

Date: 08 September, 2020

To,  
The Secretary,  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor Plot No - 'C' Block,  
G Block Bandra-Kurla Complex,  
Bandra (E), Mumbai-400051

**Sub: Submission of Notice of the 8<sup>th</sup> Annual General Meeting of Tara Chand Logistic Solutions Limited along with Annual Report for the Financial Year ended March 31,2020.**

Dear Sir(s)/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,(the "Listing Regulations")read with Part A ,Para A of Schedule III and Regulation 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations ,2015 (as amended) ,we hereby enclose the Notice of the 8<sup>th</sup> Annual General Meeting of Tara Chand Logistic Solutions Limited alongwith Annual Report of the Company for Financial Year ended March 31,2020.

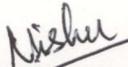
Kindly note the following details:

1. Annual General Meeting: 8<sup>th</sup> Annual General Meeting (AGM)will be held on Wednesday ,30<sup>th</sup> September,2020 at 11:00 AM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM").
2. Book Closure: Register of members and Share Transfer Books of the Company shall remain closed from Thursday, September 24,2020 to Wednesday September 30<sup>th</sup> ,2020(both days inclusive )for the purpose of AGM.
3. E-voting :Start of remote e-voting :From Sunday September 27th,2020 (09:00AM IST).  
End of remote e-voting :Tuesday September 29<sup>th</sup>,2020(5:00 PM IST)
4. E-voting Cut -off date:Wednesday,September 23<sup>rd</sup> ,2020.

The said Notice which forms part of the Annual Report for the Financial Year ended March 31,2020 is being sent only through e-mails to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the company under the web link [https://tarachandindia.in/wp-content/uploads/2020/09/Notice\\_of\\_AGM\\_and\\_Annual\\_Report\\_2019-20.pdf](https://tarachandindia.in/wp-content/uploads/2020/09/Notice_of_AGM_and_Annual_Report_2019-20.pdf).

Kindly take this information on record.

On behalf of the Board of Directors  
Tara Chand Logistic Solutions Limited

  
Nishu Kansal  
Company Secretary & Compliance Officer  
Encl: As above





**tara chand**

logistic solutions ltd

—Think New. Act Now—

# ANNUAL REPORT

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**BOARD OF DIRECTORS:**

<b>Name</b>	<b>DIN No.</b>	<b>Designation</b>
Mr. Vinay Kumar	00151567	Chairman & Managing Director
Mr. Ajay Kumar	00151477	Whole-Time Director
Mr. Himanshu Aggarwal	01806026	Executive Director
Mr. Sant Kumar Joshi	08428787	Independent Director
Mr. Niranjan Kumar Roy	06950384	Independent Director
Mrs. Purna Sandeep Agarwal	06955080	Non-Executive Director
Mr. Siddhartha SenGupta	08467648	Independent Director

**KMP's:**

Mr. Himanshu Aggarwal	Chief Financial Officer
Ms. Nishu Kansal	Company Secretary & Compliance Officer

**BANKERS:**

STATE BANK OF INDIA  
 AXIS BANK LIMITED  
 ICICI BANK LIMITED  
 HDFC BANK LIMITED  
 INDUSIND BANK LIMITED  
 TATA MOTORS

**NBFC'S**

TATA CAPITAL

**REGISTERED OFFICE:****Tarachand Logistic Solutions Limited**

342, Industrial Area Phase I – 160002, Chandigarh, India.

**REGISTRARS & SHARE TRANSFER AGENTS:****M/s. Sharex Dynamic (India) Private Limited**

C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083

Tel No: 022 – 28515606/28515644

Fax : +91228512885

Email:support@sharexindia.com

Web Add: www.sharexindia.com

**SHARES LISTED AT:**

Stock Exchange - National Stock Exchange of India Ltd. (SME Emerge)

**CONTENTS**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Sequence</b>
1.	Covering Page	1
2.	Chairman's Speech	4
3.	Notice of AGM	16
4.	Director Report	26
5.	MGT -9 (Annexure A)	36
6.	MR -3 (Annexure B)	46
7.	Management Discussion and Analysis Report (Annexure C)	49
8.	Corporate Governance (Annexure D)	52
9.	Report on Corporate Social Responsibility (Annexure E)	65
10.	Auditor's Report	67
11.	Balance sheet	75
12.	Profit and Loss Account	76
13.	Cash Flow Statement	77
14.	Notes to Accounts	83



## Chairman's Message

Dear Valued Stakeholders,

It is my great pleasure to present to you the performance of your company, Tara Chand Logistic Solutions Ltd for the year 2019-20. The past year was once again a year of many firsts for the company that saw your company expand its presence in the fast growing infrastructures development of the country. The company bagged its first major contracts for Secant Piling job work, Metro Rail Casting Yard management, Transportation and Erection of Viaduct Precast Elements for Metro Rail and Piling Job for Aquaduct construction. In the logistic space, your company was awarded its first Multimodal Transportation contract that involved transportation of steel via road and sea from Vishakhapatnam Steel Plant at Vishakhapatnam on the East Coast to Kochi, Mumbai and Ahmedabad on the West Coast. The year gone by was also the first year that your company paid dividends to its shareholders. The Board of Directors of the Company approved a payment of Interim Equity Dividend of Rs. 0.75/- per share at its meeting held on 20th March 2020.

The Financial Year 2019-20 was another landmark year for your company on the financial front as we continued on our growth path. Your company clocked a Year-on-Year growth of 13.22% in Total Revenue while Profit After Tax (PAT) grew at a whopping 67.79%. The increased PAT was a result of your company's focus on shifting to more profitable revenue streams of Construction Equipment Rentals and Infra projects execution. The company shall continue to further streamline its efforts towards continuous growth in the business while ensuring profitable returns.

The current Government's continued push on infrastructure growth of the country augurs very well for your company. Over the past two years, post our IPO in March 2018, the company has been focused on augmenting its capacities with the addition of suitable construction equipment and commercial vehicles. These efforts started paying rich dividends from the previous year itself as witnessed in the profitability of the company. At present, your company is well poised to expand its share in the ongoing urban infrastructure development projects in Mumbai, Pune, Delhi NCR, Kanpur, Patna, Bangalore, Ahmedabad, Vishakhapatnam, Kochi. Such large infra development across the country is also a major boost for the steel sector and is further adding value to our key business vertical of Warehousing & Transportation wherein your company is engaged in the steel sector serving the likes of Steel Authority of India Limited, Rashtriya Ispat Nigam Limited, Tata Steel, Jindal Steel Works.

Your company's emphasis in capacity expansions have borne fruit with your company bagging many different contracts in the infra development sector for the first time in its history. Your company became the first of its kind organization in its class and segment to provide End-to-End Infra Development solution provider. This has been made possible with the relentless efforts of our teams that have successfully managed to ensure seamless transition of activities from casting of precast viaduct elements at designated casting yard to transporting of the precast elements to construction site to final erection (lifting and placing) of the element at the desired location at site. These inter-related activities constitute the very foundation of the construction of any elevated Metro Rail project or similar flyover/bridge projects. Your Company's enhancement in service offerings has further bolstered its long standing relationships that it already enjoys with its esteemed clients while also creating opportunities for your Company to make inroads into potential marquee clients or projects.

The start of the Financial Year 2020-21 has been marred by the deadly Covid-19 pandemic that has thrown life out of order for one and all. The entire world is still reeling under the impact of the pandemic. However, the silver lining is that the world is waking up to slowly embrace the 'new normal'. At your company, we have utilized this time to reflect on the areas that needed further strengthening and our teams are working towards aligning the systems towards the 'new normal'. It was heartening to witness the zeal and passion of our on-ground teams that put in all possible efforts to ensure timely collation of required information to ensure declaration of our results for the FY2019-20 on 30th April, 2020. We

were indeed the first SME company to declare our results for the previous FY. Although, the site operations across the country were affected drastically during the first two lockdowns, but things started to improve from May as construction activities were given approvals by local authorities. I am pleased to inform you that we are well poised to reach our pre-Covid levels by the start of the second half of the current FY 2020-21. I assure you that your company's entire workforce is committed to the service of its clients and more so to the service of this beautiful Nation with a renewed zeal and passion to ensure achievement of the company's goals.

I, once again, thank all our stakeholders for their trust and belief in us. I look forward for your continued support as the company continues to scale new challenges to deliver consistent growth in revenues and profits.

Warm Regards,

Yours Truly,

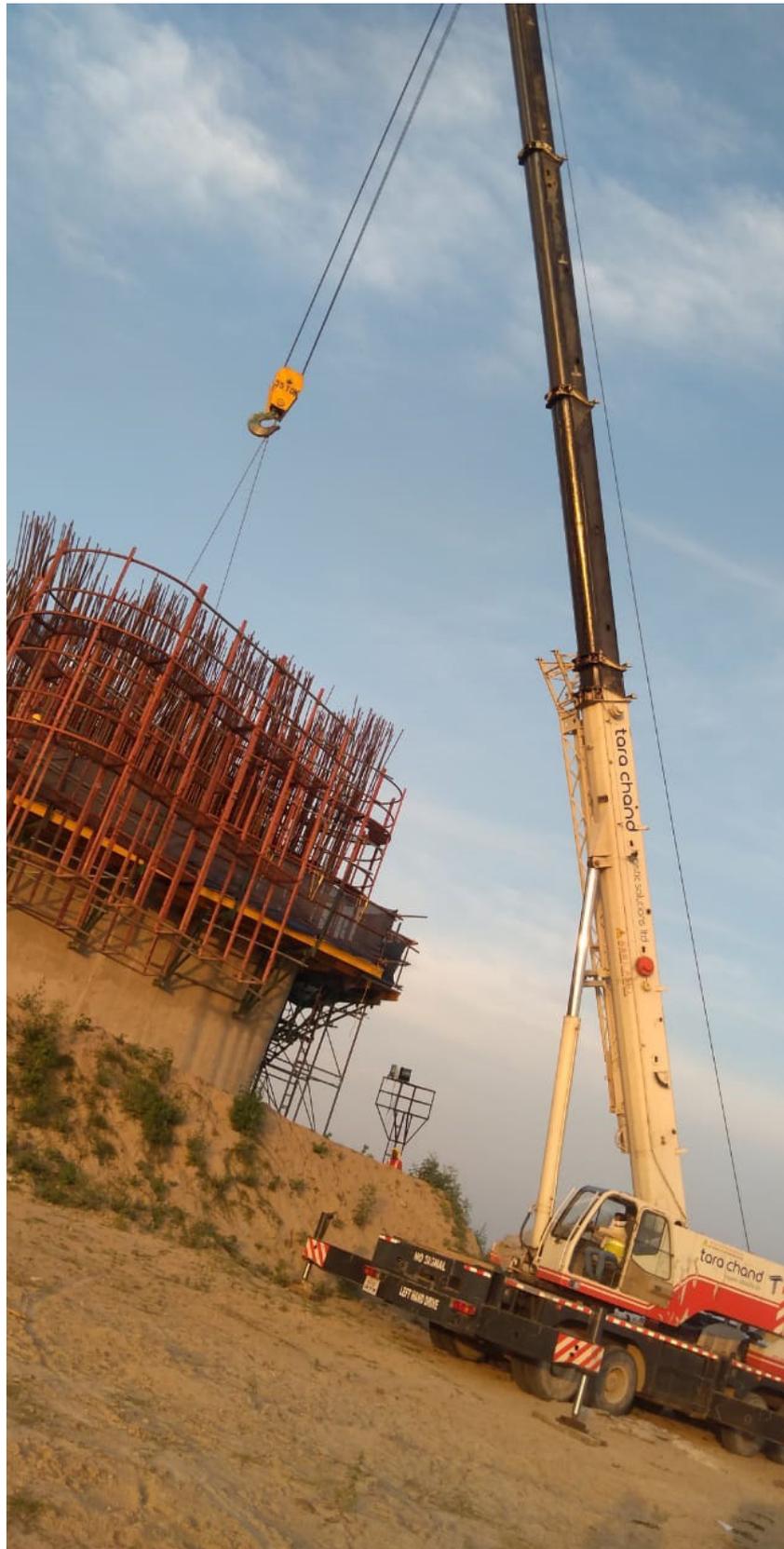
**Vinay Kumar**

Managing Director

## OUR EFFICIENT AND RELIABLE SERVICES IN ACTION



Our 55MT Capacity Crane working by the Ganges River in Bihar



Our 55MT Capacity Crane carrying out a critical lift at a key infrastructure project near Patna



17-Mar-2020 3:22:32 pm  
Ganesh Road  
Kasba Peth  
Pune  
Maharashtra

Piling Work in full swing at Pune Metro



Our New 110MT Crane safely parked at Client Site



Critical Erection work being carried out for Mumbai Metro Line 4



Our Concrete Boom Placer executing critical casting of Viaduct U-Girder at Mumbai Metro



Our 800MT Liebherr LTM1800 Crane executing critical lift at a Cement Plant in Gujarat



Our Team readying a Viaduct Pier Cap for casting at Mumbai Metro Project



Our Piling Rig engaged at the BMRCL Bangalore Metro Project



Casted Pier Cap ready to move to Erection Site under our End-to-End Infra Solutions service package



Our Proficient team carrying our Viaduct U Girder Erection work at Mumbai Metro



Our professional services and equipment engaged in critical flyover erection works in Mumbai



Another critical lift being executed by our 800MT Liebherr LTM1800 Crane

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 8<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TARA CHAND LOGISTIC SOLUTIONS LIMITED WILL BE HELD ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCE /OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Himanshu Aggarwal (DIN: 001806026), who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **Approval of remuneration of Mr. Vinay Kumar (DIN:00151567), Managing Director of the Company for F.Y. 2020-21 and F.Y. 2021-22:**

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

**“RESOLVED THAT** Pursuant to the applicable provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, approval of audit committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Vinay Kumar (DIN:00151567) Managing Director of the Company of Rs. 36, 00, 000/- (Rupees Thirty Six Lakhs Only) for financial year 2020-21 and Rs. 48, 00, 000/- (Rupees Forty Eight Lakhs Only) for the financial year 2021-22, notwithstanding the fact that during the financial year the Company’s profits made are inadequate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to vary, revise, the above mentioned remuneration from time to time for the aforesaid financial year but any time it shall not exceed maximum of Rs.60, 00, 000/- (Rupees Sixty Lakhs Only) for any year.

**RESOLVED FURTHER THAT** Mr. Vinay Kumar is entitled to House Rent allowance, Leave travel Provident fund & Superannuation fund, Leaves, Gratuity & Leave encashment, Provision of car, Provision of communication facilities at residence as per policies of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

4. **Approval of remuneration of Mr. Ajay Kumar (DIN:00151477), Whole time Director of the Company for F.Y. 2020-21 and F.Y. 2021-22:**

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

**“RESOLVED THAT** Pursuant to the applicable provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and

sanctions as may be required, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Ajay Kumar (DIN: 00151477) Wholtime Director of the Company of Rs. 24, 00, 000/- (Rupees Twenty Four Lakhs Only) for financial year 2020-21 and Rs. 36, 00, 000/- (Rupees Thirty Six Lakhs Only) for the financial year 2021-22, notwithstanding the fact that during the financial year the Company's profits made are inadequate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to vary, revise, the above mentioned remuneration from time to time for the aforesaid financial year but any time it shall not exceed maximum of Rs.50, 00, 000/- (Rupees Fifty Lakhs Only) for any year.

**RESOLVED FURTHER THAT** Mr. Ajay Kumar is entitled to House Rent allowance, Leave travel Provident fund & Superannuation fund, Leaves, Gratuity & Leave encashment, Provision of car, Provision of communication facilities at residence as per policies of the company

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

### **NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of people at several places in the country and pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 8<sup>th</sup> Annual General Meeting ("8<sup>th</sup> AGM/AGM") of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 8<sup>th</sup> AGM shall be the Registered Office of the Company.
2. M/s. Sangeet Kumar & Associates, Chartered Accountants, Mumbai (FRN: 001954N), were appointed as Statutory Auditors of the Company at the 5th Annual General Meeting of the Company from the conclusion of 5th Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31st March, 2022 in the Financial Year 2022-2023, subject to ratification by the members at every Annual General Meeting. Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
3. The Register of members and Share transfer Books of the Company will remain closed from 24/09/2020 to 30/09/2020 (both days inclusive) for the purposes of the 8<sup>th</sup> Annual General Meeting. Board of Directors of the company has not recommended Final Dividend for the Financial Year 2019-20.
4. To support the "Green Initiative" members who have not yet registered their email addresses are requested to register the same with their DP's in case the shares are held by them in electronic form and can request the company for the same at [cs@tarachandindia.in](mailto:cs@tarachandindia.in) in case the shares are held by them in physical form. In compliance with the aforesaid MCA circulars and SEBI Circular dated May 12, 2020, Notice of the AGM alongwith the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.tarachandindia.in](http://www.tarachandindia.in), website of the Stock Exchanges i.e National Stock Exchange of India Limited "Emerge Platform" and on the website of CDSL.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone /mobile numbers, Permanent account number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR Code, IFSC code, etc.to their DPs in case the shares are held by them in electronic form and to Sharex Dynamic (India) Private Limited in case the shares are held by them in physical form.

6. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained by requesting the company at [cs@tarachandindia.in](mailto:cs@tarachandindia.in).
7. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Sharex Dynamic (India) Private Limited for assistance in this regard.
10. The Board of Directors have appointed Mr. Anand Mukherjee (Membership No. ACS 40485) Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
11. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 48 hours of the conclusion of the AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company and on website of CDSL immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the share of the Company is listed.
12. The notice of the AGM shall be placed on the website of the Company till the date of AGM..
13. Pursuant to MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, As the AGM shall be conducted through VC/ OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [cs@tarachandindia.in](mailto:cs@tarachandindia.in)
14. The Registrar and Share Transfer Agents of the Company is :  
M/s. Sharex Dynamic (India) Private Limited  
C-101, 247 Park, LBS Marg, Vikhroli West Mumbai-400083  
Tel No: 022 – 28515606/28515644  
Fax : +91228512885  
Email: [support@sharexindia.com](mailto:support@sharexindia.com)  
Web Add: [www.sharexindia.com](http://www.sharexindia.com)
15. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.
16. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
17. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item No. 3 and 4 of the Notice is Annexed hereto.

