



AsahiTennants

Asahi Tennants Color Private Limited

Annual Report 2019-20

Board of Directors



Mrs. Paru Mrugesh Jaykrishna,
Chairperson

She holds a Bachelor's degree in Law and Philosophy & Sanskrit, and a Masters' degree in English Literature. A renowned Women Entrepreneur of India, she has the distinction of being the First Elected Lady as a President of Gujarat Chambers of Commerce and Industry in 68 years. She has been a Director in Tourism Corporation of Gujarat Ltd., Gujarat State Handloom House Corporation and Small Industries Development Bank of India (SIDBI). She is on the Board of Asahi Songwon Colors Limited and AksharChem India Limited.



Mr. Gokul Mrugesh Jaykrishna,
Managing Director & CEO

A major in Finance with a minor in Economics, from Lehigh University, USA. He overlooks the Company's operations, finance, production, marketing and strategic development. Prior to his stint with the Company, he worked for Krieger Associates, New Jersey (USA), one of the most influential currency and option traders in USA. He is also on the Board of Asahi Songwon Colors Limited and AksharChem India Limited.



Mr. Michael Gary Hughes,
Director

Mr. Michael Gary Hughes is on the Board of Tennants Consolidated Limited since 2012 and heads up (as Chairman) all the Colour Companies within the Tennants Group. He is a Director of Charles Tennant Canada and has lead responsibility for M&A for TCL. Mr. Michael Gary Hughes was previously Managing Director of James M Brown Limited (A Tennants Group Company) for 12 Years.



Mr. Timothy Sydney William Glenn,
Director

Mr. Timothy Sydney William Glenn is a Chartered Accountant and is Managing Director of Tennants Textile Colours Limited since 2015. He has over 14 years experience at Board level in industry following his responsibilities as Associate Director with one of the Big 4 Accounting firms.



Mr. Arjun Gokul Jaykrishna,
Executive Director

A Bachelor of Science in Chemical Engineering with a Minor in Sustainable Energy, from the prestigious Northwestern University, USA. He has a high school degree in the International Baccalaureate Board from the renowned UWCSEA, Singapore. Prior to joining the Company, he has worked with Deloitte gaining exposure to the Indian business environment and knowledge of the brown field acquisition process. He also worked at DIC (Dainippon Ink and Chemicals) of Japan to better understand operations and management in the chemical industry.

Notice

NOTICE is hereby given that the First Annual General Meeting of the Members of **Asahi Tennants Color Private Limited** (CIN : U24290GJ2019PTC110526) will be held on Tuesday, 29th Day of September, 2020 at 2.30 p. 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 March 31, 2020, including the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gokul Mrugesh Jaykrishna (DIN: 00671652) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Arjun Gokul Jaykrishna (DIN: 08548676) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad (Firm Registration No 0111072W) be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, for five consecutive years, until the conclusion of the Annual General Meeting held for the Financial Year ending on March 31, 2025, of the Company, at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modifications the following resolution, as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mrs. Paru Mrugesh Jaykrishna, who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 14, 2019 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a director of the Company."
6. To consider and if thought fit to pass with or without modifications the following resolution, as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Michael Gary Hughes, who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 04, 2020 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a director of the Company."
7. To consider and if thought fit to pass with or without modifications the following resolution, as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Timothy Sydney William Glenn, who was appointed as an Additional Director of the Company by the Board of Directors with effect from

February 04, 2020 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a director of the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and other Rules made thereunder, and the Articles of Association of the company and all other provisions of applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any committee constituted by the Board or any person (s) authorised by the Board) for borrowing any sum or sums of monies from time to time for the purpose of the company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institution, firm, body corporate or other person, as may be considered suitable by the Board, notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not any time exceed Rs. 100 Crore (Rupees One Hundred Crore Only) over and above the paid up capital of the Company and its free reserves at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute or authorize any person to execute all such documents, instruments and writings as may be required for giving effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and other Rules made thereunder, and the Articles of Association of the company and all other provisions of applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any committee constituted by the Board or any person(s) authorised by the Board) to create any kind of mortgage(s), hypothecation(s), pledge(s), and/or charge(s), in addition to the mortgage(s), hypothecation(s), pledge(s), and/or charge(s), already created, in such form, manner and ranking and on such terms as Board deems fit in the interest of the Company, on all or any of the movable and/or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, and/or the whole or part of any of the undertakings of the Company, together with or without the power to take over the management of the business of any undertaking of the Company in case of certain events of defaults, in favour of Lenders including banks, Financial Institutions, Financial Corporations, Agent(s) and Trustee(s), and any other Lenders or Investors for securing the borrowing of the aggregate of the said sum

of Rs. 100 Crore (Rupees One Hundred Crore Only) and the paid up capital of the Company and its free reserves at any time availed or to be availed by the Company, by way of Loans, debentures (comprising fully / partly Convertible Debentures and/ or Non Convertible Debentures or any other Securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(a) of the Companies Act, 2013 and any Rules made thereunder along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increases as a result of devaluation / revaluation / fluctuations in the rate of exchange.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute or to authorise any person to execute all such documents, instruments and writings as may be required for giving effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to Section 188(1) of the Companies Act, 2013 and the Rules made thereunder, the consent of the members of the Company be and is hereby accorded to enter into the transactions with Related Parties as set out in the explanatory statement annexed to the Notice convening this meeting.”

By the Order of Board of Directors

Gokul Mrugesh Jaykrishna
Managing Director & CEO
DIN: 00671652

Place: Ahmedabad
Date: 20/07/2020

Regd. Office:

Asahi House 13,
Aaryans Corporate Park,
Thaltej-Shilaj Road,
Ahmedabad-380059, Gujarat.

[CIN: U24290GJ2019PTC110526]

NOTES:

1. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), has allowed to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the 1st Annual General Meeting of the Company is being held through VC/OAVM. Hence, members can attend and participate in the Annual General Meeting through VC/OAVM only.

2. Proxy

In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. 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 this Notice. Since the Annual General Meeting of the Company will be held through VC / OAVM, the Route Map for Annual General Meeting venue is not annexed in this Notice.

3. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. Explanatory Statement

The relevant explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") as set out under Item No. 5 to 10 of the Notice, is annexed hereto.

5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. Any query relating to Accounts and/or Operations of the Company are requested to be sent to the Company's Registered Office at least ten (10) days before the date of the Meeting, so that the information can be made available at the meeting.

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

Item No. 5:

The Board, at its meeting held on November 14, 2020 appointed Mrs. Paru Mrugesh Jaykrishna, as an Additional Director of the Company with effect from November 14, 2019.

Mrs. Paru Mrugesh Jaykrishna is a Law Graduate and holds Bachelor's degree in Philosophy and Sanskrit & Masters' degree in English Literature. In past she has been Director in Tourism Corporation of Gujarat Ltd. Gujarat State Handloom House Corporation and Small Industries Development Bank of India (SIDBI). She is also on the Board of Asahi Songwon Colors Limited, AksharChem (India) Limited. She is an Industrialist with more than 35 years experience in Dyes and Chemical Industry.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Paru Mrugesh Jaykrishna will hold office up to the date of the ensuing Annual General Meeting.

The resolution seeks the approval of members for the appointment of Mrs. Paru Mrugesh Jaykrishna as a Director of the Company.

