

“CELEBRATE THE  
BEAUTY OF  
**SIMP-  
LICITY,**”

# Annual Report 2018-19



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### Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.



# CORPORATE INFORMATION

## **BOARD OF DIRECTORS**

Mr. Pravinbhai Nathabhai Patel  
Mr. Sureshbhai Hansrajbhai Patel  
Mr. Hardikbhai Prafulbhai Patel  
Mrs. Mamtaben Premanshu Patel  
Mr. Manilal Kanjibhai Patel  
Mr. Mehulbhai Jayantibhai Patel

Chairman and Managing Director  
Whole time Director  
Non Executive Director  
Independent Director  
Independent Director  
Independent Director

## **CHIEF FINANCIAL OFFICER**

Ms. Keyaben Patel

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Ruchi Shah

## **BANKERS**

**Axis Bank Limited,**  
"Trishul", 3rd Floor,  
Opp. Samartheshwar Temple,  
Law Garden, Ellisbridge, Ahmedabad,  
Gujarat 380006, India.

## **REGISTERED OFFICE**

Survey No. 355, Nananpur Road,  
N.H. No. 8, Village- Dalpur,  
Prantij, Himmatnagar-383120,  
Gujarat, India.

## **STATUTORY AUDITOR**

**M/s. Piyush J. Shah & Co.**  
Chartered Accountants  
404, Shikhar Complex,  
Nr. Vadilal House,  
Mithakhali Cross Roads,  
Navrangpura, Ahmedabad  
Gujarat – 380009, India.

## **REGISTRAR & TRANSFER**

### **AGENT**

Link In Time India Private Limited  
247, Lal Bahadur Shastri Marg,  
Surya Nagar, Gandhi Nagar  
Vikhroli West, Mumbai,  
Maharashtra 400083.

## WE ARE

Airolam started our journey from manufacturing of high quality Decorative Laminates for Residential and Commercial Applications. Fast growth of Airolam is because of using diversified man power from IT, Packaging, Laminate, Ceramic and Printing Industries with marketing professionals. The individual departments like R & D, Manufacturing, Quality Control, Packaging and Delivery, Work in close co-ordination to establish the supremacy of the finished products. Since inception, we are committed to the continue involvement into a Company that utilises its efficient resources & manpower to improve consistency & set for itself and others benchmarks of excellence & integrity in all its actions apart from empowering it's employees for their betterment always.



Airolam High Pressure Laminates are conducive to both vertical & horizontal applications including furniture, laboratories, medical instrumentation, bathroom cubicles, exterior facades and outdoor furniture. Also, works exceptionally good in high traffic areas such as hospitality, office spaces, healthcare, retail and commercial spaces.

## WHY AIROLAM?

Airolam sheets are made from 100% imported design paper. 'A' Grade Kraft paper with quality resin and superior back surface sanding are used for best adhesion at Airolam, as they are very flexible. Airolam manufactures decorative laminated sheets including post form laminated used for surface applications in the furniture industry. Airolam products will find application in kitchen furniture, workshops, bathroom furniture, interior doors, countertops and interior wall linings. So be it homes, offices, libraries, schools, colleges, universities, hospitals, laboratories, hotels, shopping malls, food courts, store interior or airports, they would make a room for themselves. In addition, Airolam will be manufacturing pre-laminated boards and laminated flooring.





## ABOUT US

WITNESS THE  
LAMINATES  
ENHANCING  
THE DECOR

---

Airolam strength comes from its product offerings, efficiencies in manufacturing, distribution network, quality consistency, brand equity and above all from its young and motivated team of professional.

### **Manufacturing facilities:**

Airolam's products are produced in the state of the art manufacturing facility situated at Gujarat. Airolam is an environmentally responsible company that takes the role of a leader with the belief of leading by an example. From the very first step in the manufacturing process to the final product, everything is carefully monitored and meticulously scrutinised for quality. The idea is to develop a range of products that last for years while minimizing environmental pollution. Our superior design, quality, systems and environmental commitment are awarded with ISO 9001, ISO 14001, Greenlabel, Greenguard and FSC certifications. Airolam also meets rigid international quality standards like NEMA (National Electrical Manufacturers Association) of the US and BS-1406 (British Standards) of the United Kingdom, accordingly.

### **Our Network:**

Airolam has largest and widest distribution of over 15000 distributors, dealers and retailers across the country. Besides, it exports to 16 countries.

## CORPORATE IDENTITY

Our Company was established in 2007 to carry out a special mission to provide a huge & superior range of laminates, all over the world. Together, we've been able to create a legacy of excellence. AiroLAM Laminates boasts of technologically supreme products that are at par with global standards with stringent quality checking done at every step.



- *To keep on innovating and adding novel designs in our portfolio.*
- *To create consumer driven and customer friendly concepts.*
- *To improvise in technology to create technically sound products of international standards.*

- *To explore new avenues around the globe and create a strong dealership network.*
- *To incorporate latest techniques and designs as per the changing trends of the indigenous, overseas and international market.*



## KEY MILESTONES

2007

- Airo Lam Limited Incorporated
- Received Certificate of Commencement of Business

2008

- Received Certificate of ISO 9001: 2000

2014

- Received Certificate of ISO 9001: 2008

2016

- Greenguard Certification-Product for low chemical emissionsCertificate by Rainforest Alliance for Forest
- Stewardship Council Chain of Custody certification standards
- Certification by Bureau of Indian Standards

2017

- Registration of Brand name —AIRO LAMI PANEL
- Listing of Securities on Emerge platform of “NSE”





## **OUR TEAM**

### **Mr. Pravin N. Patel**

#### **Designation: Chairman & Managing Director**

Mr. Pravin N. Patel aged 50 years, is Promoter, Chairman & Managing Director of the Company. He has been the Director of our Company since incorporation. He holds a degree in Bachelor of Computer Engineering from Gujarat University and has experience in laminate manufacturing industry for more than 10 years. His experience and dedication has contributed in the development of the Company. He is the key person in formulating and implementation of business strategy for growth & expansion and looks after marketing of Maharashtra zone, export zone and purchasing and import as well as overall finance operations.

### **Mr. Suresh Patel**

#### **Designation: Whole-Time Director**

Mr. Suresh Patel, aged 39 years, is the Whole-time Director of the Company. He handles Company's marketing of north zone and west zone as well as paper designing.

