

# Anugraha Valve Castings Limited

30<sup>th</sup> Annual Report

## NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting** of the members of the Company will be held at **10.45 AM on Saturday, the 24<sup>th</sup> day of September, 2022** at **Sree Annapoorna Sree Gowrishankar Hotels (P) Ltd., Sai Baba Colony Branch, Sri Valli Complex, 174, N.S.R Road, Sai Baba Colony, Coimbatore - 641 011** to transact the following businesses:

### ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022 TOGETHER WITH DIRECTORS' REPORT AND AUDITOR'S REPORT THEREON.**
2. **TO APPOINT A DIRECTOR IN PLACE OF SHRI AJAY J SHAH [DIN: 00294193], NON-EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**
3. **TO APPOINT STATUTORY AUDITOR AND FIX REMUNERATION**

### SPECIAL BUSINESS

4. **TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS.**

**APPROVAL FOR RE-APPOINTMENT OF SHRI R. BASKARAN AS CHAIRMAN & MANAGING DIRECTOR AND FIXING REMUNERATION**

**"RESOLVED THAT**, pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the company be and is hereby accorded to re-appoint **Shri R. Baskaran, as Chairman & Managing Director from 01/10/2022 until 30/09/2027** with a remuneration for a period of three years from 01/10/2022 until 30/09/2025 subject to increase from time to time as detailed hereunder:

#### **Terms and Conditions:**

##### **A. Salary:**

- (i) Salary of ₹.25,00,000/- per month
- (ii) Bonus of ₹.25,00,000/- per annum being one month's salary

##### **B. Perquisites:**

- (i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and his wife.
- (ii) Personal accidents and Mediciam insurance policy for self and his wife, premium not to exceed ₹.1,00,000/- per annum.
- (iii) Leave Travel Assistance for self and family once in a year in accordance with the Company's Rules.
- (iv) Gratuity as per the company's policy.
- (v) Other benefits like, Provident Fund, Pension, Leave etc. as per the Rules of the Fund, Act and Company.

Provided the aggregate cost to the Company per annum on the perquisites mentioned under Clause (b) above shall not exceed ₹.25,00,000/- being one month's salary.



**C. Leave**

As per Company's Rules

**D. Termination of Appointment**

Three months' notice on either side.

**RESOLVED FURTHER** in the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the remuneration to the Chairman and Managing Director by way of salary and perquisites shall be paid as "Minimum Remuneration" and shall not exceed the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013 from time to time or such other limits as may be notified by the Government from time to time"

**5. TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS.**

**APPROVAL FOR RE-APPOINTMENT OF SHRI B. ANANDKUMAR AS JOINT MANAGING DIRECTOR AND FIXING REMUNERATION**

**"RESOLVED THAT**, pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to re-appoint **Shri B. Anandkumar, as Joint Managing Director from 01/10/2022 until 30/09/2027** with a remuneration for a period of three years from 01/10/2022 until 30/09/2025 subject to increase from time to time as detailed hereunder:

**Terms and Conditions:****A. Salary:**

- (i) Salary of ₹.22,00,000/- per month
- (ii) Bonus of ₹.44,00,000/- per annum being two month's salary.

**B. Perquisites:**

- (i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and his wife.
- (ii) Personal accidents and Mediciam insurance policy for self and his wife, premium not to exceed ₹.1,00,000/- per annum.
- (iii) Leave Travel Assistance for self and family once in a year in accordance with the Company's Rules.
- (iv) Gratuity as per the company's policy.
- (v) Other benefits like, Provident Fund, Pension Fund, Leave etc. as per the Rules of the Fund, Act and Company.

Provided the aggregate cost to the Company per annum on the perquisite mentioned under Clause (b) shall not exceed 10% of his Annual Salary.

**C. Leave**

As per Company's Rules

**D. Termination of Appointment**

Three months' notice on either side.

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**RESOLVED FURTHER** in the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the remuneration to the Joint Managing Director by way of salary and perquisites shall be paid as "Minimum Remuneration" and shall not exceed the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013 from time to time or such other limits as may be notified by the Government from time to time"

**By Order of the Board**

**Place: Coimbatore**

**Date: 20<sup>th</sup> August 2022**

**R. BASKARAN**

**Chairman & Managing Director**

**DIN: 00002341**



**NOTES****I. INSTRUCTIONS FOR PARTICIPATING IN 30<sup>TH</sup> ANNUAL GENERAL MEETING**

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.** The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least **forty-eight hours** before the time fixed for the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. A Proxy does not have the right to speak at the meeting and can vote only on a poll.

