered utilisation of funds raised through IPO as key audit matter.

We performed the following key audit procedures:

1. We have read and reviewed the prospectus and its fund allocation proposed in prospectus.
2. Assessed overall framework of the company regarding capital expenditure budget, working capital budget its utilization mechanism and internal approval procedures for the same.
3. Further reviewed IPO fund allocation process followed by the Company towards working capital and capital expenditure payments.
4. Cross verified the purchase orders raised for capital purpose along with payments made for capital expenditures with object clause of the prospectus.
5. Budget plan prepared and submitted for prospectus was reviewed and referred while checking IPO fund allocation.
6. Ensure the compliance with regulation 32 of SEBI (LODR), done by compliance officer regarding utilisation of funds.

b. Capitalisation of Project and related costs:

During previous financial year, the Company had started its expansion project, mainly consists of building and plant & machinery. The said project is completed in the month of March 2020 and amount of Rs.27,54,66,909 capitalised in the property, plant & equipment. The project was financed by money raised from IPO, term loan from bank and internal accruals of the Company. The project capitalisation cost includes borrowing cost and other related costs.

Considering the amount of direct & related expenditure and substantial time frame involved in the project activity, we have considered capitalisation of Project and related costs as key audit matter.

We performed the following key audit procedures:

1. We assessed the Company's internal process of identifying and capitalising individual assets in the project.
2. Tested on sample basis, project related expenditure with underlying documents relating to direct material costs and acquisition costs of assets in the project as per the guidance of accounting standard 10 (Property, Plant and Equipment).
3. Carried out substantive procedures to ensure the accuracy and completeness assertions related to project capitalisation.
4. Obtained an understanding of the Company's process of identifying other related project costs and ensure the appropriateness of these costs.
5. Performed the cut-off procedures to freeze the capitalisation of other project related costs once the project reached to the state of its intended use.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the (information included in the Annual report, but does not include the Financial Statements, Secretarial Report and our auditor's report thereon, which we obtained prior to the date of this auditor's report

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that

give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the 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 the Financial Statements

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

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

We also:

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

disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A; a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended.

- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) As required by section 197 (16) of the Act; in our opinion and according to information and explanation provided to us, the remuneration paid by the company to its directors is in accordance with the provisions of section 197 and Schedule V of the Act read with Companies (Appointment and Managerial Personnel) Rules, 2014 and remuneration paid to directors is not in excess of the limit laid down under this section read with Schedule V.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 30 to the Financial Statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2020.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2020

For **M/s P G Bhagwat**
Chartered Accountants
Firm Registration Number: 101118W

Akshay B. Kotkar
Partner
Membership Number: 140581
UDIN: 20140581AAAACB7014

June 26, 2020

Annexure - A to the Independent Auditor's Report

Referred to in paragraph 1 of our Report on Other Legal and Regulatory Requirements of even date to the Members of Synergy Green Industries Limited

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets of the Company are physically verified by the Management as per policy. In our opinion, the frequency of verification is reasonable.
 - (c) The title deeds of immovable properties as disclosed in note 13 on fixed assets to the financial statements, are held in the name of the company.
- (ii) The inventory was physically verified during the year by the management, excluding inventories with third parties. In respect of inventory lying at third parties, these have substantially been confirmed by them. In our opinion the frequency of verification is reasonable. Discrepancies between the physical stock and the book records noticed on verification were properly dealt with in the books of accounts.
- (iii) According to information and explanations given to us, in our opinion the Company has not granted any loans, secured or unsecured to a companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013.

Accordingly, the reporting under clause 3 (iii) (a), (b) and (c) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

- (iv) According to information & explanations given to us, in our opinion, no loans, investments, guarantees and securities have been given or provided by the company.

Accordingly, the reporting under clause 3 (iv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

- (v) According to information and explanation given to us, the Company has accepted deposits from members during the year. The Company has complied with the provision of Section 73 to 76 and any other relevant provision of the Companies Act, 2013 and the rules framed there under, where applicable. Also, according to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the company.

- (vi) We have broadly reviewed the books of accounts and records maintained by the Company relating to manufacture of SG Iron Casting pursuant to the rules made by Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

- (vii)(a) According to information and explanation given to us and the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues with appropriate authorities including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of customs, Duty of excise,

Value added tax, Goods and Services tax, cess and any other statutory dues applicable to it.

(b) According to the information and explanations provided to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Sales-Tax, Goods and Services Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to information and explanation given to us, there are no dues of Income tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Goods and Services tax and Cess which have not been deposited on account of any dispute other than those mentioned below:

Sr. No.	Nature of Dues	Forum where disputes pending	Amount (Rs)
1	Service Tax (FY 12-13 & 13-14)	The Commissioner of Central GST (Appeals), Pune	14,381

- (viii) According to information and explanations given to us, in our opinion the Company has not defaulted in repayment loans and borrowings to any bank. Also, according to information and explanations given to us, in our opinion Company neither has any loans or borrowings from financial institution, Government nor issued any debentures.
- (ix) According to the information and explanation given to us, the Company had raised money by way of initial public offer and also has availed term loans during the year, in our opinion they were utilised for the purpose for which they were raised except Rs. 2,28,899/- raised from IPO of equity shares which is pending for utilisation as at March 31, 2020 (Refer note 4 to financial statements)
- (x) During the course of our examination of the books & records of the company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by Management.
- (xi) According to information and explanation given to us and based on our examination of the records of the Company, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V to the Companies Act, 2013.
- (xii) In our opinion, the company is not a Nidhi company, accordingly the reporting under Clause 3 (xii) of the Companies (Auditor's report) Order, 2016, is not applicable to the Company.
- (xiii) According to information & explanation given to us, in our opinion all transactions with related parties are in compliance with sections 177 & 188 of Companies Act 2013 wherever applicable and the details have been disclosed in notes to accounts of Financial Statements as per Accounting Standard 18 - Related Party Disclosures.
- (xiv) According to Information & Explanation given to us, the company has not issued shares by way of preferential allotment/private placement of shares or fully or partly

convertible debentures during the year under review, accordingly provisions of section 42 of the Companies Act 2013 are not applicable to the company.

(xv) According to information & explanation given to us, the Company has not entered into non-cash transactions with directors or persons connected with him; accordingly, provisions of section 192 are not applicable to the Company.

(xvi) According to information & explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **M/s. P. G. Bhagwat**

Chartered Accountants

Firm's Reg No: 101118W

Akshay B. Kotkar

Partner

Membership No. 140581

UDIN: 20140581AAAACB7014

Kolhapur

June 26, 2020

Annexure - B to the Auditor's Report

(Referred to in paragraph 2(f) of our Report on Other Legal and Regulatory Requirements of even date to the Members of Synergy Green Industries Limited)

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

We have audited the internal financial controls with reference to Financial Statements of **Synergy Green Industries Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 with reference to financial statements 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 internal financial controls with reference to Financial Statements were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to Financial Statements, 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 with reference to Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to Financial Statements 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 with reference to financial statements and such internal financial controls were operating effectively as at March 31, 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 **M/s. P. G. Bhagwat**

Chartered Accountants

Firm's Reg No: 101118W

Akshay B. Kotkar

Partner

Membership No. 140581

UDIN: 20140581AAAACB7014

Kolhapur

June 26, 2020

Synergy Green Industries Limited
Balance Sheet As At March 31, 2020

Amount in INR

Particulars	Note No.	As at March 31, 2020		As at March 31, 2019	
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share capital	4	24,84,00,000		24,84,00,000	
(b) Reserves and Surplus	5	16,58,89,428		13,26,11,812	
			41,42,89,428		38,10,11,812
(2) Non-Current Liabilities					
(a) Long-Term Borrowings	6	24,94,00,390		22,17,48,842	
(b) Other Long-Term Liabilities	7	12,000		12,000	
(c) Long-Term Provisions	8	37,43,509		33,70,457	
			25,31,55,899		22,51,31,299
(3) Current Liabilities					
(a) Short Term Borrowings	9	17,91,21,311		21,65,39,263	
(b) Trade Payables					
-Total outstanding dues of Creditors other than Micro & Small Enterprises	10	47,21,52,100		50,94,21,750	
-Total outstanding dues of Micro & Small Enterprises	10	1,65,08,318		67,11,744	
(c) Other Current Liabilities	11	12,72,26,149		10,58,29,652	
(d) Short-Term provisions	12	7,79,607		4,12,428	
			79,57,87,485		83,89,14,837
Total Liabilities			1,46,32,32,812		1,44,50,57,948
II. ASSETS					
(1) Non-current Assets					
(a) Property Plant & Equipments					
(i) Tangible Assets	13	56,62,92,848		32,69,90,896	
(ii) Intangible Assets	13	1,16,67,914		11,57,438	
(iii) Capital work-in-progress		87,19,898		3,63,28,619	
(iv) Intangible assets under development				67,14,059	
			58,66,80,660		37,11,91,012
(b) Deferred Tax Asset (net)	14	2,35,16,034		5,24,89,723	
(c) Long -term loans and advances	15	4,25,36,394		2,34,56,608	
(d) Other non-current assets	16	15,27,349		20,93,445	
			65,42,60,437		44,92,30,788
(2) Current Assets					
(a) Inventories	17	46,43,33,123		48,09,05,308	
(b) Trade Receivables	18	16,71,42,578		29,27,32,744	
(c) Cash And Bank Balances	19	3,56,15,858		13,25,95,040	
(d) Short-Term loans and advances	20	1,32,55,262		12,37,515	
(e) Other current assets	21	12,86,25,554		8,83,56,553	
			80,89,72,375		99,58,27,160
Total Assets			1,46,32,32,812		1,44,50,57,948
Other Information & Disclosure	30-45				

Signed pursuant to the provisions of section 134 of the Companies Act 2013, in authentication of this Balance Sheet and Notes referred to therein.