18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to [cs@tarachandindia.in](mailto:cs@tarachandindia.in).
19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 23, 2020 ("Cut-off date"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
20. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 23, 2020 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below in the notice.
21. Pursuant to Section 108 of Companies Act, 2013 read with rules made there under and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing e voting facility to its members to exercise their votes electronically on the item of business given in the notice through the electronic voting service facility provided by Central Depository Services (India ) Limited.
22. **THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [cs@tarachandindia.in](mailto:cs@tarachandindia.in). The Notice can also be accessed from the websites of the Stock Exchange National Stock Exchange of India Limited and at [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- The voting period begins on 27.09.2020 at 09:00am and ends on 29.09.2020 at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on "Shareholders" module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

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

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

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

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

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

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

- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company e-mail ID at [cs@tarachandindia.in](mailto:cs@tarachandindia.in) or RTA email id at [support@sharexindia.com](mailto:support@sharexindia.com)  
For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to company e-mail ID at [cs@tarachandindia.in](mailto:cs@tarachandindia.in) or RTA email id at [support@sharexindia.com](mailto:support@sharexindia.com)

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

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven(7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@tarachandindia.in](mailto:cs@tarachandindia.in)(company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least seven(7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@tarachandindia.in](mailto:cs@tarachandindia.in). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporate” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@tarachandindia.in](mailto:cs@tarachandindia.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 3:**

Mr. Vinay Kumar was re-appointed as Managing Director of the Company by way of a board resolution dated 23rd February, 2017 and a shareholders resolution dated March 25, 2017 for a period of five(5) years commencing from April 1, 2017 and at a remuneration which shall be applicable for 3 years from the date of re-appointment i.e. from 1st April, 2017. Thus there was a need to take the members approval for the remuneration to be paid to the Managing director for his remaining term i.e. for the F.Y. 20-21 and F.Y.21-22. The Members further informed that considering the increase in financial position & growth of the Company and involvement of Mr. VinayKumar in day to day affairs and business operations and taking care of the overall strategic decision making of the Company, the Nomination and Remuneration Committee of the Company has recommended and board has approved the payment of revised remuneration to Mr. Vinay Kumar, Managing Director of the Company of Rs. 36, 00, 000/- (Rupees Thirty Six Lakhs Only) for financial year 2020-21 and Rs. 48, 00, 000/- (Rupees Forty Eight Lakhs Only) for the financial year 2021-22 or such other amount as may be decided from time to time by the board which shall not exceed the maximum of Rs.60, 00, 000/- (Rupees Sixty Lakhs Only) for any financial year.

Mr. Vinay Kumar would be entitled to certain other allowances such as House Rent allowance, Leave travel, Provident fund & Superannuation fund, Leaves, Gratuity & Leave encashment, Provision of car, Provision of communication facilities at residence as per policies of the company.

In terms of pursuant to provisions of Section 196, 197, 198 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed increase in remuneration requires approval

of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Vinay Kumar being appointee and Mr. Ajay Kumar, and Mr. Himanshu Aggarwal and Ms. Prerna Sandeep Aggarwal, Directors and being relatives of Mr. Vinay Kumar, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at **Item No. 3** of the accompanying Notice in the interests of the Company.

#### Item No. 4:

Mr. Ajay Kumar was re-appointed as Whole Time Director of the Company by way of a board resolution dated 23rd February, 2017 and a shareholders resolution dated March 25, 2017 for a period of five(5) years commencing from April 1, 2017 and at a remuneration which shall be applicable for 3 years from the date of re-appointment i.e. from 1st April, 2017. Thus there was a need to take the members approval for the remuneration to be paid to the Whole Time director for his remaining term i.e. for the F.Y. 20-21 and F.Y.21-22. The Members further informed that considering the increase in financial position & growth of the Company and involvement of Mr. Ajay Kumar in Company's overall business operations as well as looking after the Company's product and business development., the Nomination and Remuneration Committee of the Company has recommended and board has approved the payment of revised remuneration to Mr. Ajay Kumar, Managing Director of the Company of Rs. 36, 00, 000/- (Rupees Thirty Six Lakhs Only) for financial year 2020-21 and Rs. 48, 00, 000/- (Rupees Forty Eight Lakhs Only) for the financial year 2021-22 or such other amount as may be decided from time to time by the board which shall not exceed the maximum of Rs.50, 00, 000/- (Rupees Fifty Lakhs Only) for any financial year.

Mr. Ajay Kumar would be entitled to certain other allowances such as House Rent allowance, Leave travel, Provident fund & Superannuation fund, Leaves, Gratuity & Leave encashment, Provision of car, Provision of communication facilities at residence as per policies of the company.

In terms of pursuant to provisions of Section 196, 197, 198 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed increase in remuneration requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Ajay Kumar being appointee and Mr. Vinay Kumar, and Mr. Himanshu Aggarwal and Ms. Prerna Sandeep Aggarwal, Directors and being relatives of Mr. Ajay Kumar of the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at **Item No. 4** of the accompanying Notice in the interests of the Company.

Disclosure as required under schedule V of the Companies Act, 2013 is given as under:

#### I. General Information:

<b>Nature of industry</b>	Service Sector –Logistics
<b>Date or expected date of commencement of services</b>	The Company is rendering the services since 1980.
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable

#### Standalone financial Performance:

(Rs.in Lakhs)

Particulars	F.Y. 2016-17	F.Y. 2017-18	F.Y. 2018-19
<b>Total Income from Operations (Net)</b>	5277.00	8294.51	10168.01
<b>Total Expenses</b>	4875.62	7652.71	9507.60
<b>Profit/Loss Before Tax</b>	401.38	641.80	660.41
<b>Profit/Loss After Tax</b>	276.78	460.57	474.61

**Foreign investments or collaborations, if any:** There is no direct foreign investment in the Company except to the extent shares held by Non-Resident acquired through secondary market. There is no foreign collaboration in the Company.

## II. Information about the appointee whose remuneration is being approved:

Particulars	Mr. Vinay Kumar	Mr. Ajay Kumar
<b>Background details</b>	Mr. Vinay Kumar holds Bachelor's degree in Arts. He has more than 30 years of experience in the business and industry. He is Promoter of the Company.	Mr. Ajay Kumar is a matriculate by qualification and is the promoter of the company associated with the Company since inception.
<b>Remuneration received in FY 2019- 20</b>	Rs. 36, 00, 000/-	Rs. 24, 00, 000/-
<b>Recognition or awards</b>	-	-
<b>Job profile and his suitability</b>	Mr. Vinay Kumar shall be responsible for the overall strategic decision making of the Company and providing leadership to all operations.	Mr. Ajay Kumar shall be responsible for Company's overall business operations as well as looking after the Company's product and business development.
<b>Remuneration proposed</b>	as mentioned in Notice	as mentioned in Notice
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</b>	Relative of Mr. Ajay Kumar, Mr. Himanshu Aggarwal and Ms. Prerna Aggarwal, Directors of the Company	Relative of Mr. Vinay Kumar, Mr. Himanshu Aggarwal and Ms. Prerna Aggarwal, Directors of the Company

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Taking in to size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.

## III. Other information:

**Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in services and profits in measurable terms:** During the last three financial years the Company is in profit and further the Company is also making necessary efforts to improve its performance and productivity. The Company has reported profit in the FY.2019-20.

On behalf of the Board of Directors

Tara Chand Logistic Solutions Limited

Sd/-

Vinay Kumar

Chairman & Managing Director

DIN:00151567

Add: C/O: 342 Industrial Area, Phase I,

Chandigarh - 160002

Date: 29<sup>th</sup> August, 2020

Place: Chandigarh

**Details of Director (s) seeking continuation of holding of office of Director at the Annual general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard - 2):**

<b>Particulars</b>	Himanshu Aggarwal
<b>Age</b>	34 Years
<b>Nature/Experience in functional area</b>	5 Years
<b>Qualification</b>	Bachelor degree of science in Biomedical Engineering from Northwestern University, Chicago, USA
<b>Remuneration sought to be paid in (Rs.)</b>	NA
<b>Directorship in other Companies including Listed Company</b>	Tara Chand Industries Limited
<b>Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/ Stakeholders Relationship Committee)</b>	Nil
<b>No. of Shares held in the Company as on 31<sup>st</sup> March, 2020</b>	2000
<b>First Appointment by the Board</b>	November 01, 2017
<b>Relationship with other Director, Manager &amp; KMP</b>	Mr. Vinay Kumar-Father, Mr. Ajay Kumar -Uncle Ms. Prerna Sandeep Agarwal - Sister in Law
<b>Board Meeting attended (F.Y. 2019-20)</b>	5

## DIRECTORS' REPORT

To,

The Members

**TARA CHAND LOGISTIC SOLUTIONS LIMITED**

Your Directors are pleased to present their 8th Annual Report of the Company on the business and operations of the Company along with the Audited Financial Statement both Standalone and Consolidated for the financial year ended March 31, 2020.

### **FINANCIAL SUMMARY/HIGHLIGHTS:**

The performance of the Company During the financial year is as under:

(Amounts in Rupees)

Particulars	2019-20	2018-19
Total Income	115,11,83,534	101,68,01,817
<b>Less:</b> Expenses	104,59,28,604	95,07,60,838
<b>Profit/(Loss) before tax</b>	<b>10,52,54,929</b>	<b>6,60,40,979</b>
<b>Tax Expenses</b>		
Current Tax	1,54,60,000	1,35,96,000
Deferred Tax	1,01,42,460	48,84,422
Tax Adjustments Relating to Earlier Years	-	99,324
<b>Profit(Loss)After Taxation</b>	<b>7,96,52,469</b>	<b>4,74,61,233</b>

### **OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:**

During the year under review, Total Revenue from operations including the other income was Rs.115,11,83,534/- against Rs.101,68,01,817-in the previous year. The Company has earned net profit of Rs. 7,96,52,469/- in the current financial year and net profit of Rs.4,74,61,233/-in the previous financial year.

### **TRANSFER TO RESERVES:**

During the financial year,the Company did not transfer any amount to reserve.

### **DIVIDEND:**

The Company had declared Interim dividend during the F.Y. 19-20 at the rate of Rs. 0.75 per equity share of face value Rs. 10/- each in the Board Meeting held on 20<sup>th</sup> March,2020.

Considering the fact, future plans of the Company directors have decided not to recommend final dividend on the equity shares for the year ended March 31, 2020.

### **SHARE CAPITAL:**

The paid-up Equity Share Capital of the Company as on March 31, 2020 is Rs. 136449800/- (Rupees Thirteen Crore Sixty four Lacs Forty Nine Thousand Eight Hundred Only) . Out of the total paid up share capital of the Company, 72.73% is held by the Promoter & Promoter Group in fully dematerialized form and remaining balance of 27.27% is held by persons other than Promoter and Promoter Group.All the shares are in dematerialized form. During the year under review, the Company has neither issued shares with differential rights as to dividend, voting or otherwise nor has issued any shares pursuant to stock options or sweat equity under any scheme. Further, none of the Directors of the Company holds investments convertible into equity shares of the Company as on March 31, 2020.

### **CHANGE IN THE NATURE OF BUSINESS:**

There was no change in the nature of business of the Company during the financial year.

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes or commitments have occurred between the end of the financial year on 31st March, 2020 and the date of this report which may affect the financial position of the Company save and except the close-down resulting due to the pandemic Covid-19, impact whereof is uncertain.

**MATERIAL IMPACT ON COMPANY DUE TO COVID-19 :**

Your Company is engaged in three key verticals: Warehousing & Transportation (primarily of steel products); Equipment Rentals & Infrastructure Development; and Distribution & Processing of Steel Products.

The company's business vertical of Warehousing & Transportation, primarily engaged in the steel sector, continued operations even during the first lockdown as these activities were covered under 'Essential Services' by the Government. This vertical accounts for about 40% of the company's overall turnover. The company has been able to maintain 60% operations since the lockdown was first imposed.

The other key vertical of the company is Construction Equipment Rental and Turnkey Infrastructure Projects, which constitutes about 50% of the company's operations. Your company's services are primarily engaged in construction of bridges and mostly urban metro rail networks. Apart from this, the company is actively working with its infrastructure development clients in development of the irrigation infrastructure of our country. Post the partial opening up of the lockdown from 20<sup>th</sup> April 2020, company's teams at various client construction sites have started operations while ensuring necessary safety precautions in wake of the Covid 19 pandemic. Company's operations in the cities of Mumbai and Pune have been badly hit where your company was actively engaged in development of the Mumbai Metro Lines 4 and 5 and the Pune Underground Metro. In Mumbai, company's clients have faced a huge exodus of migrant workers from the construction sites and thus supporting site labour had been missing for continued work front for operation of company's deployment equipment. At Pune, company's metro site is under the containment zone and hence work at site is at a total stand still. However, the operations at our other metro sites are in full swing as also the operations at our other major sites in Karnataka, Bihar, Uttar Pradesh, Gujarat, Andhra Pradesh, Punjab. Despite the challenges, company's teams efforts have led to operational output of about 65% in the month of May.

Your company envisage the work to resume at some of company's non-operational sites by end of July. The operations are expected to reach the pre-Covid levels towards the start of the third quarter of this financial year. However, the current situation is very uncertain and further progress shall be updated as and when the situation so demands.

**Steps Taken**

Since the Covid 19 situation is highly fluid and uncertain, your company has taken certain steps during the various stages of Lockdown 1.0 to 4.0 and Unlock 1.0 to try to ease out the challenges presented by the changing situation:

1. The core team of the company comprising the Managing Director, Executive Directors and Branch Heads have been interacting on every alternate day by way of telephonic/video conference calls to stay updated with the changing situation.
2. The branch heads and the Senior Management have interacted with frontline team members via video conferencing to understand their challenges and help them wherever required. It has been understood from the feedback received post such interactions that the team members are motivated with the direct involvement of the senior management.
3. Prolonged idle condition of machines can lead to malfunctioning of certain components of the machines. Hence, the maintenance team of the company along with branch heads have taken the lead to educate and guide the operating crew at sites to ensure necessary precautions at site. The operating crew regularly visited site to run check-ups on the machines, which ensured smooth re-start at sites where work began during Lockdown 2.0 with stipulated precautions.
4. The Senior Management has further taken the initiative to formulate certain Good Practices that with the objective of motivating the entire workforce of the company. Under these practices, your company has introduced a new award namely 'Shree Vishwakarma Award' to honour the Top 5 Frontline team members from across all branches on a yearly basis. The criteria and procedure have been circulated to all branches for implementation from FY 2019-20 itself. Another Good Practice namely 'AnmolRatna Award' that was initiated by the company three years ago has been revived and has been put into a formal structure. The Management believes that such unique initiatives will be key in taking forward the company during the post Covid19 'new normal' era.
5. Company's Head Office at Chandigarh and branch offices at Navi Mumbai, Bengaluru and Vishakhapatnam resumed operations in a phased manner during Lockdown 4.0 and Unlock 1.0 while ensuring compliance to the directives of State and Central Government directives with necessary precautions/safety measures.

6. Your Company adopted the motto, 'Our Motto Safety in Toto' almost 15 years ago wherein it has been company's endeavour at all levels to ensure safety of men and machinery at all times. Company's commitment to this motto has won the company many accolades from company's esteemed clients over the years. This culture has held company in good stead as company's team has been able to naturally adopt the additional safety guidelines brought about by Covid 19 pandemic. In addition, your company purchased 3-ply masks in bulk from approved sources and distributed to our crew at sites and members at offices.
7. Even before the advent of Covid 19 pandemic, your company had initiated the appropriate use of technology to collate information from all its operating sites and branches to ensure timely collection of operational information leading company to successfully declare audited financial results for the FY 2019-20 on April 30<sup>th</sup>, 2020. Your company was the first SME company to declare the audited financial results for FY2019-20.

### **DETAILS OF IMPACT OF COVID-19:**

#### **Capital and Financial Resources**

Your Company's capital and banking facilities remain intact. Your Company is witnessing delay in receivables due to delay in processing of invoices by the client in absence of workforce at sites/offices during the lockdown periods.

#### **Profitability**

As stated above, your company declared its results for the FY 2019-20 on 30<sup>th</sup> April 2020 and the profitability of the company had significantly risen on a Year-on-Year basis.

The profitability of the first quarter of the first financial year is anticipated to be impacted, but the extent of the same shall be known only post collation of relevant data for the said period. The company anticipates that with most of the lockdown provisions being lifted during July 2020, site operations are expected to restore to pre-Covid levels. Your company is closely monitoring the very dynamic situation to keep a track of the profitability.

#### **Liquidity Position**

Your Company has availed moratorium on outstanding loans as per the provisions made available by Reserve Bank of India announced on 27<sup>th</sup> March 2020. The moratorium has been availed for some of the construction equipment loans where the company deemed fit. Meanwhile, the company has been aggressively pushing for ensuring collection of outstanding dues from its clients to maintain appropriate liquidity levels. However, company is facing delays in receivables due to delay in invoice processing at client's sites and offices.

#### **Ability to service debt and other financing arrangements**

As stated above, your company opted for the three month moratorium as announced by the RBI on 27<sup>th</sup> March 2020. Since, company's repayments for the month of March were already effected by the time of announcement, the company availed the moratorium on the construction equipment loans only for April and May. Subsequently, the RBI announced provision for moratorium of another three months for June, July and August. However, the Company reviewed the liquidity position for the next three months and opted for moratorium only on a selected number of outstanding loans during this period.

#### **Assets**

Your company's assets, which are primarily commercial vehicles and construction equipment, were all parked in a safe manner at the onset of the lockdown on 23<sup>rd</sup> March 2020. Also, the operating crew of these equipment regularly visited the equipment with necessary permissions to keep a check on the safety and working condition of the machines. This has ensured that there has been no impact on assets of the company.

#### **Internal Financial Reporting and Control**

Your Company ensured that its pre-Covid era practices of financial reporting and cost controls were kept intact even after the onset of first lockdown and the period thereafter. To further enhance the control measures, review of the cash flow by the Managing Director with the CFO and all Branch Heads is conducted every three days. Stringent measures have been put in place to keep capital expenditure in check while bringing in control measures for overheads.

#### **Demand for its products/services**

There was a temporary idling of machines at construction sites due to lockdown, discussions are underway with the clients for suitable compensation of the equipment rental for this period. There has not been a material impact on the demand for the company's services.

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

Your Company does not foresee any material impact on its business and is well-positioned and sufficiently prepared to fulfil its obligations in existing contracts/agreements.

**PUBLIC DEPOSITS:**

During the financial year ended 2019-20, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES:**

As on March 31, 2020, according to Companies Act, 2013 and rules made there under the Company doesn't have any Subsidiary Company, Associate Company and Joint Venture Company. Hence, 'Form AOC-1' is not applicable.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL ('KMP'):**

Mr. Himanshu Aggarwal (DIN: 01806026), Whole-Time Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommend his re-appointment.

During the year, following are the changes in Directors and Key Managerial Personnel of the Company:

**Resignation of Mr. Chaman Lal Lakhanpal (DIN:06942467) as an Independent Director of the Company:**

Mr. Chaman Lal Lakhanpal (DIN:06942467), Independent Director of the Company has resigned from the designation of Director of the Company with effect from April 1, 2019. The Company has received confirmation from Mr. Chaman Lal Lakhanpal that there are no other reasons for his resignation other than those which is provided in the resignation letter dated April 1, 2019. The Board places on record its sincere appreciation of the contribution made by Mr. Chaman Lal Lakhanpal during his association with the Company.

**Appointment of Mr. Sant Kumar Joshi (DIN: 08428787) as an Independent Director of the Company:**

Mr. Sant Kumar Joshi holding (DIN: 08428787) was appointed as an Independent Director in the Company for a period of 5 consecutive years w.e.f. 22<sup>nd</sup> April, 2019 to 21<sup>st</sup> April, 2024, not liable to retire by rotation by Board of Directors through Circular Resolution dated 22<sup>nd</sup> April, 2019 with the recommendation of members of Nomination and Remuneration committee. Further his appointment has been approved by shareholders of the Company in Annual General Meeting held as on 23<sup>rd</sup> August, 2019 by passing Ordinary Resolution.

