QWER XYZ LIMITED

**18th Annual Report 2021-22**

# 111, FFFFFFFFF, DC-2 SSSSSSSS, RRRRRRRRR, INDIA – 15

|  |
| --- |
| **QWER XYZLIMITED****18TH ANNUAL REPORT** |
| **BOARD OF DIRECTORS** | **COMPANY SECRETARY CHAIRMAN CUM MANAGING DIRECTOR** |
|  | **(DIN NO: 00000000)** |
|  | **UMESH JOSHI DIRECTOR** |
|  | **(DIN: 00000000)** |
|  | **SOURABH SHARMA DIRECTOR** |
|  | **(DIN: 00000000)** |
|   | **FROM 26.06.2019** |
| **COMPANY SECRETARY** | **QWER JAIN (TILL 15.10.2021)****QWER KHANDELWAL (FROM 16.10.2021)** |
|  |  |
| **CFO** | **QWER AGRAWAL** |
| **BANKERS** | **QWER NATIONAL BANK** |
|  |  |
| **STATUTORY AUDITORS** | **QWER GOYAL & CO.** |
|  | **8TH FLOOR, QWER, DC 2, QWER,** |
|  | **BEHIND QWER, INDIA-000000** |
|  |  |
| **INTERNAL AUDITOR****SECRETARIAL AUDITOR****FACTORY** | **CA D GUPTA & ASSOCIATES, QWERTY****M/S COMPANY SERETARY & CO., KOLKATA****0000000000000000000000,** |
|  | **AJITGARH-222222222** |
|  | **DIST. SIKAR (GOA)** |
| **REGISTRAR & SHARE TRANSFER** | **BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD. BEETAL HOUSE, 3RD FLOOR, 99,** |
| **AGENT** | **MADANGIR, BEHIND LOCAL SHOPPING CENTRE,** |
|  | **NEAR DADA HARSUKHDAS MANDIR,** |
|  | **NEW DELHI -110062,** |
|  | **Tel No. 011-29961281 Fax no. 011-29961284** |
|  | **E-mail** **-beetal@beetalfinancial.com** |
|  |  |
| **REGISTERED OFFICE** | **111, COMPANY SECRETARY, DC-2 COMPANY SECRETARY, COMPANY SECRETARY, INDIA – 15** |
| **CIN NO.** | **U150000001RJ2004PLC0** |



####  QWER XYZLIMITED

##### Regd. Office: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Telephone No. 91-141-2331771-2, Fax: 91-141-2330810 E-mail: info@companysecretary

 CIN: 00000000000000000 Website: [www.cs.in](http://www.cs.in)

**NOTICE**

Notice is hereby given that the Eighteenth Annual General meeting of the members of the **Qwer XYZLimited** will be held at Registered Office at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ at 11.00 A.M. to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31st, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Company Secretary having Director Identification Number 00000000, who retires by rotation and being eligible, offers himself for re-appointment.

 **Special business:**

1. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

 **“RESOLVED THAT** pursuant to the provisions of Sections 152,160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Company Secretary (DIN: 00000000), who was appointed as Independent Director of the Company with effect from September 30, 2019, on the recommendation of Nomination and Remuneration Committee of the Board to Change in Designation from Independent Director to Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company w.e.f. 29th September, 2022.”

1. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 152,160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mrs. Company Secretary (DIN: 00000000), who was appointed as an Additional Director of the Company with effect from June 13, 2022 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company w.e.f. September 29, 2022.”

1. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV of the Act, Articles of Association of the Company, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable law, if any, and as recommended by the Nomination and Remuneration Committee and board of directors, Mr. Compliance (DIN: 00000000), who was appointed as an Additional Director (Category as Independent) by the Board of Directors of Company with effect from June 13, 2022 and in respect of whom the Company has received a notice in writing from a Member pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Compliance for the office of Director, be and is hereby appointed as an independent Director of the Company.”

**“RESOLVED FURTHER THAT** in compliance with provisions of Section 149 of the Act and Listing Regulations, Mr. Compliance (DIN: 00000000), who has submitted a declaration that he meets the criteria for independence as per the Act and Listing Regulations and who is eligible for appointment, shall be treated as an Independent Director of the Company on following terms and conditions:

• Mr. Compliance shall hold office as an Independent Director for a term of five (5) consecutive years on the Board of the Company commencing from September 29, 2022 and shall be eligible for re-appointment subject to provisions of the Act.

• He shall not be liable to retire by rotation.

1. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 2(54), 190, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/ amendments or re-enactments thereof) read with Schedule V (including any statutory modification(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), consent of the Members of the company, be and is hereby accorded to re-appoint Mr. Company Secretary (DIN: 00000000) as Managing Director of the Company for a further term of three years commencing from October 15, 2022 on such other terms and conditions as placed before the Board with the authority to the Board to alter or vary the same from time to time as may be decided by it and agreed to by Mr. Company Secretary (DIN: 00000000).

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Company Secretary (DIN: 00000000) as Managing Director, the Company has no profits or its profits are inadequate the Company shall pay her remuneration as approved by the Members by way of Special Resolution and subject to other provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, if any.

**RESOLVED FURTHER THAT** so long as Mr. Company Secretary (DIN: 00000000) functions as Managing Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee.

**RESOLVED FURTHER THAT** as Managing Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Managing Director and such reappointment as Director shall not be deemed to constitute a break in her appointment as

Managing Director.

**RESOLVED FURTHER THAT** a written Memorandum setting out the terms of appointment of Mr. Company Secretary (DIN: 00000000) as Managing Director prepared in terms of the provisions of Section 190 of the Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved which shall be kept at the registered office and shall also be open for inspection by the Members of the Company.