As per our report of even date
FOR M/S. P.G.BHAGWAT
Chartered Accountants
Firm Registration No.101118W

FOR SYNERGY GREEN INDUSTRIES LTD

Akshay B. Kotkar
Partner
Membership No.140581
UDIN: 20140581AAAACB7014

Sachin R. Shirgaokar
Managing Director
DIN:00254442

Sohan S. Shirgaokar
Jt. Managing Director
DIN:00217631

Place : Kolhapur
Date : June 26, 2020

Suhas B. Kulkarni
Chief Financial Officer

Nilesh M. Mankar
Company Secretary

Synergy Green Industries Limited
Statement of Profit And Loss For The Year Ended March 31, 2020

Amount in INR

Particulars	Note No.	For the period Ended March 31, 2020		For the period Ended March 31, 2019	
I. Revenue From Operations	22	2,07,87,46,489		1,65,02,46,928	
Less: Excise Duty		-	2,07,87,46,489	-	1,65,02,46,928
II. Other Income	23		65,83,545		53,10,637
III. Total Revenue (I + II)			2,08,53,30,034		1,65,55,57,565
IV. Expenses					
a. Cost of Materials Consumed	24		73,63,57,737		63,75,93,474
b. Changes in inventories of finished goods and work-in-progress	25		5,40,15,791		(6,17,03,112)
c. Employee Benefit Expenses	26		19,28,86,001		14,39,45,249
d. Finance Costs	27		9,58,88,333		8,62,69,849
e. Depreciation and Amortisation Expenses	28		7,37,18,629		6,85,48,772
f. Other Expenses	29		87,00,89,568		72,94,04,614
Total Expenses (IV)			2,02,29,56,059		1,60,40,58,846
V. Profit before Tax			6,23,73,975		5,14,98,719
VI. Tax Expenses					
(1) MAT		1,04,20,000		48,00,000	
(2) Deferred Tax Liability / (Asset)		2,89,73,690		60,34,397	
(3) Mat Credit		(1,04,20,000)		(48,00,000)	
(4) Tax Expense/ (reversal) earlier years		1,22,669		-	
			2,90,96,359		60,34,397
VII. Profit for the year			3,32,77,616		4,54,64,322
VIII. Basic & Diluted Earnings per Equity Share			2.36		3.68

Signed pursuant to the provisions of section 134 of the Companies Act 2013, in authentication of this Balance Sheet and Notes referred to therein.

As per our report of even date
FOR M/S. P.G.BHAGWAT
Chartered Accountants
Firm Registration No.101118W

FOR SYNERGY GREEN INDUSTRIES LTD

Akshay B. Kotkar
Partner
Membership No.140581
UDIN: 20140581AAAACB7014
Place : Kolhapur
Date : June 26, 2020

Sachin R. Shirgaokar
Managing Director
DIN:00254442

Sohan S. Shirgaokar
Jt. Managing Director
DIN:00217631

Suhas B. Kulkarni
Chief Financial Officer

Nilesh M. Mankar
Company Secretary

SYNERGY GREEN INDUSTRIES LIMITED
Cash Flow Statement for the Year Ended March 31, 2020

Amount in INR

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
A. Cash flow from operating activities		
Net Profit before tax	6,23,73,975	5,14,98,719
<u>Adjustments for</u>		
Depreciation & Amortisation	7,37,18,629	6,85,48,772
Loss/(profit) on sale of Fixed assets	(10,12,500)	(96,722)
Interest income	(17,45,160)	(47,32,138)
Finance Costs	9,58,88,333	8,62,69,849
Operating Profit/ (Loss) before working capital changes	22,92,23,277	20,14,88,480
(Increase)/ decrease in trade and other receivables	12,55,90,166	(11,29,62,717)
(Increase)/ decrease in other receivables	(5,22,37,725)	1,05,37,283
(Increase)/ decrease in Inventories	1,65,72,184	(10,43,93,881)
Increase/ (decrease) in trade payables	(2,74,73,075)	1,84,18,687
Increase/ (decrease) in other payables	(2,07,18,778)	10,38,10,910
Cash generated from operations	27,09,56,049	11,68,98,762
Income tax paid	(1,47,13,507)	(42,69,279)
Net cash flow from Operating activities	25,62,42,542	11,26,29,483
B. Cash flow from investing activities		
Purchase of and Advance given against Capital assets	(28,14,19,572)	(13,44,38,870)
Proceeds from sale of Fixed assets	65,50,000	18,00,000
Fixed Deposits with original maturity above 3 months (Net)	11,75,35,995	(10,70,64,604)
Interest received	17,52,765	50,80,336
Net cash flow from Investing activities	(15,55,80,812)	(23,46,23,138)
C. Cash flow from financing activities		
Proceeds from issue of Share Capital	-	24,58,72,348
Repayment/proceed of/from Short term borrowings (net)	1,26,37,455	(3,71,40,841)
Finance Costs	(9,32,51,840)	(8,62,76,505)
Net cash flow from Financing activities	(8,06,14,385)	12,24,55,002
Net increase / (decrease) in Cash and Cash Equivalents	2,00,47,345	4,61,347
Cash and Cash Equivalents at the beginning of the year	9,50,122	4,88,775
Cash and Cash Equivalents at the end of the period	2,09,97,467	9,50,122

Notes :

1. Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard 3 of Companies (Accounting Standard) Rules, 2006.

As per our report attached

For SYNERGY GREEN INDUSTRIES LTD

FOR M/s. P.G.BHAGWAT

Chartered Accountants

Firm Registration No.101118W

Akshay B. Kotkar

Partner

Membership No.140581

Place : Kolhapur

Date : June 26, 2020

UDIN: 20140581AAAACB7014

Sachin R. Shirgaokar **Sohan S. Shirgaokar**
Managing Director **Jt. Managing Director**
DIN:00254442 DIN:00217631

Suhas B. Kulkarni **Nilesh M. Mankar**
Chief Financial Officer **Company Secretary**

Notes to Financial Statements for the year ended on 31-03-2020

Note 1: Corporate Information

Synergy Green Industries Limited ("the Company") is a public limited Company incorporated in 2010, listed on SME Platform of Bombay Stock Exchange having its corporate office situated at 392, E ward, Shahupuri, Kolhapur-416001 and the works is situated at Kagal-Hatkanangale Five Star Industrial Area, Kolhapur-416216.

The Company is engaged in the business of foundry i.e. manufacturing of wind turbine casting and other large precision castings. The Company started as a green filed foundry project during 2011 and entered in commercial operation in June 2012.

Note 2: Basis of Preparation, Use of Estimates

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, as amended, and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The financial statements have been presented as per requirements of Schedule III of the Companies Act, 2013.

The financial statements were approved and authorized for issue by the Board of Directors as on June 26, 2020.

Estimates and Judgments

The preparation of the financial statements in conformity with the generally accepted accounting principles along with accounting standards requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, revenues and expenses during the reporting period and disclosure of contingent liabilities at the date of the financial statements. Actual results could differ from those estimates. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Any revisions to the accounting estimates are recognised prospectively in the current and future periods

Note 3: Significant Accounting Policies

3.1. Property, Plant and Equipments: -

Property Plant & Equipments are stated at cost of acquisition or construction less accumulated depreciation and impairment losses if any. Cost includes purchase price, freight, duties, taxes, labour cost, expenses related to acquisition, installation and commissioning, direct overheads for self-constructed assets and other direct cost incurred up to the date of asset is ready for its intended use.

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably.

- **Depreciation: -**

Depreciation is provided on the "Written Down value" Method, as per the useful life of assets prescribed in Part C of Schedule II of Companies Act, 2013, except "Tools and Equipment" which is depreciated using Straight Line Method (SLM).

Life of Dies and Moulds is taken as 8 years, and life of Tools & Equipment is taken as 4 years based on technical evaluation.

Depreciation on addition to assets or sale/disposal of assets is calculated pro rata from the date of put to use or up to the date of sale/disposal, as the case may be.

Depreciation is not calculated on capital work in progress until construction or installation is completed and the asset is ready for its intended use.

3.2. Intangible Assets

Intangible Assets are stated at consideration paid for acquisition less accumulated amortisation and impairment if any.

- **Amortisation: -**

Intangible assets which consists of computer software is amortised over a period of three years.