### **Mr. Hardik Patel**

#### **Designation: Non-Executive Director**

Mr. Hardik Patel, aged 25 years, has been appointed as the Non Executive Director of the Company w.e.f. November 22, 2018. He has completed Bachelor of Business Administration from Grow More Group of Institute, Himmatnagar and he has also completed his Master of Business Administration from Nirma University, Ahmedabad. He has good interpersonal skills and good analytical and problem solving skills. He looks after the Marketing operation of the company. He will be handled marketing of Chhattisgarh and Madhya Pradesh zone.

**Mrs. Mamta Patel**

**Designation: Independent Director**

Mamta Patel aged 26 Years has been appointed as an Additional Director on January 01, 2017 and was regularised as Independent Director with effect from May 01, 2017. She holds a degree in Bachelor of Commerce from Hemchandracharya North Gujarat University, Patan. She is a person with a strong positive attitude having sound knowledge of Accounts & Finance.

**Mr. Manilal Patel**

**Designation: Independent Director**

Manilal Patel aged 51 Year has been appointed as an Additional Independent Director on January 01, 2017 and was regularised as Independent Director with effect from May 01, 2017.

**Mr. Mehul Patel**

**Designation: Independent Director**

Mr. Mehul Jayantilal Patel, aged 29 years, has been appointed as the Additional Director of the Company w.e.f. February 27, 2019 and was regularised as Independent Director with effect from April 03, 2019. He has completed Bachelor of Technology (Civil) from Rajasthan Technical University, Kota and he has also completed Masters of Engineering (Structural Engineering) from Gujarat Technological University, Ahmedabad. He has teaching experience since past 6 years and currently working as a lecturer in Grow More Faculty of Engineering, Himatnagar. His experience and dedication will become fruitful in the development of the Company. He also has good interpersonal skills and good analytical and problem solving skills.

## **Ms. Keya Patel**

### **Designation: Chief Financial Officer**

Keya Patel, aged 24 years, has been appointed as the Chief Financial Officer of our Company w.e.f. November 17, 2017. She has completed his Bachelor of Commerce from North Gujarat University. She looks after the administration and finance operation of the company. She is actively engaged in finalisation of Accounts of the Company.

## **Ms. Ruchi Shah**

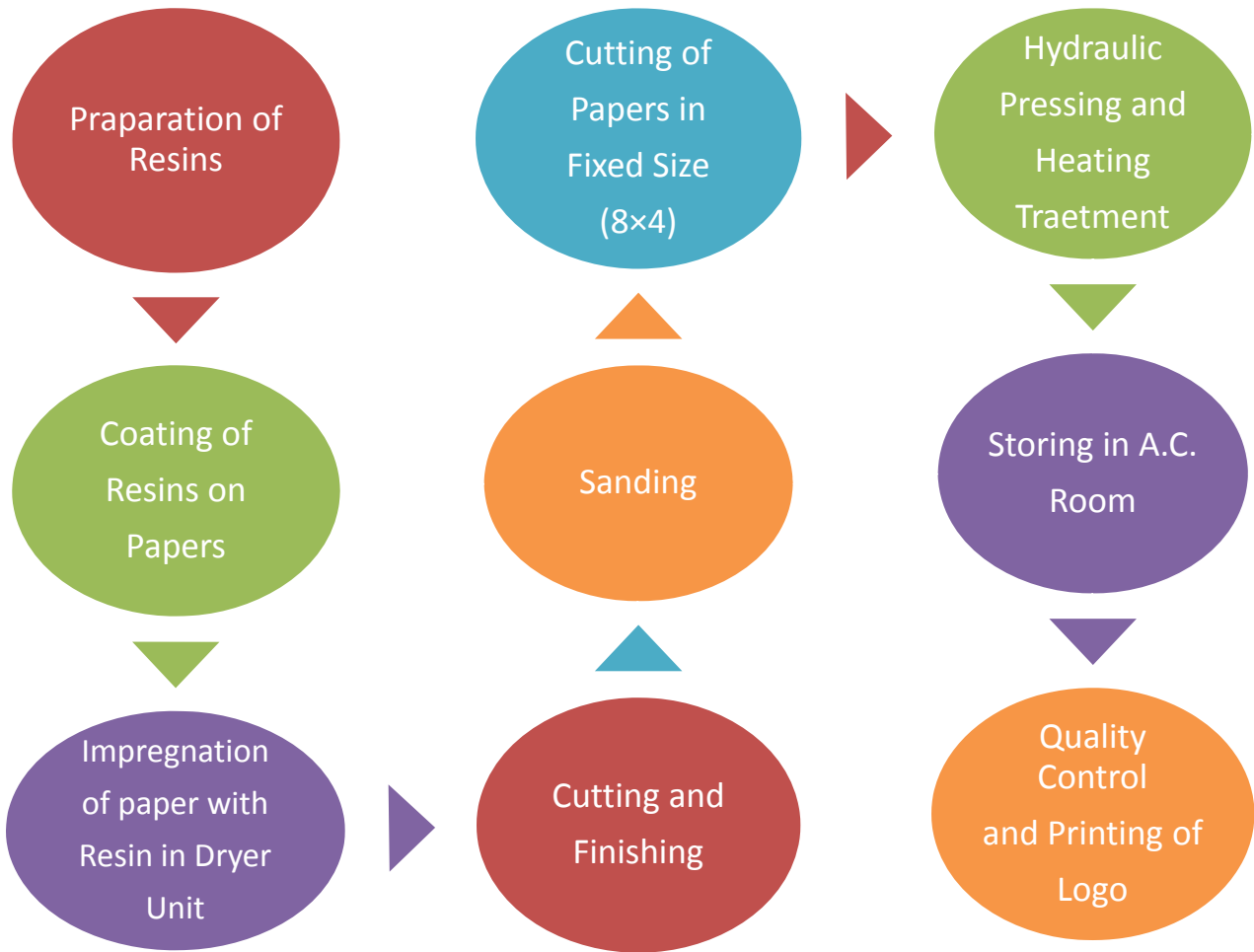
### **Designation: Company Secretary**

Ruchi Shah, aged 26 years, has been appointed as the Company Secretary & Compliance Officer of our Company w.e.f. June 05, 2017. She holds Bachelor degree in Commerce and LLB from Gujarat University. She is also a Company Secretary by qualification .She looks after the legal and compliance Department of the company.