 **By order of Board of Directors**

######

Place: Jaipur **(Company Secretary)**

Date: September 04, 2022 **Chairman cum Managing Director**

###### Registered Office: DIN: 00000000

AAAABBBCCCDDDDD-INDIA

Tonk Road, Jaipur – 15

 CIN- 00000000

###### Notes:

* 1. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM NO. MGT-11 ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.***
	2. ***A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.***
	3. ***A PERSON CAN ACT AS PROXY FOR MAXIMUM 50 MEMBERS AND AGGREGATE HOLDING OF SUCH MEMBERS SHALL NOT BE MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY HAVING VOTING RIGHTS.***
1. Members/ Proxies should fill the Attendance slip/ sheet for attending the Meeting.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communications including Annual Report, notices etc. from the Company electronically.
4. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business is annexed herewith.
5. All the statutory registers and records required to be maintained under the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
6. Route Map showing directions to reach to the venue of the AGM and landmark thereof is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on “General Meeting”.
7. A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice as per the requirement of the Secretarial Standards-2 on “General Meeting”. Members may also note that the Notice of this Annual General Meeting Company for the year 2021-22 will also be available on the website of the Company viz [www.bajoriagroup.in](http://www.bajoriagroup.in/)

 **By order of Board of Directors**

######

Place: Jaipur **(Company Secretary)**

Date: September 04, 2022 **Chairman cum Managing Director**

###### Registered Office: DIN: 00000000

AAAABBBCCCDDDDD-INDIA

Tonk Road, Jaipur – 15

CIN- 00000000

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**ITEM NO. 3**

|  |  |
| --- | --- |
| Name | Mr. Company Secretary |
| Category / Designation | Non-Executive Director |
| Director Identification No (DIN) | 00000000 |
| Date of Birth and Age | 16/08/1976 and age 46 |
| Nationality | Indian |
| Date of first appointment on the Board | 26/06/2019 |
| Date of reappointment (Change in Designation) | 29/09/2022 |
| Brief Profile / Expertise in Specific field/ Qualification | Mr. Company Secretary (DIN: 00000000) is the Non-Executive Director of the Company and Commerce Graduate by qualification. He possesses rich experience of over 10 years in Business. He is having good liaison with various departments and other manufacturer in similar type of industry. |
| Board Meetings held & attended during the FY 2021-22 | 10 |
| Directorship held in other companies(Excluding foreign companies and Section 8 Companies) | (i) [Kalpana Developers Private Limited](https://www.zaubacorp.com/company/KALPANA-DEVELOPERS-PRIVATE-LIMITED/U70101RJ2010PTC033567) (ii) [Goodomen Financial Solutions Private limited](https://www.zaubacorp.com/company/GOODOMEN-FINANCIAL-SOLUTIONS-PRIVATELIMITED/U74110RJ2010PTC033498)(iii) [DNA Xperts Private Limited](https://www.zaubacorp.com/company/DNA-XPERTS-PRIVATE-LIMITED/U74140DL2015PTC280267)(iv) Jothishi Online And Advertising Services Private Limited |
| Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee andStakeholder’s Relationship Committee) | Member of the Audit Committee, Nomination and Remuneration Committee and CSR Committee of the board of Qwer XYZLimited. |
| Number of shares held in the company | NIL |
| Remuneration paid during financial year 2021-22 | NIL |
| Relationship with other directors / KMP | NA |

**ITEM NO. 4**

|  |  |
| --- | --- |
| Name | Mrs. Company Secretary |
| Category / Designation | Director |
| Director Identification No (DIN) | 00000000 |
| Date of Birth and Age | 03/06/1979 and age 43 |
| Nationality | Indian |
| Date of first appointment on the Board | 13/06/2022 |
| Date of reappointment (Change in Designation) | NA |
| Brief Profile / Expertise in Specific field/ Qualification | Mrs. Company Secretary (DIN: 00000000) is the Additional Director of the Company and Commerce Graduate by qualification. She possesses rich experience of over 05 years in Business. She is having good rapport with various departments and other manufacturer in similar type of industry. |
| Board Meetings held & attended during the FY 2021-22 | NA |
| Directorship held in other companies(Excluding foreign companies and Section 8 Companies) | (i) Beekay Niryat Limited(ii) Rigmadirappa Investments Private Limited(iii)Ganeshkripa Land Developers Privatelimited |
| Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee andStakeholder’s Relationship Committee) | NA |
| Number of shares held in the company | 1046200 equity shares |
| Remuneration paid during financial year 2021-22 | NIL |
| Relationship with other directors / KMP | Mrs. Company Secretary is spouse of Mr. Company Secretary who is Chairman cum Managing Director of the company. |

**ITEM NO. 5:**

Based on the recommendation of Nomination and Remuneration Committee of the Company, Mr. Compliance (DIN: 00000000) were appointed on the Board of Directors, as an Additional Director (category as Independent) of the Company, with effect from June 13, 2022 pursuant to Section 161, 149 of the Companies Act, 2013 read with the Article of Association

of the Company. Pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013, Mr. Compliance shall hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Compliance (DIN: 00000000) for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. Mr. Compliance (DIN: 00000000) have consented in writing to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as director of the Company and have submitted a declaration to the effect that he meets the criteria of Independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations in this regard.

The Board is of opinion that they are independent of the Management and possesses appropriate skills, experience and knowledge; accordingly their appointment as such is duly justified and would be in the best interest of the Company. copies of the letter for the appointment of Mr. Compliance (DIN: 00000000) as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company’s registered office during normal business hours on working days up to date of the ensuing Annual General Meeting.

The resolutions as set-out at item no. 4 seek the approval of Members for the appointment of Mr. Compliance (DIN: 00000000) as an Independent Directors of the Company for a term of five (5) consecutive years i.e. from September 29, 2022, pursuant to the provisions of Section 149 & 150 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. They will not liable to retire by rotation.

None of the Directors or Key managerial Personnel except appointee(s), may be deemed to be interested and/or concerned in the resolution. The Board therefore recommends the resolution set forth under Item no. 4 of the accompanying notice for the approval of the Members as an Ordinary Resolution. Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings is given as under:

|  |  |
| --- | --- |
| NAME | Mr. Compliance  |
| DIN | (DIN: 00000000)  |
| Brief Profile, Experience, Qualification etc. | Mr. Compliance aged 46 years completed his Bachelor’s Degree from Mohanlal Sukhadia University, Udaipur (Rajasthan) Mumbai. He is a professional and possesses a diverse and wide ranging experience and knowledge in the field of Corporate Affairs, finance and Accountancy. |
| Remuneration sought to be paid | NIL |
| Remuneration last drawn | NIL |
| Date of first appointment on the Board | 13/06/2022 |
| Shareholding in the Company | NIL |
| Relationship with other Director, Manager and other KMP | NA |
| Number of Board Meetings attended during the year (2021-22) | NA |
| Other Directorship Details | Bhagwati Sulz Private Limited |
| Membership/ Chairmanship of Committees of other Boards | NIL |

**ITEM NO. 6:**

Mr. Company Secretary was reappointed as Managing Director of the company at Annual General Meeting of the Members of the company held on September 30, 2019, for the period of 3 years commencing from [October 15, 2019]. In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company and subject to the approval of the shareholders of the Company at its Annual General Meeting will be held on [September 29, 2022] on the following terms and conditions:

**A. Basic Salary**

 Basic Salary Rs. 8,00,000/- per month.