None of the Directors except, Mrs. Paru Mrugesh Jaykrishna being the appointee and Mr. Gokul Mrugesh Jaykrishna and Mr. Arjun Gokul Jaykrishna, directors of the company, being her relatives are concerned or interested financially or otherwise in the proposed Ordinary Resolution.

The Board recommends the ordinary resolution set forth in Item No. 5 for the approval of the members.

Item No. 6:

The Board, at its meeting held on February 04, 2020 appointed Mr. Michael Gary Hughes, as an Additional Director of the Company with effect from February 04, 2020.

Mr. Michael Gary Hughes is on the Board of Tennants Consolidated Limited since 2012 and heads up (as Chairman) all the Colour Companies within the Tennants Group. He is a Director of Charles Tennant Canada and has lead responsibility for M&A for TCL. Mr. Michael Gary Hughes was previously Managing Director of James M Brown Limited (A Tennants Group Company) for 12 Years.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Michael Gary Hughes will hold office up to the date of the ensuing Annual General Meeting.

The resolution seeks the approval of members for the appointment of Mr. Michael Gary Hughes as a Director of the Company.

None of the Directors except, Mr. Michael Gary Hughes, being the appointee, are concerned or interested financially or otherwise in the proposed Ordinary Resolution.

The Board recommends the ordinary resolution set forth in Item No. 6 for the approval of the members.

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Item No. 7:

The Board, at its meeting held on February 04, 2020 appointed Mr. Timothy Sydney William Glenn, as an Additional Director of the Company with effect from February 04, 2020.

Mr. Timothy Sydney William Glenn is a Chartered Accountant and is Managing Director of Tennants Textile Colours Limited since 2015. He has over 14 years experience at Board level in industry following his responsibilities as Associate Director with one of the Big 4 Accounting firms. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Timothy Sydney William Glenn will hold office up to the date of the ensuing Annual General Meeting

The resolution seeks the approval of members for the appointment of Mr. Timothy Sydney William Glenn as a Director of the Company.

None of the Directors except, Mr. Timothy Sydney William Glenn, being the appointee, are concerned or interested financially or otherwise in the proposed Ordinary Resolution.

The Board recommends the ordinary resolution set forth in Item No. 7 for the approval of the members.

Item No. 8:

Section 180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

The Board of Directors, therefore, recommends to pass the resolution under Section 180(1)(c) and Section 180(2) and other applicable provisions of the Companies Act, 2013, to authorize the Board for borrowing power of Rs. 100 Crore (Rupees One Hundred Crore Only) (apart from temporary loan obtained from the company's bankers in the ordinary course of business) over and above the paid up capital of the Company and its free reserves at any time.

The Board recommends the special resolution for your approval.

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

Item No. 9:

Section 180(1)(a) of the Companies Act, 2013, requires that the consent of the Company be accorded by way of a special resolution for creating mortgages, charges, hypothecation and other encumbrances on all or any of the movable or immovable properties of the Company and/or the whole or any part of the undertaking(s) of the Company.

The Board of Directors, therefore, recommends for passing the resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 for an amount up to Rs. 100 Crore (Rupees One Hundred Crore Only).

The Board recommends the special resolution for your approval.

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

Item No. 10:

Pursuant to the first proviso to Section 188 (1) of the Companies Act, 2013, read with the Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, no contract or arrangement can be entered in to with a related party for any item specified in sub section (1), if the value exceeds the specified limits for such transactions except with the prior approval of the general meeting by an Ordinary resolution.

The approval is sought for the arrangement of Purchase, Sales or Supply of goods/leasing of property/availing or rendering of services on order to order basis with related parties as per the details given in table placed herein below:

Name of the party	Nature of Interest/ Relationship	Nature of Transaction	Estimated Value of Transactions Per Annum
Asahi Songwon Colors Limited	Enterprises which are owned, or have significant influence of or are partners with Key management personnel and their relatives	Purchase/ Sales of Goods/ Rent/ Services	Rs. 50 Crores
Tennants Textile Colours Limited	Enterprises which are owned, or have significant influence of or are partners with Key management personnel and their relatives	Purchase/ Sales of Goods/ Rent/ Services	Rs. 50 Crores

The Board recommends the Ordinary resolution for your approval.

As stated in the above table, the Key Managerial Personnel, Directors and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

By the Order of Board of Directors

Place: Ahmedabad
Date: 20/07/2020

Gokul Mrugesh Jaykrishna
Managing Director & CEO
DIN: 00671652

Regd. Office:

Asahi House 13,
Aaryans Corporate Park,
Thaltej-Shilaj Road,
Ahmedabad-380059, Gujarat.
[CIN: U24290GJ2019PTC110526]

Board's Report

To the Members,

Your Directors are pleased to present their First Annual Report of the Company together with the Audited Financial Statement for the financial year ended March 31, 2020.

FINANCIAL RESULTS

(Amounts in Rs.)

Particulars	Amount as at 31.03.2020
Total Revenue from Operation	-
Profit / (Loss) before Depreciation and Taxation	-
Less: Depreciation	-
Profit / (Loss) for the year before Taxation	(4,510)
Less: Provision for Taxation	1,60,783
Short / (Excess) Provision of Earlier Years	-
Deferred Tax Liability / (Asset)	(1,80,871)
Profit / (Loss) for the year after Taxation	15,578
Add: Balance of Profit / (Loss) carried forwarded from Last Year	-
Profit Available For Appropriation	15,578
Less: Proposed Dividend	-
Interim Dividend	-
Provision for Dividend Tax	-
Transferred to General Reserve	-
Closing Balance of Profit & Loss Account	15,578

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR / STATE OF COMPANYS AFFAIRS

General

The Company is a Joint Venture between Asahi Songwon Colors Limited, India (holding 51% of total Equity Share Capital of the Company) and Tennants Textile Colours Limited, England (holding 49% of total Equity Share Capital of the Company) to setup a manufacturing facility for AZO pigments in India at Dahej, Bharuch, Gujarat.

Asahi Songwon Colors Limited (ASCL) is engaged in the manufacture of Phthalo Pigments (one of the largest categories of pigments manufactured in India) comprising of CPC Blue Crude and a range of Beta Blue Pigments. It is market leader in Blue Pigment business, supplying to top global MNC's.

Whereas, Tennants Textile Colours Limited (TTC), is the United Kingdom's top manufacturer of colour for various industries, based beside the River Lagan in Belfast, Northern Ireland with solvent production facility outside Birmingham, England. Incorporated in 1949, Tennants Group produce a wide range of colour dispersions (water & solvents base) tailored to optimize their suitability for a range of markets including Textile, Paper, Paints and Coating, Ink, Agriculture & Plastics. Today, they export to over 41 countries globally from their base in UK.

Performance Review

The Company could not start any business activities up to the financial year ended March 31, 2020. During the year under review, the Company has earned profit after tax Rs. 15,578/- (Previous Year Rs. Nil).

The Company has acquired Lease Hold Industrial Plot No. D-2-CH-39 at Dahej – II, GIDC Industrial Estate, Dahej, Bharuch, Gujarat, India admeasuring 60000 Sq. Mt and started the construction work for setting up of ultra modern plant for AZO pigment.