**Appointment of Mr. Siddhartha Sen Gupta, (DIN:08467648) as an Independent Director of the Company:**

Mr. Siddhartha Sen Gupta, (DIN:08467648) was appointed as an Independent Director in the Company for a period of 3 (Three) consecutive years with effect from 11<sup>th</sup> July, 2019 to 10<sup>th</sup> July, 2022, not liable to retire by rotation by Board of Directors through Circular Resolution dated 11<sup>th</sup> July, 2019 with the recommendation of members of Nomination and Remuneration committee. Further his appointment has been approved by shareholders of the Company in Annual General Meeting held as on 23<sup>rd</sup> August, 2019 by passing Ordinary Resolution.

**Re-appointment of Mr. Niranjana Kumar Roy (DIN: 06950384) as an Independent Director of the Company:**

Mr. Niranjana Kumar Roy (DIN: 06950384) was re-appointed as an Independent Director of the Company for a period of 3 (Three) consecutive years with effect from 20<sup>th</sup> August, 2019 to 19<sup>th</sup> August, 2022 not liable to retire by rotation by Board of Directors through board meeting as on 23<sup>rd</sup> July, 2019 with the recommendation of members of Nomination and Remuneration committee. Further his re-appointment has been approved by shareholders of the Company in Annual General Meeting held as on 23<sup>rd</sup> August, 2019 by passing Special Resolution.

**KMP:**

There had been no change in the KMP of the company during the F.Y. 2019-20.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 along with declaration received pursuant to sub rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. They have also furnished the declaration pursuant to relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or

re-enactment(s) thereof, for the time being in force) ('Listing Regulations') The Independent Directors have individually confirmed that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Based on the declarations and confirmations of the Independent Directors and after undertaking due assessment of the veracity of the same, the Board of Directors recorded their opinion that all the Independent Directors are independent of the Management and have fulfilled all the conditions as specified under the governing provisions of the Companies Act, 2013 and the Listing Regulations. .

Further, the Independent Directors have also confirmed that they have complied with the Company's code of conduct.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the financial year, there were no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**STATEMENT OF BOARD OF DIRECTORS :**

The Company is managed by the experts in their respective fields who possessed immense knowledge and wide experience for the positive growth of the Company.

**BOARD MEETINGS HELD DURING THE YEAR:**

During the year, Five (5) meetings of the Board of Directors were held. The maximum gap between two Board meetings did not exceed 120 days. The details of the meetings and attendance of directors are furnished in the Corporate Governance Report which forms part of this Annual Report attached as 'Annexure D' to the Board's Report.

**COMMITTEES OF THE BOARD:**

In accordance with the Companies Act, 2013 and Listing Regulations, the Company has following Committees in place:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee and
- Corporate Social Responsibility Committee

Details of the said Committees along with their charters, compositions and meetings held during the financial year, are provided in the "Report on Corporate Governance Annexure 'D'", as a part of this Annual Report.

**POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:**

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (any statutory modification(s) or re-enactment(s) thereof for the time being in force). The said Policy also includes criteria for making payments to Non-Executive Directors. Policy is available at <http://www.tarachandindia.in/policies>

**EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

The Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Chairman and Non - Independent Directors was carried out by the Independent Directors. The questionnaire was responded to by all the Directors and vital feedback was received from them on how the Board currently operates and how it might improve its effectiveness. The Board of Directors has expressed its satisfaction with the evaluation process.

The performance evaluation of the Chairman, Board and the Non Independent Directors was carried out by the Independent Directors at their respective meeting held on 23<sup>rd</sup> January, 2020

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of the Board's Report is annexed herewith as 'Annexure C'.

**CORPORATE GOVERNANCE REPORT:**

As required by Chapter IV read with Schedule V, Part C of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015,Corporate Governance report form part of this Annual Report as 'Annexure D'

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of Section 134(3) (c) of the Companies Act 2013, with respect to the Director's Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the accounts for the financial year ended on 31<sup>st</sup> March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures,
- b) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the profit and loss of the Company for the year ended on that date;
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors had prepared the accounts for the financial year ended on 31<sup>st</sup> March, 2020 on a 'going concern' basis.
- e) That Directors had laid down adequate financial controls and that the financial controls were adequate and were operating effectively.
- f) That Directors had devised proper systems to ensure compliance with the provisions of all applicable laws, all applicable secretarial standards were in place and were adequate and operating effectively.

**AUDIT REPORT AND AUDITORS :****Statutory Auditor:**

The Statutory Auditors, M/s. Sangeet Kumar & Associates, Chartered Accountants, Mumbai (FRN: 001954N) were appointed in 5<sup>th</sup> Annual General Meeting to hold office from the conclusion of 5<sup>th</sup> Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31<sup>st</sup> March, 2022 subject to ratification by the members at every Annual General Meeting. However, Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 notified the amendment in Section 139 of the Companies Act, 2013 pursuant to Companies Amendment Act, 2017 and the rules made thereunder; the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

Further, the Auditors have confirmed their eligibility, limits as prescribed in the Companies Act, 2013 and that they are not disqualified for such appointment.

**Explanations by the Board on qualification, reservation or adverse mark or disclaimer made by the Auditors in their report:**

There is no qualification or adverse remark or disclaimer made by the statutory auditor in his report on the financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2020.

**Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. AVS & Associates, Practicing Company Secretaries was appointed to conduct the secretarial audit of the Company for the financial year 2019-20.

The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith as 'Annexure B' form parts of the Board's Report.

The observations given by Secretarial Auditor in their report for the financial year ended March 31, 2020 are self explanatory except the following:

Observations	Board Reply
As on March 31, 2020, the Company has not maintained Structured Digital Database as required under Regulation 3(6) of SEBI (PIT), 2015. However, the company is in the process of set-up of the same.	Pursuant to Regulation 3(6) of SEBI (PIT), 2015 the company is already maintaining the digital data base in password protected excel worksheets. However the company has already started the process to integrate the data in a more structured way.

#### **Internal Auditors:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company, on recommendation of Audit Committee, at their meeting held on 30<sup>th</sup> April, 2020 have re-appointed Ms. Nitika Mahajan, M.No.530074, Chartered Accountant as Internal Auditors of the Company for the Financial Year 2020-2021, to conduct Internal Audit of the Company.

#### **Cost Audit**

The Central Government of India has not specified the, maintenance of the cost records under sub-section (1) of section 148 of the Act for any of the products of the company. Accordingly, during the year, maintenance of Cost Records and Cost Audit was not applicable to the Company.

#### **EXTRACT OF ANNUAL RETURN:**

The extract of Annual Return as on March 31, 2020 in 'Form MGT-9' as required under Section 92 (3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are provided in the 'Annexure A' forms part of the Board's Report. Annual Return of the Company also available the website of the Company at [www.tarachandindia.in](http://www.tarachandindia.in)

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All Related Party Transactions entered into by your Company during the Financial Year 2019-20 were on arm's length basis and in the ordinary course of business. There were no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. Prior approval of the Audit Committee of the Board of Directors was obtained for all the Related Party Transactions. Accordingly, as per provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, disclosure of Related Party Transactions in **Form AOC-2** is not applicable.

In line with the requirements of the Companies Act, 2013 and amendment to the Listing Regulations, the Company has formulated a revised Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on related party transactions is available on the Company's website <https://tarachandindia.in/policies>.

The details of such related party transactions are available in the Notes to the Standalone financial statements section of this Annual Report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

During the financial year 2019-20, there are no such transactions transacted by the Company and hence particulars of details of loans, guarantee, security or investments covered under Section 186 of the Companies Act, 2013, are not required to be furnished.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :**

In compliance with provisions of Section 134(3)(m) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014 the information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo for the year ended March 31, 2020, are to be given by the Company as a part of the Boards Report. Your Company strives to achieve the maximum optimum utilization of resources by innovative techniques and processes and further reducing wastage.

**A. CONSERVATION OF ENERGY**

All the manufacturing/servicing/job work facilities continued their efforts to reduce the specific energy consumption. Specific and total energy consumption is tracked at individual block level and also at consolidated manufacturing or servicing level. Apart from regular practices and measures for energy conservation, many new initiatives were driven across the units. Some of them are mentioned below:

- LED Lights in office in place of CFL in offices
- Encouraging Go Green Initiatives
- Use of Natural Ventilation
- Switch off electrical appliances, whenever not required

**B. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION:**

The Company has an ongoing process of purchasing latest technology equipments which are used for logistic and infrastructural development services which minimizes the wastage of resources thus further leading to increase efficiency in conducting all activities .

No new technology has been imported during the year.

The Company being an integrated logistics service provider, there is no expenditure incurred on research and development during the year under review.

**C. FOREIGN EXCHANGE EARNING AND OUTGO:**

There was no Foreign exchange earning and outgo in the F.Y. 19-20.

**RISK MANAGEMENT POLICY AND COMPLIANCE FRAMEWORK:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

**INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY :**

The Company has in place adequate internal control systems covering all its operations. Proper accounting records highlight the economy and efficiency of operations, safeguarding of assets against unauthorized use or losses, and the reliability of financial and operational information.

**Some of the significant features of internal control system are:**

- Financial and Commercial functions have been structured to provide adequate support and control of the business.
- Risk Management policy has been adopted by the Company.
- The Company has an Internal Audit System conducted by the internal auditor of the Company.
- Standard operating procedures and guidelines are reviewed periodically to ensure adequate control.

Further, the Audit Committee meets on a quarterly basis to review and discuss the Internal Audit reports and also taken necessary action as and when required.

Further, subject to the matters described by Statutory Auditor in their report on the financial statements of the Company, 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.

**CORPORATE SOCIAL RESPONSIBILITY:**

The Company has constituted a Corporate Social Responsibility (CSR) Committee and adopted CSR policy in accordance with Section 135 of the Companies Act, 2013, details of which are available on website of the Company respectively i.e. <http://tarachandindia.in/committee/> and <http://tarachandindia.in/policies/> and the report on Corporate Social Responsibility (CSR) activities as required under Section 135 of the Companies Act, 2013 is annexed herewith as 'Annexure E' to this Director's Report.

Your company has taken various social initiatives since the outbreak of COVID 19. Your company has distributed masks, hand sanitizers, food packets and water bottles to the needy in the past five months and continuing to do the same in these difficult days of COVID-19.

Amidst the Lockdown period due to the COVID-19 pandemic your company has been vigilant and keeping the genuineness of the various social organisations in mind has also contributed for animal welfare for eg contribution to Gaushala etc.

Further your company has become a part of the Valuable 500 where the Company commits that disability inclusion is on our board agenda. It is further informed that your company is the 280<sup>th</sup> company to be inducted into this program. As on date 295 companies are now part of this initiative worldwide.

#### **ESTABLISHMENT OF VIGIL MECHANISM AND WHISTLE BLOWER POLICY :**

The Company has established and adopted Vigil Mechanism and the policy (**Whistle Blower Policy**) thereof for directors and employees of the Company in accordance with Section 177 of the Companies Act, 2013 or any other provisions of Companies Act, 2013 as well as Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015). During the year under review, no personnel of the Company approached the Audit Committee on any issue falling under the said policy. The vigil mechanism policy is available on the website of the Company [www.tarachandindia.in/policies](http://www.tarachandindia.in/policies)

#### **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

The Company is committed to maintaining a productive environment for all its employees at various levels in the organization, free of sexual harassment and discrimination on the basis of gender. During the financial year ended March 31, 2020, no complaints pertaining to sexual harassment were received or registered by the Company and complied with the applicable provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **PARTICULARS OF REMUNERATION TO EMPLOYEES:**

Pursuant to the provisions of section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees are required to be provided in the Directors' Report. However, having regard to the provisions of section 136 of the Companies Act, 2013, the Annual Report, excluding the aforesaid particulars, is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining these particulars will be provided with the same upon receipt to written request delivered at the e-mail ID of the Company [cs@tarachandindia.in](mailto:cs@tarachandindia.in) at least 7 working days before the Annual General Meeting.

#### **OTHER GENERAL DISCLOSURES:**

##### **SECRETARIAL STANDARDS:**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has devised proper system to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

##### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/ REGULATORS/TRIBUNALS:**

During the year under review, there are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

##### **REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor have reported to the Board or Audit Committee, as required under Section 134 (3) (ca) and 143(12) of the Companies Act, 2013, any instances of frauds committed against the Company by its officers or employees, the details of which would need to be mentioned in this Report.

##### **EMPLOYEES STOCK OPTION SCHEME (ESOS), SWEAT EQUITY & SHARES HAVING DIFFERENTIAL VOTING RIGHTS:**

Your Company has not issued any shares to the employees of the Company under the Employee Stock Option Scheme, Sweat Equity and with differential voting rights in the previous financial year.

**BANK AND FINANCIAL INSTITUTIONS :**

The Board of Directors of the Company are thankful to their bankers for their continued support to the Company.

**ACKNOWLEDGMENT:**

We thank our clients ,dealers, vendors, investors ,bankers ,staff, business associates for your continuous support during the year.

**On behalf of the Board of Directors  
Tara Chand Logistic Solutions Limited**

**SD/-**

**Vinay Kumar**

**Chairman & Managing Director**

**DIN:00151567**

**Add: C/O: 342 Industrial Area, Phase I,  
Chandigarh - 160002**

**Date: 29<sup>th</sup> August,2020**

**Place: Chandigarh**

## Annexure A

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

As on financial year ended 31-03-2020 date

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

## A. REGISTRATION AND OTHER DETAILS:

CIN:-	L63090CH2012PLC033556
Registration Date:	10/02/2012
Name of the Company:	TARA CHAND LOGISTIC SOLUTIONS LIMITED
Category / Sub-Category of the Company	COMPANY HAVING SHARE CAPITAL/INDIAN NON - GOVERNMENT COMPANY
Address of the Registered office and contact details:	342,INDUSTRIAL AREA ,PHASE-1 ,CHANDIGARH -160002,INDIA Tel: 0172-2650380
Whether listed company	YES (NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S Sharex Dynamic (India) Private Limited. Address: C-101 ,247 Park,LBS Marg ,Vikhroli West Mumbai-400083 Tel No:022 -28515606/28515644 FAX: +91228512885 E-mail:support@sharexindia.com Web Address :www.sharexindia.com

## B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
a.	SALE OF PRODUCTS	46620	11.39%
b.	HANDLING & TRANSPORTATION	52219	41.14%
c.	TANGIBLE GOODS SERVICES	49223	47.47%

## C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -NOT APPLICABLE

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held
a	-	-	-	-

## D. SHARE HOLDING PATTERN

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER'S</b>									
<b>(1). INDIAN</b>									
(a). Individual	9923980	0	9923980	72.73	9923980	0	9923980	72.73	0
(b). Central/State Govt.	0	0	0	0	0	0	0	0	0
(c). FIINS / BANKS.	0	0	0	0	0	0	0	0	0
(d). Any Other									
<b>Sub-total (A) (1):-</b>	<b>9923980</b>	<b>0</b>	<b>9923980</b>	<b>72.73</b>	<b>9923980</b>	<b>0</b>	<b>9923980</b>	<b>72.73</b>	<b>0</b>
<b>(2). FOREIGN</b>									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Government	0	0	0	0	0	0	0	0	0
(c). Institutions	0	0	0	0	0	0	0	0	0
(d). Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
(e). Any Other Specify	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>9923980</b>	<b>0</b>	<b>9923980</b>	<b>72.730</b>	<b>9923980</b>	<b>0</b>	<b>9923980</b>	<b>72.730</b>	<b>0</b>
<b>(B). PUBLIC SHAREHOLDING</b>									
<b>(1). Institutions</b>									
(a). Mutual Funds	0	0	0	0	0	0	0	0	0.000
(b). Venture Capital Funds	0	0	0	0	0	0	0	0	0.000
(c). Alternate Investments Funds	0	0	0	0	0	0	0	0	0.000
(d). Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.000

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(e). Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0.000
(f). Financial Institutions / Banks	0	0	0	0	0	0	0	0	0.000
(g). Insurance Companies	0	0	0	0	0	0	0	0	0.000
(h). Central / State Government / President Of India	0	0	0	0	0	0	0	0	0.000
(i). Provident Funds / Pension Funds	0	0	0	0	0	0	0	0	0.000
(j). Others (specify)	0	0	0	0	0	0	0	0	0.000
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2). Non-Institutions</b>									
<b>(a). Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	1187320	0	1187320	8.702	1034336	0	1034336	7.5803	-1.122
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1414000	0	1414000	10.363	1811698	0	1811698	13.2774	2.914
(b). NBFCs registered with RBI	0	0	0	0	0	0	0	0	0.000
(c.) Employee Trusts	0	0	0	0	0	0	0	0	0.000
(d.) Overseas depositories	0	0	0	0	0	0	0	0	0.000
(c). Other (specify)	0	0	0	0	0	0	0	0	0
Non-Resident Indian (NRI)	34000	0	34000	0.25	28000	0	28000	0.21	-0.04
HUF	212124	0	212124	1.55	130000	0	130000	0.95	-0.6

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Clearing Members	241556	0	241556	1.77	22302	0	22302	0.16	-1.61
Bodies Corporate	632000	0	632000	4.63	694664	0	694664	5.09	0.46
<b>Sub-total (B)(2):-</b>	<b>3721000</b>	<b>0</b>	<b>3721000</b>	<b>27.27</b>	<b>3721000</b>	<b>0</b>	<b>3721000</b>	<b>27.27</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3721000</b>	<b>0</b>	<b>3721000</b>	<b>27.27</b>	<b>3721000</b>	<b>0</b>	<b>3721000</b>	<b>27.27</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
<b>Grand Total (A+B+C)</b>	<b>13644980</b>	<b>0</b>	<b>13644980</b>	<b>100.00</b>	<b>13644980</b>	<b>0</b>	<b>13644980</b>	<b>100.00</b>	<b>0</b>

Company : Tara Chand Logistic Solutions Ltd from 01-04-2019 to 31-03-2020

#### Shareholding of promoters and Promoter Group MGT9 Report

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% changes 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	VINAY KUMAR	8129680	59.58	0	8129680	59.58	0	0
2	AJAY KUMAR	1694500	12.418	0	1694500	12.418	0	0
3	PRERNA SANDEEP AGARWAL	94800	0.695	0	94800	0.695	0	0
4	ANJU AGGARWAL	2000	0.015	0	2000	0.015	0	0
5	HIMANSHU AGGARWAL	2000	0.015	0	2000	0.015	0	0
6	AGARWAL SAMEER RAMESH	1000	0.007	0	1000	0.007	0	0