**B. Perquisites**

In addition to the Salary, he will be allowed perquisites as specified below:-

* 1. Rent free furnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of the Basic Salary.
	2. Medical Policy for self and family with annual premium upto Rs. Fifteen Lakh.
	3. Reimbursement of Medical Expenses for self and family subject to a limit of one year’s remuneration per annum and

which can be accumulated for the period of 3 years.

* 1. Car with Driver for use on Company’s business.
	2. Provision for telecommunication facilities.
	3. Personal Accident Insurance, the premium of which shall not exceed Rs. 15,000/- per annum.
	4. Leave travel concession for self & family once in a year for any place in India subject to the condition those only actual

fares will be allowed.

* 1. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
	2. Club fees: Subject to maximum of two clubs.

 j. Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

1. Gratuity on the basis of 15 days salary for each year completed service, as per rules of the company.
2. Leave and encashment of leave at the end of the tenure in accordance with the rules of the Company.
3. Contribution to Provident Fund and Superannuation fund as per rules of the Company.
4. Such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the

 Board of Directors and Mr. Company Secretary.

Other Term

1. He shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the company.

2. He shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

The information as required under proviso (iv) to Clause B of Part II of Schedule V of the Act are given hereunder –

|  |
| --- |
| I. GENERAL INFORMATION |
|  1 | Nature of Industry | Distilling, rectifying and blending of spirits; ethyl alcohol production from fermented materials. |
| 2 | Date or expected date of commencement of commercial production | The Company was incorporated in the year 2004 and is already in commercialProduction for long. |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable |
| 4 | Financial performance based on given indicators |  | Financial Parameters | Years |  |
|  | 2021-22 | 2020-21 | 2019-20 |
| Turnover (Rs./Lakhs) | 31,497.28 | 27,265.07 | 19089.84 |
| Net Profit /(Loss) (Rs./Lakhs) | 315.81 | 480.38 | 78.71 |
| Amount of dividendpaid | NIL | Nil | NIL |
| Rate of dividend paid | NIL | Nil | NIL |
|  |
| 5 | Foreign investments or collaborations, if any | Nil |
| II. INFORMATION ABOUT THE APPOINTEE |
| 1 | Background details | Mr. Company Secretary is a commerce graduate by qualification. He possess rich experience of over 19 years in manufacturing, trading activities covering all function ofGeneral management. |
| 2 | Past Remuneration |  | Organization | Period | Total Amount (Rs./Lakhs) |
| Qwer XYZLimited | 1.04.2021 to 31.03.20221.04.2020 to 31.03.20211.04.2019 to 31.03.2020 | 144.39144.3974.63 |
| 3 | Recognition or awards | Nil |
| 4 | Job profile and his suitability | He is looking after day to day operations of the Company, Coordination with various outside agencies, management of funds etc.He is associated with this company since many years and has vast experience in the working of the Company. |
| 5 | Remuneration proposed | As mentioned in explanatory statement (as above) proposed in item no. 5 |
| 6 | Comparative remuneration profile with respect to industry, size of the company,profile of the position and person (in case of expatriates the relevant details would be w.r.tthe country of origin) | The remuneration payable to Mr. Company Secretary is in tandem with the remuneration paid in the industry and the size of the company. |
| 7 | Pecuniary relationship directly or indirectly with the Company, or relationship with theManagerial personnel, if any. | Mr. Company Secretary has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel, except that he is one of the promoters of theCompany. |
| III. OTHER INFORMATION |
| 1 | Reasons of loss or inadequate profits | The major reasons for inadequate profits are :-1. Increase in cost of various inputs.
2. Non availability of input credit as Alcohol is out of purview of GST.
3. Insufficient price revision of Country Liquor prices by State Government after implementation of GST.
4. Time to Time interruption in production due to Regulatory compliances.
5. Un-remunerative prices of ENA in the State of Rajasthan
 |
| 2 | Steps taken or proposed to be taken for improvement | 1. The State Government has revised the prices of Country liquor w.e.f. 01.04.2022.
2. The Company is taking necessary steps to control the input cost particularly Power & Fuel Cost so as to reduce the cost of production.
3. Prices of ENA in State of Rajasthan are showing the sign of improvement.
 |
| 3 | Expected increase in productivity and profits in measurable terms. | Company is in the field of production and bottling of Alcohol. This industry is highly regulated by the State Government. It is expected that company will earn more profit in FY 2022-23 and coming years. With the increase in prices and also meeting the requirement of regulatory compliances the company in future likely to have regular production and profits. |

The brief resume of Mr. Company Secretary is as hereunder –

Mr. Company Secretary (DIN: 00000000) (Born on 09/10/1975) is the Chairman cum Managing Director of the Company and Commerce Graduate by qualification. He was first inducted on 30/11/2006 in the Board of Directors of the company as Director. He possess rich experience of over 21 years in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries. he is a businessman who has vast knowledge in financial and production activities and is serving his company with his great hard work and knowledge.

Companies (other than Qwer XYZLimited) in which Mr. Company Secretary holds the Directorship –

* Beekay Niryat Limited
* Rigmadirappa Investments Private Limited
* Goyal Complex Pvt Ltd
* Ganeshkripa Land Developers Private Limited

Membership/ Chairmanship of Committee of other public limited companies: NIL No. of Shares held in company: 334200

No. of Board Meetings attended in the Company during the year: 10

Mr. Company Secretary is spouse of Mrs. Company Secretary who is Director of the company.

