

Date: 06<sup>th</sup> September, 2019

BSE Limited, Mumbai  
25<sup>th</sup> Floor, Rotunda Building  
Dept. of Corporate Services  
Phiroze Jeejeebhoy Towers,  
M. S. Marg,  
Mumbai – 400 001.

**Stock Code – BSE Code No. 509870**

Dear Sirs,

**Sub: 71<sup>st</sup> AGM Notice, Book Closure and E-voting Details**

This is to inform you that the 71st Annual General Meeting of Shah Construction Company Limited will be held on Monday, 30<sup>th</sup> September, 2019 at 11.00 A.M. at Sabroso The Premium banquet, 601-603A, Kotia Nirman, New Link Road, Andheri (West), Mumbai – 400053.

Further, we would like to inform you that pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 23<sup>rd</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its members. The members holding shares, in either physical form or dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September, 2019 may cast their vote electronically to transact the business set out in the Notice of AGM.

The details of e- voting, required under Rule 20 of the Companies (Management and Administration) Rules, 2014, are given hereunder:

1. Cut-off date for E-voting: 23<sup>rd</sup> September, 2019.
2. Date and time of commencement of e-Voting: Friday, 27<sup>th</sup> September, 2019 at 9.00 A.M.
3. Date and time of end of e-Voting: Sunday, 29<sup>th</sup> September, 2019 at 5.00 P.M.
4. The Notice of AGM and Annual Report is available on Company's website [www.shah-construction.in](http://www.shah-construction.in)



ESTD 1944

**Shah**  
**Construction Co. Ltd.**

11, Shah Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053. India

Tel. 022 - 6692 0678 / 79 • Fax : 022- 6692 0525

E-mail : [scclindia@yahoo.co.in](mailto:scclindia@yahoo.co.in) • Website : [www.shah-construction.in](http://www.shah-construction.in)

CIN: L45202MH1949PLC007048

5. Name of the Agency providing E-voting Platform: National Securities Depository Limited (NSDL)
6. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. Please take a note of the same.

Thanking You,

Yours Faithfully,

For **SHAH CONSTRUCTION COMPANY LIMITED**

**YOGESH JANAKRAI SHAH**  
**DIRECTOR**  
**DIN: 00479798**



**SHAH CONSTRUCTION COMPANY LIMITED**

CINL45202MH1949PLC007048

**BOARD OF DIRECTORS**

Shri Mehul Jadavji Shah	Chairman & Managing Director
Shri Dinesh Keshardeo Poddar	Director
Shri Sanjay Premji Shah	Director
Shri Sanjay Damji Shah	Director
Shri Sachikumar N Adalja	Director
Smt Jaywanti Jadavji Shah	Director
Shri Yogesh Janakrai Shah	Director

**CHIEF FINANCIAL OFFICER**

Mr Mahendra Savaliya

**COMPANY SECRETARY**

Ms. Anita Vyas

**BANKER**

Union Bank of India – Versova Branch  
Bank of India – Malad (West) Branch

**STATUTORY AUDITOR**

A. C. Modi & Associates  
Flat No.1603, 16th Floor, Rashmi Heights,  
Opp. M. W. Desai Hospital,  
Dayabhai Patel Road,  
Malad (East), Mumbai – 400097.

**REGISTRAR AND SHARE TRANSFER AGENT**

Purva Sharegistry (India ) Private Limited  
Unit no. 9, Shiv Shakti Ind. Estt.  
J .R. Boricha Marg, Lower Parel (E)  
Mumbai 400 011

**REGISTERED OFFICE :**

11, Shah industrial Estate,  
Opp. Anna Temple, New Link Road,  
Andheri (West), Mumbai – 400 053

**SHAH CONSTRUCTION COMPANY LIMITED**  
**CIN: L45202MH1949PLC007048**  
**NOTICE**

Notice is hereby given that the 71<sup>st</sup> Annual General Meeting of the members of Shah Construction Company Limited will be held on Monday, the 30<sup>th</sup> September, 2019 at 11.00 a.m. at Sabroso, The Premium Banquet, 601-603 A, Kotia Nirman, New Link Road, Andheri (West) Mumbai 400053 to transact the following business:

**Ordinary Business:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 together and the reports of the Board of Directors and Auditors' thereon and in this regard, pass on the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors' thereon laid before this meeting, be and are hereby considered and adapted”.