- (2) Corporate Members, intending to send their authorized representative, are requested to send certified true copy of the Board Resolution authorizing their representatives to attend, vote at the AGM.
- (3) In case of Joint Holders, the joint holder who is higher in the order of names will be entitled to vote.
- (4) Members / Proxies / Authorized representatives are requested to bring duly filled and signed attendance slip along with their copy of Annual Report to the AGM. Proxy Form along with Attendance slip forms part of this Report as **Annexure I & Annexure II** respectively.
- (5) The Members will be allowed to pose questions during the course of the Meeting. The members are however requested to send their **queries in advance** on or before **17<sup>th</sup> September 2022** to [secretarial@anugrahavalve.com](mailto:secretarial@anugrahavalve.com) so that they can be taken up at the meeting. Please note that opportunity to raise questions will be granted subject to availability of time at the meeting.
- (6) Those members who wish to be a **SPEAKER** at the meeting shall send the request in this regard to email id - [secretarial@anugrahavalve.com](mailto:secretarial@anugrahavalve.com) on or before **17<sup>th</sup> September 2022**.
- (7) Notice of the meeting along with the Annual Report has been sent by e-mail to the shareholders of the Company. Those shareholders who have not submitted their email ids shall receive the Annual reports through Post. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting and the Annual Report for 2021-22 will be available on the Company's website at the web link: <http://anugrahavalvecastings.com/annualreport/>.
- (8) Register of Contract, Register of Director, Key Managerial Personnel and their shareholding, Register of Proxy shall be available for inspection at the venue during the meeting.
- (i) Only those members of the company who are holding shares either in physical form or in dematerialized form, as on the cut-off date [Saturday, 17<sup>th</sup> September 2022] will be eligible to attend and exercise vote at the meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (ii) Members may note the help line number of company – Mr. P. SenthilKumar, Sr. Manager – Accounts - 9585540962, available for them to contact for any clarification for registering of their email or for registering to vote.
- (9) A Statement setting out the Material Facts in terms of Section 102 (1) of the Companies Act, 2013 and applicable Secretarial Standards, relating to special business to be transacted at the Annual General Meeting ("AGM") is attached to the notice.



**(10) TRANSFERS OF UNPAID AMOUNTS & SHARES TO INVESTOR EDUCATION AND PROTECTION FUND.**

Pursuant to Section 125 of the Companies Act, 2013 unclaimed dividends up to the Financial Year ended 31<sup>st</sup> March 2014 have been transferred to Investor Education and Protection Fund (IEPF). In terms of the Companies Act, 2013, any dividend remaining unclaimed for a period of seven years from the due date of transfer to the Unpaid Dividend account and shares in relation thereto are required to be transferred to the IEPF. Members shall not be able to claim any unpaid or unclaimed dividend transferred to IEPF from the Company thereafter. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

The company has uploaded the details of unpaid and unclaimed amounts lying on the website of the company at the web-link <http://www.anugrahavalecastings.com/wp-content/uploads/2020/08/List-of-Shares-to-IEPF-2014-15.pdf>. These details are also available on the website of the Ministry of Corporate Affairs at the web-link: [www.iepf.gov.in](http://www.iepf.gov.in).

**(11) INFORMATION TO SHAREHOLDERS**

- (i) Members who have not en-cashed their dividend warrants towards the Dividend for the year ended 31<sup>st</sup> March 2015 or thereafter are requested to write to the Company.
- (ii) Members are requested to note that the Unclaimed Dividend for the year ended 31<sup>st</sup> March 2015 declared at the Annual General Meeting held in 19<sup>th</sup> September 2015 is due to be transferred to the IEPF on 19<sup>th</sup> October 2022.
- (iii) Company has extended the facility of electronic credit of dividend, whenever declared, 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. In the absence of electronic credit facility, the Company will issue cheques/DD for distribution of declared dividend, if any. Members who wish to change such bank account details are therefore requested to advise the Company/RTA/DP about such change, with complete details of bank account.

**(12) DEMATERIALISATION OF SHARES:**

- (i) Members holding shares in physical form are requested to get their shares dematerialized at the earliest to avoid any inconvenience in future while transferring the shares [ISIN: INE629201015]. If any and consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names with the Company/RTA/DP. As at 31<sup>st</sup> March 2022, 91.78% of the total equity capital of the Company was held in dematerialised form with NSDL and CDSL.

To seek guidance about the dematerialization procedure, members are requested to send e-mail to the Company/RTA at e-mail: [info@skdc-consultants.com](mailto:info@skdc-consultants.com), [green@skdc-consultants.com](mailto:green@skdc-consultants.com).