Capital Expenditure

During the year under review, the Company has incurred a capital expenditure of Rs. 9,22,20,365/- (Previous Year Rs Nil)

TRANSFER TO RESERVES

The Company has not transferred any amount to reserves during the period under review.

DIVIDEND

To conserve the resources for the future requirement of the Company, your directors have not recommended any dividend for the year.

SHARE CAPITAL

Issue of equity shares with differential rights

During the year under review, the Company has issued, subscribed and paid-up equity share capital of 2,85,71,000 Equity Shares of Rs. 10/- each. During the year under review, no equity shares with differential rights as to dividend, voting or otherwise where issued.

Issue of sweat equity shares

The Company has not issued any sweat equity shares during the year under review.

Issue of employee stock option

The Company has not granted any Employee Stock Option within the meaning of Section 62(1)(b) of the Companies Act, 2013 read with its Rules framed there under.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The company is a subsidiary of Asahi Songwon Colors Limited and is Joint Venture of Asahi Songwon Colors Limited and Tennants Textile Colours Limited.

DIRECTOR'S RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3)(c) OF COMPANIES ACT, 2013

Your Director state that:

- In the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed and there are no material departure 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, 2020 and of the Profit 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 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 operating effectively.
- 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.

STATUTORY AUDITORS & AUDITORS' REPORT

M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of the Company at the Board Meeting of the Company held on October 31, 2019.

M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, every company shall, at the Annual General meeting, appoint an individual or a firm as a Statutory Auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting.

M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad, the Statutory Auditors of the Company who retires at the conclusion of the ensuing Annual General Meeting is therefore required to be re-appointed for the period of five consecutive years, until the conclusion of the Annual General Meeting held for the Financial Year ending on 31st March, 2025, of the Company.

A certificate pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 4 (1) of the Companies (Audit and Auditors) Rules, 2014, has been obtained from M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad.

The Board of Directors recommends the re-appointment of M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad, as the Statutory Auditors of the Company up to Financial Year 2024-25, for your approval.

The observations of the Auditors are explained, wherever necessary, in the

appropriate Notes to the Accounts. The notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further explanation. There was no qualification, reservation or adverse remark in the auditor's report.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL INCLUDING THOSE WHO ARE APPOINTED OR HAVE RESIGNED DURING THE YEAR

During the year Mrs. Paru Mrugesh Jaykrishna was appointed as the Additional director of the company in the Meeting of Board of Directors held on November 14, 2019 and Mr. Michael Gary Hughes and Mr. Timothy Sydney William Glenn were appointed as the Additional director of the company in the Meeting of Board of Directors held on February 4, 2020 and none of the director or key managerial personnel have been resigned.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Gokul Mrugesh Jaykrishna and Mr. Arjun Gokul Jaykrishna, Directors of the Company, retire by rotation at the ensuing Annual General Meeting. The Board of Directors has recommended their re-appointment.

During the year under review, Mr. Gokul Mrugesh Jaykrishna was appointed as Managing Director & CEO and Mr. Arjun Gokul Jaykrishna was appointed as Executive Director with effect from November 14, 2019 respectively.

The detail of Directors seeking appointment/reappointment/confirmation at the Annual General Meeting has been provided in the Notice of the Annual General Meeting, forming part of the Annual Report.

Key Managerial Personnel

The following persons are the Key Managerial Personnel:

1.	Mr. Gokul Mrugesh Jaykrishna	Managing Director & CEO
2.	Mr. Arjun Gokul Jaykrishna	Executive Director
3.	Mr. Utsav Pandwar	Chief Financial Officer
4.	Mr. Saji V. Joseph	Company Secretary

Women Director

The Composition of the Board of Directors of the Company include a women director viz. Mrs. Paru Mrugesh Jaykrishna. Accordingly, the Company is in compliance with the requirement of Section 149(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

DECLARATION BY INDEPENDENT DIRECTORS

In terms of the Rule 4(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company being a joint venture between Asahi Songwon Colors Limited, India and Tennants Textile Colours Limited, England, it is not required to appoint the independent directors. Hence, there being no independent directors in the Company, no such declaration has been received.

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

The Company has neither received nor is aware of any significant and material orders passed by the Regulators or Courts or Tribunals during the

year under review which impact the going concern status and Company's operations in future.

ACCEPTANCE OF DEPOSITS

The company has not accepted any deposit under Chapter V or other relevant provisions of the Companies Act, 2013 and the rules made there under.

CORPORATE SOCIAL RESPONSIBILITY POLICY:

Although the provisions of section 135 of the Companies Act, 2013 are not applicable to the company, however, the management of the company shall strive to adhere the same.

AUDIT COMMITTEE

As stated hereinabove, the Company being a joint venture between Asahi Songwon Colors Limited, India and Tennants Textile Colours Limited, England, it is not required to appoint the independent directors in terms of the Rule 4(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, hence, no audit committee is required to be constituted under section 177 of the Companies Act, 2013 and relevant rules made thereunder.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, relating to vigil mechanism is not applicable to the Company.

NOMINATION AND REMUNERATION COMMITTEE AND POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION AND OTHER DETAILS

As stated hereinabove, the Company being a joint venture between Asahi Songwon Colors Limited, India and Tennants Textile Colours Limited, England, it is not required to appoint the independent directors in terms of the Rule 4(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, hence, no Nomination and Remuneration Committee is required to be constituted under section 178 of the Companies Act, 2013 and relevant rules made thereunder.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186

There are no loans, guarantees or Investments to be reported under section 186 of Companies Act, 2013.

RISK MANAGEMENT POLICY

In opinion of the board, for the elements of risk which may threaten the existence of the company, are discussed at the meetings of the Board of Directors of the company and the appropriate Risk Management Policy has been developed and implemented accordingly.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place an adequate internal financial control system, which is commensurate with the size of the Company and the nature of its

business. The internal financial control system of the Company is monitored and evaluated, periodically reviewed, discussed and corrective actions thereon are taken and reported.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended March 31, 2020.

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

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS WITH RELATED PARTIES

All related party transaction that were entered into during the financial year under review were in ordinary course of business and were on arm's length basis. There are no materially significant related party transactions made by the Company which may have potential conflict of interest.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 read with rule 8 (2) of the Companies (Accounts) Rules, 2014, in the prescribed Form AOC-2, is Annexed as "Annexure A" to this Report.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 is annexed herewith as "Annexure B".

MEETINGS OF BOARD

The Board duly met six times in the Financial Year 2019-20 i.e. on 31/10/2019, 14/11/2019, 12/12/2019, 28/01/2020, 04/02/2020 and 10/03/2020. The intervening gap between two meetings was within the period prescribed U/s. 173 of the Companies Act 2013. The details of Board meeting attended by the directors are as under:

Sr. No.	Name of Director	Attendance at the Meeting	
		Board	AGM
1.	Mr. Gokul Mrugesh Jaykrishna-Director	6	NA
2.	Mr. Arjun Gokul Jaykrishna-Director	6	NA
3.	*Mr. Paru Mrugesh Jaykrishna-Director	5	NA
4.	**Mr. Michael Gary Hughes-Director	2	NA
5.	**Mr. Timothy Sydney William Glenn-Director	2	NA

*Appointed as Additional Director of the company w.e.f. 14/11/2019.