2. To appoint Mrs Jaywanti Jadavji Shah (DIN: 03327810) who retires by rotation as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of the Section 152 of the Companies Act, 2013 Mrs Jaywanti Jadavji Shah (DIN: 03327810), who retires by rotation at this meeting be and is hereby appointed as a Director of the company, liable to retire by rotation”.

3. To appoint Mr Sanjay Damji Shah (DIN: 00292226) who retires by rotation as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of the Section 152 of the Companies Act, 2013 Mr Sanjay Damji Shah (DIN: 00292226), who retires by rotation at this meeting be and is hereby appointed as a Director of the company, liable to retire by rotation”

**BY ORDER OF THE BOARD**

**MEHUL JADAVJI SHAH**  
**DIRECTOR**  
**DIN – 00933528**

Registered Office:  
11, Shah Industrial Estate,  
Opp Anna Temple, New Link Road,  
Andheri (West), Mumbai 400053  
CIN: U45202MH1949PLC007048

Date: 15<sup>th</sup> May, 2019

## **NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Attendance slip, ballot papers, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. In terms of the provisions of Section 152 of the Act, Mrs. Jaywanti Jadavji Shah (DIN: 03327810), Director and Mr Sanjay Damji Shah (DIN: 00292226) retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
6. M/s. A. C. Modi & Associates, Chartered Accountants, having ICAI Firm Registration No. 116555W, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 29th September, 2017 for a term of five consecutive years till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2022. They have confirmed that they are not disqualified from continuing as Auditors of the Company. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by the members at every Annual General Meeting.

The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

7. The Company has appointed Ms. Dhanraj Kothari of D. Kothari & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to the poll process, (including voting through Ballot Form received from the members) in a fair and transparent manner.
8. The Scrutinizer shall, within a period not exceeding three (3) working days, unlock the votes in the presence of at least (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
9. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through ballot form shall be counted for the purpose of passing of resolution(s).
10. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
12. Members are also requested to notify changes in their registered addresses, if any. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically
13. The Register of Members and Share Transfer Books of the Company shall be closed on from 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of Annual General Meeting, in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
14. The process and manner for remote e-voting is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**



**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.



7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholder**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to \_\_\_\_\_<**Please mention the e-mail ID of Scrutinizer**> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### ANNEXURE I TO THE ITEM NO. 1 OF THE NOTICE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

1. Mrs Jaywanti Jadavji Shah (DIN 03327810) :

Name of the Director	Mrs Jaywanti Jadavji Shah
Date of Birth / Age	21/03/1943, 76 Years
Date of First Appointment on the Board	26/03/2015
Relationship with other Directors	Mother of Mr. Mehul Jadavji Shah
Expertise in specific functional areas and Brief Profile	Business Management
Qualification	HSC
Experience	About 50 years of experience in Business leadership and Management with Strategic Planning.
Board Membership of other Companies as on March 31, 2019	1. KARAN ELECTRONICS & ELECTRICALS PRIVATE LIMITED. 2. ANCHOR ACCOMMODATIONS PRIVATE LIMITED 3. ANCHOR HOMES PRIVATE LIMITED 4. AVTAR SECURITIES PRIVATE LIMITED
Chairperson/Member of the Committee of the Board of Directors of the Company as on March 31, 2019	-
Shareholding in the Company (as on 31/03/2019)	30706 Shares
No. of Board Meetings attended during the last financial year (2018-2019)	6
Terms and Conditions of appointment or re-appointment	Appointed as director liable to retire by rotation.