3.3. Impairment of Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If an indication exists, the company estimates the asset's recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an assets exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's recoverable amount. A previously recognised impairment loss is changed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

3.4. Borrowing Cost: -

Borrowing costs that are attributable to acquisition, construction or erection of qualifying assets incurred during the period are capitalized as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognised as expenditure in the period in which they are incurred.

3.5. Inventories

Raw material, Stores & Spares are valued at lower of cost or net realisable value. Cost includes cost of purchases and incidental expenses incurred in bringing the inventories to their present locations and conditions. Cost is arrived at mainly on the basis of Weighted Average Method.

Work in Progress and Finished goods are valued at lower of cost or net realisable value. Cost includes direct material, labour cost and proportion of manufacturing overheads based on the normal operating capacity.

Runners and Risers are valued at replacement cost or net realisable value whichever is lower.

The inventory of patterns purchased and held for sale is valued at lower of cost and net realizable value. The cost comprises of all the costs of purchases and other costs incurred in bringing the inventories to their present location and condition.

3.6. Revenue Recognition

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales value is net of GST, sales returns.

Revenue in respect of Export Incentives is recognized only when it is reasonably certain that the ultimate collection will be made.

Other income comprises of interest income, foreign currency gain and profit of sale of asset, recognised as it accrues in the statement of profit and loss.

3.7. Retirement benefits

- **Short Term Employee Benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, ex-gratia, performance pay etc, and the same are recognised in the period in which the employee renders the related service.

- **Post Employment Benefits:**

- a) Defined Contribution Plans:

The Company's provident fund scheme is defined contribution plan. The contribution paid / payable under the schemes is recognised during the period in which the employee renders the related service. The Company makes monthly contributions towards employee provident fund.

- b) Defined Benefits Plans:

The Employee's gratuity fund scheme is covered under Company's defined benefit plan. The Present Value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance Sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation under the defined benefits plans, to recognise the obligation on the net basis.

- **Other Long Term Employee Benefit :**

The long term employee benefit like leave liability are actuarially valued using Projected Unit Credit Method as at the date of Balance Sheet.

3.8. Foreign Currency Transactions

All foreign currency transactions are accounted for at the rates prevailing on the date of the transaction. The short term and long-term monetary items are restated at the rate of exchange prevailing on the date of Balance Sheet. The exchange differences on settlement / restatement are adjusted to Profit and Loss Account.

3.9. Taxation

Provision for taxation is made on the basis of the taxable profits, computed for the current accounting period in accordance with the provisions of the Income Tax Act 1961. Deferred Tax

resulting from timing difference between book profits and tax profits is accounted for at the applicable rate of tax to the extent timing differences are expected to crystallize, in the case of deferred tax liabilities with reasonable certainty and in case of deferred tax assets with virtual certainty that there would be adequate future taxable income against which deferred tax assets can be realized, applying the tax rates that have been substantively enacted by the Balance Sheet date.

3.10. Provisions & Contingencies

Necessary provisions are made for the present obligations that arise out of past events entailing future outflow of economic resources. Such provisions reflect best estimates based on available information.

However, a disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.11. Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. All other leases are classified as operating leases.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

3.12. Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as reduced by number of shares bought back, if any. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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.

NOTES FORMING PART OF FINANCIAL STATEMENTS

4. SHARE CAPITAL

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Authorised Share Capital		
	1,50,00,000 Equity shares of Rs. 10/- each (Previous year 1,50,00,000 Equity shares of Rs. 10 /- each)	15,00,00,000	15,00,00,000
	13,00,000 10% Cumulative redeemable Preference shares of Rs.100/-Each (Previous year 13,00,000 10% Non-Cumulative redeemable Preference Share of Rs. 100 /- each)	13,00,00,000	13,00,00,000
		28,00,00,000	28,00,00,000
2)	Issued and Subscribed & Paid-up Share Capital		
	1,41,30,000 Equity Shares of Rs. 10/- each (Previous year 1,41,30,000 Equity Shares of Rs. 10/- each)	14,13,00,000	14,13,00,000
	10,71,000 10% Cumulative redeemable Preference shares of Rs. 100/-Each (Previous year 10,71,000 10% Non-Cumulative redeemable Preference Share of Rs. 100 /- each)	10,71,00,000	10,71,00,000
	Total	24,84,00,000	24,84,00,000

(a) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Particulars		As at March 31, 2020	As at March 31, 2019
i	Number of shares outstanding as at the beginning of the year	1,41,30,000	1,03,50,000
	Add: No. of Right shares issued during the year	-	-
	Add: Number of equity shares preferentially issued during the year	-	-
	Add: Number of equity shares allotted during the year for consideration received in cash*	-	37,80,000
	Less: Number of shares bought back during the year	-	-
	Number of shares outstanding as at the end of the year	1,41,30,000	1,41,30,000

*IPO Fresh Issue of Shares

The Company had completed the Initial Public offering (IPO) of fresh issue of 37,80,000 equity shares of Rs 10 each at an issue price of Rs 70 per share in previous year. The equity shares of the Company were listed on BSE-SME Platform of Bombay Stock Exchange w.e.f. September 21, 2018.

Utilisation of IPO proceeds are as follows:

Particulars	Planned as per Prospectus	Utilisation upto March 31, 2020	Balance as at March 31, 2020
Purchase of Plant & Machinery	12,04,75,000	12,04,24,529	50,471
Working Capital Requirements	12,00,00,000	12,00,00,000	-
General Corporate Expenses	61,25,000	60,86,772	38,228
IPO Expenses*	1,80,00,000	1,78,59,800	1,40,200
Total	26,46,00,000	26,43,71,101	2,28,899

*Expenses incurred by the company aggregating to Rs.1,87,27,652, in connection with IPO have been adjusted towards Securities Premium, out of which Rs. 1,78,59,800 spent from IPO proceeds and balance from internal accruals.

Reconciliation of number of Preference shares outstanding at the beginning and at the end of the year

Particulars		As at March 31, 2020	As at March 31, 2019
ii	Number of shares outstanding as at the beginning of the year	10,71,000	10,71,000
	Add: No. of shares issued during the year	-	-
	Less: Number of shares redeemed during the year	-	-
	Number of shares outstanding as at the end of the year	10,71,000	10,71,000

(b) Rights, preferences and restrictions attaching to various classes of shares

Sr. No.	Class of shares	Rights, preferences and restrictions (including restrictions on distribution of dividends and repayment of capital) attached to the class of shares
1	Equity Shares of Rs. 10 Each	Each member present in person shall have one vote and has a right to receive dividend as recommended by the Board of Directors subject to the necessary approval from the shareholders. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. For the year ended March 31, 2020 the Board of Directors has not proposed any dividend (Previous year Nil).
2	10% Cumulative redeemable Preference shares of Rs.100/-each	Each Share shall confer on the holders thereof, the right to a fixed preferential dividend from the date of allotment, at a rate of 10%, on the capital for the time being paid up or credited as paid up thereon. During the year w.e.f. April 1, 2019 Preference Shares class was changed from Non - cumulative to Cumulative. Each share has priority to the equity share of the company, but shall not confer any further or other right to participate either in profits or assets. The shares are redeemable at any time after completion of one year but within twenty years from the date of allotment.

(c) Shares in the company held by each shareholder holding more than 5% shares

Sr. No.	Name of the shareholder	As at March 31, 2020		As at March 31, 2019	
		Number of shares	Percentage of shares held	Number of shares	Percentage of shares held
i	Equity Shares of Rs. 10/- each				
a.	S. B. Reshellers Pvt. Ltd.	54,09,964	38.29%	54,09,949	38.29%
b.	Radhika Sanjeev Shirgaokar & Sohan Sanjeev Shirgaokar	7,42,354	5.25%	7,42,354	5.25%
c.	Radhika Sanjeev Shirgaokar & Chandan Sanjeev Shirgaokar	7,42,352	5.25%	7,42,352	5.25%
d	Sachin Rajendra Shirgaokar & Laxmi Sachin Shirgaokar	7,40,228	5.24%	7,40,228	5.24%
e.	Vendavagali Srinivasa Reddy & Sou. Vendavagali Kuberi Reddy	15,10,000	10.69%	15,10,000	10.69%
f.	Massachusetts Institute of Technology	13,96,000	9.88%	13,96,000	9.88%
ii	10% Cumulative redeemable Preference shares of Rs. 100/- Each				
a.	S. B. Reshellers Pvt. Ltd.	5,96,000	55.65%	5,96,000	55.65%
b.	The Ugar Sugar Works Ltd	4,75,000	44.35%	4,75,000	44.35%

5. RESERVES AND SURPLUS

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Securities Premium		
	As per last Balance Sheet	22,55,72,348	1,75,00,000
	Add: Premium on Issue of Shares	-	22,68,00,000
	Less: Issue Expenses	-	(1,87,27,652)
	Sub Total	22,55,72,348	22,55,72,348
2)	Surplus / (Deficit) in the statement of Profit and Loss		
a.	As per Last Balance Sheet	(9,29,60,535)	(13,84,24,857)
b.	Profit/ (Loss) Carried From Statement of Profit & Loss	3,32,77,616	4,54,64,322
	Sub Total	(5,96,82,920)	(9,29,60,535)
Total		16,58,89,428	13,26,11,812