Therefore, the Board recommends the special resolution as set out at Item No. 5 for the approval of members of the company.

By order of Board of Directors

Place: Jaipur **(Company Secretary)**

Date: September 04, 2022 **Chairman Cum Managing Director**

Registered Office: DIN: 00000000

AAAABBBCCCDDDDD-INDIA

Tonk Road, Jaipur – 15

CIN- 00000000

 ***Route Map to the AGM Venue***

***Venue: AAAABBBCCCDDDDD-INDIATonk Road, Jaipur – 15***



Qwer XYZLimited

Landmark:

**BEHIND RAJASTHAN POLICE HEADQUARTER JAIPUR**

By order of Board of Directors

Place: Jaipur **(Company Secretary)**

Date: September 04, 2022 **Chairman Cum Managing Director**

Registered Office: DIN: 00000000

AAAABBBCCCDDDDD-INDIA

Tonk Road, Jaipur – 15

CIN- 00000000

# Attendance Slip

Name of the Company: Qwer XYZLimited

Registered Address: AAAABBBCCCDDDDD-INDIA

Tonk Road, Jaipur – 15, Rajasthan

CIN: 00000000 Email Id -  info@abil.co.in Telephone: 91-141-2331771-2 Website [www.bajoriagroup.in](http://www.bajoriagroup.in/)

18th Annual General Meeting on Thursday, September 29, 2022

|  |  |
| --- | --- |
| Folio No. / DP ID Client ID No |  |
| Name of First named Member/Proxy/Authorized Representative |  |
| Name of Joint Member(s), if any: |  |
| No. of Shares held |  |
|  |  |

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 18th (Eighteen) Annual General Meeting of the company being held on Thursday, September 29,

2022 at Registered office situated at AAAABBBCCCDDDDD-INDIATonk Road, Jaipur 15, Rajasthan at 11 A.M. Signature of First holder/Proxy/Authorized Representative

Signature of 1st Joint holder Signature of 2nd Joint holder

Note(s): 1. please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

1. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.

**Form No. MGT-11**

**Proxy form**

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

CIN: 00000000

Name of the Company: Qwer XYZLimited

Registered office: AAAABBBCCCDDDDD-INDIATonk Road, Jaipur – 15 Rajasthan

Name of the Member(s): Registered address:

E-mail Id:

Folio No/ Clint Id: DP ID:

I/ We being the member of …………, holding…..shares, hereby appoint 1. Name: …………….

Address:

E-mail Id:

Signature or failing him

2. Name: …………….

Address:

E-mail Id:

Signature ,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Eighteenth (18th) Annual General Meeting of members of the Company, to be held on Thursday, September 29, 2022 at the registered office of the Company at AAAABBBCCCDDDDD-INDIATonk Road, Jaipur – 15 Rajasthan, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

* 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31st, 2022 and the Reports of the Board of Directors and the Auditors thereon.
	2. To appoint a Director in place of Mr. Company Secretary having Director Identification Number 00000000, who retires by rotation and being eligible, offers himself for re-appointment.
	3. To Appoint Mr. Company Secretary (DIN: 00000000) as a Non- Executive Director.
	4. To Appoint Mrs. Company Secretary (DIN: 00000000) as a Non- Executive Women Director.
	5. To Appoint Mr. Compliance (DIN: 00000000) as a Non-Executive Independent Director.
	6. To re-appoint Mr. Company Secretary (DIN 00000000) as a Managing Director.

Signed this ….. Day of 2022

Signature of Shareholder Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

## BOARD'S REPORT

Your Directors have pleasure in presenting the Seventeenth Annual Report together with the Audited annual Accounts of the Company for the financial year ended 31st March, 2022.

1. Financial Performance:-

The highlights of the financial position for the year as compared to the corresponding period in the previous year are given below:-

|  |  |  |
| --- | --- | --- |
| **Particulars** | **F.Y.2021-22****(Rs. In Lakhs)** | **F.Y.2020-21****(Rs. In Lakhs)** |
| Profit/(Loss) before Extraordinary items, Tax, Finance Charges & Depreciation |  1210.48 |  1297.59 |
| Less:- Finance Charges | 376.81 | 304.13 |
| Less:- Depreciation | 376.66 | 311.68 |
| **Profit/(Loss) before taxes** | **457.01** | **681.78** |
| Less:- Deferred Tax Liability/(Assets) | 4.20 | 201.40 |
| Less:-Income Tax | 137 |  - |
| **Profit/(Loss) for the year** | **315.81** | **480.38** |
| **Other Comprehensive Income / (Loss)** | **15.06** | **(12.46)** |
| **Total Comprehensive Income / (Loss)** | **330.87** | **467.92** |

1. Operations during the year

During the financial year 2021-22 company has achieved the Net Turnover of Rs.31,497.28 against the Net turnover of Rs. 27,265.07 achieved in previous financial year 2020-21. The net Profit after tax for the financial year ended 2021-22 is Rs. 315.81 against the net profit after tax for the financial year ended 2020-21 is Rs. 480.38.

1. Covid-19

The COVID-19 virus has shattered the world economy. The industry in general will have to brace itself for the economic shocks of such nature. The Companies will have to prepare contingency plans such as work from home, enhanced safety measures, strategies for continuity of business and other affairs. The Company has taken necessary steps in terms of devising plans for mitigating such risk. There were no other material changes and commitments affecting the financial position of the Company between end of the Financial Year and the date of this report.

1. Deposits

During the year under review, your Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rule, 2014. There are no outstanding deposits as on 31st March, 2022.

1. Dividend

In order to preserve the funds for further diversification and conserve the resources for future growth of the Company, the Board of Directors of the Company do not recommend any final dividend for the Financial Year 2021-22.

1. Transfer to Reserve

The company has proposed to transfer appropriate amount to the general reserves. Kindly refer notes to Financial Statements.

1. Share Capital

During the year under review, there is no change in the share capital of the company.