### ANNEXURE I TO THE ITEM NO. 2 OF THE NOTICE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

2. Mr Sanjay Damji Shah (DIN 00292226) :

Name of the Director	Mr Sanjay Damji Shah
Date of Birth / Age	15/01/1967, 52 Years
Date of First Appointment on the Board	22/02/2008
Relationship with other Directors	Related to Mr. Mehul J. Shah Director as uncle's son
Expertise in specific functional areas and Brief Profile	Business Management
Qualification	B. Com
Experience	Around 29 years
Board Membership of other Companies as on March 31, 2019	As Attached
Chairperson/Member of the Committee of the Board of Directors of the Company as on March 31, 2019	-
Shareholding in the Company (as on 31/03/2019)	15670 Shares
No. of Board Meetings attended during the last financial year (2018-2019)	6
Terms and Conditions of appointment or re-appointment	Appointed as director liable to retire by rotation.

LIST OF DIRECTORSHIPS OF MR. SANJAY DAMJI SHAH

Sr No	Name of Company
1	ANCHOR HEALTH AND BEAUTY CARE PVT LTD
2	REAL VALUE LEASING PRIVATE LIMITED
3	ARIANA SOFTECH PRIVATE LIMITED
4	INDRAJEET EXPORTS PRIVATE LIMITED
5	GOOD VALUE BUILDERS PRIVATE LIMITED
6	ETAH MINES PRIVATE LIMITED
7	TRIPLE SECURITIES PRIVATE LIMITED
8	KENIA FOUNDATION
9	GODESHWAR ESTATES PRIVATE LIMITED
10	ASSOCIATION OF ELECTRICALS & ELECTRONICS GOODS MANUFACTURERS
11	BISHAKHA DIAMONDS PRIVATE LIMITED
12	PRATUL SHARE CUSTODIAN PRIVATE LIMITED
13	ANCHOR (INDIA) PRIVATE LIMITED
14	KUTCHI ANGEL NETWORK PRIVATE LIMITED
15	SPENTA RESIDENCY PRIVATE LIMITED
16	KOCHI CRICKET PRIVATE LIMITED
17	SPENTA BUILDCON PRIVATE LIMITED

## Board's Report

**Dear members,**

The Board of Directors is pleased to present the Company's 71<sup>st</sup> annual report and the Company's Audited Financial Statements for the financial year ended March 31, 2019.

### **1. Financial results**

The Company's financial performance for the year ended March 31, 2019 is summarized below:

Financial Results :

(Rupees in Lacs)

	2018-19	2017-18
Revenue from operations	561.30	552.36
Other Income	8.62	69.46
Total Income	<u>569.92</u>	<u>621.82</u>
Profit/ (Loss) before finance costs and Depreciation	158.31	207.26
Less: Finance costs	242.75	554.84
Depreciation	24.09	18.52
Profit/(Loss) after finance cost and depreciation Carried to balance sheet	(108.53)	(366.10)

### **2. Company's performance and state of affairs of the company**

\* Total income has increased to Rs. 561.30 Lacs from Rs.552.36 Lacs in the previous year.

\* Loss after finance cost and depreciation has decreased to Rs. 108.53 Lacs for the year ended 31<sup>st</sup> March, 2019 compared to previous year Rs. 366.10 Lacs.

### **3. Dividend and transfer to reserves**

In view of the loss, the Board of Directors is unable to recommend any dividend for the financial year 2018-19 and no amount is transferred to Reserves for the financial year 2018-19.

### **4. Material changes affecting the company**

There have been no material changes and commitments affecting the financial position of the company between end of the financial year and date of this report. There has been no change in the nature of business of the company.

## 5. Transfer of Preference Shares

During the year under review the privately placed unlisted 48,20,000 – 7%- Cumulative Redeemable Preference Shares of the face value of Rs.100/ each, which were allotted on 14-5-2011 and due for redemption on 14-5-2018, extended for further period of 7 years from 14-5-2018 , with reduced rate of Dividend to 0.1% from 1st April, 2018, approved by the Board of Directors, as agreed by the preference shareholders.