#### Change in Promoter's Shareholding(Please specify,if there is no change

Sr. No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	
NO CHANGE								

**Shareholding pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):**

Sr. No	Name	No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	% of total Shares of the company
1	VIVEK LODHA	374000	2.741	01-04-2019				
	-Closing Balance			31-03-2020		No Change	374000	2.741
2	KANTA DEVI CHAUDHARY	0	0.000	01-04-2019				
				05-04-2019	2000	Buy	2000	0.015
				12-04-2019	64000	Buy	66000	0.484
				26-04-2019	2000	Buy	68000	0.498
				03-05-2019	36000	Buy	104000	0.762
				24-05-2019	72000	Buy	176000	1.29
				07-06-2019	44000	Buy	220000	1.612
				21-06-2019	-218000	Sold	2000	0.015
				29-06-2019	4000	Buy	6000	0.044
				19-07-2019	2000	Buy	8000	0.059
				02-08-2019	2000	Buy	10000	0.073
				27-09-2019	304000	Buy	314000	2.301
	-Closing Balance			31-03-2020			314000	2.301
3	SUSHMA BUILDTECH LIMITED	212000	1.554	01-04-2019				
				04-10-2019	46000	Buy	258000	1.891
	-Closing Balance			31-03-2020			258000	1.891
4	VINOD LODHA	202000	1.48	01-04-2019				
				22-11-2019	-2000	Sold	200000	1.466
	-Closing Balance			31-03-2020			200000	1.466
5	VIKAS SINGHAL	88000	0.645	01-04-2019				
				06-12-2019	8000	Buy	96000	0.704
				13-12-2019	38000	Buy	134000	0.982
				20-12-2019	14000	Buy	148000	1.085
				27-12-2019	6000	Buy	154000	1.129
	-Closing Balance			31-03-2020			154000	1.129
6	SMC GLOBAL SECURITIES LTD.	48000	0.352	01-04-2019				
				05-04-2019	18000	Buy	66000	0.484

Sr. No	Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
				12-04-2019	-46000	Sold	20000	0.147
				19-04-2019	2000	Buy	22000	0.161
				26-04-2019	42000	Buy	64000	0.469
				03-05-2019	-2000	Sold	62000	0.454
				17-05-2019	14000	Buy	76000	0.557
				24-05-2019	-44000	Sold	32000	0.235
				31-05-2019	12000	Buy	44000	0.322
				14-06-2019	-42000	Sold	2000	0.015
				21-06-2019	220000	Buy	222000	1.627
				05-07-2019	8000	Buy	230000	1.686
				12-07-2019	14000	Buy	244000	1.788
				19-07-2019	16000	Buy	260000	1.905
				26-07-2019	12000	Buy	272000	1.993
				02-08-2019	8000	Buy	280000	2.052
				16-08-2019	16000	Buy	296000	2.169
				06-09-2019	8000	Buy	304000	2.228
				04-10-2019	-261922	Sold	42078	0.308
				11-10-2019	49922	Buy	92000	0.674
				03-01-2020	-76000	Sold	16000	0.117
				31-01-2020	108000	Buy	124000	0.909
				07-02-2020	-4000	Sold	120000	0.879
				21-02-2020	-116000	Sold	4000	0.029
				20-03-2020	127932	Buy	131932	0.967
				27-03-2020	8068	Buy	140000	1.026
	-Closing Balance			31-03-2020			140000	1.026
7	NCM INTERNATIONAL PVT LTD	96000	0.704	01-04-2019				
				24-05-2019	28000	Buy	124000	0.909
	-Closing Balance			31-03-2020			124000	0.909
8	MANJU GUPTA	108000	0.791	01-04-2019				
				03-05-2019	-14000	Sold	94000	0.689
				24-05-2019	12000	Buy	106000	0.777

Sr. No	Name	No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	% of total Shares of the company
	-Closing Balance			31-03-2020			106000	0.777
9	FINEOTEX CHEMICAL LIMITED	100000	0.733	01-04-2019				
	-Closing Balance			31-03-2020		No Change	100000	0.733
10	VIJAY AGARWAL	74000	0.542	01-04-2019				
	-Closing Balance			31-03-2020		No Change	74000	0.542

#### Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name	Shareholding at the beginning of the year			Cumulative Shareholding at the end of the year			% of total Shares of the company
		No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	
1	VINAY KUMAR	8129680	59.58%	-	-	-	8129680	59.58%
2	HIMANSHU AGGARWAL	2000	0.015%	-	-	-	2000	0.015%
3	PRERNA SANDEEP AGGARWAL	94800	0.695%	-	-	-	94800	0.695%
4	AJAY KUMAR	1694500	12.42%	-	-	-	1694500	12.42%

(Except mentioned above, none of the Directors & KMP holds any shares in the Company)

#### INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	513142920	-	-	513142920
i) Principal Amount	513142920	-	-	513142920
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	513142920	-	-	513142920

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Change in Indebtedness during the financial year</b>				
Addition	2438830529	1,09,87,373	-	2449817902
Reduction	2096329948	71,46,232	-	2103476180
Net Change	342500581	38,41,141	-	346341722
Indebtedness at the end of the financial year				
i) Principal Amount	855643501	38,41,141.000	-	859484642
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>855643501</b>	<b>38,41,141</b>	<b>-</b>	<b>859484642.000</b>

#### 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
		Vinay Kumar	Ajay Kumar	Himanshu Aggarwal	
1	Gross salary	33,00,000	2400000	24,00,000	<b>8100000</b>
	(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	-	-	-	-
	<b>Total (A)</b>	<b>33,00,000</b>	<b>2400000</b>	<b>24,00,000</b>	<b>8100000</b>
	Ceiling as per the Act	Remuneration paid to MD and WTDs are within the limits prescribed under Schedule V of the Companies Act, 2013.			
*Mr. Himanshu Aggarwal, Director & CFO has been included in the List of Directors as well as KMP.					

**B. Remuneration to other directors:**

Particulars of Remuneration	Name of Directors Manager				Total Amount
	Prerna Sandeep Agarwal	Sant Kumar Joshi	Siddhartha SenGupta	Niranjan Kumar Roy	
1. Independent Directors					
•Fee for attending board / committee meetings	-	-	-	-	
• Commission	-	-	-	-	
• Others, please specify(Sitting Fees)	-	100000	90000	110000	300000
<b>Total (1)</b>	<b>-</b>	<b>100000</b>	<b>90000</b>	<b>110000</b>	<b>300000</b>
2. Other Non-Executive Directors					
•Fee for attending board / committee meetings	-	-	-	-	
• Commission	-	-	-	-	
• Others, please specify(Sitting Fees)	1,00,000	-	-	-	100000
<b>Total (2)</b>	<b>1,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100000</b>
<b>Total (B)=(1+2)</b>	<b>1,00,000</b>	<b>100000</b>	<b>90000</b>	<b>110000</b>	<b>400000</b>
<b>Total Managerial Remuneration</b>	<b>1,00,000</b>	<b>100000</b>	<b>90000</b>	<b>110000</b>	<b>400000</b>
Ceiling as per the Act	Sitting fees paid to the Directors was within the ceiling limit as prescribed under the Companies Act, 2013.				

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

Sr No.	Particulars of Remuneration	Key Managerial Personnel			
		CFO	Company Secretary (Nishu Kansal)	CFO	Total
1	Gross salary	-	426000	-	426000.000
	(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	-	-	-	

Sr No.	Particulars of Remuneration	Key Managerial Personnel			
		CFO	Company Secretary (Nishu Kansal)	CFO	Total
4	Commission - as % of profit - others, specify...	-	-	-	
	Others, please specify	-	-	-	
	<b>Total</b>	-	<b>426000</b>	-	

**PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Authority [RD / NCLT / COURT]
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On behalf of the Board of Directors  
Tara Chand Logistic Solutions Limited

SD/-

Vinay Kumar

Chairman & Managing Director

DIN:00151567

Add: C/O: 342 Industrial Area, Phase I,  
Chandigarh - 160002

Date: 29 August, 2020

Place: Chandigarh

## Annexure B

**FORM NO. MR.3****SECRETARIAL AUDIT REPORT**For the Financial Year Ended 31<sup>st</sup> 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,

**Tara Chand Logistic Solutions Limited**

Add: 342 Industrial Area, Phase I,

Chandigarh – 160002.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tara Chand Logistic Solutions Limited** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> 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.

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

- (i) The Companies Act, 2013 (**the Act**) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the audit period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the audit period**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not applicable to the Company during the audit period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the audit period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**
- (i) We further report that, as Identified and Confirmed by the Company, No law is specifically applicable to it during the audit period.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as on March 31, 2020, the Company has not maintained Structured Digital Database as required under Regulation 3(6) of SEBI (PIT), 2015. However, the company is in process for set-up of the same.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes 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 and agenda items 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 either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We 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.

**We further report that** during the audit period, the Company has taken approval of shareholders in 6<sup>th</sup> Annual General Meeting held on September 28, 2018 for borrowing of money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs. 100 Crores and creation of charges on the assets of the Company for the said borrowing for an amount not exceeding of Rs. 100 Crores by way of Special Resolutions.

**For AVS & Associates**

**Company Secretaries**

SD/-

**Anand Mukherjee**

**Partner**

**Membership No. A40485**

**C.P. No: 16883**

**UDIN: A040485B000634531**

**Place: Kalyan, Thane**

**Date: 29th August, 2020**

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

**‘Annexure – A’**

To,

The Members,

**Tara Chand Logistic Solutions Limited**

Add: 342 Industrial Area, Phase I,

Chandigarh - 160002

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

1. Maintenance of secretarial and other records under applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
2. We 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 check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.
7. Due to lockdown in the state because of COVID-19, we were not able to personally visit at the office of the company for verification of documents physically and hence obtained all the documents, details, information in electronic mode and taken necessary explanations, clarifications and representations either telephonically or electronically whenever required.

**For AVS & Associates**

**Company Secretaries**

SD/-

**Anand Mukherjee**

**Partner**

**Membership No. A40485**

**C.P. No: 16883**

**UDIN: A040485B000634531**

**Place: Kalyan, Thane**

**Date: 29th August, 2020**

## Annexure C

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****OVERVIEW OF THE LOGISTICS SECTOR**

The market capture of the logistics sector is seen climbing to \$215 billion by 2020, logging 10.5 per cent compounded annual growth rate (CAGR) over 2017.

The logistics sector got the 'infrastructure' status in 2017 when its market size was estimated at \$160 billion. A study by the India Brand Equity Foundation (IBEF) estimates annual investments in the logistics sector to reach \$500 billion by 2025. Between 2018 and 2020, the warehousing segment is poised to receive Rs 50,000 crore investments. In 2017, the logistics sector absorbed 22 million people. Employment is expected to surge to 40 million by 2020.

Traditionally, steep logistics costs are a major concern in India. By the end of 2017-18, logistics expenses accounted for 14 per cent of the GDP. The share is set to decrease to 10 per cent by 2022.

Logistics costs in India exceed those in other countries. The figure is higher compared to 10-11 per cent for BRIC countries and eight to nine per cent for developing nations. USA spends 9.5 per cent of the GDP on logistics while Germany is even more competitive with a share of eight per cent. Higher logistics costs in India could be ascribed to the lack of efficient inter-modal and multi-modal traditional systems.

As of now, the logistics sector is dominated by transportation which has over 85 per cent share in value terms- its share is set to remain high for the next few years. The rest 15 per cent share is borne by storage. The sector is employment intensive, absorbing 22 million people.

Logistics costs have a significant bearing on exports. It is estimated that slashing logistics costs by 10 per cent could widen exports by five to eight per cent.

Currently, the Indian logistics industry is highly fragmented and unorganized. Owing to the presence of numerous unorganised players in the industry, it remains fragmented with the organized players accounting for approximately 10 per cent of the total market share. With the consumer base of the sector encompassing a wide range of industries including retail, automobile, telecom, pharmaceuticals and heavy industries, logistics industry has been increasingly attracting investments in the last decade.

Also, the logistics industry faces challenges such as under-developed material handling infrastructure, fragmented warehousing, multiple regulatory & policy making bodies, lack of seamless movement of goods across modes, minimal integrated IT infrastructure. In order to develop this sector focus on new technology, improved investment, skilling, removing bottlenecks, improving inter-modal transportation, automation, single window system for giving clearances, and simplifying processes would be required.

**OVERVIEW OF THE CONSTRUCTION EQUIPMENT INDUSTRY:****ROBUST DEMAND**

1. India is expected to become the world's third largest market by 2022.

India will require investment worth Rs. 50 trillion (US \$ 777.73 billion ) across infrastructure by 2022 for a sustainable development in the country.

**ATTRACTIVE OPPORTUNITIES**

Favourable valuations make the sector an attractive opportunity.

Only 24 percent of the National Highway network in India is four lane, therefore presents an immense scope for improvement.

**POLICY SUPPORT**

Initiatives like "Housing for all" and "Smart city mission " will drive the growth of the sector.

100 percent FDI is permitted under the automatic route across various infrastructure sectors.

**INCREASING INVESTMENTS**

Infrastructure sector attracted US\$ 14.7 billion across 74 deals ,accounting for 40percent of the total private equity / venture capital investment in 2019.

Construction development sector and infrastructure activities sector received FDI inflow amounting to US\$ 25.66 billion and US\$ 16.84 billion, respectively, between April 2000 to March 2020.

*(Source: India Brand Equity Foundation)*

## OPPORTUNITIES

To improve the country's infrastructure and to boost the economy, the Government has taken several steps and your Company is optimistic about availing the same.

- The government has announced Rs. 100-lakh crore for infrastructure over the next five years is welcome as it comes at a time when the industry has built capacity and capability, parts of which have remained under-utilised in the immediate past. The infra spends have been announced in projects that are spread across power, renewables, roads, railways and urban development. This will help create more growth drivers for the industry.
- Energising the Public Private Partnership (PPP) model and taking a re-look at asset re-monetisation can address funding-related constraints. NBFCs will continue to play an important part in financing equipment and, thus, the regulatory framework for their growth is essential.
- Value-added infrastructure, new-age technology, excessive import opportunities and improved trade policies are also large contributors."
- With both government and private bodies heavily investing to boost infrastructure development across the country, the construction equipment industry stands to benefit immensely. This will positively impact the business for construction equipment rental companies and the resale market for these machines.
- We believe that our proactive steps in providing innovative efficient services and solutions to our customers and implementation of our strategies have prepared us for next leg of growth.
- The Company is focused on bringing cost & operational efficiencies to achieve profitable growth in the present competitive business environment. Our endeavor is to lower costs while maintaining quality of service.
- The Company will continue to focus on reducing the working capital levels by emphasis on speedy customer collection.

## THREATS

Any change in the government policy or its budgetary allocation towards the infrastructure sector will have an impact on the Company's business. Increasing trade protectionism globally poses the risk of trade war which can curb the economic momentum. The construction equipment industry might have to face an increasing shortage of trained manpower to operate and service these machines.

## RISKS AND CONCERNS

The Company's ability to foresee and manage business risks is crucial in achieving favorable results. The Company operates in an environment which is affected by various risks, some of which are identifiable and controllable. Some others are unexpected and cannot be controlled. Under these conditions, proper identification and management of risks is very important in determining the ability of the organization to sustain value creation for its stakeholders. The impact of the key risks, which are potentially significant are listed below have been identified through a formal process by the management. Your Company recognizes that every business has its inherent risks and the Company has been taking proactive approach to identify and mitigate them on a continuous basis.

- **Continued Economic Growth:** Demand of our warehousing, transportation and equipment hiring services is dependent on economic growth and / or infrastructure development. Any slowdown in the economic growth affects our growth.
- **Our Client Base:** The Company depends on its limited marquee clients for a majority of its revenues. This exposes the company to a risk of client concentration. The Company continues to take steps to create a larger client base, while continuing to benefit from the already strong long term association it shares with its current customers.
- **Risks from Competition:** Aggressive focus on infrastructural development has created opportunities and also increased competition in the logistics and equipment hiring businesses.
- **Ability to pass on increasing cost:** Ability to pass on increasing cost in a timely manner depends upon the demand supply situation and competitive activities and there has been a general reluctance as seen in the past, to make significant price hikes.
- **Liquidity Crunch:** The infrastructure development is directly dependent on the availability of capital. With the recent escalating NPAs of the public and private sectors banks, there exists the risk of liquidity crunch for our clients thereby putting a risk to our liquidity.
- **Monsoon:** Infrastructure development, to some extent, runs the risk in case of above normal monsoon. With normal monsoon and infra spending from the government, we expect both the logistics and equipment hiring industries to grow in double digit percentage terms in near future.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control systems provide for well-defined policies, guidelines and authorizations and approval procedures. The Company has imbibed internal control procedures commensurate with operations and capacities. These business procedures ensure optimum use and protection of the resources, to ensure that all assets are safeguarded against loss

from unauthorized use or disposition. . In addition the Company also has an Audit Committee to interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, Financial reporting and internal controls.

#### **FINANCIAL PERFORMANCE REVIEW**

The key highlights of financial performance of standalone basis are as under:

- The Total Revenue for FY 2019-20 stood at INR 115.12 crores as against INR 101.68 Crores in FY 2018-19.
- The Earnings before interest, tax, depreciation and amortization (EBITA) went up by 66.54% to INR 35.59 Crores in the year ended March 31, 2020 as against INR 21.37 Crores in the year ended March 31, 2019.
- The profit before tax (PBT) went up by 59.39% to INR 10.52 Crores in the year ended March 31, 2020 as against INR 6.60 Crores in the year ended March 31, 2019.
- The Profit After Tax (PAT) went up by 67.79% to INR 7.97 Crores in the year ended March 31, 2020 as against INR 4.75 Crores in the year ended March 31, 2019.

#### **MATERIAL DEVELOPMENTS IN HUMAN RELATIONS / INDUSTRIAL RELATIONS**

The Company believes that its employees are the key to driving sustainable performance and developing competitive advantage. Your company has transparent processes for rewarding performance and retaining the talent. The company has in place a system of rewarding monthly by the name of 'STAR PERFORMER' based on the performance of the employee. The Company acknowledges that its principal asset is its employees and believes in establishing and building a strong performance and professional culture amongst its employees with greater sense of accountability and responsibility. The focus is on development of employees at professional and personal levels using a pioneering, integrated approach to all its employees. The industrial relations within the Company have remained harmonious throughout the year.

#### **RISK MANAGEMENT AND GOVERNANCE**

The company recognizes that effective risk management is crucial to its continued profitability and long-term sustainability of its business. The company is committed to adopt good corporate governance, which promotes the long-term interests of all stakeholders, creates self-accountability across its management and helps built trust in the Company. A robust internal financial control system forms the backbone of our risk management and governance. In line with our commitment to provide sustainable returns to our stakeholders, your company has formalized clearly defined systems to manage its risks within acceptable limits by using risk mitigating techniques and have framed policies for timely addressing key business challenges and leveraging of business opportunities.

#### **DISCLAIMER**

Management Discussion and Analysis detailing the Company's objectives, outlook and expectations have "forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied depending upon global and Indian demand supply conditions, changes in Government regulations, tax regimes and economic developments within India and overseas.