** Appointed as Additional Director of the company w.e.f. 04/02/2020.

EXTRACT OF ANNUAL RETURN

Extract of annual return of the company is annexed as "Annexure C" to this report.

SECRETARIAL AUDITORS

Pursuant to provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Shyamsingh Tomar & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for FY 2019-20. The Secretarial Audit Report is annexed as "Annexure D" to this Report.

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

The company has in place a policy for prevention of Sexual Harassment, to ensure healthy working environment without fear of prejudice, gender bias and sexual harassment of women at workplace in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints committee has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, Temporary, Trainees) are covered under this policy. The company did not received any complain during the year.

SECRETARIAL STANDARDS

The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

ACKNOWLEDGMENT

Your Directors would like to express sincere appreciation for the assistance and valuable co-operation extended by the banks, government authorities, and vendors during the financial year. Your director also wishes to place their deep sense of appreciation for the committed services by the companies employees and workers during the year under review.

The Company is thankful to the shareholders for reposing trust in the Company and their unflinching enthusiasm and patronage.

For and on behalf of Board of Directors

	Gokul Mrugesh Jaykrishna	Arjun Gokul Jaykrishna
Place : Ahmedabad	<i>Managing Director & CEO</i>	<i>Executive Director</i>
Date 20/07/2020	DIN:00671652	DIN: 08548676

Annexure to Directors Report

ANNEXURE “A”

Particulars of contract / arrangements made with related parties

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 – AOC - 2]

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2020, which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2020 are as follows:

Name of Related Party	Name of Relationship	Nature of Contract/ Arrangement/ transaction	Duration of Contract Arrangement/ transaction	Salient term of Contract/ Arrangement/transactions including the value, if any	Date of Approval by Board, If any	Amount Paid as advance, if any
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NIL

Annexure to Directors Report

ANNEXURE “B”

A. CONSERVATION OF ENERGY

- i. The steps taken or impact on conservation of energy; **NIL**
- ii. The steps taken by the company for utilising alternate sources of energy;
Looking to the size and nature of the business, the Company **has not** opted for any other alternate source of energy.
- iii. The capital investment on energy conservation equipments;
The Company **has not** made any capital investment on energy conservation equipments.

B. TECHNOLOGY ABSORPTION

- i. The efforts made towards technology absorption;
Looking to the size and nature of the business, the management **has not** adopted any new technology.
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution;
Not Applicable.

- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) the details of technology imported; **NIL**
 - b) the year of import; **NA**
 - c) whether the technology been fully absorbed; **NA**
 - d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; **NA**

- iv. The expenditure incurred on Research and Development. **NIL**

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

	2019-20	2018-19
Foreign Exchange Earned	-	-
Foreign Exchange Outgo	-	-

Annexure to Directors Report

ANNEXURE “C”

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN

as on the financial Year ended on 31st March, 2020

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

I. REGISTRATION AND OTHER DETAILS

i) CIN	U24290GJ2019PTC110526
ii) Registration Date [DD/MM/YY]	25/10/2019
iii) Name of the Company	Asahi Tennants Color Private Limited
iv) Category / Sub category of the Company	Company Limited by Shares/ Non-Govt Company
v) Address of the Registered office and contact details	Asahi House 13, Aaryans Corporate Park, Thaltej-Shilaj Road, Ahmedabad-380059, Gujarat. Telephone: 079-68325000 Email: cs@atcolors.com
vi) Whether Listed Company	No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

(No. of Companies for which information is being filled)

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1.	Asahi Songwon Colors Limited	L24222GJ1990PLC014789	Holding	51	2 (87)

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

A. CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	1,37,71,000	8,00,000	1,45,71,000	51.00	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	-	-	-	1,37,71,000	8,00,000	1,45,71,000	51.00	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	1,40,00,000	-	1,40,00,000	49.00	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	-	-	-	-	2,77,71,000	8,00,000	2,85,71,000	100.00	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding B) = (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	-	-	-	2,77,71,000	8,00,000	2,85,71,000	100.00	-

B. SHAREHOLDING OF PROMOTER

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged encumbered to total shares	
1	Asahi Songwon Colors Limited (Lucky Laminates)	-	-	-	1,45,71,000	51.00	-	-
2	Tennants Textile Colours Limited	-	-	-	1,40,00,000	49.00	-	-

C. CHANGE IN PROMOTERS' SHAREHOLDING

(Please specify, if there is no change)

Sr. No.	Equity Share	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc): Date of Incorporation 25/10/2019	8,00,000	100	8,00,000	100
	Allotment of Shares on 12/12/2019	1,37,71,000	100	1,45,71,000	100
	Allotment of Shares on 04/02/2020	1,40,00,000	100	2,85,71,000	100
	At the end of the year	2,85,71,000	100	2,85,71,000	100

D. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-

E. 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		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
A	Gokul Mrugesh Jaykrishna				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-
B	Arjun Gokul Jaykrishna				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-
C	Paru Mrugesh Jaykrishna				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-
D	Michael Gary Hughes				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-
E	Timothy Sydney William Glenn				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager					Total Amount
		Gokul Mrugesh Jaykrishna	Arjun Gokul Jaykrishna	*Paru Mrugesh Jaykrishna	**Michael Gary Hughes	**Timothy Sydney William Glenn	
1.	Gross salary	11,33,333	9,06,667	-	-	-	20,40,000
	(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	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) 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	11,33,333	9,06,667	-	-	-	20,40,000

*Appointed as Additional Director of the company w.e.f. 14/11/2019.

**Appointed as Additional Director of the company w.e.f. 04/02/2020.

B. REMUNERATION TO OTHER DIRECTORS

(Amounts in Rs.)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				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	-	-	-	-	-

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

(Amounts in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Saji Varghese Joseph Company Secretary	Utsav Kanwarlal Pandwar CFO	Total
1.	Gross salary	-	-	4,43,314	4,43,314
	(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	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit				
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	4,43,314	4,43,314

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

(Amounts in Rs.)

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	-	-	-	-	-

For and on behalf of Board of Directors

Place : Ahmedabad
Date 20/07/2020**Gokul Mrugesh Jaykrishna**
Managing Director & CEO**Arjun Gokul Jaykrishna**
Executive Director

ANNEXURE “D”

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

ASAHI TENNANTS COLOR PRIVATE LIMITED

Asahi House 13, Aaryans Corporate Park,
Thaltej-Shilaj Road, Ahmedabad-380059,
Gujarat.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ASAHI TENNANTS COLOR PRIVATE LIMITED** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020** (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the **financial year ended on 31st March, 2020** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under- **not applicable to the Company during Audit period.**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) - **not applicable to the Company during Audit period.**
- vi. Secretarial Standards issued by the Institute of Company Secretaries of India. Further, the Company is not listed on any stock exchange and therefore, provisions of listing agreement are not applicable to the Company.
- vii. I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis other than fiscal and labour laws which are generally applicable to all manufacturing/trading companies, the following laws/ acts are also, inter alia, applicable to the Company:

- (i) Indian Boilers Act, 1923 and rules made thereunder.
- (ii) The Explosives Act, 1884 and rules made thereunder.
- (iii) The Manufacture, storage and import of Hazardous Chemical Rules, 1989.

viii. During the Audit period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned hereinabove.