During the year the said preference shares were transferred as under

Name Of Transferors	Number of Shares	Name of Transferees
1) Anchor Leasing Private Limited	12,05,000	Mr. Mehul Jadavji Shah
2) Anchor Leasing Private Limited	12,05,000	Mr. Hemang Jadavji Shah
3) Real Value Leasing Private Limited	12,05,000	Ms. Usha Atul Shah
4) Real Value Leasing Private Limited	12,05,000	Ms. Heena Sanjay Shah
	-----	
Total	48,20,000	

## 6. Secretarial Standards

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

## 7. Director's Responsibility Statement

Your Directors state that:

- in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;
- the Directors 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 as at March 31, 2019 and of the profit and loss of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating; and
- the Directors have revised proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively.

## 8. Contracts and arrangements with related parties

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arms length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required.

Members may refer to Note No 32 to the financial statement which sets out related party disclosures pursuant to Ind AS.

## **9. Corporate Social Responsibility (CSR)**

The provisions relating to Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 are not applicable to the Company.

## **10. Risk Management**

The Risk Management Policy has been framed, implemented and monitored. Major risk identified by the businesses and functions are systematically monitored through mitigating actions on continuing basis.

The development and implementation of Risk Management Policy has been covered in Management Discussion & Analysis which forms part of this report.

## **11. Internal Financial Controls**

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

## **12. Directors and Key Managerial Personnel**

In accordance with the provisions of the Act and Articles of Association of the Company, Mrs Jaywanti Jadavji Shah and Mr Sanjay Damji Shah retire by rotation and being eligible offers themselves for re-appointment at the ensuing annual general meeting. The Board of Directors on recommendation of Nomination & Remuneration Committee has recommended their re-appointment.

As per the provisions of the Companies Act, 2013, Independent Directors have been appointed for a period of 5 years and shall not be liable to retire by rotation. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the act and the listing regulations.

The board comprises of the following directors and key managerial personnel of the company  
The Chairman and Managing Director of the company is Mehul Jadavji Shah.

Independent Directors viz Mr Sanjay premji Shah, Mr Yogesh Janakrai Shah and Mr Sachikumar Adalja.

Non Independent Directors viz Mr Dinesh Poddar, Mr Sanjay Damji Shah and Mrs Jaywanti Jadavji Shah.

Mr Mahendra Savaliya has been appointed as Chief Financial Officer of the Company with effect from 14<sup>th</sup> February 2019.



Ms Anita Vyas has been appointed as Company Secretary of the Company with effect from 25<sup>th</sup> May 2018.

### **13. Meetings of the Board**

Six meetings of the Board of Directors were held during the year on the following dates namely 25/05/2018, 25/06/2018, 14/08/2018, 14/11/2018 , 14/02/2018 and 06/03/2019

### **14. Audit Committee**

The Company has constituted the Audit Committee which comprises of Independent Directors viz. Mr. Yogesh Janakrai Shah (Chairman) , Mr Sanjay Premji Shah and Mr. Dinesh Poddar (Non Independent Director) as other members. All the recommendations made by the Audit Committee were accepted by the Board.

### **15. Nomination & Remuneration Committee:**

The Company has constituted the Nomination & Remuneration Committee of the Board is constituted to formulate and recommend to the Board from time to time, a compensation structure for Managing Directors/Whole-time Directors and Managerial Personnel of the Company.

The nomination and Remuneration Committee comprises Independent Directors viz. Mr. Yogesh Janakrai Shah (Chairman), Mr Sanjay Premji Shah and Mr. Dinesh Poddar (Non Independent Director) as other members.

### **16. Stakeholders Relationship Committee**

The Company has constituted stakeholders Committee comprises of three Directors namely Mr. Yogesh Janakrai Shah (Chairman), Mr Sanjay Premji Shah and Mr. Dinesh Poddar (Non Independent Director) as other members.

### **17. Remuneration and Nomination Policy**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

### **18. Auditors and auditors' report**

#### **Statutory Auditors**

M/s. A. C. Modi & Associates, Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 29<sup>th</sup> September,2017. for a term of five consecutive years. They have confirmed that they are not disqualified from continuing as

Auditors of the Company. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by the members at every Annual General Meeting.

