

## Director's Report

Dear Members,

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report on the business and operations of the Company, together with the audited financial statements for the financial year ended March 31, 2020.

### 1. Financial Results

The Financial Performance of your Company for the year ended March 31, 2020 is summarized below

(Amount in Rs.)

Particulars	Financial Year ended	
	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Total Income	-	15,794,415
Total Expenditure	18,54,552	15,316,320
<b>Profit before tax</b>	<b>(18,54,552)</b>	<b>478,095</b>
Less:- Provision for tax	(96,194)	106,735
<b>Profit after Tax</b>	<b>(19,50,746)</b>	<b>371,360</b>
Basic Earnings per share	(0.63)	0.12
Diluted Earnings per share	(0.63)	0.12

### 2. Dividend

During the current year, the Board of Directors of the Company does not propose any dividend for the financial year ended March 31, 2020.

### 3. Reserves

During the year under review, the Company has transferred the requisite amount of profit to the Reserves.

### 4. Brief description of the Company's working during the year

During the year under review, the total revenue of the Company was NIL as against Rs.15,794,415 in the previous year. The company has suffered a Net Loss After Tax of (Rs. 19,50,746/-) as against a Net Profit After Tax of Rs. 3,71,360/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

### 5. Change in the nature of business, if any

During the year, there is no change in the nature of business activity of the company.

### 6. 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

During the period after the end of the financial year of the company and before the date of the report, there are no material changes and commitments which affect the financial position of the company.

### 7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future:

During the year, there are no significant and material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

**8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

**9. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company has no Subsidiary/ Joint Venture / Associate Company.

**10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement**

During the year, no consolidated financial statements have been prepared by the company as the Company has no subsidiary / associate company.

**11. Deposits**

The Company has neither accepted nor renewed any deposits during the Financial Year 2019-20 in terms of Chapter V of the Companies Act, 2013.

**12. Auditors' Report**

The Auditor report does not contain any qualification, reservation or adverse remark.

**13. Share Capital:-**

During the period under review, the Authorised Share Capital of the Company was Rs. 3,50,00,000/- comprising of 35,00,000 Equity Shares of Rs. 10/- each. The Issue, Subscribed and Paid-up Capital of the Company was Rs. 3,09,38,000/- comprising of 30,93,800 Equity Shares of Rs. 10/- each.

**A. Issue of equity shares with differential rights:**

During the year, company has not issued any equity shares with differential rights.

**B. Issue of sweat equity shares:-**

During the year, company has not issue any Sweat equity shares.

**C. Issue of employee stock options:-**

During the year, company has not issued employee stock options.

**D. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:-**

During the year, company has not made any Provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

**E. Bonus Shares:-**

During the year under review, the Company had not issued any bonus shares.

**14. Extract of the annual return (MGT-9):**

An extract of the Annual Return for the year ended March 31, 2020 as provided under sub-section (3) of Section 92 and prescribed under Rule 12 of Companies (Management & Administration) Rules, 2014 is attached as **Annexure- 1** and forms part of this report.

**15. Conservation of energy, technology absorption and foreign exchange earnings and outgo:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**A) Conservation of energy:**

The requirements of disclosures with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to the Company since it doesn't own any manufacturing facility.

However, the company has undertaken various energy efficient practices which has strengthened the Company's commitment towards becoming an environment friendly organization. The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. As far as possible, company is utilizing alternate sources of energy.

**(B) Technology absorption:**

The business of the company is not technology driven. No technology has been imported. There is nothing to be disclosed on account of technology absorption.

**(C) Foreign exchange earnings and Outgo during the year:**

Particulars	Rs.
Foreign Exchange Earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows	Nil

**16. Corporate Social Responsibility (CSR):**

In terms of section 135(1) of the Companies Act, 2013, the provisions and compliance of Corporate Social Responsibility are not applicable to the Company for the financial year ended March 31, 2020.

**17. Directors and Key Managerial Personnel**

**A) Changes in Directors and Key Managerial Personnel**

Pursuant to sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors are liable to retire by rotation and shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Nipun Praveen Jain (DIN: 05289775), Non-Executive Director shall retire by rotation at the ensuing AGM, and being eligible, offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

**B. Declaration by Independent Directors**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, your Company has requisite number of Independent Directors on its Board. Your Company has duly complied with the requirements of the said provisions for appointment of Independent Directors during the year under review.

Your Company has received necessary declaration from each Independent Directors of the Company under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that they meet with the criteria of independence as prescribed under the aforesaid Section and Regulation.

**C. Formal Annual Evaluation**

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non – Independent Directors were carried out by the Independent Directors.

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

**18. Number of meetings of the Board of Directors**

During the year under review, 7(Seven) Board Meetings were held on April 08, 2019, May 30, 2019, August 01, 2019, August 13, 2019, September 04, 2019, November 14, 2019, and February 11, 2020.

One separate meeting of Independent Directors of the Company was held on February 14, 2020.