1. Board of Directors and Key Managerial Personnel
	1. **Director retire by rotation**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Company Secretary having Director Identification Number 00000000, Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

* 1. Appointment/Cessation
		+ Mr. Company Secretary having Director Identification Number 00000000, who retires by rotation at every annual general meeting as per section 152 of the companies act, 2013 and being eligible, offers himself for re-appointment.
		+ Mr. Company Secretary having Director Identification Number 00000000, whose tenure as a Managing Director of the company has been completed, Further The Board of Directors based on recommendation of the Nomination and Remuneration Committee has recommended appointment of Mr. Company Secretary (DIN: 00000000) as Managing Director of the company for next 3 years w.e.f. October 15, 2022 to the shareholders of the company.
		+ As per the requirement of Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014. 2022 Mrs. Company Secretary (DIN: 00000000) has been appointed as an (Non- Executive Women Director) Additional Director on the board of the company till the conclusion of the ensuing Annual general Meeting. Further the board of Directors based on recommendation of the Nomination and Remuneration Committee has recommended the appointment of Mrs. Company Secretary (DIN: 00000000) as (Women Director) Director of the company w.e.f. September 29, 2022 to the shareholders of the company.
		+ The Board is of opinion Mr. Compliance (DIN: 00000000) is independent of the Management and possesses appropriate skills, experience and knowledge, accordingly their appointment as such is duly justified and would be in the best interest of the Company. Therefore Mr. Compliance (DIN: 00000000) has been appointed as an Additional Director (in the category of Independent) w.e.f. June 13, 2022 till the ensuing Annual general Meeting. Further The Board of Directors based on recommendation of the Nomination and Remuneration Committee has recommended appointment of Independent Directors of the Company Mr. Compliance (DIN: 00000000) on the Board of the Company for a term upto 5 (Five) consecutive years w.e.f. September 29, 2022 to the shareholders of the Company.
		+ Mrs. Jain has been ceased to be Company Secretary of the company due to her resignation on October 15, 2021. The Board places on record its appreciation for her invaluable contribution and guidance during the tenure Further Mrs. Khandelwal was appointed as Company secretary of the company w.e.f. October 16, 2021 in place of Mrs. Jain.
1. Other disclosures

As per declaration received from Independent Directors they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and have complied with Rule 6 of the companies (Appointment and Qualification of Directors) Rules, 2014, as amended as on date. As per evaluation done by the Nomination and Remuneration Committee and by the Board of both the Independent Directors by considering the parameters such as whether the Directors uphold ethical standards of integrity and probity, the ability of the directors to exercise objective and independent judgment in the best interest of Company, the level of confidentiality maintained, adherence to the applicable code of conduct for Independent Directors and their role in bringing independent judgment during Board deliberations on strategy, performance, risk management, expertise and experience etc. both the Independent Directors have maintained the integrity, expertise and have vast experience in the industry.

Both the Independent Directors have registered themselves in the Independent Directors data bank, further They all are exempted for Self-Assessment Test as per Section 150(1) of the Companies Act, 2013 conducted through IICA by complying with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

During the reporting period, none of the Directors of the Company are disqualified in terms of sub-section (2) of Section 164 of the Companies Act, 2013.

1. Evaluation of the Board, Committees and Directors

Pursuant to the provisions of the Companies Act, 2013 evaluation is carried out by the Board, Nomination and Remuneration Committee and by the Independent Directors. The Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually including Independent Directors (excluding the director being evaluated) has been made.

Board evaluation was carried out on the basis of questionnaire prepared after considering various inputs received from the Directors, covering various aspects revealing the efficiency of the Board’s functioning such as development of suitable strategies and business plans, size, structure and expertise of the Board and their efforts to learn about the Company and its business, obligations and governance.

Performance evaluation of Directors was carried out by Board and Nomination and Remuneration Committee on parameters such as appropriateness of qualification, knowledge, skills and experience, time devoted to Board, deliberations and participation level in board functioning, extent of diversity in the knowledge and related industry expertise, attendance and participations in the meetings and workings thereof and Initiative to maintain high level of integrity and ethics and the same was apprised to the Board of Directors.

Independent Directors had carried out performance evaluation of Non-Independent Directors in their separate meeting, the Board as a whole and performance evaluation of Chairman was carried out, taking into account the views of Non-Executive Directors. The Chairman of the Company is the Executive Director.

The performance of Committees were evaluated on parameters such as whether the Committees of the Board are appropriately constituted, have appropriate number of meetings held each year to accomplish all of its responsibilities, maintain the confidentiality of its discussions and decisions, conduct self-evaluation at least annually, make periodical reporting to the Board along with its suggestions and recommendations.

Independent Directors’ performance evaluation was carried out on parameters such as whether the Directors uphold ethical standards of integrity and probity, the ability of the directors to exercise objective and independent judgment in the best interest of Company, the level of confidentiality maintained, adherence to the applicable code of conduct for Independent Directors and their role in bringing independent judgment during Board deliberations on strategy, performance, risk management etc.

The Board/Directors expressed their satisfaction with the evaluation process.

1. Statutory Auditors and Directors’ Comment on Auditor Qualification in Auditors’ Report

M/s. Ramanand Goyal & Co., Chartered Accountants FRN 002384C, was appointed as Statutory Auditors of your Company at the 16th Annual General Meeting to hold office till the conclusion of 21th Annual General Meeting to be held in the year 2025. Further, M/s. Ramanand Goyal & Co. FRN 002384C Chartered Accountants had confirmed their consent and eligibility under the provisions of the Companies Act, 2013 to act as such.

The observations in the Auditor’s report have been dealt with by making relevant notes in the Accounts and following comments

/clarifications are given below:-

The company has not provided the interest on delay payment to MSME as it has long standing relation with these suppliers and they agreed to waive the interest on delay payment in view of present economic and financial position of the company.

1. Secretarial Auditor

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the rules made thereunder, Mrs. Ankita Nevatia,Proprietor at M/s. Ankita Nevatia & Co., Practicing Company Secretaries having ICSI Membership No. 000000 and C.O.P. No. 0000000 was appointed as Secretarial Auditor to conduct secretarial audit of the Company for the financial year 2021-22. The Secretarial Audit Report for the financial year 2021-22 is attached herewith as “Annexure III” ” along with Annexure A to this report. The report does not contain any reservation, qualification or adverse remark. Information referred to in the Secretarial Auditor Report are self-explanatory and do not call for any further comments.