- (ii) The Members may also visit the website of the Depositories viz. (i) NSDL at the web-link: <https://nsdl.co.in/faqs/faq.php> or (ii) CDSL at the web-link: <https://www.cdslindia.com/investors/open-demat.aspx>, for understanding the dematerialisation process.
- (iii) Members are requested to please quote their folio numbers/Client ID and DP ID in all correspondences to the Company or RTA or Depository Participants.
- (iv) As an Annexure to the Annual Report [ANNEXURE NO. IV], a form is being attached to all shareholders holding shares in physical/demat form who have not provided their email ids to the company requesting for updation of email id, Permanent Account Number and Bank account details, change in registered address along with documentary proof. Notice of Annual General Meeting along with annexures thereto and instructions for participation shall then be sent to such shareholders upon receipt of these details by email. Members may contact the RTA in case of any queries relating to their shares.

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- (v) Every member, being an individual has a right to nominate any nominee of his choice. Members are requested to write to the registered office of the company or to the RTA for more information on nomination facility and/or to get a copy of Nomination form.

### (13) DATES OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 17<sup>th</sup> September 2022 to Saturday, 24<sup>th</sup> September 2022 (both days inclusive). The members eligible for participation in the meeting shall be as per those registered in the Register of Members maintained by the company or by the Depository Participant/Registrar and Share transfer agent of the company as at "cut-off date" being 17<sup>th</sup> September 2022.

Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.

**By Order of the Board**

**Place: Coimbatore**

**Date: 20<sup>th</sup> August 2022**

**R. BASKARAN**

**Chairman & Managing Director**

**DIN: 00002341**



**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEM NO: 4 AND 5 OF THE SAID NOTICE:****Item No. 4:**

Shri R. Baskaran was re-appointed as Chairman and Managing Director for a period of 5 years with effect from 01/10/2017 to hold office until 30/09/2022 with a remuneration for three years and his appointment and remuneration was approved by the board and shareholders. The remuneration was revised for the remaining tenure of office and was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and shareholders. His period of office is expiring by 30/09/2022. The proposal of his re-appointment as Chairman and Managing Director for a period of five years from 01/10/2022 until 30/09/2027 and fixing remuneration for a period of three years was recommendation by the Nomination and Remuneration Committee at their meeting held on 20/08/2022 and approved by the Board of the Directors at their meeting held on 20/08/2022.

The appointee is holding 837421 equity shares in the Company. He is not a member of any committee in the company. He is not holding directorship in any other Company. He had attended all the board meetings held during the financial year 2021-22.

The appointee is 79 years and approval of members by way of special resolution is necessary. Hence the resolution under item no.4 is placed for approval of members by way of special resolution.

The detailed information required as per Section II (A) of Part II of Schedule V of the Companies Act, 2013 is provided hereunder:

**I. GENERAL INFORMATION**

- |  |   |  |
|--|---|--|
| (ii) Nature of Industry                    | : | Steel and Alloy Steel Foundry  |
| (ii) Commencement of Commercial Production | : | 1993   |
| (iii) Financial Performance                | : | The Company earned Net Profit before tax of ₹.5.37 Crores for the Financial year 2021-22 |
| (iv) Export Performance                    | : | ₹. 209.06 Crores for the year 2021-22  |
| (v) Foreign Investment/Collaborators       | : | Nil  |

**II. INFORMATION ABOUT SHRI R. BASKARAN****(i) Background**

Shri R. Baskaran had been trading in automobile spare parts for over 35 years. He commenced manufacturing activity by promoting this company about 30 years back. Needless to say, he has dedicated his full time and efforts to the growth and development of the Company.

**(ii) Past Remuneration**

₹. 326.05 Lakhs per annum.

**(iii) Awards / Recognitions****(a) Awards:**

With the dedicated work force and committed management of him, the company has won many awards such as "Export Excellence Award - 2007", "Star Performer Award - 2009", "Asia Pacific International Award - 2013". He has also won many accolades for himself. Few of those are as follows - Honorary Doctorate of Foundry Science from the Yorker International University, Certificate of Excellence as Entrepreneur of the Year from Manufacturing Today – Conference & Awards 2012 CMA – ROOTS, Best Entrepreneur Award from Coimbatore Management



Association, GK Sundaram Award from The Indian Chamber of Commerce and Industries, Mahindra Pumps Best Exporters Award – 2017-18 from The Indian Institute of Foundry Men, Coimbatore, Top Exporter for the year 2017-18 – National Award from Engineering Export Promotion Council, Calcutta and Top Exporter for the year 2017-18 – Regional Award from Engineering Export Promotion Council, Chennai.