**19. Committees of the Board**

Pursuant to requirement of Companies Act, 2013 along with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Company has already formed following committees:

- \* Audit Committee
- \* Stakeholders Relationship Committee
- \* Nomination and Remuneration Committee

**20. Board Evaluation**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The performance of the Board was evaluated by the Board on the basis of Performance Evaluation Policy formulated by the Board and after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc. and on such further criteria as is set out in the Performance Evaluation Policy (**as per Annexure - 2**) formulated by the Nomination and Remuneration Committee and approved by the Board to evaluate the performance of the Board and its Committees.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors held on February 14, 2020, performance of non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Based on the outcome of performance evaluation for the financial year 2019-20, further measures/actions have been suggested to improve and strengthen the effectiveness of the Board and its Committees.

**21. Policy on Directors' Appointment and Remuneration**

Your Company has a policy to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director, and other matters provided under sub-Section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is attached as **Annexure – 3** to the Board Report. Further the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

## 22. Risk management policy and Internal Control

The Company has already adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify access, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

## 23. Whistle Blower Policy and Vigil Mechanism

Your Company has established a "Whistle Blower Policy" and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behavior actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company. The same can be accessed at the [www.shashankinfo.in](http://www.shashankinfo.in).

## 24. Familiarization Programme for Independent Directors

The details of the programme for familiarization of the Independent Directors with the Company in respect of their roles, rights, responsibilities in the Company, nature of the industry in which company operates, business model of the Company and related matters are put up on the website of the Company [www.shashankinfo.in](http://www.shashankinfo.in).

## 25. Policy for determining Material Subsidiary

Since the Company has no subsidiaries, the requirement under Regulation 16(1)(c) of SEBI (LODR) Regulations, 2015 to formulate the Policy for determining Material Subsidiary shall not be applicable.

## 26. Particulars of loans, guarantees or investments under section 186

Particulars and details of loans given, investments made or guarantees given and securities provided, if any, are given in the Notes to the Financial Statements.

## 27. Contracts and arrangements with related parties

During the year under review, no contracts/arrangements/transactions, has been entered by the company with related parties outside the normal course of Business.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the [www.shashankinfo.in](http://www.shashankinfo.in).

However, as a matter of Company's policy, all contracts/arrangements/transactions, if any, which will be entered by the company with related parties would be in the ordinary course of business and on an arm's length basis and details and prescribed particulars of all such transactions (if any), will be contained in the Notes to the Financial Statements.

## 28. Secretarial Audit Report

In terms of Section 204(1) of the Companies Act, 2013 and the rules made thereunder, M/s. Amit R. Dadheech & Associates was appointed as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the F.Y. 2019-20. The report of the Secretarial Audit in Form No. MR -3 is annexed to and forms part of this Report as per **Annexure - 4**

## 29. Corporate Governance

Your Company complies with the various provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. However, since the paid up capital of the Company is less than

the threshold limits prescribed under Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the provisions of Regulation 27 of the SEBI Listing Regulations, 2015 and other Regulations related to Corporate Governance are not applicable to the Company.

However, the Corporate Governance Report forming part of annual Report is annexed separately.

### 30. Directors' Responsibility Statement

Pursuant to the provisions contained in Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board to the best of its knowledge and belief confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standards read with requirements set out under schedule III to the Act, have been followed and no material departures have been made from the same;
- (b) 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 at the end of the financial year and of the profit or loss of the company for that period;
- (c) the directors had 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;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### 31. Particulars of Employees

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. One Crore and Two Lakh Rupees or more or employed for part of the year who were in receipt of remuneration of Rs. Eight Lakh and Fifty Thousand Rupees Per Month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

Disclosure u/s 197(12) and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as **Annexure – 5**.

### 32. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder.

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

### 33. Human Resources

Your Company treats its "human resources" as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

### 34. Segment-wise performance

The Company is into single reportable segment only.

**35. Listing**

The Company's shares are listed on the Bombay Stock Exchange (BSE) Limited, Calcutta Stock Exchange Limited and Delhi Stock Exchange Limited. The details of the same are mentioned below as on March 31, 2020:

<b>Name of the Stock Exchange</b>	<b>Number of shares (Equity) listed on the stock exchange</b>
BSE Limited	30,93,800
Calcutta Stock Exchange Limited	30,93,800

The Company has regularly paid all the listing fees to the stock exchange and custodial fees to the depositories.

**36. Disclosure of Accounting Treatment**

There is no deviation in following the treatment prescribed in the Accounting Standards in preparation of Financial Statements of the Company for the year ended on March 31, 2020.

**37. Acknowledgements**

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express their sincere appreciation for their continues co-operation and assistance. We look forward for their continued support in future.

Your directors would like to express their sincere appreciation for the assistance and cooperation received from banks, customers, vendors, Government, members and employees during the year under review.

Finally, the Directors thank you for your continued trust and support.

**38. Management Discussion and Analysis Report**

Management Discussion and Analysis Report forming part of annual Report is annexed separately.

**Date: December 04, 2020**

**Place: New Delhi**

**Regd. Office:**

**702-A, Arunachal Building,  
19, Barakhamba Road,  
Connaught Place,  
New Delhi-110 001**

**By Order of the Board**

**For Shashank Traders Limited**

**Sd/-**

**Praveen Jaswant Rai Jain  
Chairman & Managing Director  
DIN: 01776424**