I further report that based on the information provided by the Company, its officers there exists adequate systems, process and control commensurate with the size and operation of the Company to monitor and ensure compliance of other laws. I have not reviewed the compliance by the company of applicable financial laws like direct and indirect tax laws as the same has been reviewed by the other designated professionals.

I further report that the Board of Directors of the Company is duly constituted. Further, the changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance 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 Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period, there were no instances of:-

1. Public / Rights issue of Shares / Debentures / Sweat Equity. However, the company has issued further shares on preferential basis during the period under this audit.
2. Redemption/Buy Back of Securities.

3. Merger / Amalgamation / Reconstruction etc.
4. Foreign Technical Collaborations.

For, SHYAMSINGH TOMAR & ASSOCIATES
Company Secretaries

Shyamsingh R. Tomar
[Proprietor]

M. No.: 36530

COP No.: 15973

UDIN: A036530B000477608

Date: 20/07/2020

Place: Ahmedabad

This report is to be read with my letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

Annexure 'A'

To,

The Members,

ASAHI TENNANTS COLOR PRIVATE LIMITED

Asahi House 13, Aaryans Corporate Park,

Thaltej-Shilaj Road, Ahmedabad-380059,

Gujarat.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, SHYAMSINGH TOMAR & ASSOCIATES
Company Secretaries

Shyamsingh R. Tomar
[Proprietor]

M. No.: 36530

COP No.: 15973

UDIN: A036530B000477608

Date: 20/07/2020

Place: Ahmedabad

Independent Auditor's Report

To the Members of
Asahi Tennants Color Private Limited

REPORT ON THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

Opinion

1. We have audited the accompanying Standalone Ind AS financial statements of Asahi Tennants Color Private Limited ("the Company"), which comprise the Balance sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion

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

Management's Responsibility for the Standalone Ind AS Financial Statements

3. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate Accounting Policies; making judgments and estimates that

are reasonable and prudent; and design, implementation and maintenance of 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 Standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

4. In preparing the Standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting. Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

Report on Other Legal and Regulatory Requirements

6. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
7. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 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 A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has no pending litigations on March 31, 2020.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For, Trushit Chokshi and Associates
Chartered Accountants
Firm Registration No : 111072W

Trushit Chokshi
Partner

Date : 22.06.2020
Place : Ahmedabad

Membership No. : 040847
UDIN : 20040847AAAABR7010

Annexure A to the Independent Auditor's Report

REFERRED TO IN PARAGRAPH 7(F) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE.

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE ACT)

1. We have audited the Internal Financial Controls over financial reporting of Asahi Tennants Color Private Limited (the Company) as of March 31, 2020 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's responsibility for Internal Financial Controls

2. The Management of the Company is responsible for establishing and maintaining Internal Financial Controls based on the internal controls 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 (the Guidance Note) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate Internal Financial Controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the policies of the Company, 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.

Auditor's responsibility

3. Our responsibility is to express an opinion on the Internal Financial Controls of the Company over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls. These Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over financial reporting and their operating effectiveness. Our audit of Internal Financial Controls over financial reporting included obtaining an understanding of Internal Financial Controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Internal Financial Controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over financial reporting

6. The Internal Financial Control over financial reporting of a company 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. Internal Financial Control over financial reporting of a Company 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 authorisations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the assets of the Company that could have a material effect on the Financial Statements.

Inherent limitations of Internal Financial Controls over financial reporting

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

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate Internal Financial Controls system over financial reporting and such Internal Financial Controls over financial reporting were operating effectively as at 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 issued by the Institute of Chartered Accountants of India.

For, **Trushit Chokshi and Associates**
Chartered Accountants
Firm Registration No : 111072W

Trushit Chokshi
Partner

Date : 22.06.2020
Place : Ahmedabad

Membership No. : 040847
UDIN : 20040847AAAABR7010

Annexure B to Independent Auditors' Report:

REFERRED TO IN PARAGRAPH 6 OF THE INDEPENDENT AUDITORS' REPORT OF THE EVEN DATE TO THE MEMBERS OF ASAHI TENANTS COLOR PRIVATE LIMITED FOR THE YEAR ENDED MARCH 31, 2020.

- | | |
|--|--|
| <p>i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;</p> <p>(b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management at reasonable intervals, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business. According to the information and explanations given to us, no discrepancies on physical verification have been noticed;</p> <p>(c) The Company does not have any immovable property, therefore the Clause is not applicable.</p> <p>ii. The Company does not hold any inventory, therefore Clause 3(ii) of the Order is not applicable.</p> <p>iii. The Company has not granted any loan secured or unsecured to Companies, Firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.</p> <p>iv. The Company has not granted any loans, or made any investments or provided guarantee or security to parties covered under Section 185 and 186 of the Companies Act, 2013, therefore the provisions of clause 3(iv) of the said order are not applicable to the Company.</p> <p>v. The Company has not accepted any deposits from public within the meaning of sections 73, 74, 75 and 76 of the Act and the Rules framed thereunder.</p> <p>vi. The Central Government has not prescribed maintenance of Cost Records under Section 148(1) of the companies Act, 2013.</p> <p>vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including Provident Fund, Income tax, cess, GST and other statutory Dues as applicable with the appropriate authorities. According to the explanation given to us there are no arrears of statutory dues which have remained outstanding at the last date of financial year, for a period of more than six month from the date they became payable.</p> <p>(b) According to the information and explanation given to us, there are no dues of income tax, duty of customs, duty of excise, value added tax, GST or cess which have not been deposited on account of any dispute. viii According to the record of the Company examined by us and information and explanations given to us, the Company has not taken any loan or defaulted in repayment of dues to a financial institution or bank or government or debenture holders as at the Balance Sheet date.</p> <p>ix. The Company has not raised any money by way of public issue/ follow-on offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the order are not applicable.</p> | <p>X. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on Company by its officers or employees, noticed or reported during the year nor have we been informed of any such case by the Management.</p> <p>xi. According to the information and explanations given to us, the managerial remuneration has been paid or provided In accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act.</p> <p>xii. The Company is not a Nidhi Company therefore the clause 3(xii) of the Order is not applicable.</p> <p>xiii. All the transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the accounting standards and Companies Act, 2013.</p> <p>xiv. The company has made preferential allotment / private placement of shares during the year under review and details are as below:
According to information and explanations given to us and based upon our examination, the Company has made preferential allotment of shares 2,77,71,000 during the year under review and it has complied with requirements of Section 42 of the Companies Act, 2013. Out of Issue proceeds Rs. 27,77,10,000/- from preferential issue Rs. 36,60,710/- were utilized towards share expense issue expense and Rs.27,40,49,290/- has been utilized as per the object mentioned in the offer document.</p> <p>xv. The company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly the provisions of Clause 3(xv) of the Order are not applicable to the Company.</p> <p>xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.</p> |
|--|--|

For, **Trushit Chokshi and Associates**
Chartered Accountants
Firm Registration No : 111072W

Trushit Chokshi
Partner

Date : 22.06.2020
Place : Ahmedabad

Membership No. : 040847
UDIN : 20040847AAAAABR7010

Balance Sheet as at March 31, 2020

(Amount in Rupees)