**On behalf of the Board of Directors**

**Tara Chand Logistic Solutions Limited**

**SD/-**

**Vinay Kumar**

**Chairman & Managing Director**

**DIN:00151567**

**Add: C/O: 342 Industrial Area, Phase I,**

**Chandigarh - 160002**

**Date: August 29, 2020**

**Place: Chandigarh**

## Annexure D

**CORPORATE GOVERNANCE REPORT**

Pursuant to Chapter IV read with Schedule V ,Part C of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015

**CORPORATE GOVERNANCE PHILOSOPHY:**

The company has over the years followed best practices of Corporate Governance. Corporate governance is not only about ensuring compliance with regulatory requirements but also by being responsible and ensuring satisfaction to the needs of the stakeholders. It is the set of processes, customs, policies, rules, regulations and laws, by which companies are managed in the best interest of the stakeholders. Corporate Governance is related to satisfy the spirit of the law and not just the letter of law. Corporate Governance standards should go beyond the law. The Company believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholder's value. These practices delineate the way business is conducted and value is generated.

Besides complying with legal requirements, Tara Chand has also adopted best practices and set responsible standards of business. Good Corporate Governance practices have led the Company to raise its standards beyond compliances and foster commitment through-out the Company to adhere to these practices. Tara Chand continues to benchmark itself and strives to meet the expectations of all its stakeholders and a significant tool for stakeholder's protection and maximization of their long-term values. The business Strategies, Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades are manifest in awards & recognitions, governance processes and an entrepreneurial performance focused work environment.

This report, along with the report of Management Discussion and Analysis and additional information for the shareholders in the foregoing paras, constitutes Tara Chand's compliances with Regulation 34 Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**BOARD OF DIRECTORS:****Composition:**

The Board of Directors includes optimum combination of the Executive and Non-Executive Directors so as to ensure proper governance and management. The Company also has one woman director i.e. Mrs. Prerna Sandeep Agarwal. The Corporate Governance principles of the Company have been formulated to ensure that the Board remains informed, independent and participates actively in the affairs of the Company. The Company also strives to enhance stakeholders' value by taking measures to continuously improve Corporate Governance standards. The Directors at Tara Chand Logistic Solutions Limited possess the highest personal and professional ethics, integrity and values and are committed to represent the long-term interest of the stakeholders.

In terms of the Company's Corporate Governance Policy, all statutory and other significant material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company. Composition of Board is as follows.

**Composition of Board as on March 31, 2020:**

Category	No. of Directors	Percentage of Total Number of Directors
Executive Directors	3	42.86
Non-Executive Directors	4	57.14
<b>Total</b>	<b>7</b>	<b>100</b>

The Company has thus complied with the requirement of having at least fifty percent of the Board members comprising of Non-executive Directors. Following are the status as on March 31, 2020.

The Board of your Company comprises of seven Directors as on March 31, 2020. The name and categories of Directors, the number of Directorships, Committee positions held by them in the companies and shares held by them are given below. None of the Director is a Director in more than 10 public limited companies (as specified in section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time

Director in any listed company (as specified in Regulation 25 of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

Name of Director*	Category	**No. of Directorship (As on 31.03.2020)	No. of committee positions in Mandatory Committees (As on 31.03.2020)#		No. of shares held in the Company as on March 31, 2020
			Chairman	Member	
Mr. Vinay Kumar	Executive	One	1	1	81,29,680
Mr. Ajay Kumar	Executive	Two	-	2	16,94,500
Mr. Himanshu Aggarwal	Executive	One	-	-	2,000
Mrs. Prerna Agarwal	Non-Executive Director	-	1	2	94,800
Mr. Sant Kumar Joshi	Independent Non-Executive Director	-	-	3	-
Mr. Niranjana Roy	Independent Non-Executive Director	-	2	-	-
Mr. Siddhartha SenGupta	Independent Non-Executive Director	Four	-	4	-

\* Mr. Vinay Kumar, Mr. Ajay Kumar, Mr. Himanshu Agrawal and Mrs. Prerna Agrawal are Promoter-Shareholders of the Company.

\*\*Excludes Directorship held in Tara Chand Industries Limited, Foreign Companies, Companies formed under Section 25 of the Companies Act, 1956 & Section 8 of the Companies Act, 2013 and Directorship held as an alternate Director.

#Committee includes Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility (CSR) Committee. It also includes Membership/Chairmanship of Tara Chand Logistic Solutions Limited.

#### Meetings and Attendance:

During the financial year ending on March 31,2020, 05 (Five) Meetings of the Board of Directors were held as follows and gap between two meetings were well within a period of 120days:

No.	Date of Board Meeting	Board Strength	Number of Directors Present
1	30/04/2019	6	6
2	23/07/2019	7	7
3	01/11/2019	7	5
4	23/01/2020	7	7
5	20/03/2020	7	6

The attendance at the Board Meetings and at the Annual General Meeting(AGM)during the financial year is as follows:

No.	Name of Directors	No. of Board Meetings Attended	Attendance at Last AGM
1	Mr. Vinay Kumar	5	Yes
2	Mr. Ajay Kumar	5	Yes
3	Mr. Himanshu Aggarwal	5	Yes
4	Mr. Sant Kumar Joshi	3	Yes
5	Mrs. Prerna Sandeep Agarwal	4	No
6	Mr. Niranjana Kumar Roy	5	Yes

No.	Name of Directors	No. of Board Meetings Attended	Attendance at Last AGM
7	Mr. Siddhartha SenGupta	4	Yes

#### FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Policy of the program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and other related matters has been adopted by the Company and are uploaded on website [www.tarachandindia.in](http://www.tarachandindia.in)

#### DIRECTORS RELATION INTER-SE:

Except as depicted below, none of the directors of the Company are related to each other.

No.	Name of Directors	Related to	Nature of Relationship
1	Vinay Kumar	Ajay Kumar	Brother
		Himanshu Aggarwal	Son
		Perna Sandeep Agarwal	Daughter in law
2	Ajay Kumar	Vinay Kumar	Brother
3	Himanshu Aggarwal	Vinay Kumar	Father
4	Perna Sandeep Agarwal	Vinay Kumar	Father in law

#### NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTOR:

Number of shares held by non-executive Directors of the Company upto the financial year ended on 31<sup>st</sup> March, 2020 are prescribed in MGT-9, members of the Company are requested to review same. Further, please take a note that Company has not issued any convertible instruments to any person.

#### COMMITTEES OF THE BOARD:

Currently, there are Four Committees of the Board such as

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination & Remuneration Committee and
4. Corporate Social Responsibility Committee.

The terms of reference to the Board Committees are determined by the Board from time to time. All four committees have been constituted by the Board of Directors under applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') in their meeting held on December 20, 2017.

#### AUDIT COMMITTEE:

##### Brief description of Terms of Reference:

The roles, powers and functions of Audit Committee specified by the Board are in conformity with the requirements of Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. Terms of reference of the Committee includes inter-alia;

- a) Overseeing the Company's financial reporting process to ensure disclosure of financial information as per the requirements of Stock Exchange and the Company Law requirements and to ensure that the financial statements are correct, sufficient and credible.
- b) Review and examination of quarterly, half yearly and annual financial statements and the auditors' report thereon before submission to the Board for approval.
- c) Review of Management Discussion & Analysis of financial condition and results of operations, statement of significant related party transactions.

- d) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and Internal Auditor and the fixation of audit fees and terms of appointment.
- e) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- f) Approval or any subsequent modification of transactions of the Company with related parties.
- g) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- h) Review of adequacy of internal control systems, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit and further recommending to the Internal Auditors the nature and scope of internal audit. Evaluation of risk management systems.
- i) Scrutiny of inter-corporate loans and investments.
- j) Valuation of undertakings or assets of the company, wherever it is necessary.
- k) Review of reports of Statutory and Internal Auditors and replies of the management thereof.
- l) Reviewing, with the management, the statement of uses/application funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- m) Review of the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting them to the Board.
- n) Review of the annual financial statements with the management before submission to the Board for approval, with particular reference to:
- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report.
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Compliance with listing and other legal requirements relating to financial statements,
  - Disclosures of any Related Party Transactions
  - Qualifications in the draft audit report
  - Significant adjustments made in the financial statements arising out of audit findings
  - Major accounting entries involving estimates based on exercise of judgment of management
- o) Review of management representation letters to be issued to the Statutory Auditors.
- p) Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- q) Reviewing compliances as regards the Company's Whistle Blower Policy.
- r) Approval of the appointment of the Chief Financial Officer (CFO) of the Company after assessing the qualifications, experience & background, etc. of the Candidate.
- s) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- t) Management discussion and analysis of financial condition and results of operations.
- u) Management Letter/Letter's of internal control weaknesses issued by the statutory auditors.
- v) Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- w) Statement of deviations, if any.
- x) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

**Composition of the Committee, Name of the Members and the Chairman and Attendance:**

As on March 31, 2020, the Audit Committee comprises of four Directors as members of the Committee and majority are of Independent Directors. The Chairman of the Committee is an Independent Director. The Chairman and other Members of the Committee are having ability to read and understand financial statement. Besides, all members have knowledge of finance, accounting and law. During the year ended 31<sup>st</sup> March, 2020 the Audit Committee met Four Times i.e. on 30/04/2019, 23/07/2019, 01/11/2019 and 23/01/2020.

Composition of the Audit Committee as on March 31, 2020 and status of the attendance of members were as follows:

**Composition of Committee as on March 31, 2020:**

Name of the Directors	Position	Meetings held	Meetings attended
Mr. Niranjan Kumar Roy	Chairman	4	4
Mr. Sant Kumar Joshi	Member	4	3
Mrs. Prerna Sandeep Agarwal	Member	4	3
Mr. Siddhartha SenGupta	Member	3	3

Company Secretary of the Company acts as a Secretary to the Committee.

**NOMINATION AND REMUNERATION COMMITTEE:**

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 read with part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**i) Terms of Reference:**

The Nomination and Remuneration Committee is empowered to determine, inter-alia, include the following:

- a) Formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) Carry out evaluation of every Director's performance.
- e) Recommend to the Board the appointment and removal of Directors and Senior Management.
- f) Recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel, Senior Management and other employees.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) Devise a policy on Board diversity.
- i) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- j) Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- k) Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non-Executive Directors.
- l) Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
- m) Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- n) Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- o) Perform such other functions as may be necessary or appropriate for the performance of its duties.

- p) Extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- q) recommend to the board, all remuneration, in whatever form, payable to senior management.

#### Composition, Name of the Member, Chairman and Attendance at Meeting:

As on March 31, 2020, the Nomination and Remuneration Committee comprises of four Directors. The Chairman of the Committee is a Non-Executive and Independent Director.

During the Year ended 31<sup>st</sup> March, 2020 the Nomination and Remuneration Committee met three times i.e. on 30/04/2019, 23/07/2019 and 23/01/2020.

Composition of the Nomination and Remuneration Committee as on March 31, 2020 and status of the attendance of members were as follows:

#### Composition of Committee as on March 31, 2020:

Name of the Directors	Position	Meetings held	Meetings attended
Mr. Niranjana Kumar Roy	Chairman	3	3
Mr. Sant Kumar Joshi	Member	3	3
Mrs. Prerna Sandeep Agarwal	Member	3	3
Mr. Siddhartha SenGupta	Member	2	2

Company Secretary of the Company acts as a Secretary to the Committee.

#### NOMINATION AND REMUNERATION POLICY:

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The said Policy of the Company, *inter alia*, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The said Policy also includes criteria for making payments to Non-Executive Directors. The policy is available at [www.tarachandindia.in/policies](http://www.tarachandindia.in/policies)

#### STAKEHOLDERS RELATIONSHIP COMMITTEE:

In compliance with the Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013, the Company has Stakeholders Relationship Committee.

The Committee comprises four directors as members. Mrs. Prerna Sandeep Agarwal, Non-Executive Director is the Chairperson of the Committee. Company Secretary of the Company acts as a Secretary to the Committee.

Stakeholders Relationship Committee meeting met one times for the financial year ended March 31, 2020 i.e. on 30/04/2019

Composition of the Stakeholders Relationship Committee as on March 31, 2020 and status of the attendance of members were as follows:

#### Composition of Committee as on March 31, 2020:

Name of the Directors	Position	Meetings held	Meetings attended
Mrs. Prerna Sandeep Agarwal	Chairperson	1	1
Mr. Vinay Kumar	Member	1	1
Mr. Ajay Kumar	Member	1	1
Mr. Siddhartha SenGupta	Member	0	0

**COMPLAINTS/REQUEST RECEIVED FROM SHAREHOLDERS DURING THE YEAR AND ITS STATUS:**

Status of Complaints received during the above mentioned period are as follows:

Received during the period	Nil
Disposed during the period	Nil
Pending at the end of the period	Nil

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

In Compliance with Section 135 of the Companies Act, 2013 and rules made thereunder, the Company has Corporate Social Responsibility Committee.

The Committee comprises four directors as members. Mr. Vinay Kumar, Executive Director is the Chairman of the Committee. Company Secretary of the Company acts as a Secretary to the Committee.

Corporate Social Responsibility Committee meeting was held two times for the financial year ended 2019-20 i.e. on 30/04/2019 and 01/11/2019.

Composition of the Corporate Social Responsibility Committee as on March 31, 2020 and status of the attendance of members were as follows:

Name of the Directors	Position	Meetings held	Meetings attended
Mr. Vinay Kumar	Chairman	2	2
Mr.Sant Kumar Joshi	Member	2	1
Mr. Ajay Kumar	Member	2	2
Mr.Siddhartha SenGupta	Member	1	1

Company Secretary of the Company acts as a Secretary to the Committee.

**REMUNERATION TO DIRECTORS:****a. Sitting Fees to Independent Director/Pecuniary relationship with Non-Executive Director:**

During the financial year 2019-2020, the Company had paid sitting fees to the Non –Executive Independent Directors of the Company, Mr.Sant Kumar Joshi, Mr. Niranjana Kumar Roy and Mr.Siddhartha SenGupta at the rate of Rs. 10,000/- per meeting of the Board and Committee thereof.

Mrs. Prerna Sandeep Agarwal, Non-Executive director of the Company has been paid sitting fees at the rate of Rs.10,000/- for the meetings of the board or committee thereof held during the F.Y. 19-20.

**Remuneration to Executive Directors:**

During the financial year 2019-20, the Company has paid remuneration to all its Executive Directors. Details of the remuneration including other benefits, stock options, bonuses have been disclosed in extract of Annual Return in 'Form MGT-9' which is part of Board Report.

**GENERAL BODY MEETINGS:**

The Annual General Meetings ('AGMs') of the Company have been held at the registered office of the Company at 342, Industrial Area Phase I – 160002, Chandigarh, India except the last two Annual General Meeting held on 28<sup>th</sup> September, 2018 for the financial year 2017-18 and Annual General meeting held on 23<sup>rd</sup> August, 2020 which was held at Fern Residency, 28/8, Phase II, Industrial & Business Park, Chandigarh – 160002 at the time and date given below:

Year	Day & Date	Time	Special Resolution passed
2016-17	Tuesday, 19 <sup>th</sup> September, 2017	11:00a.m.	No Special Resolution Passed
2017-18	Friday, 28 <sup>th</sup> September, 2018	10:30 a.m.	Special Resolutions passed: 1. To authorize the Board of directors to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs. 100 crores (Rupees One hundred Crores Only) 2. To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 100 crores (Rupees One hundred Crores Only)
2018-19	Friday, 23 <sup>rd</sup> August, 2019	10:30 a.m.	Special Resolutions passed: 1. Re-appointment of Mr.Niranjan Kumar Roy (DIN: 06950384) as an Independent Director of the company for the term of three years.

No resolution was passed through postal ballot in last year. Resolution(s), if any, to be passed through Postal Ballot during the financial year 2020-21 will be taken up as and when necessary.

**MEANS OF COMMUNICATION:**

- The quarterly (voluntary), half yearly and annual results of the Company are displayed on Company's website at [www.tarachandindia.in](http://www.tarachandindia.in) right after their declaration of stock exchange.
- During the Financial Year 2019-20, the Company has not displayed its results in any official news releases but the Company has nominated for various awards and won many of them.
- Being Listed at SME Exchange, the requirements of publication of financial results in newspapers pursuant to regulation 47 of Listing Regulation is not applicable to the Company.

**GENERAL SHAREHOLDER'S INFORMATION:****(a) Particulars of ensuing Annual General Meeting:**

<b>Venue</b>	The Company is conducting AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
<b>Time</b>	11:00 A.M.
<b>Day</b>	Wednesday
<b>Date</b>	30 <sup>th</sup> September, 2020
<b>Financial Year ended</b>	March 31, 2020
<b>Dividend Payment Date</b>	Not Applicable

**(b) Stock Exchanges where shares are listed:**

Name and address of the stock exchange	ISIN
<b>National Stock Exchange of India Ltd. (NSE)</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No - 'C' Block, G Block Bandra — Kurla Complex, Bandra (E), Mumbai-400051	INE555Z01012

Annual Listing Fees for 2020-2021 has been paid by the Company.

**(c) Stock Market data:**

- (i) **Monthly high and low quotations of the Company's shares on NSE during the financial year 2019-2020 are as follows-** During the Financial Year 2019-20 the market high and low quotations of the Company's shares on the SME Emerge portal were as under:

Year 2019-2020	NSE	
	High	Low
<b>April, 2019</b>	39.75	32.85
<b>May'2019</b>	43.75	35.6
<b>June'2019</b>	39.35	34
<b>July'2019</b>	42.35	33.5
<b>August'2019</b>	39.8	30.2
<b>September'2019</b>	34.7	30
<b>October'2019</b>	34.95	25.55
<b>November'2019</b>	36	27.5
<b>December'2019</b>	43	33.85
<b>January'2020</b>	42.5	36.3
<b>February'2020</b>	41.50	34.6
<b>March'2020</b>	37.05	21.1

**(d) Registrar and Transfer Agents:**

**M/s. Sharex Dynamic (India) Private Limited.**

C-101,247Park,LBS Marg,Vikhroli(West) Mumbai-400083

Tel No: 022 - 28515606/28515644

Fax : +91228512885

Email:[support@sharexindia.com](mailto:support@sharexindia.com)

Web Add: [www.sharexindia.com](http://www.sharexindia.com)

**(e) Share Transfer System:**

The Company's shares being in Demat mode are transferable through the depository system. In case any Shares are in physical form, same are transferable through Company's Registrar & Share Transfer Agent.