*Let's Work Together*

# OUR PRODUCTION PROCESS MODEL



Vessel



Crane for paper handling



Dryer unit



Imeas-Sanding machine



Handling system



A.c. Room With Design paper stock

# KEY BRANDS



“Classics Airolam” are high pressure decorative laminate sheets with size of 1220 x 2440 and thickness of 1.00 mm & 1.25 mm. Other thickness are made available as per customer requirements.”

Products under this brand are categorized as “Superior Grade Decorative Exclusive Laminates.”



“Airolam Decorative Laminates” are high pressure decorative laminate sheets made out of high range European design papers. Laminates are available in size 1220 x 2440 and thickness of 1.00 mm with customization available as per requirement.”

Products under this brand are categorized as “Premium Grade Laminates”.



“LAM Décor that delights” are high pressure decorative laminate sheets made from papers imported from Europe/Korea/China. These are available in size 1220x2440 and thickness of 1.00 mm. Sheets with customized thickness are available as per requirements.”

Products under this brand are categorized as “Premium Grade Laminates”.



# BUSINESS STRATEGY

The Company has strong infrastructure and well equipped manufacturing capabilities. It has its own well established brands and also has an expertise in developing new products as per changing customer requirements. The company aims to go global by leveraging these strengths and partnering with renowned player.

## Brand building

The industry is seeing a shift in market share from the unorganised to the organised sector. We seek to capture a greater market share in this environment and it is important to invest in the brand to strengthen the top of the mind recall and consequently we shall continue to invest in our brands.

## Strengthening Distribution Network

Since the industry is highly unorganized, a good distribution network is essential in this industry. We are focusing on expanding on our distributorship network by opening new marketing offices or by way of appointment of new distributors, including smaller towns and rural areas. We believe that smaller towns in suburban India would be the new emerging realty hubs for development of residential and commercial complexes and intend to position ourselves to capitalize on these emerging opportunities.

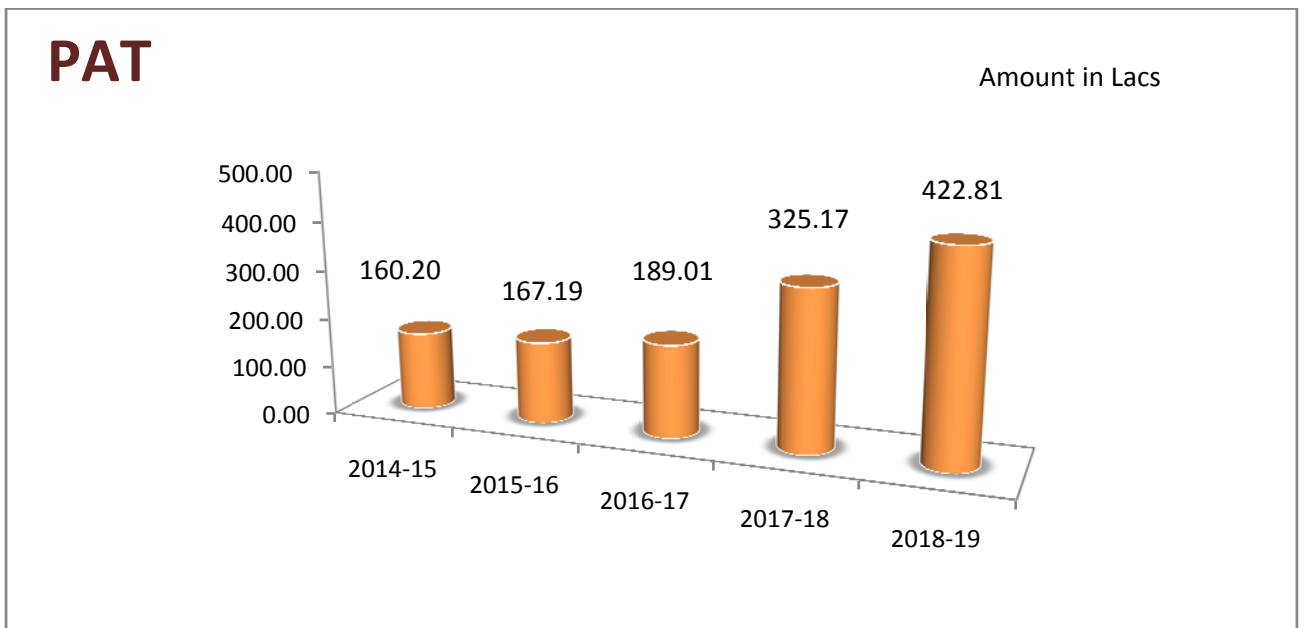
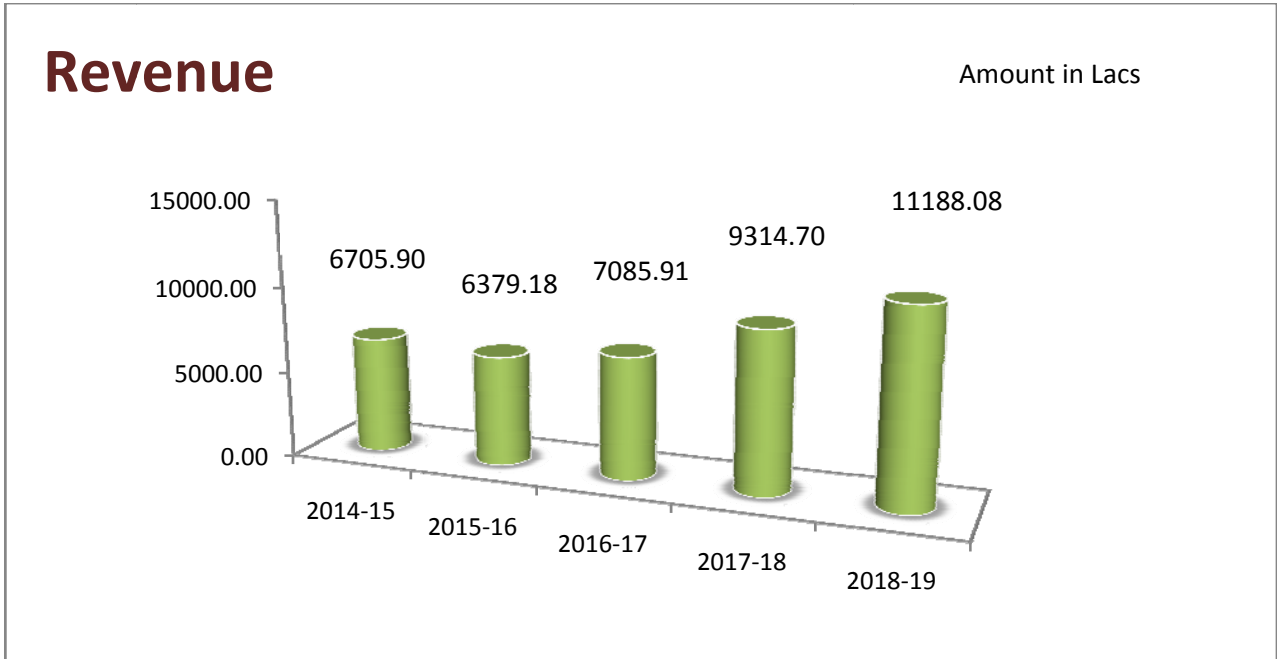
## Widening our product basket