In accordance with Companies Amendment Act, 2017 enforced on 7<sup>th</sup> May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Report given by the Auditors on the financial statement of the Company is part of this report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

### **Secretarial Auditor**

The Board has appointed D. Kothari & Associates, Practising Company Secretaries to conduct the Secretarial Audit. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith and marked as Annexure I to this report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

### **19. Vigil mechanism**

The Vigil Mechanism of the Company, which also includes Whistle Blower Policy, includes an ethics and compliance task force comprising senior executives of the Company. Protected disclosures can be made by Whistle Blower through an email or letter to the Chairman of the Audit Committee. No person has been denied access to the Audit Committee.

### **20. Particulars of loans given, investments made, Guarantees given and securities provided**

The Company has not given any loans or made any investments or provided guarantees u/s 186 of the Companies Act, 2013.

### **21. Conservation of energy, technology absorption and foreign exchange earnings and outgo.**

The particulars related to conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under the act are provided in Annexure III to this report.

### **22. Annual return**

Extract of Annual Return of the Company is annexed herewith as Annexure III to this report. Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, annual return has been placed on the Company's website : [www.shah-construction.in](http://www.shah-construction.in) as per Section 134(3)(a) of the Companies Act, 2013.

### **23. Particulars of employees and related disclosures**

The Company does not have any employee whose particulars are required to be disclosed in terms of the provisions of Section 197(12) of the act read with Rule 5(2) and 5(3) of the

Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, hence furnishing of the same does not arise,

Having regard to the provisions of the first proviso to Section 136(1) of the act, the annual report excluding the information regarding the top ten employees is being sent to the members of the Company. The said information is available for inspection on all working days during the business hours at the registered office of the Company. Any member interested in obtaining such information, may write to the Company Secretary and the same shall be furnished on request.

#### **24. General**

Your Directors take that no disclosure or reporting required in respect of the following items as there were no transactions on these items during the year under review.

- 1) Details relating to deposits covered under Chapter V of the act.
- 2) Issue of Equity Shares to differential rights as to dividend, voting or otherwise.
- 3) Issue of shares (including sweat equity shares) to employees of the Company.
- 4) The Company does not have any subsidiaries, hence, the question of receiving remuneration or commission by the Managing Directors or Whole Time Directors of the Company from the subsidiaries does not arise.
- 5) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in the future.
- 6) No fraud has been reported by the auditors to the Audit Committee or the Board.

Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **25. Acknowledgement**

Your Directors would like to express the sincere appreciation for the assistance and co-operation received from Shareholders, Bank , Government Authorities and other Business constituents during the year under review.

Your Directors would also like to appreciate the commitment displayed by the human resources of the Company.

On behalf of the Board of Directors

Date: 15<sup>th</sup> May 2019

Place: Mumbai

Mr Mehul Jadavji Shah  
Managing Director  
DIN:00933528

Mr Dinesh Keshardeo Poddar  
Director  
DIN: 00158597

## **ANNEXURE II TO THE DIRECTORS REPORT**

### **Particulars of energy conservation, technology absorption and foreign exchange earnings and outgo required under Companies (Accounts) Rules 2014**

#### **A. Conservation of energy**

The company's operations do not involve substantial consumption of energy in comparison to the cost of production. Wherever possible, energy conservation measures have been implemented.

#### **B. Technology absorption**

The Company has neither purchased any technology domestically nor imported any technology. Hence, the question of furnishing the information regarding technology absorption does not arise.

(i) The revenue expenditure incurred on Research and Development is NIL

#### **C. Foreign Exchange earnings and Outgo**

The company has earned NIL in Foreign Exchange & used NIL of Foreign Exchange.

### ANNEXURE III

#### FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2019

[Pursuant to Section 92(3) of the Companies act, 2013 read with The Companies (Management and administration) Rules, 2014]

#### A. REGISTRATION AND OTHER DETAILS:

Corporate Identification Number:-	L45202MH1949PLC007048
Registration Date:	05/04/1949
Name of the Company:	SHAH CONSTRUCTION COMPANY LIMITED
Category of the Company	Company limited by Shares
Sub-Category of the Company	Non-Government company
Address of the Registered office and contact details:	11, Shah Industrial Estate, Opp Anna Temple, New Link Road, Andheri (West) Mumbai 400053. Tel : 022 66920678 / 79
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Purva Sharegistry India Private Limited Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011.