Particulars	Notes	As at March 31, 2020
I ASSETS		
1) Non-current Assets		
(a) Property, Plant and Equipment	3	4,19,709
(b) Capital work-in-progress	4	9,18,00,656
(c) Financial Assets		
(i) Investments		-
(ii) Loans	5	10,000
(iii) Others		-
(d) Other Non Current assets	6	18,04,61,140
Total Non-current Assets		27,26,91,505
2) Current Assets		
(a) Inventories		-
(b) Financial Assets		
(i) Trade receivables		-
(ii) Cash and Cash equivalents	7	2,09,20,686
(iii) Bank balances other than cash and cash equivalents		-
(iv) Loans		-
(v) Others	8	72,617
(c) Current Tax Assets (Net)		-
(d) Other Current Assets	9	54,50,227
Total Current Assets		2,64,43,530
TOTAL ASSETS		29,91,35,035
II EQUITY AND LIABILITIES		
1) Equity		
(a) Equity Share capital	10	28,57,10,000
(b) Other Equity	11	8,19,415
Total Equity		28,65,29,415
2) Liabilities		
Non-current Liabilities		
(a) Financial Liabilities		
(i) Borrowings		-
(b) Provisions		-
(c) Deferred tax liabilities (Net)	12	(14,359)
(d) Other Non-Current liabilities		-
Total Non Current Liabilities		(14,359)
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings		-
(ii) Trade payables		-
Total outstanding dues of Micro and Small Enterprises		-
Total outstanding dues of other than Micro and Small Enterprises		-
(iii) Other Current Financial Liabilities		-
(b) Other Current Liabilities	13	1,24,96,929
(c) Provisions	14	1,23,050
Total Current Liabilities		1,26,19,979
TOTAL EQUITY AND LIABILITIES		29,91,35,035
Significant Accounting Policies	2	
The accompanying notes form an integral part of financial statements		

As per our report of even date attached.

For, Trushit Chokshi and Associates

Chartered Accountants

Firm Registration No. 111072W

Trushit Chokshi

Partner

Membership No. 040847

Place : Ahmedabad

Date: 22-06-2020

Utsav Pandwar

Chief Financial Officer

Saji V. Joseph

Company Secretary

For and on behalf of the Board of Directors

Asahi Tennants Color Private Limited

Gokul M. Jaykrishna

Managing Director & CEO

DIN: 00671652

Arjun G. Jaykrishna

Executive Director

DIN: 00854867

Statement of Profit & Loss For The Year Ended March 31, 2020

(Amount in Rupees)

Sr. No.	Particulars	Notes	Year Ended March 31, 2020
I.	Revenue from operations		-
II.	Other income		-
III.	Total Income (I + II)		-
IV.	Expenses:		
	Cost of Materials consumed		-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade		-
	Purchase of Stock in Trade		-
	Employee benefits expense		-
	Finance cost	15	4,510
	Depreciation and amortization expense		-
	Power and Fuel		-
	Other Expenses		-
	Total expenses (IV)		4,510
V.	Profit before Exceptional items and tax expenses (III - IV)		(4,510)
VI.	Exceptional items		-
VII.	Profit before tax expenses (V - VI)		(4,510)
VIII.	Tax expense:		
	Current tax		1,60,783
	Deferred tax		(1,80,871)
IX.	Profit for the year (VII - VIII)		15,578
X.	Other Comprehensive Income (Net of Taxes)	16	
	(i) Items that will not be reclassified to profit or loss net of tax		8,03,837
	(ii) Items that will be reclassified to profit or loss		-
	Other Comprehensive Income for the year (net of tax)		8,03,837
XI.	Total Comprehensive Income for the year		8,19,415
XII.	Earnings per equity share: (face value of Rs. 10/- each)	17	
	Basic		0.0023
	Diluted		0.0023

As per our report of even date attached.

For and on behalf of the Board of Directors
Asahi Tennants Color Private Limited**For, Trushit Chokshi and Associates**
Chartered Accountants
Firm Registration No. 111072W**Utsav Pandwar**
Chief Financial Officer**Gokul M. Jaykrishna**
Managing Director & CEO
DIN: 00671652**Trushit Chokshi**
Partner
Membership No. 040847**Saji V. Joseph**
Company Secretary**Arjun G. Jaykrishna**
Executive Director
DIN: 00854867Place : Ahmedabad
Date: 22-06-2020

Statement of Changes in Equity

A. Equity Share Capital

Note	Amount
As at April 01, 2019	-
Issued during the year	28,57,10,000
As at March 31, 2020	28,57,10,000

B. Other Equity

Particulars	Reserves and Surplus			Total
	Securities Premium	General Reserve	Retained Earning	
Balance as at April 01, 2019	-	-	-	-
Profit for the year	-	-	15,578	15,578
Other Comprehensive Income	-	-	8,03,837	8,03,837
Total comprehensive income for the year	-	-	8,19,415	8,19,415
Transfer from Retained Earning to General reserve	-	-	-	-
Balance as at March 31, 2020	-	-	8,19,415	8,19,415

As per our report of even date attached.

For, Trushit Chokshi and Associates

Chartered Accountants

Firm Registration No. 111072W

Trushit Chokshi

Partner

Membership No. 040847

Utsav Pandwar

Chief Financial Officer

Saji V. Joseph

Company Secretary

For and on behalf of the Board of Directors

Asahi Tennants Color Private Limited
Gokul M. Jaykrishna

Managing Director & CEO

DIN: 00671652

Arjun G. Jaykrishna

Executive Director

DIN: 00854867

Place : Ahmedabad

Date: 22-06-2020

Cash Flow Statement for The Year Ended March 31, 2020

(Amount in Rupees)

Particulars		Year ended March 31, 2020
A. Cash Flow from Operating Activities		
Profit Before Tax		(4,510)
Adjustments for :		
Depreciation and Amortisation Expense	-	
Finance Cost	4,510	
Miscellaneous Expenditure written off	-	
Interest Income	-	
Profit / (Loss) from sale of Current Investment	-	
Net Gain arising on financial assets measured at fair value through Profit or Loss (FVTPL)		
Dividend Income	-	4,510
Operating Profit Before Working Capital Changes		-
Working Capital Changes		
Adjustments for		
(Increase)/Decrease Trade receivables	-	
(Increase)/Decrease Inventories	-	
Increase/ (Decrease) Trade payables	1,26,19,979	
Changes in Loans	(18,59,93,984)	(17,33,74,005)
Net Cash Flow Generated from Operating Activities		(17,33,74,005)
Direct taxes paid (Net)	-	-
Net Cash Flow from Operating Activities		(17,33,74,005)
B. Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment	(9,22,20,365)	
Purchase of Current Investments	(14,21,05,123)	
Sale of Current Investments	14,29,14,689	
From issue of Equity shares	28,57,10,000	
Interest and Other Income	-	
Net Cash Flow from (used in) Investing Activities		19,42,99,201

Cash Flow Statement for The Year Ended March 31, 2020

(Amount in Rupees)

Particulars		Year ended March 31, 2020
C. Cash Flow from Financing Activities		
Availment of long term borrowings	-	
Repayment of long term borrowings	-	
Availment/(Repayment) Short term borrowings	-	
Payment of Dividend (including Dividend Distribution Tax)	-	
Interest Paid	(4,510)	
Net Cash Flow from (used in) Financing Activities		(4,510)
Net increase / (decrease) in cash and cash equivalents		2,09,20,686
Cash and cash equivalent at the beginning of the year		-
Cash and cash equivalent at the end of the year		2,09,20,686
Notes to Cash Flow Statement:		
1. Reconciliation of cash and cash equivalent with the Balance Sheet		
Cash and cash equivalent as per balance Sheet: (refer Note - 7)		2,09,20,686
		2,09,20,686
2. Components of cash and cash equivalents:		
Cash on hand		1,83,540
In current accounts		32,37,146
In deposits with banks		1,75,00,000
		2,09,20,686
3. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 prescribed under the Companies (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013.		