We intend to continue to enhance scale in existing products and introduce new products across high end and mid segment to capitalize on the opportunity to cater rising acceptance and demand of new products. Our diversification into readymade door is in furtherance of our strategy of increasing our market share in the industry. Our wide product range provides us competitive edge over our competitors. We will in order to maintain our competitive edge keep on adding newer designs and textures to our product portfolio.

## Improving functional efficiency

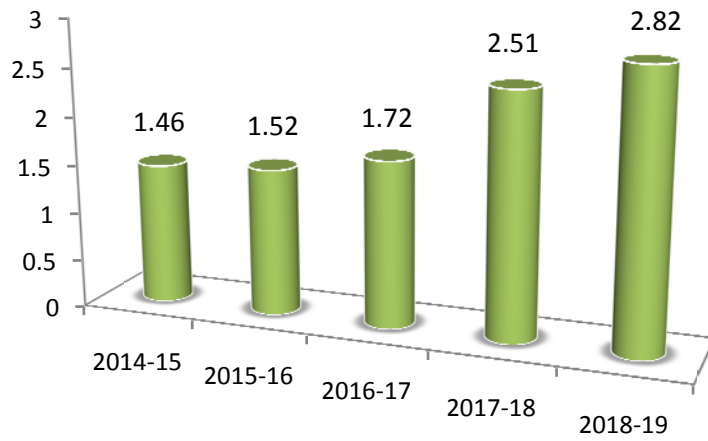
Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development.

# GRAPHICAL REPRESENTATION OF FINANCIAL



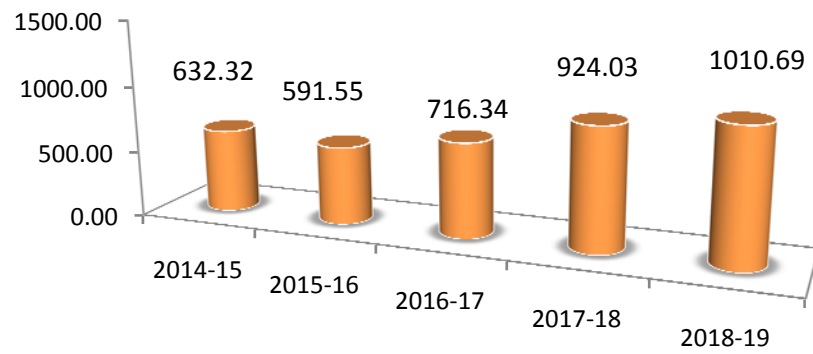
## EPS

Amount in Lacs



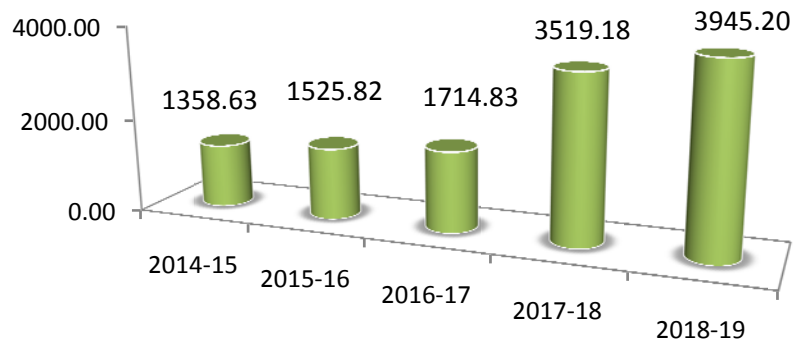
## EBITDA

Amount in Lacs



## Net Worth

Amount in Lacs





# OUR NETWORK

## A) DOMESTIC:

Our across the country network of thousands of customers comprises of distributors, dealers & other channel partners.

Airolam leads the domestic laminate market with a market share of 18%.



## **B) EXPORT:**

Decorative Laminated Sheets manufactured in India has been well accepted in overseas market due to its superior quality and cost effectiveness. Airolam intends to eye international market to open up avenues for business and to promote country's image.



**ACROSS THE GLOBE, AIROLAM IS PRESENT IN SIXTEEN COUNTRIES WHICH INCLUDES,**

**SINGAPORE | MALAYSIA | U.S.A. | U.K. | KUWAIT | BANGLADESH | SAUDI ARABIA  
SRILANKA | THAILAND | QATAR | U.A.E. | SYRIA | IRAN | EGYPT | NEPAL | VIETNAM**

# PRESTIGIOUS CLIENTS



# CERTIFICATION



## CHAIRMAN'S MESSAGE



I, Pravin Patel, Managing Director of the Company, heartily welcome you all to this 12th Annual General Meeting being held at Himmatnagar.

This is the second year of operations of the Company after IPO and I am happy to inform you that your company has improved its performance by leaps and bounds. While ensuring improvement in profitability, your Company has also succeeded in streamlining its operations which has play major role in achieving this improvement.

**“The turnover of the Company have increased by 20.11% over previous year. The gross earnings (measured on the basis of EBT) increased from Rs. 490.86 Lakhs previous year to Rs. 597.70 during the current year. On the net retained profit front, the same increase from Rs. 325.17 Lakhs for F.Y. 2017-18 to Rs. 422.81 Lakhs for F.Y. 2018-19.”**

This improvement in performance was possible mainly on account of optimal use of available resources by using best possible business model and also continued support of the investors and farsighted leadership provided by the Board of Directors. This was supplemented by support at all the levels of operations by all the staff members of your Company.