6. LONG-TERM BORROWINGS

Particulars		As at March 31, 2020	As at March 31, 2019
1)	TERM LOANS FROM BANKS, SECURED		
a.	Term loan from Bank of Baroda - Term Loan I	4,71,99,999	7,14,00,000
b.	Term loan from Bank of Baroda - Term Loan II	36,00,000	60,00,000
c.	Term loan from Bank of Baroda - Term Loan III	5,43,70,579	1,77,94,575
d.	Vehicle loan from ICICI Bank Ltd	6,09,606	8,03,443
e.	Vehicle loan from HDFC Bank Ltd	3,51,206	9,10,824
	Sub Total	10,61,31,390	9,69,08,842
2)	UNSECURED LOANS		
a.	Deposits from Directors, Relatives of Directors and Companies	14,32,69,000	12,48,40,000
	Sub Total	14,32,69,000	12,48,40,000
Total		24,94,00,390	22,17,48,842

Out of above, guaranteed by Managing Director and Joint Managing Director 15,50,70,578 16,33,94,575

(i) Principal terms, security and repayment schedule of long term secured loans

a.	Term Loan - I from Bank of Baroda (BOB) is obtained for construction of new factory building and purchase of imported as well as indigenous machinery. Hypothecation of plant & machineries, shed materials & equitable mortgage of factory land, building at Kagal location; and collateral charge over the current assets; Entire amount has been personally guaranteed, jointly and severally, by Managing Director, Jt. Managing Director and Corporate Guarantee by S.B.Reshellers Pvt. Ltd. Bank of Baroda had reviewed the term loan account of the Company and issued sanction letter on 16.03.2016. Accordingly, the loan is repayable in 18 quarterly instalments commencing from 30th June, 2017 out of which 13 instalments of Rs.1.21 Crores & Last instalment of Rs. 1.09 Crores which is falling due on 30 September 2021 subject to annual review.
b.	Term Loan - II from Bank of Baroda (BOB) is obtained for construction of Administrative building and purchase of indigenous machinery & movable fixed assets. Hypothecation of plant & machineries, shed materials & equitable mortgage of factory land, building at Kagal location; and collateral charge over the current assets; Entire amount has been personally guaranteed, jointly and severally, by Managing Director, Jt. Managing Director and Corporate Guarantee by S.B.Reshellers Pvt. Ltd. Bank of Baroda had reviewed the term loan account of the Company and issued sanction letter on 16.03.2016. Accordingly, the loan is repayable in 13 quarterly instalments of Rs. 12 Lacs commencing from 30th June, 2017 & last instalment is falling due on 18 August 2021 subject to annual review.
c.	Term Loan - III from Bank of Baroda (BOB) is obtained for construction of factory building and purchase of machinery & movable fixed assets. Hypothecation of plant & machineries, Shed Materials & equitable mortgage of factory land, building at Kagal location; and collateral charge over the current assets; Entire amount has been personally guaranteed, jointly and severally, by Managing Director, Jt. Managing Director and Corporate Guarantee by S.B.Reshellers Pvt. Ltd. Bank of Baroda had sanctioned the term loan account of the Company and issued sanction letter on 11.10.2018. Accordingly, the loan is repayable in 20 quarterly instalments of Rs. 50 Lacs commencing from (25.08.2019) i.e. 6 months from date of first disbursement. last instalment is falling due on 25th Feb. 2024 subject to annual review.
d.	Vehicle Loan from HDFC Bank Ltd. is secured by hypothecation of Vehicles, which is repayable in 60 monthly instalments and last instalment is falling due on 7th October 2021. Rate of Interest 9.30% p.a.
e.	Vehicle Loan from ICICI Bank Ltd. is secured by hypothecation of Vehicles, which is repayable in 60 monthly instalments and last instalment is falling due on 1st February 2024. Rate of Interest 9.30% p.a.
f.	Deposits accepted during the year from Directors, relatives of Directors and Companies and are repayable on maturity @ 11% p.a.interest. (Previous Year 12% p.a.)

Other Particulars

Sr No	Rate of Interest	As at March 31, 2020		As at March 31, 2019	
		Current	Non Current	Current	Non Current
a.	BOB Base Rate + 3.00% (18 Quarters) I	3,63,00,000	4,71,99,999	4,84,00,000	7,14,00,000
b.	BOB Base Rate + 3.00% (18 Quarters) II	36,00,000	36,00,000	48,00,000	60,00,000
c.	BOB Base Rate + 3.00% (18 Quarters) III	1,00,00,000	5,43,70,579	1,50,00,000	1,77,94,575
d.	ICICI Bank 9.30% (60 Months)	1,73,882	6,09,606	1,58,499	8,03,443
e.	HDFC CAR LOAN 9.30% (60 Months)	5,59,617	3,51,206	5,10,094	9,10,824
f.	Deposits from Directors, Relatives of Directors and Companies	32,21,000	14,32,69,000	-	12,48,40,000
Total		5,38,54,499	24,94,00,390	6,88,68,593	22,17,48,842

Note:

There is no continuing default, as at the balance sheet date, in repayment of principles & interest. -

7. OTHER LONG TERM LIABILITIES

Particulars			As at March 31, 2020	As at March 31, 2019
1) Security Deposits from Contractors			12,000	12,000
Total			12,000	12,000

8. LONG-TERM PROVISIONS

Particulars			As at March 31, 2020	As at March 31, 2019
1) Provision for Leave Encashment			37,43,509	23,80,457
2) Superannuation payable			-	9,90,000
Total			37,43,509	33,70,457

9. SHORT-TERM BORROWINGS

Particulars			As at March 31, 2020	As at March 31, 2019
1) Secured :- Loans Repayable on Demand (From Bank)				
a. Cash Credit			17,91,21,311	17,78,80,143
b. Overdraft (Refer note - 19)			-	3,86,59,120
Total			17,91,21,311	21,65,39,263

Out of above, guaranteed by Managing Director and Joint Managing Director 17,91,21,311 17,78,80,143

Principal terms, security and repayment schedule of short term borrowings

(a)	Cash Credit from Bank of Baroda is secured against Hypothecation of stock, book debts, current and future, and collateral security in nature of equitable mortgage of factory land and building and extended charge on Plant and Machineries of the Company. Entire amount has been personally guaranteed, jointly and severally, by Managing Director, Jt. Managing Director and Corporate Guarantee by S.B.Reshellers Pvt. Ltd. The cash credit is repayable on demand and carries rate of interest at MCLR+3.25% p.a.
(b)	Overdraft facility from Bank of Baroda is secured by Lien on Fixed Deposit amounting to Rs.1150 Lakhs. This facility is repayable on demand and carries rate of interest at 7.50% p.a.. Overdraft facility is closed on January 21, 2020.
(c)	There is no continuing default, as at the balance sheet date, in repayment of any of the above loans & interest thereon.

10. TRADE PAYABLES

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Due to Micro and Small Enterprises		
	Others	1,65,08,318	67,11,744
	Due to Other than Micro and Small Enterprises		
1)	Acceptances	6,22,47,505	7,12,64,882
2)	Creditors for Supplies and Services	40,99,04,595	43,81,56,868
		47,21,52,100	50,94,21,750
	Total	48,86,60,418	51,61,33,494

Dues to Micro and Small Enterprises		As at March 31, 2020	As at March 31, 2019
	Total amount dues to micro and small enterprises as on Balance Sheet date		
	Principal amount due	1,88,18,669	67,11,744
	Interest on principal amount due	6,65,395	3,51,227
	Total delayed payments micro and small enterprises during the year		
	Principal amount	-	-
	Interest on principal amount	-	-
	Total amount of interest paid to micro and small enterprises during the year	-	-
	Total interest accrued and remaining unpaid at the end of the year under MSMED Act	16,18,141	9,52,746
	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23	-	-

11. OTHER CURRENT LIABILITIES

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Current maturities of long term debt		
	Secured:		
a.	From Banks	5,06,33,499	6,88,68,593
b.	From Deposits from Directors, Relatives of Directors and Companies	32,21,000	-
2)	Interest accrued but not due on borrowings	26,47,507	11,014
3)	Creditors for Purchase of Fixed Assets		
	To MSME	23,10,351	
	To Others	2,20,40,365	65,35,562
4)	Advance from Customers	73,93,336	17,61,907
5)	Security Deposits of Civil Contractors	19,57,554	4,61,238
6)	<u>Other payables</u>		
a.	Salary & wages payable	1,61,03,939	66,78,445
b.	Statutory Dues	27,84,778	23,99,775
c.	Provision for Other Expenses	1,81,33,819	1,91,13,118
	Total	12,72,26,149	10,58,29,652

In the wake of the disruptions on account of COVID-19 pandemic RBI has issued Circular DOR.No.BP.BC.47/21.04.048/2019-20 dated March 27, 2020 and Circular DOR.No.BP.BC.63/21.04.048/2019-20 dated April 17, 2020. Wherein certain cash flow benefits have been given to the industry. We have taken due cognizance of these circulars while calculating amount of accrued interest (Refer Note No. 11) and "Current Maturities" (Refer Note No. 6)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2020