#### B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
a.	Construction	995311	NIL

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

Sr. No.	Name and address of the company	CIN/GLN	Holding/S subsidiary/ Associate	% of shares held	Applicable Section

**D. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i. Category-wise Share Holding**

	Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2018)				No. of Shares held at the end of the year (as on 31/03/2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
a)	Individual/HUF	0	118787	118787	73.67	0	118787	118787	73.67	0
b)	Central Govt.	0	0	0	0	0	0	0	0	0
c)	State Govt(s)	0	0	0	0	0	0	0	0	0
d)	Bodies Corp.	0	0	0	0	0	0	0	0	0
e)	Banks/FI	0	0	0	0	0	0	0	0	0
f)	Any Other..	0	0	0	0	0	0	0	0	0
	<b>Sub-total (A)(1)</b>	<b>0</b>	<b>118787</b>	<b>118787</b>	<b>73.67</b>	<b>0</b>	<b>118787</b>	<b>118787</b>	<b>73.67</b>	<b>0</b>
(2)	Foreign									
a)	NRI's Individuals -	0	0	0	0	0	0	0	0	0
b)	Other Individuals -	0	0	0	0	0	0	0	0	0
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0
d)	Banks / FI	0	0	0	0	0	0	0	0	0
e)	Any Other.....	0	0	0	0	0	0	0	0	0
	<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter</b>									
	<b>(A) = (A)(1) + (A)(2)</b>	<b>0</b>	<b>118787</b>	<b>118787</b>	<b>73.67</b>	<b>0</b>	<b>118787</b>	<b>118787</b>	<b>73.67</b>	<b>0</b>
B.	Public									
	Shareholding									
1	Institutions									
a)	Mutual Funds	0	0	0	0	0	0	0	0	0
b)	Banks / FI	0	575	575	0.36	0	575	575	0.36	0
c)	Central Govt.	0	0	0	0	0	0	0	0	0
d)	State Govt(s)	0	0	0	0	0	0	0	0	0
e)	Venture Capital	0	0	0	0	0	0	0	0	0
f)	Insurance	0	9305	9305	5.77	0	9305	9305	5.77	0
	Companies									
g)	FII's	0	0	0	0	0	0	0	0	0
h)	Foreign	0	0	0	0	0	0	0	0	0

Venture Capital										
Funds										
i)	Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>		<b>0</b>	<b>9880</b>	<b>9880</b>	<b>6.13</b>	<b>0</b>	<b>9880</b>	<b>9880</b>	<b>6.13</b>	<b>0</b>
2. Non-Institutions										
a)	Bodies Corp.									
i)	Indian	0	0	0	0	0	0	0	0	0
ii)	Overseas	0	0	0	0	0	0	0	0	0
b)	Individuals									
i)	Individual holding nominal share capital upto of Rs. 1 Lakh	0	16770	16770	10.40	0	16770	16770	10.40	0
ii)	Individual holding nominal share capital in excess of Rs. 1 Lakh	0	13713	13713	8.50	0	13713	13713	8.50	0
c)	Others (specify)									
	NRI's	0	0	0	0	0	0	0	0	0
	Clearing Member	0	2100	2100	1.30	0	2100	2100	1.30	0
	Independent Director	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>		<b>0</b>	<b>32583</b>	<b>32583</b>	<b>20.21</b>	<b>0</b>	<b>32583</b>	<b>32583</b>	<b>20.21</b>	<b>0</b>
Total Public										
Shareholding										
<b>(B) = (B)(1) + (B)(2)</b>		<b>0</b>	<b>32583</b>	<b>32583</b>	<b>20.21</b>	<b>0</b>	<b>32583</b>	<b>32583</b>	<b>20.21</b>	<b>0</b>
C.	Shares held by	0	0	0	0	0	0	0	0	0
Custodian for GDRs										
& ADRs										
<b>Grand Total (A+B+C)</b>		<b>0</b>	<b>161250</b>	<b>161250</b>	<b>100</b>	<b>0</b>	<b>161250</b>	<b>161250</b>	<b>100</b>	<b>0</b>