I would like to thank you the entire management team, the entire work force, the bankers and also business associates for enabling to your Company grow. I also take opportunity to thank my fellow directors for their immense efforts in formulating and steering your Company's strategies and policies.

I am confident that your Company will achieve greater heights in the times to come and also will deliver long term value addition to its shareholders.



# BRAND PROMOTION ACTIVITIES

## GLIMPSES OF DEALERS & DISTRIBUTORS MEERING



## OUTDOOR ADVERTISEMENT

### Advertisement - Branding



## NOTICE

### 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twelveth Annual General Meeting of the Members of M/s. Airo Lam Limited will be held at registered office of the Company at Survey No. 355, Nananpur Road, N.H. No. 8, Village- Dalpur, Ta. Prantij, Gujarat-383120, India, on Monday, 30th day of September, 2019 at 3:00 p.m. to transact the following business:

#### ORDINARY BUSINESS:

##### **1. Adoption of Accounts:**

To Consider and adopt the Audited Financial Statements of the company for the Financial Year ended on 31st March, 2019 and the Reports of Board of Directors and the Auditors' thereon and in this regard to pass with or without modification the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** audited financial statements of the company for the financial year ended March 31, 2019 and the reports of the board of directors and auditors' thereon laid before this meeting, be and are hereby considered and adopted."

**2. Re-appointment of Mr. Hardikbhai Prafulbhai Patel (DIN: 08282838) who is liable to retires by rotation.**

To take note of Director retire by rotation, and in this regard to pass with or without modification the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Mr. Hardikbhai Prafulbhai Patel (DIN: 08282838), who is liable to retires by rotation at this meeting and being eligible for re-appointment has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**3. Appointment of Auditor:**

To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** M/s. Piyush J. Shah and Co., Chartered Accountants (FRN: 121172W) be and are appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of Next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorize to fix their remuneration and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties from time to time.”



**“FURTHER RESOLVED THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing e-form ADT-1 with the Registrar of Companies, Gujarat.”

**Place: Prantij**  
**Date: 25.05.2019**

**By Order of Board of Directors**  
**For, Airo Lam Limited**  
**CIN: L20211GJ2007PLC052019**

**Registered office:**  
Survey No. 355,  
Nananpur Road,  
N.H. No. 8, Dalpur,  
Prantij - 383120,  
Gujarat, India.

**Pravinbhai N. Patel Sureshbhai H. Patel**  
**Chairman WTD**  
**DIN: 01840244 DIN: 02223842**

## NOTES:

1. The Register of members and Share Transfer Books of the Company will remain closed from Tuesday, September 24<sup>th</sup>, 2019 to Monday, September 30<sup>th</sup>, 2019 (both days inclusive) for annual closing.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.
3. The Instrument Appointing The Proxy (Duly Completed, Stamped And Signed) Must Be Deposited At The Registered Office Of The Company Not Less Than 48 Hours Before The Commencement Of The Meeting. During The Period Beginning 24 Hours Before The Time Fixed For The Commencement Of The Meeting And Ending With The Conclusion Of The Meeting, Member Would Be Entitled To Inspect The Proxies Lodged, At Any Time During The Business Hours Of The Company, Provided Not Less Than 3 Days Written Notice Is Given To The Company.
4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays and holidays, between 11 a.m. and 6 p.m. up to the date of meeting.

5. Members are requested to contact Registrar and Transfer Agent (RTA) namely Link In-time India Private Limited 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
6. In terms of Section 152 of the Companies Act, 2013, Mr. Hardikbhai Prafulbhai Patel (DIN: 08282838), Director, liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
7. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate M/s. Link In-time India Private Limited, the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
8. Members / Proxies are requested to bring with them the attendance slip duly signed and hand it over at the entrance.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members are requested to register their e-mail address with their Depository Participant(s) only.

Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

10. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by “Link In-Time (India) Pvt. Ltd.”. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
12. Members’ voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
13. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
14. This notice is being sent to all the members at their registered e-mail IDs, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on August 30, 2019. The Notice is also posted on the website of the Company i.e. [www.airolam.com](http://www.airolam.com).

15. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company registered office at least 5 days before the Annual General Meeting so that the same can be suitably replied to.
16. Members/Proxies are requested to bring their Attendance Slip, sent herewith, duly filled in, for attending the meeting.
17. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail and others are sent by registered post/ speed post/ courier. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Link In-time India Private Limited. 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083.
19. The members who did not exercise their vote by E-Voting shall have an option to cast their vote on poll that will be conducted at the AGM Venue. Further there shall not be any voting through Show of Hands.
20. The Company has appointed M/s. Ashish Sheth & Associates, Chartered Accountants (FRN: 146184W) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

22. The Scrutinizer shall, immediately after the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall counter-sign the same.
23. Electronic copy of the Notice of the 12th Annual General Meeting of the Company, inter alia, indicating the process of e-voting along as stated herein with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 12th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
24. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report for F.Y. 2018-19 will also be available on the Company's website [www.airolam.com](http://www.airolam.com) The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Prantij, Sabarkantha, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication related to this AGM or otherwise, the Members may also send requests to the Company's investor email: [investor@airolam.com](mailto:investor@airolam.com).

25. SEBI has mandated the submission of Permanent Account number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN details to their Depository Participants.

**Place: Prantij**  
**Date: 25.05.2019**

**By Order of Board of Directors**  
**For, Airo Lam Limited**  
**CIN: L20211GJ2007PLC052019**

**Registered office:**  
Survey No. 355,  
Nananpur Road,  
N.H. No. 8, Dalpur,  
Prantij - 383120,  
Gujarat, India.

**Pravinbhai N. Patel** **Sureshbhai H. Patel**  
**Chairman** **WTD**  
**DIN: 01840244** **DIN: 02223842**

## **INSTRUCTION / PROCEDURE FOR THE E-VOTING:**

- I.** Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- II.** The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper.
- III.** The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV.** The Company has engaged the services of Link In-Time India Private Limited ("LI IPL") as the Agency to provide e-voting facility.
- V.** The Board of Directors of the Company has appointed M/s. Ashish Sheth & Associates, Chartered Accountants (FRN: 146184W), Ahmedabad as Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- VI.** Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 20, 2019.



**VII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 20, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through polling paper.