**B- 13 FIXED ASSETS, DEPRECIATION & AMORTISATION
AS PER SCHEDULE II OF COMPANIES ACT 2013**

	Tangible Assets											Intangible Assets Computer Softwares	Total	
	Lease Hold Land	Buildings	Plant & Machinery	Tools & Equipments	Dies & Moulds	Electric Installations	Furniture & Fixture	Office Equipment	Office Equip - Computer	Vehicle	Total			
GROSS BLOCK														
As at 01-04-2018	1,51,64,916	17,18,47,072	34,28,31,373	1,94,39,869	11,27,05,134	-	72,70,081	25,11,553	36,37,036	56,32,745	68,10,39,779	70,34,569	68,80,74,348	
Additions	-	41,56,742	1,03,96,416	49,43,818	4,76,64,243	-	3,02,750	2,63,784	5,81,918	10,50,864	6,93,60,535	7,82,640	7,01,43,175	
Other adjustments											-		-	
Borrowing costs	-	-	-	-	-	-	-	-	-	-	-	-	-	
Deletions	-	8,50,077	-	-	2,44,01,264	-	-	-	-	-	2,52,51,341	-	2,52,51,341	
Revaluation / Impairments	-	-	-	-	-	-	-	-	-	-	-	-	-	
As at 31.03.2019	1,51,64,916	17,51,53,737	35,32,27,789	2,43,83,687	13,59,38,113	-	75,72,831	27,75,337	42,18,954	66,83,609	72,51,18,973	78,17,209	73,29,36,182	
Transition Effect AS 10	-	-	-	-	-	-	-	-	-	-	-	-	-	
Additions :31.03.2020	-	9,13,68,645.66	18,42,11,684.00	34,41,614.52	2,63,03,017.50	38,17,083.82	36,65,446.65	9,03,177.72	6,10,035.00		31,43,20,705	1,47,67,809	32,90,88,514	
Other adjustments										19,955	19,955.00		19,955	
Borrowing costs	-	-	-	-	-	-	-	-	-	-	-	-	-	
Deletions	-	-	84,91,162	-	-	-	-	-	-	-	84,91,161.61	-	84,91,162	
As at 31.03.2020	1,51,64,916	26,65,22,383	52,89,48,311	2,78,25,302	16,22,41,131	38,17,084	1,12,38,278	36,78,515	48,28,989	66,63,654	1,03,09,28,561	2,25,85,018	1,05,35,13,580	
Depreciation /Amortisation :											-		-	
At 01.04.2018	11,10,631	6,71,76,848	20,13,32,199	1,32,73,783	5,44,61,712	-	38,28,918	18,29,665	30,41,437	35,10,536	34,95,65,729	62,64,536	35,58,30,265	
Transition Effect AS 10	-	-	-	-	-	-	-	-	-	-	-	-	-	
Charge for the year *	1,64,538	93,08,414	2,81,46,412	40,67,413	2,40,40,441	-	9,27,432	3,42,145	4,91,499	6,65,245	6,81,53,539	3,95,235	6,85,48,774	
Adjustment on deletions	-	4,06,144			1,91,85,045		-		-		1,95,91,189		1,95,91,189	
At 31.03.2019	12,75,169	7,60,79,118	22,94,78,611	1,73,41,196	5,93,17,108	-	47,56,350	21,71,810	35,32,936	41,75,781	39,81,28,079	66,59,771	40,47,87,850	
Transition Effect AS 10	-	-	-	-	-	-	-	-	-	-	-	-	-	
Charge for the year	1,66,440	93,83,944	2,63,67,744	28,90,847	2,68,97,532	83,889	14,92,365	4,31,351	4,37,493	13,09,691	6,94,61,296	42,57,333	7,37,18,629	
Adjustment on deletions	-		29,53,662	-			-		-		29,53,662		29,53,662	
As at 31.03.2020	14,41,609	8,54,63,062	25,28,92,693	2,02,32,043	8,62,14,640	83,889	62,48,715	26,03,161	39,70,429	54,85,472	46,46,35,713	1,09,17,104	47,55,52,817	
Net Block :											-		-	
At 31.03.2019	1,38,89,747	9,90,74,619	12,37,49,178	70,42,490	7,66,21,005	-	28,16,481	6,03,528	6,86,018	25,07,829	32,69,90,896	11,57,438	32,81,48,334	
As at 31.03.2020	1,37,23,307	18,10,59,321	27,60,55,618	75,93,259	7,60,26,491	37,33,195	49,89,563	10,75,354	8,58,560	11,78,182	56,62,92,848	1,16,67,914	57,79,60,762	

12. SHORT-TERM PROVISIONS

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Provision for Gratuity	2,59,999	-
2)	Provision for Leave Encashment	5,19,608	4,12,428
3)	Provision for Income Tax	1,04,20,000	49,22,669
	Less: Provision for IT deducted as per contra	(1,04,20,000)	(49,22,669)
		-	-
	Total	7,79,607	4,12,428

14. DEFERRED TAX ASSET (NET)

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Deferred Tax Asset		
	On account of time differences in -		
a.	Statutory Liabilities	26,76,532	27,50,981
b.	Unabsorbed Depreciation*	3,70,87,980	5,44,46,690
		3,97,64,512	5,71,97,671
2)	Less: Deferred Tax Liabilities		
	On account of time differences in -		
a.	Property, Plant, Equipments & Intangible Assets	(1,62,48,478)	(47,07,948)
	TOTAL (1)+(2)	2,35,16,034	5,24,89,723

* Deferred Tax on unabsorbed Depreciation has been recognised in full as it can be recouped within an unlimited time as per Taxation laws.

15. LONG-TERM LOANS AND ADVANCES

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Unsecured, Consider Good		
	Capital Advances	2,09,71,169	1,43,44,541
2)	Deposit with BSE	-	26,46,000
3)	Advance To Gratuity Trust	15,000	15,000
4)	Central Excise & Service Tax (Under protest)	9,38,934	9,38,964
5)	Income Tax (Under protest)	5,08,350	-
6)	Advance Income Tax	2,02,25,610	55,12,103
	Less: Provision for Income Tax	(1,53,42,669)	(48,00,000)
		48,82,941	7,12,103
7)	MAT Credit Receivable	1,52,20,000	48,00,000
	Total	4,25,36,394	2,34,56,608

16. OTHER NON-CURRENT ASSETS

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Non Current Portion in Fixed Deposit with Bank	-	5,09,468
2)	Other Deposits	15,27,349	15,83,977
Total		15,27,349	20,93,445

17. INVENTORIES

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Raw Materials	9,65,45,592	6,83,47,223
	Raw Material and Components	9,65,45,592	6,74,30,229
	Raw Material in Transit	-	9,16,994
2)	Patterns Stock	3,88,68,958	3,77,48,958
3)	Work in Process	25,46,82,793	33,07,52,018
4)	Finished Goods	2,76,63,243	56,09,810
	Finished Goods	2,54,30,987	-
	Finished Goods in Transit	22,32,256	56,09,810
5)	Stores & Spares	4,65,72,537	3,84,47,299
Total		46,43,33,123	48,09,05,308

18. TRADE RECEIVABLES

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Trade receivables outstanding for more than six months from the date they became due for payment		
(i)	Secured , considered good	-	-
(ii)	Unsecured , considered good	1,14,34,609	75,91,562
(iii)	Doubtful	-	-
		1,14,34,609	75,91,562
	Less : Allowance for bad and doubtful debts		-
	Sub Total	1,14,34,609	75,91,562
2)	Trade Receivables (Others)		
(i)	Secured , considered good	-	-
(ii)	Unsecured , considered good	15,57,07,969	28,51,41,182
(iii)	Doubtful	-	-
		15,57,07,969	28,51,41,182
	Less : Allowance for bad and doubtful debts		-
	Sub Total	15,57,07,969	28,51,41,182
Total		16,71,42,578	29,27,32,744

19. CASH AND BANK BALANCES

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Cash & Cash Equivalents		
	i) Cash on hand	60,430	67,513
	ii) Balances with Banks in Current Accounts	2,09,37,037	7,57,609
	iii) Fixed Deposits (with original maturity for 3 months or less)	-	1,25,000
	Sub Total	2,09,97,467	9,50,122
2)	Other Bank Balances		
	Fixed Deposit	1,46,18,391	13,21,54,386
	(With original maturity for more than 3 months)		
	Less: Non-Current portion in above, disclosed under Other Non-Current Assets	-	(5,09,468)
	Sub Total	1,46,18,391	13,16,44,918
	Total	3,56,15,858	13,25,95,040

a) Out of above Fixed Deposit Rs 1,09,40,000/- are lien against Bank Guarantee and Letter of credit. (Previous Year Rs 11,50,00,000/- are lien against overdraft facility and Rs. 1,09,40,000/- against Bank Guarantee and Letter of credit.)