**(f) Compliance Officer:**

Ms. Nishu Kansal

Company Secretary

Add; 342, Industrial Area, Phase I, Chandigarh-160002, India

0172-2650380 / 0172-2654928

Email: [cs@tarachandindia.in](mailto:cs@tarachandindia.in)**(g) Distribution of Shareholding as on March 31,2020:**

Range	Number of Holders	% to Total Holders	Shareholding (Shares)	% to Total Capital
1-100	-	-	-	-
101 - 200	-	-	-	-
201- 500	-	-	-	-
501 - 1000	2	0.375	1664	0.012
1001 - 5000	474	88.764	997336	7.309
5001 -10000	16	2.996	124302	0.911
10001-100000	32	5.993	1027498	7.530
100001 and above	10	1.873	11494180	84.237
<b>TOTAL</b>	<b>534</b>	<b>100</b>	<b>13644980</b>	<b>100</b>

**(h) Status of dematerialization of shares and liquidity as on March 31, 2020:**

Details	No. of shares	% of Share Capital
Nationalized Securities Depository Ltd.	11,92,000	8.74%
Central Depository Services (India) Ltd.	1,24,52,980	91.26%
<b>Total dematerialized</b>	<b>1,36,44,980</b>	<b>100%</b>
Physical	-	-
<b>Total</b>	<b>1,36,44,980</b>	<b>100%</b>

**(i) Outstanding GDR/ ADR/ Warrants,any Convertible Instruments, Conversion dates and its likely impact on the equity:**

Your Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on March 31, 2020.

**(j) Commodity Price Risk or Foreign Exchange Risk or Hedging Activities:**

During the year under review, the Company has managed the foreign exchange risk and hedging activities internally.

**(k) Location:**

No.	Location	Address
1.	Mumbai (Corporate Office)	Hotel PallaviAvida, Site No.6, Sector-10E, Roadpali-Kalamboli, Navi-Mumbai - 410218
2.	Chandigarh	Plot No.342,Industrial Area Phase-1, Chandigarh-160002
3.	Bangalore	35,Penddanna Reddy Layout, Near Hormavu Junction Banaswaddi Ring Road Behind M.K Retail Bangalore-560043
4.	Jamnagar	Tls Complex ,Plot No-19-20,Motikhavadi Jamnagar-361140,Gujrat
5.	Vishakhapatnam	Azad Manjil,D-No.27-3-178, 5 <sup>th</sup> Line,Official Colony Srinagar,Gajuwaka Visakhapatnam-530026

**(l) Address for Investor Correspondence:**

No.	For Shares held in Physical Form in case if any.	For Shares held in Demat Form
1.	<b>M/s. Sharex Dynamic (India) Private Limited.</b> C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 Tel No: 022 - 28515606/28515644 Fax : +91228512885 Email: <a href="mailto:support@sharexindia.com">support@sharexindia.com</a> Web Add: <a href="http://www.sharexindia.com">www.sharexindia.com</a>	<b>To Respective Depository Participant</b>
2.	<b>Registered Office:</b> <b>Tarachand Logistic Solutions Limited</b> 342, Industrial Area Phase I – 160002, Chandigarh, India. Email: <a href="mailto:cs@tarachandindia.in">cs@tarachandindia.in</a> Tel: 0172-2650380 / 0172-2654928 Web: <a href="http://www.tarachandindia.in">www.tarachandindia.in</a>	

**DISCLOSURES:****(a) Disclosure on Related Party Transactions:**

Related Party transactions during the year have been disclosed in the Notes to Financial Statements forming part of this Annual Report. The same were placed before the Audit Committee for review from time to time as required. None of these transactions have any potential conflict with the interests of the Company.No related party transaction was outside the normal course of business of the Company and all related party transactions were entered on arm's length basis.

**(b) Details of non-compliance by the Company,penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities or any matter related to capital markets during the last three years:**

During the F.Y. 2019-20, no penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities on any matter relating to capital markets.

**(c) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee:**

The Company has adopted the Whistle Blower Policy and placed it on the website of the Company.During the period under review,no personnel of the Company have been denied access to the Audit Committee on any issue falling under the said policy.

**(d) Details of compliance with the mandatory requirements and adoption of the non-mandatory requirements:**

The company has generally complied with all the mandatory requirements as stipulated under ChapterIV of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 with the Stock Exchanges.

**Non-Mandatory Requirements:**

- The Company has a practice of announcement of its quarterly results on voluntary basis. The results, as approved by the Board of Directors (or Committees thereof) are first submitted to Stock Exchange within 30 minutes (under Regulation 30 of the Listing Regulations) of the approval of the results.
- During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.

**(e) Material Subsidiary/(ies):**

Since, the Company does not have any Subsidiary, hence the policy for determining 'material subsidiary' is not adopted.

**(f) Policy on Dealing with Related Party Transactions:**

Policy for consideration and approval of Related Party Transactions of the Company can be accessed from the following weblink: [www.tarachandindia.in/policies](http://www.tarachandindia.in/policies)

**(g) Adoption of Part-E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

As on 31st March, 2020, the office of the Chairman of the Company is held by Executive Director and he is entitled to maintain a chairperson's office at listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.

The quarterly and half yearly declaration of financial statements is available on the website of the Company. <http://tarachandindia.in/financial-results/>

The Auditor has Unmodified Opinion on financial statement for F.Y. 2019-20.

Internal Auditor generally present her report on internal financial control in the Audit Committee Meetings of the Company.

**(h) Evaluation:**

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise will be carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. The policy for performance evaluation of Board of Directors including Committees of Director, Individual Director, and Independent Director has been disclosed on the Company's website: [www.tarachandindia.in/policies](http://www.tarachandindia.in/policies)

**(i) Disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46:**

Since, the Company is Listed at SME Exchange of National Stock Exchange, Hence, compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are not applicable to the Company.

**DECLARATION UNDER REGULATION 17 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

As provided under regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the code of Conduct for Board of Directors and Senior Management for the year ended March 31, 2020.

**DISCLOSURE RELATING TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2019-2020 are as under:

- Number of complaints filed during the financial year: 0
- Number of complaints disposed of during the financial year: 0
- Number of complaints pending as on end of the financial year: 0

**FEES OF AUDITOR:**

Total fees of Rs.7,00,000/- (Rupees Seven Lacs ) for financial year 2019-20 for all services, was paid by the Company to the statutory auditor.

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE:**

Pursuant to sub-regulation 2 of regulation 15 of Chapter IV of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015,Compliance of provision of Corporate Governance is not applicable to the Company. Hence, the Company has not obtained the Compliance Certificate on Corporate Governance from the Auditor/Company Secretary in Practice as per the provisions of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015.

**On behalf of the Board of Directors**

**Tara Chand Logistic Solutions Limited**

**SD/-**

**Vinay Kumar**

**Chairman & Managing Director**

**DIN:00151567**

**Add: C/O: 342 Industrial Area, Phase I,**

**Chandigarh - 160002**

**Date: 29 August, 2020**

**Place: Chandigarh**

## Annexure E

## CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES PURSUANT TO SECTION 135 OF THE COMPANIES ACT , 2013

**1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

The CSR initiatives of the Company aim towards inclusive development of communities through a range of social interventions ,enhancing skills and building ,social infrastructure to improve their livelihood . Our CSR approach mainly focuses on:

- a) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled .
- b) Training to promote nationally recognised sports.
- c) Ensuring environmental sustainability and animal welfare.
- d) Contributing to help eradicate hunger and poverty.
- e) Contributing to health care services .

**2. The Composition of the Corporate Social Responsibility Committee(CSR Committee)**

- a) Vinay Kumar - Chairman
- b) Ajay Kumar - Member
- c) Mr. Sant Kumar Joshi - Member
- d) Mr. Siddhartha SenGupta - Member

**3. Average net profit of the Company for the last three financial years: Rs.5,67,86,428/-**

**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): The company is required to spend 2% of last three years average net profit: Rs.11,35,729/-**

**5. Details of CSR spending during the financial year:-**

- a) Total amount to be spent for FY 2019-20: Rs.1135729/-
- b) Amount unspent ,if any :Rs.865729/-
- c) Amount actually spent : Rs. 2,70,000/-
- d) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector	Location	Amount outlay (budget) project or program wise	Amount spent on the project or programs	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing Agency
1.	Education and employment enhancing vocational skills	Education	Panchkula	Rs.2,00,000/-	Rs.2,00,000/-	Rs.2,00,000/-	Implementing Agency
2.	Training Students- Nationally Recognised Sports	Sports	Chandigarh	Rs.50,000/-	Rs.50,000/-	Rs.50,000/-	Implementing Agency
3.	Food to animals	Animal Welfare	Chandigarh	Rs.20,000/-	Rs.20,000/-	Rs.20,000/-	Implementing Agency
	<b>Total</b>			<b>Rs.2,70,000/-</b>	<b>Rs.2,70,000/-</b>	<b>Rs.2,70,000/-</b>	

\*Details of the Implementing Agencies: Industrial Training Institute-Panchkula, Chandigarh Badminton Association, Gauri Shankar Sewa Dal-Chandigarh

6. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof ,the Company shall provide the reasons for not spending the amount in its Board Report:** Lack of genuine projects/activities. However,your Company has taken care of certain amendments to Section 135 of the Companies Act,2013 pursuant to The Companies (Amendment )Act,2019 which are in the pipeline and are yet to be notified by the Ministry based on which the company would take/already taking a suitable decision to spend rest of the amount in extremely genuine/suitable projects by 30<sup>th</sup> September,2020.

7. **CSR committee responsibility statement:**

CSR Committee confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and policy of the Company.

**On behalf of the Board of Directors**

**Tara Chand Logistic Solutions Limited**

**SD/-**

**Vinay Kumar**

**Chairman & Managing Director**

**DIN:00151567**

**Add: C/O: 342 Industrial Area, Phase I,**

**Chandigarh - 160002**

**Date: 29th August, 2020**

**Place: Chandigarh**

SANGEET KUMAR & ASSOCIATES  
CHARTERED ACCOUNTANTS  
S.C.O-59, TOP FLOOR SECTOR-32 C & D CHANDIGARH-160031

Phone: - 0172-4669496  
Mobile No: - 9814669496  
Email: - skachd32@gmail.com

## INDEPENDENT AUDITORS' REPORT

To,  
The Members of Tara Chand Logistic Solutions Limited,

### Report on the Financial Statements

We have audited the accompanying financial statements of **TARA CHAND LOGISTIC SOLUTIONS LIMITED** ("the Company"), which comprise the Balance Sheet as at **31/03/2020**, the Statement of Profit and Loss, **the cash flow statement** for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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 **31/03/2020**, and its **Profit and its cash flows** for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditors' 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 A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and **the cash flow statement** dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2020** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2020** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**Date:-30<sup>th</sup> April 2020**

**Place: - Chandigarh**

**For Sangeet Kumar & Associates**

**Chartered Accountants**

**Reg No:-011954N**

**Sd/-**

**Dheeraj Kumar Garg**

**Partner**

**M.no-533845**

**ANNEXURE - A****Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016)  
for the year ended on 31st March 2020**

To,

The Members of Tara Chand Logistic Solutions Limited,

**1. In Respect of Fixed Assets**

- (A) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (B) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
- (C) The title Deeds of immovable properties are held in the name of company

**2. In Respect of Inventories**

Physical verification of inventory has been conducted at reasonable intervals by the management.

**3. Compliance under section 189 of The Companies Act, 2013**

As informed, the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

- (A) In our opinion and according to the information and explanations given to us. The rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest to the company.
- (B) In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest have been regular.
- (C) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013.

**4. Compliance under section 185 and 186 of The Companies Act , 2013**

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

**5. Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits**

The company has not accepted any Deposits.

**6. Maintenance of cost records**

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

**7. Deposit of Statutory Dues**

According to the records of the company and information and explanation given to us, the is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.

There is no dispute with the revenue authorities regarding any duty or tax payable.

**8. Repayment of Loans and Borrowings**

Based on our audit procedures and according to the information and explanation given to us by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institution, bank or Government.

**9. Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

The company has not raised any money by way of initial public offer or further public offer {including debt instruments} during the year. Hence this clause is not applicable.

**10. Reporting of Fraud During the Year**

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

**11. Managerial Remuneration**

Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

**12. Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

As per information and records available with us The Company is not Nidhi Company.

**13. Related party compliance with Section 177 and 188 of companies Act – 2013**

In our opinion and according to the information and explanation given to us by the management, All 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 applicable accounting standards.

**14. Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

According to the records of the company and information and explanation given to us, The Company has made private placement of shares during the year and complied with the section 42 of the companies Act-2013

**15. Compliance under section 192 of Companies Act – 2013**

The company has not entered into any non-cash transactions with directors or persons connected with him.

**16. Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

**Date:-30<sup>th</sup> April 2020**

**Place: - Chandigarh**

**For Sangeet Kumar & Associates**

**Chartered Accountants**

**Reg No:-011954N**

**Sd/-**

**Dheeraj Kumar Garg**

**Partner**

**M.no-533845**

## **“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of TARA CHAND LOGISTIC SOLUTIONS LIMITED Company limited**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of TARA CHAND LOGISTIC SOLUTIONS LIMITED Company Limited (“The Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

**Date:-30<sup>th</sup> April 2020****Place: - Chandigarh****For Sangeet Kumar & Associates****Chartered Accountants****Reg No:-011954N****Sd/-****Dheeraj Kumar Garg****Partner****M.no-533845**

## **NOTE – 1- NOTES TO THE FINANCIAL STATEMENT & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **I. HISTORY:-**

TARA CHAND LOGISTIC SOLUTIONS LIMITED is a unique integrated facility established in year February, 2012 and is engaged in providing cargo handling and logistic services. Its equity shares are listed in India on National Stock Exchange (NSE). The Company has complied with the Accounting Standards as applicable to such a Company.

### **II. ACCOUNTING POLICIES:-**

#### **(i) Basis of preparation of financial statements:-**

The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India. The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended), the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### **(ii) Basis of Accounting:-**

Transactions are recorded on accrual basis of accounting. Accrual Accounting allows for revenue to be recognized when earned and expenses to be recognized when Goods or Services are received.

#### **(iii) Use of Estimates:-**

The preparation of financial statements requires certain estimates & assumptions to be made that effect the reported amount of assets/liabilities as on the date of financial statement and the reported amounts of revenues and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/ materialized.

#### **(iv) Revenue Recognition:-**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes provision of services. Revenue from operations also includes profit/loss on sale of equipments, because it is in ordinary course of business to dispose-off the obsolete equipments and to replace them with the new equipments.

#### **(v) Fixed Assets:-**

Fixed assets are stated at cost net of cenvat & less accumulated depreciation. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits.

#### **(vi) Impairment of Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its Recoverable Amount.

Recoverable Amount is higher of an asset's Net selling price or its Value in Use. Value in Use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net Selling Price is the amount obtainable from the sale of an asset in an arms length transaction between knowledgeable, willing parties, less the cost of disposal.

An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

#### **(vii) Depreciation:-**

Depreciation on tangible fixed assets and intangible assets is provided on the Written Down value method as per the rates prescribed under Part 'C' of Schedule II of the Companies Act, 2013 which is also as per the useful life of the assets estimated as prescribed under Part 'C' of Schedule II of the Companies Act, 2013. But, useful life of some Equipments/Cranes is taken as 20 years as confirmed by OEM.

**(viii) Borrowing Cost:-**

Borrowing costs attributable to the acquisition or construction of qualifying asset are capitalized as a part of cost of such asset up to the date when such asset is ready for its intended use. All other borrowing costs are charged to revenue.

**(ix) Inventories:-**

Items of inventories are valued at cost or NRV whichever is less. Cost of inventories include cost of purchase, cost of conversion & other costs incurred in bringing them to their respective present location & condition, including octroi and other levies, transit insurance and receiving charges.

**(x) Foreign Currency Transactions**

- i. All transactions in foreign currency are recognized at the exchange rate prevailing on the date of the transaction.
- ii. Foreign currency monetary items are reported using the exchange rate prevailing at the close of the financial year.

Exchange differences arising on the settlement of monetary items or on the restatement of Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise. Foreign currency fluctuation related with capital expenditure has been capitalized with the related asset.

**(xi) Employee Benefit:-**

PROVIDENT FUND & E.S.I.- Retirement benefit in the form of PF & ESI is a defined contribution scheme & the contributions are charged to Profit & Loss account of the year when the contributions to the fund are paid/due. There is no other obligation other than the contributions to be remitted to Provident Fund and E.S.I Authorities. Further during the FY 2019-20, Provision for Gratuity is made on the basis of valuation report given by the Actuarial.

**(xii) Segment Reporting:-**

As the company engaged in three segments i.e. Transport & handling Services, Equipment Rental Services and Steel Processing & Distribution. So, the segment-wise financials is prepared in accordance with Accounting Standards 17 on Segment Reporting.

**(xiii) Claims:-**

In accordance with the consistent practice, insurance and other claims, to the extent considered recoverable, are accounted for in the year relevant to claim while the balance is accounted for on settlement.

**(xiv) Income Tax**

Current Income Tax liability is provided for in accordance with provisions of the Income Tax Act, 1961.