**VIII.** Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 20, 2019, may obtain the User ID and password in the manner as mentioned below:

➤ **Your User ID details are given below:**

- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):**  
Your User ID is Event No + Folio Number registered with the Company

➤ **Your Password details are given below:**

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

<b>For Shareholders holding shares in Demat Form or Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

- IX.** The remote E-Voting facility will be available during the following period:  
 Commencement of remote E-Voting: From 09:00 a.m. (IST) on September 26, 2019  
 End of remote E-Voting: Up to 5.00 p.m. (IST) on September 28, 2019.

The remote E-Voting will not be allowed beyond the aforesaid date and time and the E-Voting Module shall be disabled by “Link In-time” upon expiry of aforesaid period.

The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote E-Voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.airolam.com](http://www.airolam.com) and on the website of Link In-time <https://instavote.linkintime.co.in> the results shall simultaneously be communicated to National Stock Exchange India Limited.

- X.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2019.

## **INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:**

### **➤ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL:  
<https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.

### **If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➤ **Cast your vote electronically**

4. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
5. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

6. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

7. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
8. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
9. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

➤ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**Place: Prantij**  
**Date: 25.05.2019**

**By Order of Board of Directors**  
**For, Airo Lam Limited**  
**CIN: L20211GJ2007PLC052019**

**Registered office:**  
Survey No. 355,  
Nananpur Road,  
N.H. No. 8, Dalpur,  
Prantij - 383120,  
Gujarat, India.

**Pravinbhai N. Patel Sureshbhai H. Patel**  
**Chairman WTD**  
**DIN: 01840244 DIN: 02223842**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:**

(Pursuant To Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

<b>Name of the Director</b>	Mr. Hardikbhai Prafulbhai Patel
<b>Director Identification Number</b>	08282838
<b>Date of Birth</b>	21/12/1994
<b>Date of Joining the Board</b>	22/11/2018
<b>Qualification</b>	Master of Business Administration
<b>Nature of expertise in specific functional areas</b>	Having an experience in Marketing field
<b>No. of Shares held in the Company</b>	NIL
<b>Directorships and committee memberships held in other companies (other than Airo Lam Limited)</b>	NIL
<b>Inter-se relationships between Directors/Promoters</b>	Son of Promoter (Mr. Prafulbhai Patel)



## **DIRECTORS' REPORT**

To,  
The Members,  
Airo Lam Limited,

The Board of directors of your Company is pleased in presenting the Twelveth (12th) Annual Report of your Company together with the Audited Financial Statements for the period ended 31st March, 2019.

### **Financial Results:**

**(Amount in Lakhs)**

<b>Particulars</b>	<b>Current Year Ended on 31/03/2019</b>	<b>Previous Year Ended on 31/03/2018</b>
Income from operations	11188.08	9314.70
Other Income	85.76	22.74
Total	11273.83	9337.44
Profit before depreciation, taxation & Extraordinary Items	773.83	658.08
Less: Depreciation & amortization	176.13	167.22
Less: Provision for Tax	171.81	170.13
Less: Deferred Tax	3.08	(7.53)
Less: Prior period Tax adjustment	-	3.10

Profit/(Loss) After Tax	422.81	325.17
Add: Balance brought forward from previous year	753.12	977.95
Surplus available for appropriation	1175.93	753.12
<b><u>Appropriations:</u></b>		
General Reserves	Nil	Nil
Less: Proposed Dividend	Nil	Nil
Less: Tax on Dividend	Nil	Nil
Accelerated depreciation on fixed asset	Nil	Nil
Securities Premium	1269.07	1265.86
Balance Carried to Balance Sheet	2445.00	2018.98

### **Dividend:**

Your Directors do not recommend any dividends so as to conserve the resources of the company for future needs, for the year 2018-19.

### **Present Operations and Future Prospects:**

During the year under review, the Company has generated revenue total revenue of Rs. 11188.08 Lakhs as against Rs. 9314.70 Lakhs during the previous financial year. The net profit after tax for the year under review has been Rs. 422.81 Lakhs as against Rs. 325.17Lakhs during the previous financial year. Your Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in future period.

A detailed analysis of the financial results is given in the Management Discussion and Analysis Report, which forms part of this report.

### **Share Capital:**

Your company has not changed its Share capital during the year under review.

### **Material Changes:**

There have been no material changes and commitments affecting the financial position of the Company which have occurred during the financial year.

### **Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo:**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished

#### **(A) Conservation of energy:**

Steps taken / impact on conservation of energy, with special reference to the following:

(i) steps taken by the company for utilizing alternate sources of energy including waste generated :NIL

#### **(B) Technology absorption:**

(i) Company's products are grown by using in-house know how and no outside technology is being used for operational activities. Therefore no technology absorption is required.

(ii) The Company has not incurred any expenditure on research and Development.

(C) Foreign exchange earnings and outgo:

<b>Particulars</b>	<b>Amount (In Rs.)</b>
Foreign Exchange earned in terms of actual inflows during the year	Rs. 346144721/-
Foreign Exchange outgo during the year in terms of actual outflows	Rs. 158097869/-

### **Risk Management:**

The Company has framed a sound Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of Company's day to day operations. The key business risks identified by the Company are as follows viz. Industry Risk, Management and Operations Risk, Market Risk, Government Policy risk, Liquidity risk, and Systems risk. The Company has in place adequate mitigation plans for the aforesaid risks.

### **Corporate Social Responsibility:**

The Board of Directors of the company confirms that the provisions of Section 135(1) of the company act, 2013 is not applicable to your company during the year under review.

## **Particulars of Loans, Guarantees or Investments Made Under Section 186 Of The Companies Act, 2013:**

Loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 form part of the notes to the Financial Statements provided in this Annual Report.

## **Related Party Transactions:**

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as **Annexure - E**.

## **Board of Directors:**

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Hardikbhai Prafulbhai Patel (DIN: 08282838), Directors liable to retires by rotation and he is eligible for re-appointment.

## Changes in Directors and Key Managerial Personnel:

Sr. No.	Name of Director /KMP	Designation	Date of appointment/Change in Designation	Date of resignation
1	Mr. Pravinbhai A. Patel	Non Executive Director	-	12/11/2018
2	Mr. Hardikbhai P. Patel	Non Executive Director	22/11/2018	-
3	Mr. Mehulbhai J. Patel	Independent Director	27/02/2019	-

## Board Evaluation:

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board is under process of carrying an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and stakeholders Grievance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

## Meetings:

- During the year 2018-2019, 15 (Fifteen) Board Meetings were held, as against the minimum requirement of 4 meetings. The dates on which the meetings were held are 03/04/2018, 12/04/2018, 29/05/2018, 19/06/2018, 13/07/2018, 30/08/2018, 27/09/2018, 29/10/2018, 13/11/2018, 19/11/2018, 22/11/2018, 24/12/2018, 27/02/2019, 06/03/2019, 28/03/2019.