### **(b) Recognitions**

Under his valuable guidance and supervision, the company has achieved the following recognitions:

ISO 14001:2004

OHSAS 18001:2007

ISO 9001:2008

ISO 3834-2 (EN 729-2)

### **(iv) Job Profile and his Suitability**

He has been the back bone of the Company and his hard work has helped the company for its growth. The entire work force as a huge team moves under his able guidance. Customers find his down to earth approach very appealing and he is certainly the most suitable leader to head the Company.

At the age of 79 he is fully capable of leading the Company in the right direction and his excellent hands on understanding of the nuances of the business and overseas relationships based on immense travel and interaction with international clients provides the Company right path in its development.

### **(v) Remuneration Proposed**

#### **(A) Salary:**

- (i) Salary of ₹. 25,00,000/- per month
- (ii) Bonus of ₹. 25,00,000/- per annum being one month salary

#### **(B) Perquisites:**

- (i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and his wife.
- (ii) Personal accidents and Mediciam insurance policy for self and his wife, premium not to exceed ₹.1,00,000/ per annum.
- (iii) Leave Travel Assistance for self and family once in a year in accordance with the Company's Rules.
- (iv) Gratuity as per the company's policy.
- (v) Other benefits like, Provident Fund, Pension, Leave etc. as per the Rules of the Fund, Act and Company. Provided the aggregate cost to the Company per annum on the perquisites mentioned under Clause (b) above shall not exceed ₹. 25,00,000/- being one month's salary.

#### **(C) Leave**

As per Company's Rules

#### **(D) Termination of Appointment**

Three months' notice on either side.

### **(vi) Comparative Remuneration Profile with Respect to Industry, Size of the Company, Profile of the Position and Person:**

The remuneration package is competitive and is at par with the packages offered in the industry of this size though there is still enough room for improving the package.

### **(vii) Pecuniary relationship : NIL.**



### III. OTHER INFORMATION

- (i) Reasons for inadequate profits : The profits are considered inadequate because the total remuneration payable to both the executive directors set out in the Item 4 & 5 exceeds the ceiling of 10% of net profits calculated as per Section 198 of the Companies Act, 2013 prescribed for managerial Remuneration under Section 197(1) of the Companies Act, 2013
- (ii) Steps taken or proposed to be taken for improvement : The company has taken various measures to cater the needs of the customers and also contemplating value addition to its products, Ability to deliver high quality yields, higher Price and repeat orders.
- (iii) Expectation in production and profits in measurable terms : Production and Profit during the current fiscal are expected to increase over last year unless there are any unforeseen even impacting the growth of the business.

### DISCLOSURE AS PER SECTION 200 OF COMPANIES ACT, 2013

#### (1) Financial and operating performance of the company during the three preceding financial years:

The Company has achieved Turnover and Net Profit during the three preceding year as follows:

Financial Year	(Amount ₹. in Crores)	
	Sales	Net Profit
2018 - 19	210.51	10.56
2019 - 20	226.30	12.73
2020 - 21	201.11	17.82

#### (2) Remuneration or commission drawn by Shri R. Baskaran concerned in any other capacity : Nil

**(6) Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference: Yes**

Remuneration policy for directors approved by Board and for employees remuneration approved by management as per Factories Act, 1948.

Every year on 1<sup>st</sup> April, based on the performance of the Company, employees are given a hike in salary of 10%.

**(7) The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year : Nil**

None of the Directors except Shri R. Baskaran and Shri B. Anandkumar [his son]; and his relatives, is in any way concerned or interested in this resolution.

The members are requested to consider and approve the proposal under Item No. 4 as special resolution.

**Item No. 5**

Shri B. Anandkumar, was appointed as Joint Managing Director, for a period of 5 years with effect from 01/10/2017 to hold office until 30/09/2022 with a remuneration for three years and his appointment and remuneration was approved by the board and shareholders. The remuneration was revised for the remaining tenure of office and was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and shareholders. His period of office is expiring by 30/09/2022. The proposal of his re-appointment as Joint Managing Director for a period of five years from 01/10/2022 until 30/09/2027 and fixing remuneration for a period of three years was recommendation by the Nomination and Remuneration Committee at their meeting held on 20/08/2022 and approved by the Board of the Directors at their meeting held on 20/08/2022.

The appointee is holding 663862 equity shares in the Company. He is a member of Audit Committee in the company. He is not holding directorship in any other Company. He had attended all the Board Meetings and Audit Committee Meetings held during the financial year 2021-22.