As per our report of even date attached

For SANGEET KUMAR & ASSOCIATES

Chartered Accountants

DHEERAJ KUMAR GARG

(PARTNER)

M.No. 533845

On behalf of the Board

TARA CHAND LOGISTICS SOLUTIONS LIMITED

VINAY KUMAR

(Director)

DIN:-00151567

AJAY KUMAR

(Director)

DIN:-00151477

Place: Chandigarh

Dated: 30.04.2020

<b>BALANCE SHEET AS ON 31st MARCH, 2020</b>				
	<b>PARTICULARS</b>	<b>Note No.</b>	<b>As at 31 March, 2020 (Amount in Rs)</b>	<b>As at 31 March, 2019 (Amount in Rs)</b>
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Shareholders' funds</b>			
	(a) Share capital	2	13,64,49,800	13,64,49,800
	(b) Reserves and surplus	3	38,74,33,998	32,01,18,297
	<b>Share application money pending allotment</b>		-	-
	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	4	55,56,44,609	26,26,90,903
	(b) Deferred tax liabilities (net)		2,61,07,746	1,59,65,286
	(c) Other long-term liabilities	5	44,06,57,591	25,84,75,445
	(d) Long-term provisions	6	22,40,157	12,24,720
	<b>Current liabilities</b>			
	(a) Short-term borrowings	7	30,38,40,033	25,04,52,018
	(b) Trade payables	8	4,67,01,905	2,93,87,816
	(c) Other current liabilities	9	4,58,87,143	6,85,97,648
	(d) Short-term provisions	10	1,54,60,000	1,35,96,000
	<b>TOTAL</b>		<b>1,96,04,22,983</b>	<b>1,35,69,57,933</b>
<b>II.</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	11	1,30,94,20,071	84,70,99,805
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Fixed assets held for sale		-	-
	(b) Non-current investments		-	-
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances		-	-
	(e) Other non-current assets	12	4,71,10,213	53,41,067
	<b>Current assets</b>			
	(a) Current investments		-	-
	(b) Inventories	13	3,36,96,551	3,25,07,503
	(c) Trade receivables	14	39,10,59,694	35,04,68,652
	(d) Cash and cash equivalents	15	9,20,72,374	5,39,51,121
	(e) Short-term loans and advances	16	1,49,03,044	2,13,84,773
	(f) Other current assets	17	7,21,61,036	4,62,05,012
	<b>Notes to the financial statement &amp; Summary of significant accounting policies</b>	1		
	<b>TOTAL</b>		<b>1,96,04,22,983</b>	<b>1,35,69,57,933</b>

Notes referred above form an integral part of the financial statements

For Sangeet Kumar & Associates  
Chartered Accountants  
(FRN-011954N)

For and on behalf of Board of Directors  
Tara Chand Logistic Solutions Limited

Dheeraj Kumar Garg  
M.NO.533845  
Partner

Vinay Kumar  
Managing Director  
DIN:-00151567

Ajay Kumar  
Director  
DIN:-00151477

Place : Chandigarh  
Date :-30.04.2020

Himanshu Aggarwal  
Chief Financial Officer  
DIN:-001806026

CS Nishu Kansal  
Compliance Officer  
PAN:-ATYPK9505F

<b>STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH, 2020</b>			
<b>PARTICULARS</b>	<b>Note No.</b>	<b>31.03.2020 (Amount in Rs)</b>	<b>31.03.2019 (Amount in Rs)</b>
Revenue from operations	18	1,14,67,52,255	1,00,96,56,366
Other Income	19	44,31,278	71,45,451
<b>Total Revenue</b>		<b>1,15,11,83,534</b>	<b>1,01,68,01,817</b>
<b>Expenses:</b>			
Cost of materials consumed			
Purchase of Stock-in-Trade	20	10,98,56,855	15,83,08,257
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	(20,07,521)	(1,01,69,956)
Employee benefit expense	22	23,43,49,453	21,43,50,983
Financial costs	23	7,86,60,807	4,72,53,745
Depreciation and amortization expense		17,20,08,632	10,03,90,944
Other expenses	24	45,30,60,379	44,06,26,865
<b>Total Expenses</b>		<b>1,04,59,28,604</b>	<b>95,07,60,838</b>
Profit before tax		10,52,54,929	6,60,40,979
Tax expense:			
Current tax		1,54,60,000	1,35,96,000
Deferred Tax		1,01,42,460	48,84,422
Tax Adjustment Relating to Earlier Years		-	99,324
Profit/(Loss) after tax for the period		<b>7,96,52,469</b>	<b>4,74,61,233</b>
<b>Earning per equity share:</b>			
(Par Value Per Share Rs.10)			
Basic		<b>5.84</b>	<b>3.48</b>
Diluted		<b>5.84</b>	<b>3.48</b>
<b>Notes to the financial statement &amp; Summary of significant accounting policies</b>	1		

Notes referred above form an integral part of the financial statements

For Sangeet Kumar & Associates  
Chartered Accountants  
(FRN-011954N)

For and on behalf of Board of Directors  
Tara Chand Logistic Solutions Limited

Dheeraj Kumar Garg  
M.NO.533845  
Partner

Vinay Kumar  
Managing Director  
DIN:-00151567

Ajay Kumar  
Director  
DIN:-00151477

Place : Chandigarh  
Date :-30.04.2020

Himanshu Aggarwal  
Chief Financial Officer  
DIN:-001806026

CS Nishu Kansal  
Compliance Officer  
PAN:-ATYPK9505F

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	For the year ended 31 March, 2020		For the year ended 31 March, 2019	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
<b>A. Cash flow from operating activities</b>				
Net Profit/(Loss) before extraordinary items and tax		10,52,54,929		6,60,40,979
<i>Adjustments for:</i>				
Depreciation and amortisation	17,20,08,632		10,03,90,944	
Provision for impairment of fixed assets and intangibles				
Amortisation of share issue expenses and discount on shares				
(Profit) / loss on sale / write off of assets	-1,87,86,067		-1,26,58,441	
Expense on employee stock option scheme				
Finance costs	7,86,60,807		4,72,53,745	
Interest income	-25,15,231		-41,68,290	
Dividend income				
Other non-operating (specify)-Securities & EMD's	-		-20,20,000	
Net (gain) / loss on sale of investments				
Rental income from investment properties				
Rental income from operating leases				
Share of profit from partnership firms				
Share of profit from AOPs				
Share of profit from LLPs				
Liabilities / provisions no longer required written back				
Adjustments to the carrying amount of investments				
Provision for losses of subsidiary companies				
Provision for doubtful trade and other receivables, loans and advances				
Provision for estimated loss on derivatives				
Provision for warranty				
Provision for estimated losses on onerous contracts				
Provision for Deferred Tax	-1,01,42,460		-48,84,422	
Provision for Gratuity	10,15,437		-9,59,128	
Taxation of earlier years	-		-99,324	

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020</b>				
<b>Particulars</b>	<b>For the year ended 31 March, 2020</b>		<b>For the year ended 31 March, 2019</b>	
	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>
Expenses Written off	1,60,87,347			
Provision for contingencies				
Tax Provision	-1,54,60,000		-1,35,96,000	
Other non-cash charges (specify)-MAT Credit Entitlement			1,46,168	
F&O Trading				
Net unrealised exchange (gain) / loss				
		22,08,68,465		10,94,05,253
Operating profit / (loss) before working capital changes		<b>32,61,23,394</b>		<b>17,54,46,232</b>
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	-11,89,048		-1,15,63,300	
Trade receivables	-4,05,91,042		-6,31,77,638	
Short-term loans and advances	64,81,729		-58,24,516	
Deferred Tax Asset	-		-	
Other current assets	-2,59,56,024		-1,89,85,654	
Other non-current assets	-4,17,69,146	-10,30,23,531		-9,95,51,108
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	1,73,14,089		-1,78,65,164	
Other current liabilities	-2,27,10,505		3,19,70,074	
Deferred Tax Liability	1,01,42,460		48,84,422	
Short-term provisions	18,64,000		8,81,000	
Long term Liabilities	18,21,82,147		16,14,99,835	
Long-term provisions		18,87,92,190		18,13,70,166
		41,18,92,054		25,72,65,290
Cash flow from extraordinary items		-		-
Cash generated from operations		41,18,92,054		25,72,65,290
Net income tax (paid) / refunds		-		-
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>41,18,92,054</b>		<b>25,72,65,290</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	For the year ended 31 March, 2020		For the year ended 31 March, 2019	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
<b>B. Cash flow from investing activities</b>				
Capital Expenditure on fixed assets	-68,33,30,110		-35,51,54,153	
Proceeds from sale of fixed assets	5,16,99,931		6,02,30,000	
Inter-corporate deposits (net)				
Long term Loans and Advances				
Bank balances not considered as Cash and cash equivalents				
- Placed				
- Matured				
Current investments not considered as Cash and cash equivalents				
- Purchased				
- Proceeds from sale				
Purchase of long-term investments				
- Subsidiaries				
- Associates				
- Joint ventures				
- Business units				
- Others				
Proceeds from sale of long-term investments				
- Subsidiaries				
- Associates				
- Joint ventures				
- Business units				
- Others				
Loans given				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Loans realised				
- Subsidiaries				
- Associates				

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020</b>				
<b>Particulars</b>	<b>For the year ended 31 March, 2020</b>		<b>For the year ended 31 March, 2019</b>	
	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>
- Joint ventures				
- Others				
Interest received				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others	25,15,231		41,68,290	
Dividend received				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others	-		-	
Rental income from investment properties				
Rental income from operating leases				
Amounts received from partnership firms				
Amounts received from AOPs				
Amounts received from LLPs		0		0
Cash flow from extraordinary items				
Net income tax (paid) / refunds				
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>-62,91,14,948</b>		<b>-29,07,55,863</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from issue of equity shares		-		
Proceeds from issue of preference shares				
Redemption / buy back of preference / equity shares				
Proceeds from issue of share warrants				
Share Issue Expenses				
Share application money received / (refunded)				
Proceeds from long-term borrowings	29,29,53,706			
Repayment of long-term borrowings			-7,65,94,146	
Net increase / (decrease) in working capital borrowings				

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020</b>				
<b>Particulars</b>	<b>For the year ended 31 March, 2020</b>		<b>For the year ended 31 March, 2019</b>	
	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>
Proceeds from other short-term borrowings	5,33,88,015		3,90,68,669	
Repayment of other short-term borrowings				
Finance cost	-7,86,60,807		-4,72,53,745	
Dividends paid	-1,02,33,735			
Tax on dividend	-21,03,033	25,53,44,147		-8,47,79,223
Cash flow from extraordinary items				
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>25,53,44,147</b>		<b>-8,47,79,223</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>3,81,21,253</b>		<b>-11,82,69,796</b>
Cash and cash equivalents at the beginning of the year		<b>5,39,51,121</b>		<b>17,22,20,917</b>
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
<b>Cash and cash equivalents at the end of the year</b>		<b>9,20,72,374</b>		<b>5,39,51,121</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet (Refer Note 19)				
<b>Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements (give details)</b>		<b>2,92,05,891</b>		<b>4,20,20,013</b>
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 19				
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current investments)				
<b>Cash and cash equivalents at the end of the year*</b>		<b>6,28,66,483</b>		<b>1,19,31,107</b>
* Comprises:				
(a) Cash on hand		6,68,777		30,36,939
(b) Cheques, drafts on hand		5,14,32,365		87,94,235
(c) Balances with banks				
(i) In current accounts		1,07,65,342		99,934
(ii) In EEFC accounts				
(iii) In deposit accounts with original maturity of less than 3 months				

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	For the year ended 31 March, 2020		For the year ended 31 March, 2019	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
(iv) In earmarked accounts (give details) (Refer Note (ii) below)				
(d) Others (specify nature)				
(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)				
<b>Notes:</b>				
(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.				
(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.				
<b>See accompanying notes forming part of the financial statements</b>				
<b>In terms of our report attached.</b>				

**For Sangeet Kumar & Associates**  
**Chartered Accountants**

**For and on behalf of Board of Directors**  
**Tara Chand Logistic Solutions Limited**

**Dheeraj Kumar Garg**  
**M.NO.533845**  
**Partner**

**Vinay Kumar**  
**Managing Director**  
**DIN:-00151567**

**Ajay Kumar**  
**Director**  
**DIN:-00151477**

**Place : Chandigarh**  
**Date :-30.04.2020**

**Himanshu Aggarwal**  
**Chief Financial Officer**  
**DIN:-001806026**

**CS Nishu Kansal**  
**Compliance Officer**  
**PAN:-ATYPK9505F**

**NOTE 2- SHARE CAPITAL**

PARTICULARS	31.03.2020	31.03.2019
<b>AUTHORISED</b>		
1,50,00,000 Equity shares of Rs. 10/-each	15,00,00,000	15,00,00,000
<b>ISSUED, SUBSCRIBED, CALLED UP &amp; FULLY PAID UP</b>		
13644980 Equity shares of Rs. 10/- each Fully Paid Up	13,64,49,800	13,64,49,800
<b>TOTAL</b>	<b>13,64,49,800</b>	<b>13,64,49,800</b>

**Disclosure: Details of Shareholder holding more than 5% Shares**

NAME OF SHAREHOLDER	31.03.2020		31.03.2019	
	NO. OF SHARES	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Sh. Vinay Kumar	81,29,680	59.58	81,29,680	59.58
Sh. Ajay Kumar	16,94,500	12.42	16,94,500	12.42
<b>TOTAL</b>	<b>98,24,180</b>	<b>72.00</b>	<b>98,24,180</b>	<b>99.92</b>

**Reconciliation of Equity Shares**

PARTICULARS	31.03.2020		31.03.2019	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1,36,44,980	13,64,49,800	1,36,44,980	13,64,49,800
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,36,44,980</b>	<b>13,64,49,800</b>	<b>1,36,44,980</b>	<b>13,64,49,800</b>
<b>*IPO - Fresh issue of shares</b>				

In the FY 2017-18, Company has completed the Initial Public offering (IPO) of fresh issue of 37,20,000 equity shares of ₹ 10 each at an issue price of ₹ 55 per share. The equity shares of the Company were listed on National Stock Exchange (NSE) w.e.f. 23rd March, 2018.

**NOTE 3 - RESERVES & SURPLUS**

PARTICULARS	31.03.2020	31.03.2019
<b>Retained Earnings</b>		
Balance brought forward from previous year	15,29,20,377	10,53,12,976
Add: Profit & Loss for the year	7,96,52,469	4,74,61,233
Add: Matcredit Entitlement	-	1,46,168
Less: Dividend Paid	1,02,33,735	-
Less:- Tax on Dividend Paid(DDT)	21,03,033	-
<b>Balance available for Appropriation`</b>	<b>22,02,36,078</b>	<b>15,29,20,377</b>

PARTICULARS	31.03.2020	31.03.2019
<b>Share Premium Reserve</b>		
Balance brought forward from previous year	16,71,97,920	16,71,97,920
	<b>16,71,97,920</b>	<b>16,71,97,920</b>
<b>Balance available</b>	<b>16,71,97,920</b>	<b>16,71,97,920</b>
<b>TOTAL</b>	<b>38,74,33,998</b>	<b>32,01,18,297</b>

#### NOTE 4 - LONG TERM BORROWINGS

PARTICULARS	31.03.2020	31.03.2019
<b>Term loans</b>		
SECURED		
TERM LOANS:		
From Banks :	45,07,21,379	21,82,20,621
From Others Financial Institutions including NBFC's	10,10,82,089	4,44,70,282
LOANS AND ADVANCES FROM RELATED PARTIES		
Unsecured Loans		
-Vinay Kumar	38,41,141	-
<b>TOTAL</b>	<b>55,56,44,609</b>	<b>26,26,90,903</b>

#### 1 **Disclosure: Details of Security for secured Long Term Borrowings-**

- a) Axis Bank, HDFC Bank, ICICI Bank, Indusind Bank, State Bank of India, Kotak Bank Sundaram Finance, Tata Capital Financial Services Ltd., TERM LOAN-----Hypothication of Cranes, truck ,trailors & other equipments & Cars

#### 2 **Secured Loans From Banks & NBFC'S**

- a) Loans from banks & NBFC's ARE Secured by hypothecation of specific vehicles, cranes and lorries etc.
- b) Loans are repayable in Equated Monthly Instalments of varying amounts (including interest) within maximum tenor of 60 months and the rate of interest ranges from 8.00% to 11% p.a.

#### NOTE - 5 - OTHER LONG TERM LIABILITIES

PARTICULARS	31.03.2020	31.03.2019
Advance for sale of fixed assets	1,19,25,600	1,05,84,000
Payables for purchase of fixed assets	42,69,80,265	24,73,79,719
Trade / security deposits received	17,51,726	5,11,726
<b>TOTAL</b>	<b>44,06,57,591</b>	<b>25,84,75,445</b>

#### NOTE - 6 - LONG TERM PROVISIONS

PARTICULARS	31.03.2020	31.03.2019
Provision for Gratuity	22,40,157	12,24,720
<b>TOTAL</b>	<b>22,40,157</b>	<b>12,24,720</b>

<b>NOTE - 7 - SHORT TERM BORROWINGS</b>		
<b>PARTICULARS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
<b>Loans Repayable on Demand</b>		
<b>From Banks- Secured</b>		
ICICI (001305009650)	22,62,901	4,20,261
SBI Cc (32244547583)	7,46,20,827	6,71,95,339
SBI Cc (32271297299)	2,92,837	28,05,650
SBI Cc (32271297471)	2,76,266	4,84,337
SBI Cc (36550312574)	19,46,082	16,96,887
Term Loans From Banks	19,09,57,594	14,74,85,499
Term Loans From Other Financial Institutions	3,34,83,526	3,03,64,045
<b>TOTAL</b>	<b>30,38,40,033</b>	<b>25,04,52,018</b>

**Disclosure: Details of Security for CC Limits & Bank Guarantees-****1 PRIMARY SECURITY - FOR- C/C Limits**

Hypothecation of entire current assets of the company including stocks, Stores & Spares, Bills, Books Debts and receivables, both present and future.

**2 COLLATERAL SECURITY****STATE BANK OF INDIA : C/C Limit , BG Limit :**

- a) Equitable Mortgage of Residential House No. 965, Sector 9, Panchkula measuring 307.50 sq. mt. in the name of Mr. Vinay Kumar.
- b) Extension of charge on building measuring 1450 Sq. Mtrs bearing Plot No. 6, Sector -10E, Kalamboli, Taluka Panvel, Navi Mumbai in the name of Mr. Vinay Kumar

**ICICI BANK : C/C Limit , BG Limit :**

- a) Extension of charge on building measuring 297 Sq. Mtrs bearing SCO No. 16, sector-5, Panchkula in the name of Mr. Vinay Kumar & Ajay Kumar
- b) Equitable Mortgage of Residential House No. 537, Sector 21, Panchkula measuring 459 sq. mt. in the name of Anju Aggarwal

**3 Guarantors of Limit & BG****with SBI :**

Mr. Vinay Kumar, Mr. Ajay Kumar

**with ICICI :**

Mr. Vinay Kumar, Mr. Ajay Kumar, Mrs Anju Aggarwal

**4 BANK GUARANTEES As on 31st March 2020****(a) SBI (Industrial Estate Phase-1 Chd**

<b>PARTICULARS</b>	<b>SANCTIONED</b>	<b>UTILIZED</b>
Fund Based	9,00,00,000	7,71,36,012
Non-Fund Based	17,00,00,000	16,67,67,903
<b>Total</b>	<b>26,00,00,000</b>	<b>24,39,03,915</b>

<b>(b) ICICI Bank Ltd. (Madhya Marg, Chd)</b>		
<b>PARTICULARS</b>	<b>SANCTIONED</b>	<b>UTILIZED</b>
Fund Based	25,00,000	22,62,901
Non-Fund Based	3,40,00,000	1,76,35,100
<b>Total</b>	<b>3,65,00,000</b>	<b>1,98,98,001</b>

### NOTE - 8 - TRADE PAYABLES

<b>PARTICULARS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
<b>Trade payables for material &amp; services</b>		
- Total outstanding dues to micro and small enterprises	-	-
- Total outstanding dues to other than micro and small enterprises	4,37,58,389	2,34,49,069
Cheque issued but not presented	29,43,516	59,38,747
<b>TOTAL</b>	<b>4,67,01,905</b>	<b>2,93,87,816</b>

### NOTE - 9 - OTHER CURRENT LIABILITIES

<b>PARTICULARS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Dividend Payable	1,02,33,735	-
Statutory remittances	70,02,740	65,84,974
Advances from Customers	6,31,650	34,70,177
Payables For purchase of fixed assets	-	3,56,89,390
Expenses payables	2,80,19,018	2,28,53,106
<b>TOTAL</b>	<b>4,58,87,143</b>	<b>6,85,97,648</b>

### NOTE - 10- SHORT TERM PROVISIONS

<b>PARTICULARS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Provision for tax	1,54,60,000	1,35,96,000
<b>TOTAL</b>	<b>1,54,60,000</b>	<b>1,35,96,000</b>

**NOTE - 11 - TANGIBLE ASSETS - SCHEDULE OF FIXED ASSETS AS ON 31ST MARCH, 2020**

DESCRIPTION	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	COST AS ON 01.04.2019	ADDITIONS DURING THE YEAR	DED. DURING THE YEAR	TOTAL AMOUNT AS ON 31.03.2020	UP TO 01.04.2019	FOR THE YEAR	DED. DURING THE YEAR	UP TO 31.03.2020	AS ON 31.03.2020	AS ON 31.03.2019
<b>L.TANGIBLE ASSETS</b>										
<b>BLOCK OF MACHINERY</b>	1,07,66,99,290	66,51,00,102	8,20,53,282	1,65,97,46,111	26,94,48,418	16,68,05,664	4,82,21,113	38,80,32,968	1,27,17,13,142	80,72,50,873
<b>COMPUTER</b>	18,06,475	3,61,579	-	21,68,054	13,96,949	3,44,542	-	17,41,491	4,26,563	4,09,526
<b>FURNITURE &amp; FIXTURE</b>	17,96,258	5,25,732	-	23,21,990	10,95,431	5,11,721	-	16,07,152	7,14,838	7,00,827
<b>SHED TALOJA &amp; RINL</b>	3,19,39,752	1,73,42,696	-	4,92,82,448	92,88,519	34,28,400	-	1,27,16,919	3,65,65,529	2,26,51,232
<b>Stock Yard Under Progress</b>	1,60,87,347	-	1,60,87,347	-	-	-	-	-	-	1,60,87,347
<b>T O T A L</b>	<b>1,12,83,29,122</b>	<b>68,33,30,110</b>	<b>9,81,40,629</b>	<b>1,71,35,18,603</b>	<b>28,12,29,318</b>	<b>17,10,90,327</b>	<b>4,82,21,113</b>	<b>40,40,98,531</b>	<b>1,30,94,20,071</b>	<b>84,70,99,805</b>
<b>PREVIOUS YEAR</b>	87,01,15,861	35,51,54,153	9,69,40,891	1,12,83,29,122	23,02,07,707	10,03,90,944	4,93,69,333	28,12,29,318	84,70,99,805	63,99,08,154

**Note:-** The company was awarded handling contract at Faridabad stock yard of Rashtriya Ispat Nigam Limited(RINL), however the same is cancelled by the RINL due to change in policy and the company had file suit in Indian Council of Arbitration for the recovery of cost incurred till date in the development of stock yard . So, therefore the amount of investment for development of yard and expenses related to arbitration case made till date have been capitalized under the head stock yard under progress.