- The required particulars of various Committees are stated in the Corporate Governance Report, attached herewith.

### **Declaration by Independent Directors:**

The following directors are appointed as independent directors in terms of Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure requirements) Regulations 2015;

1. Mrs. Mamtabahen Premanshu Patel
2. Mr. Manilal Kanjibhai Patel
3. Mr. Mehulbhai Jayantibhai Patel
4. Mr. Mahendrabhai Amichandbhai Patel

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

### **Directors Responsibility Statement:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a

true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Annual Return:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure - A** and the same is attached to this Report.

### **Subsidiary, Joint Venture and Associate Company:**

The company has no subsidiary company, Joint Venture Company or Associate Company.



## Deposits:

The Company has not accepted deposits from new deposit lender(s) during the year under review.

## Auditors:

### ➤ **Statutory Auditor:**

M/s Piyush J. Shah & Co., Chartered Accountants, Ahmedabad were appointed as the statutory auditors of the Company at the Annual General Meeting of the Company to hold office till next Annual General Meeting. As required under Listing Regulations, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

### ➤ **Secretarial Audit:**

Vickey Patel, Practising Company Secretary was appointed to conduct the Secretarial Audit of the Company for the year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules there under. The secretarial audit report does not contain any qualification, reservation or adverse mark.

## Observations of Auditor:

There is no qualifications, reservations or adverse remarks made by the Auditors.

### Change in the Nature of Business:

There is no change in the nature of the business of the company during the financial year 2018-19.

### Internal Control System and their adequacy:

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal management of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

### Management Discussion and Analysis:

The Management Discussion and Analysis Report is appended as **Annexure - D** to this Report.

**Place: Prantij**  
**Date: 25.05.2019**

**By Order of Board of Directors**  
**For, Airo Lam Limited**  
**CIN: L20211GJ2007PLC052019**

**Registered office:**  
Survey No. 355,  
Nananpur Road,  
N.H. No. 8, Dalpur,  
Prantij - 383120,  
Gujarat, India.

**Pravinbhai N. Patel** **Sureshbhai H. Patel**  
**Chairman** **WTD**  
**DIN: 01840244** **DIN: 02223842**

# ANNEXURE-A

## Form No. MGT-9

### **EXTRACT OF ANNUAL RETURN** as on the financial year ended on **31.03.2019**

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

#### **I. REGISTRATION AND OTHER DETAILS:**

1.	<b>Company Identification Number</b>	L20211GJ2007PLC052019
2.	<b>Incorporation Date</b>	October 22, 2007
3.	<b>Name of the Company</b>	Airo Lam Limited
4.	<b>Category / Sub category of the Company</b>	Company Limited by Shares
5.	<b>Address of the Registered Office of the Company</b>	Survey No. 355, Nananpur Road, N.H. No. 8, Village- Dalpur, Ta. Prantij, Gujarat India 383120.
6.	<b>Whether listed Company</b>	Yes
7.	<b>Website</b>	www.airolam.com
8.	<b>Name, address and contact details of Registrar and Transfer Agent</b>	Link In-time India Private Limited 5th Floor, 506 TO 508, Amarnath Business Centre – 1 ( ABC-1), Beside Gala Business Centre, Nr. St. Xavier’s College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006. Contact No.: 079 - 2646 5179 Contact Person: Ms. Rachita Somani E-mail: rachita.somani@linkintime.co.in

#### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

<b>Sr. No.</b>	<b>Name and Description of Main product / services</b>	<b>NIC Code of the Product/ Service</b>	<b>% to total turnover of the company</b>
<b>1</b>	Manufacturing of Decorative Laminates & Allied Products	16211	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name of the Company	CIN	Holding / Subsidiary	% of Shares held
None				

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### (i) Category-wise Shareholding

	Category of the Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2018)				No. of Shares held at the end of the year (As on March 31, 2019)				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A</b>	<b>PROMOTERS &amp; PROMOTER GROUPS</b>									
<b>1)</b>	Indian									
<b>a)</b>	Individual/HUF	7663920	0	7663920	51.09	7801920	0	7801920	52.01	0.92
<b>b)</b>	Central Govt.	0	0	0	0	0	0	0	0	0
<b>c)</b>	State Govt.	0	0	0	0	0	0	0	0	0
<b>d)</b>	Bodies Corporate	0	0	0	0	0	0	0	0	0
<b>e)</b>	Banks/FI	0	0	0	0	0	0	0	0	0
<b>f)</b>	Any other	0	0	0	0	0	0	0	0	0
	<b>SUB Total (A)(1)</b>	7663920	0	7663920	51.09	7801920	0	7801920	52.01	0.92
<b>2)</b>	Foreign									
<b>a)</b>	NRI-Individuals	0	0	0	0	0	0	0	0	0
<b>b)</b>	Other-Individuals	0	0	0	0	0	0	0	0	0
<b>c)</b>	Bodies Corporate	0	0	0	0	0	0	0	0	0
<b>d)</b>	Banks/FI	0	0	0	0	0	0	0	0	0
<b>e)</b>	Any Other	0	0	0	0	0	0	0	0	0
	<b>SUB TOTAL (A)(2)</b>	0	0	0	0	0	0	0	0	0
	<b>TOTAL SHAREHOLDING OF PROMOTERS (A)=(A)(1)+(A)(2)</b>	7663920	0	7663920	51.09	7801920	0	7801920	52.01	0.92
<b>B</b>	<b>PUBLIC SHAREHOLDING</b>									
<b>1)</b>	Institutions	0	0	0	0	0	0	0	0	0
<b>a)</b>	Mutual Funds	0	0	0	0	0	0	0	0	0
<b>b)</b>	Banks/FI	0	0	0	0	0	0	0	0	0
<b>c)</b>	Central Govt.	0	0	0	0	0	0	0	0	0
<b>d)</b>	State Govt.	0	0	0	0	0	0	0	0	0
<b>e)</b>	Venture Capital Funds	0	0	0	0	0	0	0	0	0
<b>f)</b>	Insurance Companies	0	0	0	0	0	0	0	0	0