1. Committees of Board of Directors

Currently there are three Board Committees, namely **–**

* 1. Audit Committee

The Composition of Audit Committee is as follows:

|  |  |  |
| --- | --- | --- |
| **S. No.** | **Name of Director** | **Designation** |
| 1 | Mr.CS | Chairman |
| 2 | Mr. Compliance Officer | Member |
| 3 | Mr. Company Secretary | Member |

Note:

 All the recommendations made by the Audit Committee were accepted by the Board. The Audit Committee met on July 26, 2021; November 08, 2021;

 December 14, 2020, and March 30, 2022 during the reporting period.

* 1. Nomination and Remuneration Committee

The Composition of NRC is as follows:

|  |  |  |
| --- | --- | --- |
| **S. No.** | **Name of Director** | **Designation** |
| 1 | Mr.CS | Chairman |
| 2 | Mr. Compliance Officer | Member |
| 3 | Mr. Company Secretary | Member |

Note:

The Nomination and Remuneration Committee met on September 04, 2021; October 15, 2021; during the reporting period.

* 1. Corporate Social Responsibility Committee

 The Composition of CSR is as follows:

|  |  |  |
| --- | --- | --- |
| **S. No.** | **Name of Director** | **Designation** |
| 1 | Mr.CS | Chairman |
| 2 | Mr. Compliance Officer | Member |
| 3 | Mr. Company Secretary | Member |

Note:

Since, the company does not fall under the ambit as provided under Section 135 of the Companies Act, 2013 read-with Rules made thereunder, therefore the company is not required to spend any amount under any of the CSR Activities.

1. Number of meetings of the Board

The Board met eight times during the financial year. The meetings were held on April 09, 2021; July 26, 2021; August 16, 2021; 04 September, 2021; October 15, 2021; November 08, 2021; November 30, 2021; November 15, 2021; December 14, 2021; & March 30, 2022. The intervening gap between any two meetings was within the period prescribed by Companies Act, 2013.

* 1. Separate Meeting of Independent Directors:

Independent Director plays a pivotal role in governance process of the Board and Schedule IV of the Companies Act 2013 and rules made thereunder mandates that the Independent Directors of the Company should hold at least one meeting in a year without the attendance of Non-Independent Directors.

The Independent Directors met once during the financial year ended 31st March, 2022 i.e. on 9th March, 2022 without the attendance of Non- Independent Directors in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to, inter alia, evaluation of performance of Non-Independent Directors, the Board as a whole and evaluation of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Company Management and the Board and its’ Committees which is necessary to effectively and reasonably perform and discharge their duties.

1. Dematerialisation of Securities

MCA vide its notification dated September 10, 2018 which shall come into force w.e.f. October 02, 2018 made the amendment in the Companies (Prospectus and Allotment of Securities) Rules, 2014. Pursuant to the notification, every unlisted public company shall issue the securities only in dematerialised form and facilitate dematerialisation of its existing securities in accordance with the provisions of Depositories Act, 1996 and regulations made there under. Further, every holder of securities of an unlisted public company who intends to transfer such securities on or after October 02, 2018, shall get such securities dematerialised before the transfer. Accordingly, in compliance of the said notification, the company appointed M/s Beetal Financial & Computer Services Pvt. Ltd. as its Registrar and Transfer Agent and signed the tripartite agreement with RTA and CDSL. The company has been allotted ISIN – INE01WL01018.

Further, during the financial year 2021-22 the company has executed agreement with NSDL for holding of Securities in Demat.

1. Policy on Directors’ Appointment and Remuneration

Your Company has a well-defined policy for selection, appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management. The main objective of the said policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, Key Managerial Personnel and Senior Management employees.

The Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Senior Management employees includes the criteria for determining qualifications, positive attributes, independence of director and other matters as per section 178(3) of the Companies Act, 2013 is stated in the “Annexure II” which form part to this report.

1. Particulars of loans, guarantees or investments

Company has given loan of Rs. 840.03/- lakhs under Section 186 of the Companies Act, 2013 in Financial Year 2021-22. The Company has not given any guarantee or made investment during the Financial Year 2020-21.

1. Particulars of Contracts or Arrangements made with related parties

All Related Party Transactions entered during the year were in the ordinary course of business and on arm’s length basis. Related party transactions entered by your Company during the year were on arm’s length basis and in the ordinary course of business. The Company had not entered into any contract, arrangement and transaction with related party (ies) which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Companies Act, 2013 in Form AOC -2 is not applicable.

1. Directors Responsibility Statement

Pursuant to the requirements under section 134 (3) (c) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed that:

1. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that such accounting policies have been selected and applied consistently and such judgments and estimates had been made that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year as at 31st March, 2022 and of the profit of the Company for the year ended on that date;
3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the annual accounts have been prepared on a going concern basis;
5. that being an unlisted Company, provisions of clause (e) of sub-section 5 of Section 134 of the Companies Act, 2013 are not required to be stated here;
6. That proper system has been devised to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.
7. Subsidiaries, Associates & Joint Venture

The company does not have any Subsidiary, Associate or Joint Venture Companies.

1. Annual Return

In accordance with Section 134 (3) (a) of Companies Act, 2013, the annual return of the company as referred in Section 92 (3) has been placed on the website of the company i.e. [www.](http://www/) cs. in.

1. Risk Management Policy

In compliance with the applicable provisions of Companies Act, 2013, the Board has framed and adopted the Risk Management Policy of the company in order to ensure that the Company’s affairs shall be carried out in a sound and prudent manner by managing its business, operating and financial risk by adopting appropriate risk identification, assessment, and control and mitigation measures.