20. SHORT TERM LOANS & ADVANCES

Particulars		As at March 31, 2020	As at March 31, 2019
A.	Unsecured & Considered Good		
a.	Staff Advances	1,46,198	3,49,810
b.	Advance to Suppliers	1,31,09,064	8,87,705
	Total	1,32,55,262	12,37,515

21. OTHER CURRENT ASSETS

Particulars		As at March 31, 2020	As at March 31, 2019
1)	Prepaid Expenses	55,81,962	12,47,992
2)	Interest Accrued on Fixed Deposits with Bank	-	7,605
3)	VAT Receivable	45,14,549	45,14,548
4)	GST Receivable	11,34,05,434	7,24,46,221
5)	Gratuity Surplus	-	5,46,014
6)	Export Incentive Receivable	35,84,770	44,61,546
7)	Other Receivables	15,38,839	51,32,627
	Total	12,86,25,554	8,83,56,553

22. REVENUE FROM OPERATIONS

Particulars		For the year ended March 31, 2020	For the year ended 31 March 2019
1) Sale of Products			
a)	Windmill Castings	1,53,25,75,343	95,50,52,330
b)	Other Castings	52,66,34,588	65,74,89,584
		2,05,92,09,931	1,61,25,41,914
2) Other Operating Revenues			
a)	Sale of Pattern	29,80,593	2,45,97,102
b)	Export Incentive	1,17,25,355	79,59,402
c)	Sale of Scrap	41,80,610	1,57,850
d)	Service Charges	6,50,000	49,90,660
		1,95,36,558	3,77,05,014
Total		2,07,87,46,489	1,65,02,46,928

23. OTHER INCOME

Particulars		For the year ended March 31, 2020	For the year ended 31 March 2019
1)	Interest Income		
	From banks	17,25,338	46,65,606
	From others	19,822	66,532
2)	Foreign Exchange Fluctuation Gain	38,25,885	-
3)	Excess Provision Written Back	-	4,81,777
4)	Profit On Sale Of Assets	10,12,500	96,722
Total		65,83,545	53,10,637

24. COST OF MATERIAL CONSUMED

Particulars		For the year ended March 31, 2020	For the year ended 31 March 2019
1) Raw Material Consumed			
	Opening Stock	6,83,47,223	3,90,94,977
	Add:-Purchases	76,20,56,106	65,01,73,052
		83,04,03,329	68,92,68,029
	Less:- Closing Stock	9,65,45,592	6,83,47,223
	Sub total	73,38,57,737	62,09,20,806
2) Pattern Material Consumed			
	Opening Stock	3,77,48,958	4,55,84,829
	Add:-Purchases	36,20,000	88,36,797
		4,13,68,958	5,44,21,626
	Less:- Closing Stock	3,88,68,958	3,77,48,958
	Sub total	25,00,000	1,66,72,668
Total		73,63,57,737	63,75,93,474

25. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK -IN PROGRESS

Particulars		For the year ended March 31, 2020	For the year ended 31 March 2019
1)	Opening Stock		
	a. Work in Progress	33,07,52,018	27,46,58,716
	b. Finished Goods	56,09,810	-
		33,63,61,828	27,46,58,716
2)	Closing Stock		
	a. Work in Progress	25,46,82,793	33,07,52,018
	b. Finished Goods	2,76,63,243	56,09,810
		28,23,46,037	33,63,61,828
	Total	5,40,15,791	(6,17,03,112)

26. EMPLOYEES BENEFIT EXPENSES

Particulars		For the year ended March 31, 2020	For the year ended 31 March 2019
1)	Salary, Wages and Incentives	9,65,13,599	7,23,07,487
2)	Wages Contract Labour	8,41,14,773	6,19,84,228
3)	Gratuity (Refer Note. No.40)	17,55,192	21,78,564
4)	Contribution to Employees P F & Other Funds	46,77,496	39,89,911
5)	Staff and Labour Welfare Expenses	58,24,941	34,85,059
	Total	19,28,86,001	14,39,45,249

27. FINANCE COST

Particulars		For the year ended March 31, 2020	For the year ended 31 March 2019
1)	Interest Expense	8,67,18,770	8,15,27,847
2)	Other Bank Charges	91,69,563	47,42,002
	Total	9,58,88,333	8,62,69,849

28. DEPRECIATION AND AMORTISATION EXPENSES

Particulars		For the year ended March 31, 2020	For the year ended 31 March 2019
1)	Depreciation Expense	6,92,94,856	6,79,88,999
2)	Amortisation Expense	44,23,773	5,59,773
	Total	7,37,18,629	6,85,48,772

29. OTHER EXPENSES

Particulars		For the year ended March 31, 2020	For the year ended 31 March 2019
A)	<u>Manufacturing Expenses</u>		
1)	Consumption of Stores, Spares & Consumables	28,32,52,175	22,98,98,692
2)	Power & Fuel Consumed	19,47,93,657	16,22,31,751
3)	Labour Charges	25,69,11,349	23,29,79,279
4)	Other Manufacturing Expenses	51,12,537	57,27,010
5)	Repairs & Maintenance - Building	19,28,040	8,04,125
6)	Repairs & Maintenance - Machinery	1,04,12,179	68,44,634
7)	Repairs & Maintenance - Others	4,14,370	20,15,091
	Sub Total	75,28,24,307	64,05,00,582
B)	<u>Administrative Expenses</u>		
1)	Rent, Rates & Taxes	1,15,45,527	1,10,88,400
2)	Insurance	13,03,438	8,58,980
3)	Printing & Stationary	1,95,612	6,34,469
4)	Postage, Telephone & Telegram	7,70,780	4,88,863
5)	Consultation Fees	51,58,197	20,40,430
6)	Staff & Guest Expenses	8,16,944	19,07,087
7)	Travelling & Conveyance Expenses	72,72,237	57,08,458
8)	Payment to Auditors		
	a. Statutory Audit Fees	1,80,000	1,80,000
	b. Tax Audit Fees	20,000	20,000
	c. Other Services (For Certification etc.)	63,000	37,000
	d. Reimbursement of expenses	10,138	9,720
		2,73,138	2,46,720
9)	Garden Expenses	3,98,424	4,66,949
10)	Directors Sitting Fees	3,15,000	4,30,000
11)	General Repairs & Maintenance	29,61,048	2,43,918
12)	Security Charges	22,66,969	26,41,065
13)	Miscellaneous Expenses	28,13,291	24,83,604
14)	Foreign Exchange Loss	-	8,57,053
15)	Asset Written off	-	4,43,933
16)	CSR Expenses (Refer Note 44)	9,00,000	-
	Sub Total	3,69,90,605	3,05,39,929
C)	<u>Selling & Distribution Expenses</u>		
1)	Packing & Forwarding	1,20,09,371	77,80,985
2)	Carriage Outward	6,82,65,285	5,05,83,118
	Sub Total	8,02,74,656	5,83,64,103
	Total	87,00,89,568	72,94,04,614

41. **Disclosure of Related Parties and Related Party Transactions**

I	Name of Related Party under which Control exists	Nature of Relationship
a.	S.B. Reshellers Pvt. Ltd.	Enterprise having significant influence
II	Name of the Related Parties with whom transactions were carried out during the year and description of relationship	
i	Key Management Personnel (KMP)	Designation
a	Shri Sachin Rajendra Shirgaokar	Managing Director (MD)
b	Shri Sohan Sanjeev Shirgaokar	Joint Managing Director (Jt. MD)
c	Shri V. S. Reddy	Executive Director (Technical)
ii	Relative of Key Management Personnel	Nature of Relationship
	Name of the transacting related party	
a.	Shri. Rajendra Vinayak Shirgaokar	Father of MD
b.	Sou. Laxmi Sachin Shirgaokar	Wife of MD
c.	Smt.Radhika Sanjeev Shirgaokar	Mother of Jt.MD
d.	Shri. Chandan Sanjeev Shirgaokar	Brother of Jt. MD
e.	Ms. Shreya Sachin Shirgaokar	Daughter of MD
f.	Ms. Priya Sachin Shirgaokar	Daughter of MD
III	Enterprises over which KMP or Relatives of KMP are able to Exercise significant influence.	
	Name of the related party	Nature of Relationship
a.	V. S. Shirgaokar Enterprises LLP	MD, Wife of MD, Father of MD are Partners
b.	D. M. Shirgaokar Enterprises LLP	MD, Jt. MD are Partners
c.	Suresh Shirgaokar Enterprises LLP	Brother of Jt. MD & Father of MD are Partners
d.	The Ugar Sugar Works Ltd.	Brother of Jt. MD is MD
e.	S. S. Shirgaokar Enterprises LLP	Jt. MD, Brother & Mother of Jt. MD are Partners

OTHER INFORMATION AND DISCLOSURES

30. Contingent Liabilities & Commitments:

a. Contingent Liabilities not provided for

i) Disputed Income Tax Liability

a) Matter relating to A. Y. 2012-13 was under Appeal:

Current Year- NIL (Previous Year Rs.2,02,500 paid under protest Rs. 1,01,250)

b) Matter relating to A. Y. 2016-17 was under Appeal:

Current Year- NIL (Previous Year Rs.5,52,988, paid under protest Rs.1,10,600)

c) Matter relating to A. Y. 2017-18 was under Appeal:

Current Year- NIL (Previous Year Rs. 10,93,113, paid under protest Rs.2,18,700)

d) Matter relating to A. Y. 2018-19 was under Appeal:

Current Year- NIL (Previous Year Rs.3,88,861, paid under protest Rs.77,800)

ii) Disputed Excise and Service Tax Liability

a) Matter relating to F. Y. 2012-13 and 2013-14 is under Appeal:

Total amount Rs.28,763 out of which paid under protest Rs. 14,382 (Previous Year Rs.28,763 paid under protest Rs.14,382).

b) Matter relating to F. Y. 2015-16 to 2017-18 (upto June 2017) under dispute:

Total amount Rs.9,24,552 out of which paid under protest Rs.9,24,552 (Previous Year Rs.9,24,552 paid under protest Rs.9,24,552).

iii) Claims against the Company not acknowledged as debts:

Nil (Previous Year Nil)

iv) Guarantees : Nil (Previous Year Nil)

b. Commitments

i) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 3,20,69,296/- (Previous Year Rs. 9,48,83,796/-)

ii) Others :

a. Commitments under EPCG license towards duty saved and Interest thereon for Rs. 1,27,86,422/- (Previous Year Rs. Nil)

b. Commitments under PSI Scheme 2007 towards exemption of stamp duty on mortgage for Rs. 15,86,250/- (Previous Year Rs. 14,85,000).

c. Commitments under PSI Scheme 2007 towards exemption of Electricity Duty for a period of 15 years for Rs. 7,18,82,536/- (Previous Year Rs. 5,34,44,966/-).