As per our report of even date attached.

For, Trushit Chokshi and Associates
Chartered Accountants
Firm Registration No. 111072W

Trushit Chokshi
Partner
Membership No. 040847

Place : Ahmedabad
Date: 22-06-2020

Utsav Pandwar
Chief Financial Officer

Saji V. Joseph
Company Secretary

For and on behalf of the Board of Directors
Asahi Tennants Color Private Limited

Gokul M. Jaykrishna
Managing Director & CEO
DIN: 00671652

Arjun G. Jaykrishna
Executive Director
DIN: 00854867

Notes Forming Part of the Financial Statements

3. PROPERTY, PLANT AND EQUIPMENTS

(Amount in Rupees)

Particular	Land	* Leasehold Land	Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Total
Gross Amount as on April 1, 2019	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	3,81,593	38,116	4,19,709
Deduction & Adjustment	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	-	-	-	-	-	3,81,593	38,116	4,19,709
Accumulated Depreciation								-
Balance as at April 1, 2019	-	-	-	-	-	-	-	-
Deduction & Adjustment	-	-	-	-	-	-	-	-
Depreciation for the period	-	-	-	-	-	-	-	-
Deduction on Disposal	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	-	-	-	-	-	-	-	-
Net carrying amount								
Balance as at March 31, 2020	-	-	-	-	-	3,81,593	38,116	4,19,709

Note: Since the operations of the project is under construction, depreciation on above assets are not provided.

4. CAPITAL WORK IN PROGRESS

Particulars	As at March 31, 2020 Rs.
Capital Work in Progress	6,11,84,311
Pre Operative Expenses	1,13,87,065
Dahej Leasehold Land	1,92,29,280
Total	9,18,00,656

Note: Expenditure, net of income earned, during construction (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) period is included under capital work-in-progress, and the same will be allocated to the respective PPE on the completion of construction.

5. NON CURRENT LOANS

Unsecured, Considered good

Particulars	As at March 31, 2020 Rs.
a. Security Deposits	10,000
Total	10,000

6. Other Non Current Assets

Particulars	As at March 31, 2020 Rs.
a. Advances to Capital Goods Suppliers	4,21,61,175
b. Advance Paid For Leasehold Land	13,82,99,965
Total	18,04,61,140

7. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2020 Rs.
Balance with Banks in Current accounts	32,37,146
Cash on hand	1,83,540
Term Deposits with Bank	1,75,00,000
Total	2,09,20,686

Notes Forming Part of the Financial Statements

8. OTHERS CURRENT FINANCIALS ASSETS

Particulars	As at March 31, 2020 Rs.
Interest accrued on deposits	72,617
Total	72,617

9. OTHERS CURRENT ASSETS (Unsecured, considered good)

Particulars	As at March 31, 2020 Rs.
Balance with government authorities	15,10,219
Prepaid expenses	16,547
Misc. Expenses Assets	39,23,461
Total	54,50,227

10. SHARE CAPITAL

Particulars	As at March 31, 2020	
	No. of Shares	Rs.
Authorised:		
Equity Shares of Rs. 10 each	4,00,00,000	40,00,00,000
Issued & Subscribed and Fully Paid Up		
Equity Shares of Rs. 10 each	2,85,71,000	28,57,10,000
Total	2,85,71,000	28,57,10,000

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2020	
	No. of Shares	Rs.
Equity Shares		
At the beginning of the period	-	-
Add : Issued during the period	2,85,71,000	28,57,10,000
Outstanding at the end of the period	2,85,71,000	28,57,10,000

Terms / rights attached to Equity Shares

The Company has issued only one class of equity shares having a par value of Rs. 10 per share. Each holder of Equity Shares are entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realised value of the assets of the Company, remaining after the payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shares held by holding / ultimate holding company / or their subsidiaries / associates: Asahi Songwon Colors Limited holding company is holding 51% of the Equity

Details of shares in the Company held by each shareholder holding in the company more than 5 percent shares.

Name of the shareholder	As at March 31, 2020	
	No. of Equity Shares	% of holding
Asahi Songwon Colors Ltd	1,45,71,000	51.00
Tennants Textile Colours Ltd	1,40,00,000	49.00
	2,85,71,000	100.00

1. Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash: NIL

2. Aggregate number and class of shares allotted as fully paid by way of Bonus Shares : NIL

3. Aggregate number and class of shares bought back : NIL

4. Securities which are convertible into Equity Shares : NIL

5. Aggregate Value of Calls unpaid by directors and officers : NIL

Notes Forming Part of the Financial Statements

11. OTHER EQUITY

Particulars	As at March 31, 2020 Rs.
Securities Premium	
Balance as per last year	-
Add: Appropriations From Current year's Profit	-
Balance at the end of the Year	-
General Reserve	
Balance as per last year	-
Add: Appropriations From Current year's Profit	-
Balance at the end of the Year	-
Surplus in Statement of Profit & Loss	
Balance at the beginning of the year	-
Add: Profit after tax for the Year	15,578
Loss on Investments - Fair Value through OCI	8,03,837
Amount available for Appropriation	8,19,415
Less: Appropriations	
Dividend	-
Dividend Distribution Tax	-
Total Appropriation	-
Balance at the end of the Year	8,19,415
Total	8,19,415

12. DEFERRED TAX LIABILITIES (NET)

Particulars	As at March 31, 2020 Rs.
a. Deferred Tax Liabilities	
Opening Balance	-
Accumulated depreciation	5,729
Other comprehensive income from investments	-
	5,729
b. Deferred Tax Assets	
Opening Balance	-
Defined benefit plan for employees	20,088
	20,088
Liabilities (Net)	(14,359)

13. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2020 Rs.
a. Other payables	
Statutory liabilities	22,41,703
Payable for fixed assets	91,21,860
Other Current liabilities and payables	11,33,366
Total	1,24,96,929

14. CURRENT PROVISIONS

Particulars	As at March 31, 2020 Rs.
Provision for Gratuity	1,17,063
Provision for Income Tax (Net)	5,987
Total	1,23,050

Notes Forming Part of the Financial Statements

15. FINANCE COSTS

Particulars	Year Ended March 31, 2020 Rs.
a. Interest	
Term Loans*	-
Working Capitals	-
b. Other Financial Costs	
Bank and other charges	4,510
Total	4,510

16. OTHER COMPREHENSIVE INCOME

Particulars	Year Ended March 31, 2020 Rs.
Items that will not be reclassified to Profit and Loss	
Other comprehensive Income / (Expense) FVOCI	9,70,349
Re-measurement of Defined Benefit Plan	-
Mark to Market Forex gain (Loss)	-
Income Tax that will not be reclassified to Profit and Loss	1,66,512
	8,03,837