## ii. Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No shares of	% of total shares to the Company	% of shares Pledged/ Encumbered to total	No shares of	% of total shares to the Company	% of shares Pledged / Encumbered to total	% change in shareholding during the



				shares			shares	year
1	Heena Sanjay Shah	12608	7.82	--	12608	7.82	--	Nil
2	Jaywanti Jadavji Shah	30706	19.04	--	30706	19.04	--	0
3	Sanjay Amrutlal Desai (Jt (A/c)	1	1	--	1	1	--	0
4	Shantaben Damji Shah	31004	19.23	--	31004	19.23	--	0
5	Hemang Jadavji Shah	15688	9.73	----	15688	9.73	--	0
6	Sanjay Damji Shah	15670	9.72	--	15670	9.72	--	0
7	Kanan Hemang Shah	13110	8.13	--	13110	8.13	--	0
	<b>TOTAL</b>	<b>118787</b>	<b>73.67</b>	--	<b>118787</b>	<b>73.67</b>	--	0

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

	Shareholding at the beginning of the year 01/04/2018	Cumulative Shareholding during the Year 31/03/2019	
		No. of shares	% of total shares of the company
At the beginning of the year	There is no change in shareholding of Promoters.		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)			
At the end of the year			

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

Name of Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the Year 31/03/2019	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
VASANT RATANSHI CHHEDA	7713	4.78	7713	4.78
HEMA VASANT CHHEDA	6000	3.72	6000	3.72
LIFE INSURANCE CORP. OF INDIA	5685	3.53	5685	3.53
THE NEW INDIA ASSURANCE CO. LTD	3615	2.24	3615	2.24
BIMLADEVI JAIN	608	0.38	608	0.38
SMITA KATARUKA	552	0.34	552	0.34
PRADEEP KUMAR DHELIA	500	0.31	500	0.31
DWAR SOFTWARE LTD. □	480	0.3	480	0.3
ATUL KALYAN	800	0.49	800	0.49
PUSHYA TOWERS PRIVATE LIMITED	2100	1.30	2100	1.30

**v. Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (01/04/18)		Cumulative Shareholding during the year (31/03/19)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Jaywanti Jadavji Shah	30706	19.04%	30706	19.04%
2	Sanjay Damji Shah	15670	9.72%	15670	9.72%

**vi. INDEBTEDNESS :**

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

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

\* Note : The amount of Unsecured loans include the amount received by private company before 01st April, 2014 from the persons who at the time of receipt of the amount were director, members or relatives of directors, not included in the definition of Deposit in terms of Clause 2 (ix) of Companies ( Acceptance of Deposits) Rules 1975 and were not treated as deposits under section 58A of the Companies Act, 1956 and the same are not to be treated as deposit under the Companies Act, 2013 as per General Circular No. 05/2015 (F.No. 1/8/2013-CL-V) dated 30th March ,2015 issued by the Government of India, Ministry of Corporate Affairs, New Delhi.

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

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

**Amount in Rs.**

Sr No	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1.	Gross salary	.....	.....
	(a). Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	(b). Value of perquisites u/s 17(2) of the Income tax Act, 1961		
	(c). Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961		
2.	Stock Option	.....	.....
3.	Sweat Equity	.....	.....
4.	Commission – as % of Profit – others, specify	.....	.....
5.	Others, Please specify	.....	.....
	TOTAL(A)	.....	.....
	Ceiling as per the Act		

**ii. Remuneration to other Directors:**

**Amount in Rs.**

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	.....	.....	.....	.....	.....
	* Fee for attending board committee meetings					
	* Commission					
	* Others, please specify					
	Total (1)	.....	.....	.....	.....	.....
2.	Other Non-Executive Directors					
	* Fee for attending board committee meetings					
	* Commission					
	* Others, please specify					
	Total (2)	.....	.....	.....	.....	.....
	Total (B) = (1 + 2)	.....	.....	.....	.....	.....
	Total Managerial Remuneration	.....	.....	.....	.....	.....
	Overall Ceiling as per the Act					

iii. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Amount in Rs.