31. Borrowing Cost capitalised during the year Rs. 73,44,408/- (Previous Year Rs. 21,83,499)

32. Earnings Per Share:-

Particulars	2019-20	2018-19
Weighted average number of Equity Shares held during the year (in Nos.)	1,41,30,000	1,23,59,096
Net Profit after Tax (in Rs.)	3,32,77,616	4,54,64,322
Basic earning per Equity Share of Rs.10 each (in Rs.)	2.36	3.68

33. Value of imports calculated on CIF basis

Sl.	Particulars	2019-20	2018-19
a.	Stores & Spares	16,36,700	3,27,574
b.	Raw Material	5,17,86,854	97,40,172
c.	Capital Purchase	1,49,95,812	1,95,367
d.	Services	-	30,038

34. Expenditure in Foreign Currency

Sl.	Particulars	2019-20	2018-19
a.	Travelling Expenses	9,00,081	1,60,304

35. Earnings in Foreign Currency.

Sl.	Particulars	2019-20	2018-19
a.	FOB Value of Exports	29,57,79,718	15,85,02,808

36. Raw Material Consumed.

Sl.	Particulars	2019-20	2018-19
a.	CRCA Scrap	32,03,87,204	32,05,49,940
b.	Pig Iron	21,96,77,609	16,10,29,413
c.	M. S. Scrap	1,01,79,651	79,44,141
d.	Pattern Consumption	25,00,000	1,66,72,668
e.	Ferro Alloys	18,36,13,273	13,13,97,312
	Total	73,63,57,737	63,75,93,474

37. Value of Raw Material Consumed & Percentage there of to the total Consumption:

Sl.	Particulars	2019-20	2018-19
a.	Imported:		
	Value	5,17,86,854	97,40,172
	Percentage to Total Consumption	7.03%	1.53%
b.	Indigenous:		
	Value	68,45,70,883	62,78,53,302
	Percentage to Total Consumption	92.97%	98.47%
	Total	73,63,57,737	63,75,93,474

38. Value of Stores & Spares Consumed & Percentage there of to the total Consumption:

Sl.	Particulars	2019-20	2018-19
a.	Imported:		
	Value	16,36,700	3,27,574
	Percentage to Total Consumption	0.58%	0.14%
b.	Indigenous:		
	Value	28,16,15,475	22,95,71,118
	Percentage to Total Consumption	99.42%	99.86%
	Total	28,32,52,175	22,98,98,692

39. Closing Stock of Work - in -process & Finished Goods-

Sl.	Product	2019-20	2018-19
	Work-in-process		
a.	Windmill Castings	21,07,25,956	21,27,23,235
b.	Other Castings	4,39,56,837	11,80,28,783
	Finished Goods		
a.	Windmill Castings	1,58,78,322	56,09,810
b.	Other Castings	1,17,84,921	-
	Total	28,23,46,037	33,63,61,828

40. Disclosure as per requirement of AS 15:

The Company has implemented Revised Accounting Standard-15 on Employee Benefits and made the provisions accordingly . The disclosure as per revised AS-15 are produced below:

Defined Contribution plan

Contribution to Defined Contribution plan, recognised and charged off to Statement of Profit & Loss for the year as under :

Particulars	2019-20	2018-19
Employer's contribution to ESIC	5,76,784	6,93,802
Employer's contribution to Provident Fund	40,89,804	32,81,925
Employer's Contribution to Maharashtra Labour Welfare Fund	10,908	14,184
Total	46,77,496	39,89,911

Gratuity

In accordance with the applicable laws, the Company provides for gratuity, a defined retirement plan (Gratuity plan) covering all staff, workers, and officers. The Gratuity Plan provides for, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the company. The Gratuity Scheme is not entirely funded, so appropriate liability as required under AS 15 (revised) is being provided in the balance sheet.

Defined Benefit Plan		
Period of accounting	GRATUITY 01/04/2019 to 31/03/2020 (all figures in Indian Rupees)	
I <u>Assumptions as at</u>	31-Mar-20	31-Mar-19
Mortality	<u>IALM (2012-14) Ult</u>	<u>IALM (2012-14) Ult</u>
Interest / Discount Rate	6.80%	7.50%
Rate of increase in compensation	3.00%	3.00%
Rate of return (expected) on plan assets	7.80%	7.80%
Withdrawal Rate	Age upto 30 Years : 8%	Age upto 30 Years : 8%
	Age upto 31-40 Years : 8%	Age upto 31-40 Years : 8%
	Age upto 41-50 Years : 8%	Age upto 41-50 Years : 8%
	Age above 50 Years : 8%	Age above 50 Years : 8%
Expected average remaining service	10.06	10.13
Retirement Age		
Directors	60Years	60 Years
Others	55Years	55Years
Withdrawal Rate		
Directors	NIL	Nil
Others	8.00%	8.00%
II <u>Changes in present value of obligations</u>		
PVO at beginning of period	67,09,587	44,50,843
Interest cost	5,00,435	3,22,935
Current Service Cost	12,74,534	9,99,391
Past Service Cost- (non vested benefits)	-	-
Past Service Cost -(vested benefits)	-	-
Benefits Paid	(74,229)	(4,03,406)
Actuarial (Gain)/Loss on obligation	5,33,219	13,39,824
PVO at end of period	89,43,546	67,09,587
III <u>Changes in fair value of plan assets</u>		
Fair Value of Plan Assets at beginning of period	72,55,601	58,18,502
Expected Return on Plan Assets	5,82,542	4,92,710
Contributions	10,00,000	14,00,000
Mortality Charges and Taxes	(50,821)	(43,081)
Benefit Paid	(74,229)	(4,03,406)
Actuarial Gain/ (Loss) on plan assets	(29,546)	(9,124)
Fair Value of Plan Assets at end of period	86,83,547	72,55,601
Actual Return on Plan assets	5,52,996	4,83,586

Period of accounting	GRATUITY 01/04/2019 to 31/03/2020 (all figures in Indian Rupees)	
	31-Mar-20	31-Mar-19
IV <u>Actuarial Gain/(Loss) Recognised</u>		
Actuarial (Gain)/Loss for the period (Obligation)	5,33,219	13,39,824
Actuarial (Gain)/Loss for the period (Plan Assets)	29,546	9,124
Total (Gain)/Loss for the period	5,62,765	13,48,948
Actuarial (Gain)/Loss recognized for the period	5,62,765	13,48,948
Unrecognized Actuarial (Gain)/Loss at end of period	-	-
V <u>Past Service Cost Recognised</u>		
Past Service Cost- (non vested benefits)	-	-
Past Service Cost -(vested benefits)	-	-
Average remaining future service till vesting of the benefit	-	-
Recognised Past service Cost- non vested benefits	-	-
Recognised Past service Cost- vested benefits	-	-
Unrecognised Past Service Cost- non vested benefits	-	-
VI <u>Amounts to be recognized in the balance sheet</u>		
PVO at end of period	89,43,546	67,09,587
Fair Value of Plan Assets at end of period	86,83,547	72,55,601
Surplus/ (Deficit)	(2,59,999)	5,46,014
Unrecognized Actuarial (Gain)/Loss	-	-
Unrecognised Past Service Cost- non vested benefits	-	-
Net Asset/(Liability) recognized in the balance sheet	(2,59,999)	5,46,014
VII <u>Expense recognized in the statement of P & L</u>		
Current Service Cost	12,74,534	9,99,391
Interest cost	5,00,435	3,22,935
Past Service Cost- (non vested benefits)	-	-
Past Service Cost -(vested benefits)	-	-
Unrecognised Past Service Cost- non vested benefits	-	-
Expected Return on Plan Assets	(5,82,542)	(4,92,710)
Net Actuarial (Gain)/Loss recognized for the period	5,62,765	13,48,948
Expense recognized in the statement of P & L A/C	17,55,192	21,78,564
VIII <u>Reconciliation of net Assets/(Liability) recognized</u>		
Opening Net Asset	5,46,014	13,67,659
Expenses recognised at the end of Preiod	(17,55,192)	(21,78,564)
Mortality Charges and Taxes	(50,821.00)	(43,081.00)
Contribution paid	10,00,000	14,00,000
Closing Net Assets	(2,59,999)	5,46,014

The estimates of future salary increases, considered in actuarial valuation, taking into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by the actuary.