17. Earning per share

Basic and diluted earnings per share

Earning Per share is calculated by dividing the Profit / (Loss) attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earning per Equity Share as stated below:

Particulars	March 31, 2020
Profit/(Loss) for the year	15,578
Net Profit / (Loss) attributable to Equity Shareholders	15,578
Profit / (Loss) after taxation before Extra Ordinary Items	15,578
Number of Equity Shares for Basic EPS	66,44,411
Number of Equity Shares for Diluted EPS	66,44,411
Nominal Value Per Share	10
Basic Earning Per Share	0.0023
Diluted Earning Per Share	0.0023

18. Capital Commitment

Particulars	March 31, 2020
Estimated amount of Contracts / purchase orders remaining to be executed and not provided for Capital goods / Capital work in progress	31,36,19,000

19. Employees Benefits

In compliance with the Accounting Standard on "Employee Benefits" (AS 19) notified by Companies (Accounting Standards) Rules, 2006, the following disclosures have been made:

1. Defined Contribution Plan: The Company has recognized the following amount as an expense:	(Amount in Rupees) March 31, 2020
Contribution to Provident and other Funds	56,135
2. Defined Benefit Plan	March 31, 2020
Table Showing Change in the Present Value of Projected Benefit Obligation	
Present Value of Benefit Obligation at the Beginning of the Period	-
Interest Cost	-
Current Service Cost	-

Notes Forming Part of the Financial Statements

19. Employees Benefits (Contd.)

	(Amount in Rupees) March 31, 2020-
Past Service Cost	-
Liability Transferred In/ Acquisitions	-
(Liability Transferred Out/ Divestments)	-
(Gains)/ Losses on Curtailment	-
(Liabilities Extinguished on Settlement)	-
(Benefit Paid Directly by the Employer)	-
(Benefit Paid From the Fund)	-
The Effect Of Changes in Foreign Exchange Rates	-
"Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions"	-
"Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions"	-
Actuarial (Gains)/Losses on Obligations - Due to Experience	-
Present Value of Benefit Obligation at the End of the Period	-
Amount Recognized in the Balance Sheet	
	March 31, 2020
(Present Value of Benefit Obligation at the end of the Period)	-
Fair Value of Plan Assets at the end of the Period	-
Funded Status (Surplus/ (Deficit))	-
Net (Liability)/Asset Recognized in the Balance Sheet	-
Net Interest Cost for Current Period	
	March 31, 2020
Present Value of Benefit Obligation at the Beginning of the Period	-
(Fair Value of Plan Assets at the Beginning of the Period)	-
Net Liability/(Asset) at the Beginning	-
Interest Cost	-
(Interest Income)	-
Net Interest Cost for Current Period	-
Expenses Recognized in the Statement of Profit or Loss for Current Period	
	March 31, 2020
Current Service Cost	-
Net Interest Cost	-
Past Service Cost	-
(Expected Contributions by the Employees)	-
(Gains)/Losses on Curtailments And Settlements	-
Net Effect of Changes in Foreign Exchange Rates	-
Expenses Recognized	-
Expenses Recognized in the Other Comprehensive Income (OCI) for Current Period	
	March 31, 2020
Actuarial (Gains)/Losses on Obligation For the Period	1,17,063
Return on Plan Assets, Excluding Interest Income	-
Change in Asset Ceiling	-
Net (Income)/Expense For the Period Recognized in OCI	1,17,063
Balance Sheet Reconciliation	

Notes Forming Part of the Financial Statements

19. Employees Benefits (Contd.)

	(Amount in Rupees) March 31, 2020-
Opening Net Liability	-
Expenses Recognized in Statement of Profit or Loss	-
Expenses Recognized in OCI	1,17,063
Net Liability/(Asset) Transfer In	-
Net (Liability)/Asset Transfer Out	-
(Benefit Paid Directly by the Employer)	-
(Employer's Contribution)	-
Net Liability/(Asset) Recognized in the Balance Sheet	(1,17,063)
Other Details	
No of Active Members	12
Per Month Salary For Active Members	6,00,000
Weighted Average Duration of the Projected Benefit Obligation	
Average Expected Future Service	14.59
Projected Benefit Obligation	1,17,063
Prescribed Contribution For Next Year (12 Months)	-

20. Segment Reporting

The Company operates in a single segment and in line with Ind AS - 108 - "Operating Segments", the operation of the Company fall under Chemical Business which is considered to be the only reportable business segment.

21. Related Party Disclosures and Their Relatives

Related Party Disclosures as required by Accounting Standard Ind AS 24 issued by Institute of Chartered Accountants of India are given below:

1. Related Parties and Nature of Relationship
 - a) Holding Company:
Asahi Songwon Colors Limited
 - b) Enterprises where control exist:
Asahi Songwon Colors Limited
Tennants Textile Colours Limited
 - c) Key Managerial Personnel:
Mr. Gokul M. Jaykrishna - Director
Mr. Arjun M. Jaykrishna - Director
Mr. Utsav Pandwar - CFO
Mr. Saji V Joseph - Company Secretary
2. Details of Transactions during the year

A Enterprises where control exist	March 31, 2020
1 Asahi Songwon Colors Limited	
Issue of Equity Shares	14,57,10,000
Resource Sharing Expenditure	29,16,991
Reimbursement of Expenditure	7,80,951
2 Tennants Textile Colours Ltd	
Issue of Equity Shares	14,00,00,000
Reimbursement of Expenditure	15,000
B Key Managerial Personnel and their relatives	
1 Mr. Gokul M. Jaykrishna	
Remuneration	11,33,333
Perquisites	-
Provident Fund Contribution	-
Commission	-

Notes Forming Part of the Financial Statements

2. Details of Transactions during the year (Contd.)

B Key Managerial Personnel and their relatives	March 31, 2020
2 Mr. Arjun G. Jaykrishna Remuneration Perquisites Provident Fund Contribution Commission	9,06,667 - - -
3 Mr. Utsav Pandwar Salary and allowances	4,43,314
C Outstanding payables / (receivables) to / from Related parties and key Managerial persons	
1 Asahi Songwon Colors Limited	5,88,924
2 Mr. Gokul M. Jaykrishna	1,62,000
3 Mr. Arjun G. Jaykrishna	1,29,000
4 Mr. Utsav Pandwar	76,876

22. The company has no trade payables outstanding dues of Micro Enterprises and Small Enterprises or creditors other than Micro Enterprises and Small Enterprises.

23. The financial year 2019-20 being the first year after incorporation, the disclosure of corresponding figure being not applicable and not presented.

As per our report of even date attached.

For, Trushit Chokshi and Associates
Chartered Accountants
Firm Registration No. 111072W

Trushit Chokshi
Partner
Membership No. 040847

Place : Ahmedabad
Date: 22-06-2020

Utsav Pandwar
Chief Financial Officer

Saji V. Joseph
Company Secretary

For and on behalf of the Board of Directors
Asahi Tennants Color Private Limited

Gokul M. Jaykrishna
Managing Director & CEO
DIN: 00671652

Arjun G. Jaykrishna
Executive Director
DIN: 00854867



Registered Office :

ASAHI TENNANTS COLOR PRIVATE LIMITED

Asahi House 13, Aaryans Corporate Park,
Thaltej-Shilaj Road, Ahmedabad – 380 059, Gujarat, India
CIN: U24290GJ2019PTC110526