1. Particulars of Employees and their remuneration

Being an unlisted company disclosure under Section 197(12) of the Companies Act, 2013 read-with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended as on date is not applicable. Disclosure as required under Schedule V for Managing Director of the Company is as follows:

Remuneration Paid to Managing Directors during 2020-21 (In Rupees):-

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Name of the Director** | **Salaries and Allowances** | **Perquisites** | **Company’s Contribution to****PF** | **Commission &****Performance linked****incentives** | **Sitting Fees** | **Total** |
| Company Secretary | 1,44,00,000 | 39,600 | - | - | - | 1,44,39,600 |

1. None of the Directors had the pecuniary relationship with the company.
2. The non-executive Directors of the company are not paid any remuneration during the year 2021-22.
3. The company enters into service contracts with all executive directors till the duration of their tenure. The services of the Executive Directors may be terminated by either party, giving the other party three months’ notice or the company paying three months’ salary in lieu thereof. There is no separate provision for payment of severance fees.
4. The company does not have any stock option/Employees Stock Option Scheme.
5. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place Prevention of Sexual Harassment at Workplace - Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, it is hereby stated that the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and have given training to its employees. During the period under review, no complaint had been received under the Act.

1. Details of frauds reports by auditors

As specified under Section 143 (12) of Companies Act, 2013 including any statutory amendments or modifications, if any, the auditor of the company has not reported any fraud in the course of the performance of his duties as auditor.

1. Significant and Material Orders Passed by Regulators or Courts

There are no significant or material orders passed by the Regulators, Courts or Tribunals which impact the going concern status of the company and its future operations.

1. Internal Control System

The Company has adequate internal control system to safeguard the company’s assets from any loss or damage, to control cost, prevent revenue loss and required financial and accounting controls and to effectively implement the applicable accounting standards.

1. Conservation of Energy, Technology Absorption and Foreign Expenditure

The particulars as prescribed under Sub – Section 3 (m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are enclosed as Annexure I to this Board’s Report.

1. Maintenance of Cost Records

The provisions of Section 148 (1) of Companies Act, 2013 relating to maintenance of cost records is not applicable on the Company.

1. Statement on compliances of applicable Secretarial Standards

Your Directors states that they have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such system are adequate and operating effectively and the applicable Secretarial Standards have been duly complied by your Company**.**

1. Vigil Mechanism

Your Company has established a vigil mechanism for grievances Redressal of the Directors and employees of the Company which will help in reporting genuine concerns or grievances of Directors and employees, actual or suspected fraud and it provides adequate safeguards against victimization. The same is placed on the Company’s website and the web link for the same is https://[www.bajoriagroup.in.](http://www.bajoriagroup.in/)

1. Acknowledgement

The Board of Directors express their gratitude and its appreciation to the continued cooperation and support of Company's Banker, and the Agencies which are providing their services and support for operation of the Company. The Board also records its deep appreciation of the creditable services rendered by the Company's employees.

|  |  |
| --- | --- |
|  | **For & on behalf of Board of Directors** |
| Place: Jaipur |  **(Umesh Joshi)** |  **(Company Secretary)** |
| Date: September 04, 2022 | **Director** | **Chairman Cum Managing Director** |
| **Registered Office:**AAAABBBCCCDDDDD-INDIATonk Road, Jaipur – 15CIN- 00000000 | **DIN- 00000000** | **DIN- 00000000** |
|  |  |  |

**Annexure I**

**THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO:**

1. Conservation of Energy

|  |  |  |
| --- | --- | --- |
| 01. | The steps taken or impact on conservation of energy | Company’s operation does not consume significant amount of energy during the year under review. However, the Company uses energy for its office equipments such as computers, lightings and utilities at its work premises. Therefore, ongoing process of awareness and training sessions at regular intervals is given to concern operational personnels on opportunity of energy conservation and their benefits. |
| 02. | The steps taken by the company for utilizing alternatesources of energy | NIL |
| 03. | The capitalequipments | investment | on | energy | conservation | NIL |

1. **Technology Absorption**

At present the Company is not carrying out any significant Research and Development Activity:

|  |  |  |
| --- | --- | --- |
| 01. | the efforts made towards technology absorption | Nil |
| 02. | the benefits derived like product improvement, cost reduction, product development or importsubstitution | Nil |
| 03. | in case of imported technology (imported during last three years reckoned from the beginning of the financial year)* The details of technology imported
* The year of import
* Whether technology has been fully absorbed
* If not fully absorbed. Areas where absorption has not taken place, and the reasons thereof
 | Nil |
| 04. | the expenditure incurred on Research and Development | Nil |

1. Foreign Exchange Earnings and outgo

 The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2022 is as follows:

Particulars 31st March, 2022 31st March, 2021

|  |  |  |
| --- | --- | --- |
| Foreign Exchange Earnings | Nil | Nil |
| Foreign Exchange Outgo | Nil | Nil |

For & on behalf of Board of Directors

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Place: Jaipur | **(Umesh Joshi)** | **(Company Secretary)** |
| Date: September 04, 2022 | **Director** | **Chairman Cum Managing Director** |
| **Registered Office:** | **DIN- 00000000** | **DIN- 00000000** |
| AAAABBBCCCDDDDD-INDIATonk Road, Jaipur – 15CIN- 00000000000 |  |  |

**PREAMBLE**

**NOMINATION AND REMUNERATION POLICY**

***Annexure II***

Section 178 of the Companies Act, 2013 requires the Nomination and Remuneration Committee of the Board of Directors of every public company with the paid up capital of Rs. 10 Crore or more to,

* Formulate the criterion for determining qualifications, positive attributes and independence of Directors and recommend to the Board a policy, relating to remuneration for directors, key managerial personnel and other employees.
* Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criterion laid down, recommend to the Board their appointment and removal
* Carry out evaluation of every director’s performance
* Formulate the criterion for evaluation of independent directors and the Board

Accordingly, to comply with the aforesaid requirements, the Board of Directors of Qwer XYZLimited has approved and adopted the Nomination and Remuneration policy at its meeting held on November 30, 2015 as per the recommendation made by the Nomination And Remuneration Committee of Directors of the Company.

The Policy of the company is designed to attract, retain and motivate the Senior Management Personnel including its key managerial personnel (“KMP”) and Board of the company. The policy ensures that –

1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
2. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long- term performance objectives appropriate to the working of the company and its goals.

This Policy shall replace the previous Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee to the Board of Directors.

DEFINITIONS

1. “Act” means the Companies Act, 2013 and the rules framed there under, as amended from time to time.
2. “Board” means Board of Directors of the company.
3. “Committee” means Nomination and Remuneration Committee of the company as constituted or reconstituted by the Board.
4. “Company” means Qwer XYZLimited

Words and expressions used in this Policy but not defined shall have the meaning as given in Companies Act, 2013 read with rules made there under, as may be amended from time to time.