Disclosure of Related Parties and Related Party Transactions

Sr. No.	Nature of Transaction	Enterprise having significant influence		KMP		Relatives of KMP		Related Parties referred to in 3 above		Total	
		2019-2020	2018-2019	2019-2020	2018-2019	2019-2020	2018-2019	2019-2020	2018-2019	2019-2020	2018-2019
1	Remuneration Paid	-	-	3,03,60,384	1,90,86,358	-	-	-	-	3,03,60,384	1,90,86,358
	Shri Sachin R. Shirgaokar			1,11,15,641	64,16,979					1,11,15,641	64,16,979
	Shri Sohan S. Shirgaokar			1,11,15,641	64,16,979					1,11,15,641	64,16,979
	Shri V. S. Reddy			81,29,102	62,52,400					81,29,102	62,52,400
2	Purchase of Other Items	7,38,29,318	2,90,18,079	-	-	-	-	1,07,870	1,21,800	7,39,37,188	2,91,39,879
	S. B. Reshellers Pvt. Ltd.	7,38,29,318	2,90,18,079					-	-	7,38,29,318	2,90,18,079
	The Ugar Sugar Works Limited							1,07,870	1,21,800	1,07,870	1,21,800
3	Labour Charges Paid	20,16,075	11,05,418	-	-	-	-	-	-	20,16,075	11,05,418
	S. B. Reshellers Pvt. Ltd.	20,16,075	11,05,418							20,16,075	11,05,418
4	Lease Rent Paid	23,76,000	37,39,910	-	-	-	-	-	-	23,76,000	37,39,910
	S. B. Reshellers Pvt. Ltd.	23,76,000	37,39,910							23,76,000	37,39,910
5	Office Rent Paid	64,026	60,000	-	-	-	-	-	-	64,026	60,000
	S. B. Reshellers Pvt. Ltd.	64,026	60,000							64,026	60,000
6	Purchase of Fixed Assets	54,79,115	20,70,500	-	-	-	-	-	-	54,79,115	20,70,500
	S. B. Reshellers Pvt. Ltd.	54,79,115	20,70,500							54,79,115	20,70,500
7	Acceptance of Deposit	-	29,00,000	-	-	55,00,000	-	69,50,000	-	1,24,50,000	29,00,000
	S. B. Reshellers Pvt. Ltd.		29,00,000								29,00,000
	Mrs. Laxmi S. Shirgaokar					55,00,000				55,00,000	-
	D M Shirgaokar Enterprises LLP (Formerly known as D.M.Shirgaokar Enterprises Pvt.Ltd)							63,00,000	-	63,00,000	-
	V S Shirgaokar Enterprises LLP (Formerly known as Vinayak Shirgaokar Enterprises Pvt Ltd)							3,50,000	-	3,50,000	-
	Suresh Shirgaokar Enterprises LLP (Formerly known as Suresh Shirgaokar Enterprises Pvt.Ltd)							3,00,000	-	3,00,000	-
8	Interest Payment	22,916	8,56,114	-	-	11,60,868	18,62,473	31,39,586	34,02,165	43,23,370	61,20,752
	S. B. Reshellers Pvt. Ltd.	22,916	8,56,114							22,916	8,56,114
	Ms. Shreya S. Shirgaokar					6,61,810	6,60,002			6,61,810	6,60,002
	Smt. Radhika S. Shirgaokar					3,21,207	9,60,002			3,21,207	9,60,002
	Mrs. Laxmi S. Shirgaokar					1,17,685	-			1,17,685	-
	Ms. Priya S. Shirgaokar					60,166	60,002			60,166	60,002
	Shri Chandan S. Shirgaokar					-	1,82,467			-	1,82,467
	D M Shirgaokar Enterprises LLP (Formerly known as D.M.Shirgaokar Enterprises Pvt.Ltd)							12,91,192	15,32,559	12,91,192	15,32,559
	Suresh Shirgaokar Enterprises LLP (Formerly known as Suresh Shirgaokar Enterprises Pvt.Ltd)							8,20,216	8,31,843	8,20,216	8,31,843
	V S Shirgaokar Enterprises LLP (Formerly known as Vinayak Shirgaokar Enterprises Pvt Ltd)							10,28,178	10,37,763	10,28,178	10,37,763
9	Sitting Fees Paid	-	-	-	-	80,000	1,20,000	-	-	80,000	1,20,000
	Shri Rajendra V. Shirgaokar					30,000	60,000			30,000	60,000
	Shri Chandan S. Shirgaokar					50,000	60,000			50,000	60,000
10	Repayment of Deposit	34,00,000	45,00,000	-	-	80,00,000	50,00,000	1,09,00,000	3,00,000	2,23,00,000	98,00,000
	S. B. Reshellers Pvt. Ltd.	34,00,000	45,00,000							34,00,000	45,00,000
	Radhika S. Shirgaokar					80,00,000	-			80,00,000	-
	Chandan S Shirgaokar					-	50,00,000			-	50,00,000
	D M Shirgaokar Enterprises LLP (Formerly known as D.M.Shirgaokar Enterprises Pvt.Ltd)							98,00,000	3,00,000	98,00,000	3,00,000
	V S Shirgaokar Enterprises LLP (Formerly known as Vinayak Shirgaokar Enterprises Pvt Ltd)							5,00,000	-	5,00,000	-
	Suresh Shirgaokar Enterprises LLP (Formerly known as Suresh Shirgaokar Enterprises Pvt.Ltd)							6,00,000	-	6,00,000	-
11	Service Charges Received	-	660	-	-	-	-	-	-	-	660
	S. B. Reshellers Pvt. Ltd.		660								660
12	Sale of other material	15,14,294	8,72,038	-	-	-	-	-	-	15,14,294	8,72,038
	S. B. Reshellers Pvt. Ltd.	15,14,294	8,72,038							15,14,294	8,72,038
13	Sale of Asset	65,50,000	-	-	-	-	-	-	-	65,50,000	-
	S. B. Reshellers Pvt. Ltd.	65,50,000	-							65,50,000	-
14	Reimbursement of Expenses	-	13,705	-	-	-	-	-	-	-	13,705
	S. B. Reshellers Pvt. Ltd.		13,705								13,705
15	Corporate/ Personal Guarantee in Company's favour	*57,05,00,000	*57,05,00,000	-	-	-	-	-	-	*57,05,00,000	*57,05,00,000
	S. B. Reshellers Pvt. Ltd.	*57,05,00,000	*57,05,00,000							*57,05,00,000	*57,05,00,000
16	Outstanding Balance as on 31.03.2020									-	-
	Payable		1,71,75,474	5,29,143	9,62,941	1,15,00,000	1,40,00,000	2,42,55,000	2,12,73,000	3,62,84,143	5,34,11,415
	Receivable	63,97,618								63,97,618	-

* Jointly and severally

42 Segment Reporting

The Company has only one reportable segment viz: Castings. Hence reporting under Accounting Standard - 17 is not applicable.

43 Operating Leases

a. The Company has taken on lease the premises situated at Plot no. C-16, Gokulshirgaon MIDC, Kolhapur-416234.

Amount Receivable	Total Future Minimum Lease Payable	Total Future Minimum Lease Payable
	2019-2020	2018-2019
Within one year	20,23,130	31,68,000
Later than one year and not later than five years	-	42,24,000
Later than five years	-	-
Total	20,23,130	73,92,000

b. Accounting Policy adopted in respect of initial Direct Cost : Initial Direct Cost is charged to Profit and Loss Account in the year in which incurred.

44 Corporate Social Responsibility (CSR)

(a) CSR amount required to be spent by the Company as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof during the year is Rs 8,09,487/- (Previous Year Rs Nil)

(b) Expenditure related to Corporate Social Responsibility is Rs 9,00,000/- (Previous Year Rs Nil)

Details of Amount spent towards CSR is given below:

Particulars	2019-20	2018-19
Setting up Day care centers and such other facilities for Senior Citizens	9,00,000	-
Total	9,00,000	-

45 Figures for previous year has been regrouped / recast/ rearranged wherever necessary.

SIGNATORIES TO PART A TO C

FOR M/S. P.G.BHAGWAT

Chartered Accountants

Firm Registration No.101118W

For SYNERGY GREEN INDUSTRIES LTD.

AKSHAY B. KOTKAR

Partner

Membership No.140581

UDIN: 20140581AAAACB7014

Kolhapur

Date : June 26, 2020

SACHIN R. SHIRGAOKAR

Managing Director

DIN:00254442

SOHAN S. SHIRGAOKAR

Jt. Managing Director

DIN:00217631

SUHAS B. KULKARNI

Chief Financial Officer

NILESH M. MANKAR

Company Secretary