**NOTE - 12 - OTHER NON-CURRENT ASSETS**

PARTICULARS	31.03.2020	31.03.2019
With-Held Amount	4,71,10,213	-
Securities & EMDs	-	53,41,067
<b>TOTAL</b>	<b>4,71,10,213</b>	<b>53,41,067</b>

**NOTE - 13 - INVENTORIES**

PARTICULARS	31.03.2020	31.03.2019
Finished goods	2,52,56,567	2,32,49,047
Spare Parts In Hand	7,07,935	10,50,406
Fuel & Lubricants In Hand	77,32,049	82,08,050
<b>TOTAL</b>	<b>3,36,96,551</b>	<b>3,25,07,503</b>

**NOTE - 14 - TRADE RECEIVABLES**

PARTICULARS	31.03.2020	31.03.2019
<b>Unsecured considered Good</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	6,04,88,057	4,44,03,115
Other Trade Receivables	33,05,71,637	30,60,65,537
<b>TOTAL</b>	<b>39,10,59,694</b>	<b>35,04,68,652</b>

**NOTE - 15- CASH & CASH EQUIVALENTS**

PARTICULARS	31.03.2020	31.03.2019
Cash In hand	6,68,777	30,36,939
Cheques In Hand	5,14,32,365	87,94,235
Balances with banks in Current Accounts	1,07,65,342	99,934
Indusind Bank-FDR	1,06,20,000	2,49,00,000
SBI - FDR	1,57,69,941	1,44,39,441
ICICI-FDR	28,15,950	26,80,572
<b>TOTAL</b>	<b>9,20,72,374</b>	<b>5,39,51,121</b>

**NOTE - 16- SHORT TERM LOANS & ADVANCES**

PARTICULARS	31.03.2020	31.03.2019
<b>Capital advances</b>		
Unsecured, considered good	48,84,984	1,47,39,578

PARTICULARS	31.03.2020	31.03.2019
<b>Security deposits &amp; EMDs</b>		
Unsecured, considered good	1,00,18,060	66,45,195
<b>TOTAL</b>	<b>1,49,03,044</b>	<b>2,13,84,773</b>

#### NOTE - 17 - OTHER CURRENT ASSETS

PARTICULARS	31.03.2020	31.03.2019
Advances to Suppliers	64,84,827	18,73,010
Balances with Revenue authorities	3,45,38,807	3,42,45,739
Imprest Account	12,55,470	1,73,406
Interest Accrued on FDR	34,28,507	34,03,090
Prepaid expenses	54,88,413	34,96,617
Demmurge Recoverable	12,56,600	-
Receivables for Sale of Equipments	1,62,65,099	-
Staff Advance	27,35,767	26,88,986
TDS Recoverable-NBFCs	7,07,546	3,24,165
<b>TOTAL</b>	<b>7,21,61,036</b>	<b>4,62,05,012</b>

#### NOTE - 18 - REVENUE FROM OPERATIONS

PARTICULARS	31.03.2020	31.03.2019
Sale of products	11,18,91,540	15,84,09,373
Transportation & Handling Income	44,72,79,713	43,90,82,428
Tangible Goods Services	56,87,94,936	39,95,06,124
Profit on Sale of Fixed Assets	1,87,86,067	1,26,58,441
<b>TOTAL</b>	<b>1,14,67,52,255</b>	<b>1,00,96,56,366</b>

#### NOTE - 19 - OTHER INCOME

PARTICULARS	31.03.2020	31.03.2019
Interest income FDR	25,15,231	41,07,090
Interest on Income Tax Refund	-	61,200
Foreign Currency Fluctuation	-	3,17,250
Rebate & Discount	11,63,264	16,17,874
Insurance Claim Received	-	6,90,845
Miscellaneous Income	6,72,982	2,27,492
Rental Income	79,801	1,23,700
<b>TOTAL</b>	<b>44,31,278</b>	<b>71,45,451</b>

**NOTE-20 -PURCHASE OF STOCK IN TRADE**

PARTICULARS	31.03.2020	31.03.2019
Purchases of Traded Goods	10,98,56,855	15,83,08,257
<b>TOTAL</b>	<b>10,98,56,855</b>	<b>15,83,08,257</b>

**NOTE - 21- CHANGES IN FINISHED GOODS & WORK IN PROGRESS**

PARTICULARS	31.03.2020	31.03.2019
Opening Finished Goods	2,32,49,047	1,30,79,091
Closing Finished Goods	2,52,56,567	2,32,49,047
<b>Net Increase/Decrease</b>	<b>-20,07,521</b>	<b>-1,01,69,956</b>

**NOTE -22 - EMPLOYEE BENEFITS**

PARTICULARS	31.03.2020	31.03.2019
Salaries, Bonus and Wages	19,86,25,792	17,71,24,288
Director Remuneration	81,00,000	51,00,000
Contributions to provident and other funds	1,15,55,959	1,32,15,445
Staff welfare expenses	1,60,67,702	1,89,11,251
<b>TOTAL</b>	<b>23,43,49,452.92</b>	<b>21,43,50,983</b>

**NOTE - 23 - FINANCIAL COSTS**

PARTICULARS	31.03.2020	31.03.2019
Interest expense on:		
- Borrowings	7,09,25,776	4,54,11,930
- Other interest/Charges	1,89,443	2,78,637
Bank Charges	75,45,589	15,63,177
<b>TOTAL</b>	<b>7,86,60,807</b>	<b>4,72,53,745</b>

**NOTE - 24 - OTHER EXPENSES**

PARTICULARS	31.03.2020	31.03.2019
Director Sitting Fees	4,00,000	3,60,000
Charity & Donation	2,15,601	2,41,520
Crane Rent	2,27,98,211	1,08,75,418
Corporate Social Responsibility	2,70,000	3,05,000
Electricity & Water Exp.	16,72,569	33,35,380
Foreign Currency Fluctuation	1,01,16,750	-
Transportation & Handling Expenses	11,45,86,329	18,10,90,216

PARTICULARS	31.03.2020	31.03.2019
Insurance	57,42,761	36,76,368
Labour Charges	9,18,97,437	9,25,68,969
Miscellaneous Expenses	53,37,973	37,26,647
Interest on Statutory Payments	-	2,73,356
Power & Fuel	8,97,60,506	6,43,10,298
Prior Period Expenses	3,13,445	54,201
Professional Fees	53,03,296	14,88,084
Provision for Gratuity	10,15,437	-9,59,128
<u>Remuneration to Auditor</u>		
-Taxation matter & other services	3,00,000	2,00,000
-Audit Fees	4,00,000	4,00,000
Rent	1,69,66,250	47,99,366
Repairs and maintenance	5,10,56,812	5,14,84,163
Rebate & Discount	17,40,113	26,34,315
Rate, fees & Tax	1,41,95,687	63,33,819
Sales & Business Promotion	55,93,560	12,31,400
Telephone Expenses	9,96,689	8,96,084
Travelling and conveyance	1,21,88,456	1,01,31,450
Cab Hiring /Vehicle Expenses	1,92,497	11,69,938
<b>TOTAL</b>	<b>45,30,60,379</b>	<b>44,06,26,865</b>

<b>25</b>	<b>EARNING PER SHARE :</b>	
	<b>Net Profit for the Period</b>	7,96,52,469
	<b>Weighted Average No. of Shares</b>	1,36,44,980
	<b>Basic Earning Per Share</b>	5.84
	<b>Diluted Earning Per Share</b>	5.84

<b>26</b>	In accordance with <b>AS- 18 " Related Party Disclosure"</b> are as follows:			
	<b>Directors:-</b> Mr. Vinay Kumar, Mr. Ajay Kumar, Mr. Himanshu Aggarwal(CFO), & Ms. Purna Aggarwal,			
	<b>Enterprises over which key management personnel or their relatives are able to exercise significant influence :</b> M/s. Tara Chand Industries Limited, M/s. Phonex Infracon Solution & M/s. TCA Steels.			
<b>i)</b>	<b>Transactions with associates -</b>			
	<b>NAME OF PARTY</b>	<b>NATURE OF TRANSACTION</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
		<b>TRANSACTION</b>		
	M/s. Tara Chand Industries Limited	Handling Exp.	45,24,996	38,90,520
	M/s. Tara Chand Industries Limited	Rent	27,18,000	25,38,000
	M/s. Tara Chand Industries Limited	Crane Sale	1,21,50,000	-
	M/s. Phonex Infracon Solution	Equipment Rental	-	1,35,61,769
	M/s. Phonex Infracon Solution	Crane Sale	1,55,00,000	-
	M/s. Phonex Infracon Solution	Tangible Services income	3,24,67,617	
	M/s. Phonex Infracon Solution	Handling Exp.	-	34,40,888
<b>ii)</b>	<b>Transactions with key management personnel, their relatives HUF and others:</b>			
	<b>PARTICULARS</b>	<b>NATURE OF</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
		<b>TRANSACTION</b>		
	Mr. Vinay Kumar	Interest	83,490	5,99,367
	Mr. Ajay Kumar	Interest	-	3,58,285
		Rent	1,80,000	1,80,000
	Mr. Peeyush Aggarwal	Rent	4,20,000	4,20,000
	Mr. Arnav Aggarwal	Salary	4,80,000	-
	Mr. Himanshu Gupta	Salary	45,000	5,25,000
	Mr. Himanshu Aggarwal	Rent	-	1,80,000
	M/s. TCA Steels	Purchases	5,53,34,269	37,17,632
	<b>Deposits - Balance Outstanding at the year end:</b>			
	<b>PARTICULARS</b>		<b>31.03.2020</b>	<b>31.03.2019</b>
	Mr. Vinay Kumar		38,41,141	-
	<b>Total</b>		<b>38,41,141</b>	<b>-</b>

<b>27</b>	<b>REMUNERATION TO AUDITOR (excluding Taxes)</b> are as follows:		
	<b>PARTICULARS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
	auditor	4,00,000	4,00,000
	for taxation matter & other services	3,00,000	2,00,000
	<b>TOTAL</b>	<b>7,00,000</b>	<b>6,00,000</b>

28	As per <b>AS - 15 "Employee benefits"</b> the disclosures of the employee benefits as defined in the Accounting Standard are given below:		
		<b>For Current Year</b>	<b>For Prevoius Years</b>
	<b>Provision for Gratuity in Current Period (On the Basis of Valuation Report Given by the Actuary)</b>	10,15,437	(9,59,128)
	<b>Calculation of the Same is as under:-</b>		
	<b>2.1: Table Showing Changes in Present Value of Obligations:</b>		
	<b>Period</b>	<b>From: 01/04/2019 To: 31/03/2020</b>	<b>From: 01/04/2019 To: 31/03/2019</b>
	Present value of the obligation at the beginning of the period	12,24,720	21,83,848
	Interest cost	76,545	1,52,869
	Current service cost	6,13,980	4,47,434
	Past Service Cost	0	0
	Benefits paid (if any)	0	0
	Actuarial (gain)/loss	3,24,912	-15,59,431
	Present value of the obligation at the end of the period	22,40,157	12,24,720
	<b>2.2: Key results (The amount to be recognized in the Balance Sheet):</b>		
	<b>Period</b>	<b>As on: 31/03/2020</b>	<b>As on: 31/03/2019</b>
	Present value of the obligation at the end of the period	22,40,157	12,24,720
	Fair value of plan assets at end of period	0	0
	Net liability/(asset) recognized in Balance Sheet and related analysis	22,40,157	12,24,720
	Funded Status - Surplus/ (Deficit)	(22,40,157)	(12,24,720)
	<b>2.3: Expense recognized in the statement of Profit and Loss:</b>		
	<b>Period</b>	<b>From: 01/04/2019 To: 31/03/2020</b>	<b>From: 01/04/2019 To: 31/03/2019</b>
	Interest cost	76,545	1,52,869
	Current service cost	6,13,980	4,47,434
	Past Service Cost	0	0
	Expected return on plan asset	0	0
	Net actuarial (gain)/loss recognized in the period	3,24,912	(15,59,431)
	Expenses to be recognized in P&L	10,15,437	(9,59,128)

<b>2.4: Experience adjustment:</b>			
<b>Period</b>	<b>From: 01/04/2019 To: 31/03/2020</b>	<b>From: 01/04/2019 To: 31/03/2019</b>	
Experience Adjustment (Gain ) / loss for Plan liabilities	2,74,763	(17,24,431)	
Experience Adjustment Gain / (loss ) for Plan assets	0	0	
<b>3.1: Summary of membership data at the date of valuation and statistics based thereon:</b>			
<b>Period</b>	<b>As on: 31/03/2020</b>	<b>As on: 31/03/2019</b>	
Number of employees	64	76	
Total monthly salary	16,12,810	14,43,257	
Average Past Service(Years)	3.4	2.4	
Average Future Service (yr)	19.9	20.6	
Average Age(Years)	38.1	37.4	
Weighted average duration (based on discounted cash flows) in years	16	19	
Average monthly salary	25,200	18,990	
<b>3.2: The assumptions employed for the calculations are tabulated:</b>			
Discount rate	6.25 % per annum	7.00 % per annum	
Salary Growth Rate	5.00 % per annum	5.00 % per annum	
Mortality	IALM 2012-14	IALM 2006-08 Ultimate	
Expected rate of return	0	0	
Withdrawal rate (Per Annum)	20.00% p.a.	20.00% p.a.	
<b>3.3: Benefits valued:</b>			
Normal Retirement Age	58 Years	58 Years	
Salary	Last drawn qualifying salary	Last drawn qualifying salary	
Vesting Period	5 Years of service	5 Years of service	
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr)	15/26 * Salary * Past Service (yr)	
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply	
Limit	2000000	2000000	
<b>3.4: Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013) :</b>			
<b>Period</b>	<b>As on: 31/03/2020</b>	<b>As on: 31/03/2019</b>	
Current Liability (Short Term)*	3,11,339	2,20,322	
Non Current Liability (Long Term)	19,28,818	10,04,398	
Total Liability	22,40,157	12,24,720	

<b>3.5: Projection for next period:</b>		
Best estimate for contribution during next Period	11,05,895	7,18,330.00
<b>3.6: Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:</b>		
<b>Period</b>	<b>As on: 31/03/2020</b>	
Defined Benefit Obligation (Base)	2240157/- @ Salary Increase Rate : 5%, and discount rate :6.25%	
Liability with x% increase in Discount Rate	2163652; x=1.00% [Change (3)% ]	
Liability with x% decrease in Discount Rate	2322817; x=1.00% [Change 4% ]	
Liability with x% increase in Salary Growth Rate	2323000; x=1.00% [Change 4% ]	
Liability with x% decrease in Salary Growth Rate	2162096; x=1.00% [Change (3)% ]	
Liability with x% increase in withdrawal Rate	2208595; x=1.00% [Change (1)% ]	
Liability with x% decrease in withdrawal Rate	2271624; x=1.00% [Change 1% ]	
<b>3.7: Reconciliation of liability in balance sheet</b>		
<b>Period</b>	<b>From: 01/04/2019 To: 31/03/2020</b>	<b>From: 01/04/2019 To: 31/03/2019</b>
Opening gross defined benefit liability/ (asset)	12,24,720	2183848
Expenses to be recognized in P&L	10,15,437	(9,59,128)
Benefits paid (if any)	0	0
Closing gross defined benefit liability/ (asset)	22,40,157	1224720
<b>Other Defined Contribution Plan:</b>		
Contribution to the plan are recognised as expenses for the year as under :		
<b>PARTICULARS</b>	<b>2019-20</b>	<b>2018-19</b>
Employers contribution to PF	71,56,082	75,69,823
Employers contribution to ESI	40,67,447	52,10,342

29	FOREIGN CURRENCY EXCHANGE	Fluctuation in foreign currency exchange : 10116750/-
30	EXPENDITURE IN FOREIGN CURRENCY	NIL
31	There is no Contingent Liability except outstanding Bank Guarantee with SBI and ICICI Bank as on 31.03.2020	
32	<b>Previous year figures</b> have been regrouped/ rearranged where ever necessary to correspond with the current year's classification/disclosures. Figures have been rounded off to the nearest of rupee.	

**For Sangeet Kumar & Associates**  
Chartered Accountants  
(FRN-011954N)

**Dheeraj Kumar Garg**  
M.NO.533845  
Partner

Place : Chandigarh  
Date :-30.04.2020

**For and on behalf of Board of Directors**  
Tara Chand Logistic Solutions Limited

**Vinay Kumar**  
Managing Director  
DIN:-00151567

**Himanshu Aggarwal**  
Chief Financial Officer  
DIN:-001806026

**Ajay Kumar**  
Director  
DIN:-00151477

**CS Nishu Kansal**  
Compliance Officer  
PAN:-ATYPK9505F

# AWARDS AND RECOGNITIONS



Business Leader of the Year-Infrastructure Services Provider - Presented by ET Now



Young Business Leader of the Year - Presented by ET Now



Infra Solution Provider of the year-Rail Infra and Mobility Business Digital Awards 2020

## SOCIAL INITIATIVES BY THE COMPANY DURING COVID-19 PANDEMIC



Hand sanitizers and Masks distributed by Company during COVID-19 Pandemic



Food Packets and Water Bottles distributed during Lockdown.