APPLICABILITY

The policy is applicable to:

1. Directors (Executive and Non – Executive)
2. Key Managerial Personnel
3. Senior Management Personnel & Other Employees

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT PERSONNEL (SMP)

1. **Appointment criterion and qualifications :**
	1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience for the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
	2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by the person is sufficient/satisfactory for the concerned position.
	3. The Company shall not appoint or continue the employment of any person as Whole- time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
	4. Appointment of independent directors shall be subject to compliance of provisions of Section 149 of Companies Act, 2013, read with Schedule IV and rules made thereunder.
2. Term / Tenure:
	1. **Managing Director / Whole Time Director :**

The company shall appoint or re-appoint any person as its Managing Director or Executive Director for the term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

* 1. Independent Director:
		1. An independent director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of special resolution by the Company and disclosure of such appointment in the Board’s report.
		2. No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after expiry of three years of ceasing to become an independent director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.
	2. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) or at such intervals as may be considered necessary.

* 1. Removal:

Due to reasons for any disqualification mentioned in Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to provisions and compliance of the said act, rules and regulations.

* 1. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefits of the Company.

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE – TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL (SMP)

1. GENERAL
2. Increments to the existing remuneration may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders, wherever applicable in case of Whole – Time Directors / Managing Director.
3. Where any insurance is taken by the company for its Directors, KMPs and SMPs for protecting them against any liability, the premium paid on such insurance shall not be treated as part of remuneration payable to such persons. Provided that if such person is provided to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
4. REMUNERATION TO THE WHOLE-TIME / EXECUTIVE/ MANAGING DIRECTOR:
5. **FIXED PAY :**

The remuneration of Whole – Time / Executive/Managing Director is recommended by the Nomination and Remuneration Committee and subsequently, the Board approves the same and wherever necessary forwards the same for the approval of the shareholders in the General Meeting of the company. The remuneration shall include salary, allowances, perquisites and Company’s contribution to Provident Fund, as the case may be, in accordance with the Company’s policy as amended from time to time and approved by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

1. MINIMUM REMUNERATION:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole Time Director/Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of Central Government.

1. PROVISIONS FOR EXCESS REMUNERATION:

If any Managing/Whole – Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under Companies Act, 2013 or without the prior sanction of the Central Government, wherever required, he/she shall refund such sums to the Company and until such sum is refunded, hold the same in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by Central Government.

1. OTHER CONDITIONS:
2. The Executive Directors including Managing Director shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the company.
3. The Executive Directors including Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

REMUNERATION OF NON – EXECUTIVE DIRECTORS/INDEPENDENT DIRECTORS

1. The Non-Executive Directors/Independent Directors of the company may receive remuneration by way of sitting fees for attending the meeting of the Board of Directors or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013 and rules framed or such amount as may be prescribed by the Central Government.
2. The Non – Executive Directors of the company are not entitled for any Employee Stock Options Scheme (ESOS), Bonus pay or any other similar plans.

REMUNERATION OF KEY MANAGERIAL PERSONNEL (EXCLUDING EXECUTIVE DIRECTORS AND MANAGING DIRECTORS) AND SENIOR MANAGERIAL PERSONNEL (‘’’SMP’’)

The Board believes that a combination of fixed and variable pays to the KMP and SMP ensure that company can attract and retain best talents. The Key Managerial Personnel (Excluding Executive Director and Managing Director) and SMP shall be paid monthly remuneration as per the Company’s policies and/or as may be approved by the Board on the recommendation of Committee. The remuneration of KMP and SMP mainly comprises basic salary, allowances, perquisites, variable/incentives pay linked to performance, reimbursement of expenses and retirement benefits etc. Allowance, perquisites, bonus, variable/incentives pay and retirement benefits are paid according to the Company policy, subject to the prescribed statutory ceiling under various statues.

REMUNERATION OF OTHER EMPLOYEES

Apart from Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and local market conditions.

The remuneration of other employees mainly comprises basic salary and in addition to basic salary, they are also provided allowances, perquisites etc. as per the Company’s policy and statutory requirements, where applicable.

AMENDMENT

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when it deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

***Annexure III***

 ***Form No.: MR-3 SECRETARIAL AUDIT REPORT***

***For the Financial Year ended on 31st March, 2022***

***{Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}***

 To,

The Members,

### QWER XYZLIMITED

111, -302015 (RAJ)

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

Based on my verification of Qwer XYZ Limited `s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Qwer XYZ Limited for the financial year ended on 31st March, 2022 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
	1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
	2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
	3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
	4. **(Not applicable to the Company during the reporting period under audit)**
	5. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the reporting period under audit)**
	6. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the reporting period under audit)**
	7. 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;
	8. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the reporting period under audit) &**
	9. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the reporting period under audit)**
	10. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**(Not applicable to the Company during the reporting period under audit)**

**I further report that**, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

1. Sale of Goods Act,

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

1. Secretarial Standards on Board and General Meetings (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with Bombay Stock Exchange

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**I further report that**, during the year under review:

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 notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance, 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 the decisions at Board Meetings and Board Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of Board of Directors of the Company or committee of the Board, as the case may be.

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

 **FOR ANKITA NEVATIA & CO.**

 **COMPANY SECRETARIES**

 **Sd/-**

**ANKITA NEVATIA**

**PROPRIETOR**

**FCS - 0000**

 **COP – 00000**

### Place: Kolkata

### Date: 02.09.2021

**UDIN: F008510C000885375**

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

**ANNEXURE A**

To,

The Members,

### QWER XYZLIMITED

AAAABBBCCCDDDDD-INDIATonk Road, Jaipur -302015 (RAJ)

The above report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of Financial and Tax records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

 The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

### FOR ANKITA NEVATIA & CO.

### COMPANY SECRETARIES

 **Sd/-**

 **ANKITA NEVATIA**

 **PROPRIETOR**

 **FCS – 0000**

 **COP – 000**

**Place: Kolkata**

**Date: 02.09.2021**

 **UDIN: F008510C000885375**