Sr. No	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
1.	Gross salary	Ms Anita Vyas Company Secretary	Rs.1,58,500/-
		Mr. Mahendra Savalia Chief Financial Officer	Rs.78,515/-
	(a). Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	(b). Value of perquisites u/s 17(2) of the Income tax Act, 1961		
	(c). Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission – as % of Profit – others, specify	.....	.....
5.	Others, Please specify		
	<b>TOTAL</b>	.....	2,38,515/-

F. 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)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Other Officers in Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

DIRECTORS

Place : Mumbai

Dated : May 15, 2019

**SHAH CONSTRUCTION COMPANY LIMITED**

Annual Report 2018-19

Registered Office: 11, Shah Industrial Estate, Opp Anna Temple, New Link Road, Andheri (West), Mumbai 400053. Email : sccindia@yahoo.co.in

Phone:02266920678

**PROXY FORM**

**Form No. MGT-11**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : U45202MH1949PLC007048

Name of the Company :SHAH CONSTRUCTION COMPANY LTD

Registered address : 11, Shah Industrial Estate, Opp Anna Temple, New Link Road, Andheri (West) Mumbai 400053.

Name of the member (s) :

Registered address :

E-mail ID :

Folio No./Client ID/DP ID :

I/We, \_\_\_\_\_ of \_\_\_\_\_ being the member(s) of SHAH CONSTRUCTION COMPANY LTD. hereby appoint the following as my/our proxy to attend vote(for me/us) on my/our behalf at the Annual General Meeting of the company to be held on Monday 30<sup>th</sup> September, 2019 at 11.00 A.M at Sabroso, The Premium Banquet, 601-603 A, Kotia Nirman, New Link Road, Andheri (West) Mumbai 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Name : \_\_\_\_\_ Address :

\_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature :

or failing him

Name : \_\_\_\_\_ Address :

\_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature :

Or failing him

Name : \_\_\_\_\_ Address :

\_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature :

Or failing him

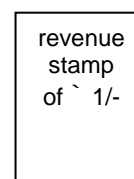
\* I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sl.N o.	Resolution	For	Against
<b>Ordinary Business</b>			
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2019 and reports of the Board of Directors and the Auditors thereon		
2.	Re-appointment of Mrs Jaywanti Jadavji Shah who retires by rotation		
3.	Re-appointment of Mr Sanjay Damji Shah who retires by rotation		

\* This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” columns blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature (s) of Member(s)

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

**Notes:**

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

**SHAH CONSTRUCTION COMPANY LIMITED**

**CIN : U45202MH1949PLC007048**

Registered Office:11, Shah Industrial Estate, Opp Anna Temple,  
New Link Road, Andheri (West) Mumbai 400053

E-mail:sccindia@yahoo.co.in

Tel: 91-22-66920678

**BALLOT FORM**

**(In lieu of E-voting)**

1. Name :  
Registered Address  
Of the sole/first named Shareholder :
2. Name(s) of the Joint Shareholder(s) :  
if any
3. Registered Folio/DPID & Client ID No. :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of the 71<sup>st</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2019 by convening my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

<b>Item No.</b>	<b>Description</b>	<b>No. of Equity shares</b>	<b>I/We assent to the resolution (For)</b>	<b>I/We dissent to the resolution (Against)</b>
	<b>Ordinary Business</b>			
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2019 and reports of the Board of Directors and the Auditors thereon			
2.	Re-appointment of Mrs. Jaywanti Jadavji Shah who retires by rotation			
3.	Re-appointment of Mr.Sanjay Damji Shah who retires by rotation			

Place: \_\_\_\_\_

Date : \_\_\_\_\_



Signature of Shareholder

NOTE: Kindly read the instructions printed overleaf before filing the form.

**INSTRUCTIONS**

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Company.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. The right of voting by Ballot Form shall not be exercised by a proxy.
5. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
6. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
7. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
8. Instructions for the e-voting procedure are available in the Notice of the Annual General Meeting and are also placed on the website of the Company.

\*\*\*\*\*

## Road Map to Reach Meeting Place