The detailed information required as per Section II (A) of Part II of Schedule V of the Companies Act, 2013 about Shri B. Anandkumar is as under

**I. GENERAL INFORMATION**

(i) Nature of Industry	:	Steel and Alloy Steel Foundry
(ii) Commencement of Commercial Production	:	1993
(iii) Financial Performance	:	The Company earned Net Profit before tax of ₹. 5.37 Crores for the Financial year 2021-22.
(iv) Export Performance	:	₹. 209.06 Crores for the year 2021-22
(v) Foreign Investment/Collaborators	:	Nil

**II. INFORMATION ABOUT SHRI B. ANANDKUMAR****(i) Background**

Shri B. Anandkumar is a Post Graduate in Business Administration, London. He looks after administration, sales and marketing. He looks after day to day operations along with the Chairman & Managing Director. He is responsible for creating an Interactive Customer Relationship (ICR) System.

**(ii) Past Remuneration**

₹. 309.20 Lakhs per annum.



### (iii) Award / Recognition

The Company has won many Awards and recognitions under his wonderful combination.

### (iv) Job Profile and his Suitability

By virtue of his long experience in the company, he is very suitable for the post and responsibility associated with the post.

### (v) Remuneration Proposed

#### A. Salary:

- (i) Salary of ₹. 22,00,000/- per month
- (ii) Bonus of ₹. 44,00,000/- per annum being two months' salary.

#### B. Perquisites:

- (i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and his wife.
- (ii) Personal accidents and Mediclaim insurance policy for self and his wife, premium not to exceed ₹. 1,00,000/ per annum.
- (iii) Leave Travel Assistance for self and family once in a year in accordance with the Company's Rules.
- (iv) Gratuity as per the company's policy.
- (v) Other benefits like, Provident Fund, Pension Fund, Leave etc. as per the Rules of the Fund, Act and Company.

Provided the aggregate cost to the Company per annum on the perquisite mentioned under Clause (b) shall not exceed 10% of his Annual Salary.

#### C. Leave

As per Company's Rules

#### D. Termination of Appointment

Three months' notice on either side.

### (vi) Comparative Remuneration Profile with Respect to Industry, Size of the Company, Profile of the Position and Person:

The remuneration package is very reasonable and has been designed to serve as a motivating package.

### (vii) Pecuniary relationship : NIL.

## III. OTHER INFORMATION

#### (i) Reasons for inadequate profits :

The profits are considered inadequate because the remuneration set out in the Item 4 & 5 exceeds the ceiling of 10% of net profits calculated as per Section 198 of the Companies Act, 2013 prescribed for managerial Remuneration under Section 197(1) of the Companies Act, 2013

#### (ii) Steps taken or proposed to be taken for improvement :

The company has taken various measures to cater the needs of the customers and also contemplating value addition to its products, Ability to deliver high quality yields, higher Price and repeat orders.

#### (iii) Expectation in production and profits in measurable terms :

Production and Profit during the current fiscal are expected to increase over last year unless there are any unforeseen even impacting the growth of the business.

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### DISCLOSURE AS PER SECTION 200 OF COMPANIES ACT, 2013

#### (1) Financial and operating performance of the company during the three preceding financial years:

The Company has achieved Turnover and Net Profit during the three preceding financial years as follows:

Financial Year	(Amount ₹. in Crores)	
	Sales	Net Profit
2018 - 19	210.51	10.56
2019 - 20	226.30	12.73
2020 - 21	201.11	17.82

#### (2) Remuneration or commission drawn by Shri B. Anandkumar concerned in any other capacity: Nil

#### (3) Professional qualifications and experience:

Professional qualification: Nil

Experience: 25 years of experience in Steel Foundry Industry

#### (4) Relationship between remuneration and performance:

There is a significant relationship between remuneration scheme and employee performance in Anugraha Valve Castings Limited.

#### (5) Principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company:

The executive directors are paid a remuneration based on their performance. The non-executive directors are paid sitting fees only and no other form of remuneration. Remuneration of employees and executives of the Company are reviewed in accordance with the Human Resources policy of the Company.

#### (6) Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference: Yes.

Remuneration policy for directors approved by Board and for employees remuneration approved by management as per Factories Act, 1948.

Every year on 1st April, based on the performance of the Company, employees are given a hike in salary of 10%.

#### (7) The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year: Nil

None of the Directors except Shri B. Anandkumar and Shri R. Baskaran (his father); and his relatives, are in any way concerned or interested in this resolution.

The members are requested to consider and approve the proposal under Item No. 5 as special resolution for varying the salary of Shri B. Anandkumar, Joint Managing Director, aged 51 years, during his remaining tenure of office.

**For and on behalf of the Board**

Place: Coimbatore

Date: 20<sup>th</sup> August 2022

**R. BASKARAN**

**Chairman & Managing Director**

**DIN: 00002341**