<b>g)</b>	FIIIs	0	0	0	0	0	0	0	0	0
<b>h)</b>	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
<b>i)</b>	Others	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1)</b>		0	0	0	0	0	0	0	0	0
<b>2)</b>	Non-Institutions									
<b>a)</b>	Bodies Corporate									
<b>i)</b>	Indian	173434	0	173434	1.16	36619	0	36619	0.24	(0.92)
<b>ii)</b>	Overseas	0	0	0	0	0	0	0	0	0
<b>b)</b>	Individuals									
<b>i)</b>	Individuals shareholders holding nominal share capital up to ` 2 Lac	2038014	0	2038014	13.58	2058126	0	2058126	13.72	0.14
<b>ii)</b>	Individuals shareholders holding nominal share capital in excess of ` 2 Lac	3314058	0	3314058	22.09	3547107	0	3547107	23.64	1.55
<b>c)</b>	Others	1812574	0	1812574	12.08	1558228	0	1558228	10.39	(1.69)
<b>SUB TOTAL (B)(2)</b>		7338080	0	7338080	48.91	7200080	0	7200080	47.99	(0.92)
<b>TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)</b>		7338080	0	7338080	48.91	7200080	0	7200080	47.99	(0.92)
<b>C</b>	<b>SHARES HELD BY CUSTODIAN FOR GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>GRAND TOTAL(A+B+C)</b>		15002000	0	15002000	100.00	15002000	0	15002000	100.00	0

**(ii) Shareholding of Promoters**

Name of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2018)				No. of Shares held at the end of the Year (As on March 31, 2019)				% change in shareholding during the year
	Demat	Phy-sical	Total	% of Total Shares	Demat	Phy-sical	Total	% of Total Shares	
<b>Pravin N. Patel</b>	1134520	0	1134520	7.56	1134520	0	1134520	7.56	-
<b>Suresh H. Patel</b>	118000	0	118000	0.79	118000	0	118000	0.79	-
<b>Pravin A. Patel</b>	1823872	0	1823872	12.16	986574	0	986574	6.58	(5.58)
<b>Daxesh Raval</b>	538000	0	538000	3.59	538000	0	538000	3.59	-
<b>Praful Patel</b>	746000	0	746000	4.97	746000	0	746000	4.97	-
<b>TOTAL</b>	<b>4360392</b>	<b>0</b>	<b>4360392</b>	<b>29.07</b>	<b>3523094</b>	<b>0</b>	<b>3523094</b>	<b>23.49</b>	<b>(5.58)</b>

**(iii) Change In Promoters' Shareholding**

Sr. No.	Particulars	Shareholding at the beginning of the year (As on April 01, 2018)		Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Pravin N. Patel</b>				
	At the beginning of the year	1134520	7.56		
	At the end of the year	1134520	7.56	1134520	7.56
<b>2</b>	<b>Sureshbhai H. Patel</b>				
	At the beginning of the year	118000	0.79		
	At the end of the year	118000	0.79	118000	0.79
<b>3</b>	<b>Pravinbhai A. Patel</b>				
	At the beginning of the year	1823872	12.16		
	Shares received by way of Gift on 06 <sup>th</sup> March, 2019	(837298)	(5.58)	(837298)	(5.58)
	At the end of the year	986574	6.58	986574	6.58
<b>4</b>	<b>Daxeshbhai V. Raval</b>				
	At the beginning of the year	538000	3.59		
	At the end of the year	538000	3.59	538000	3.59
<b>5</b>	<b>Prafulbhai D. Patel</b>				
	At the beginning of the year	746000	4.97		
	At the end of the year	746000	4.97	746000	4.97

**(iv) Shareholding pattern of top ten Shareholders (Other than Directors and Promoters)**

Sr. No.	Name of Shareholders	No. of Shares at the beginning of the year	Increase / Decrease in Shareholding	No. of Shares at the end of the year
1.	<b>Mr. Mahendrabhai Nathabhai Patel</b>			
	No. of Shares	902080	-	902080
2.	<b>Mr. Jasavantbhai Patel</b>			
	No. of Shares	46042	837298	883340
3.	<b>Hansaraj V. Patel - HUF</b>			
	No. of Shares	532800	-	532800
4.	<b>Khetabhai V. Patel - HUF</b>			
	No. of Shares	392600	-	392600
5.	<b>Parbatbhai V. Patel - HUF</b>			
	No. of Shares	380000	-	380000
6.	<b>Mrs. Anjanaben M. Patel</b>			
	No. of Shares	347020	-	347020
7.	<b>Mavjibhai V. Patel - HUF</b>			
	No. of Shares	325400	-	325400

8.	<b>Mrs. Dinaben J. Patel</b>			
	No. of Shares	224660	-	224660
9.	<b>Mr. Amrutbhai H. Patel</b>			
	No. of Shares	220000	-	220000
10.	<b>Mrs. Manjulaben P. Patel</b>			
	No. of Shares	214000	-	214000

(v) Shareholding of Directors

Name of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2018)				No. of Shares held at the end of the Year (As on March 31, 2019)				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Mr. Pravinbhai N. Patel</b>	1134520	0	1134520	7.57	1134520	0	1134520	7.57	-
<b>Mr. Sureshbhai H. Patel</b>	118000	0	118000	0.79	118000	0	118000	0.79	-
<b>Mr. Pravinbhai A. Patel</b>	1823872	0	1823872	12.16	986574	0	986574	6.58	(5.58)
<b>TOTAL</b>	<b>3076392</b>	<b>0</b>	<b>3076392</b>	<b>20.52</b>	<b>2239094</b>	<b>0</b>	<b>2239094</b>	<b>14.94</b>	<b>(5.58)</b>

V. INDEBTNESS

(Rs. in Lakhs)

Particulars	Secured Loans	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtness at the beginning of the year</b>				
<b>i) Principal Amount</b>	1694.26	321.43	Nil	2015.69
<b>ii) Interest due but not paid</b>	Nil	Nil	Nil	Nil
<b>iii) Interest accrued but not due</b>	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	1694.26	321.43	Nil	2015.69
<b>Change in Indebtness</b>				
<b>Addition</b>	121.38	163.54	Nil	284.92
<b>Reduction</b>	Nil	Nil	Nil	Nil
<b>Indebtness at the end of the year</b>				
<b>i) Principal Amount</b>	1815.64	484.97	Nil	2300.61
<b>ii) Interest due but not paid</b>	Nil	Nil	Nil	Nil
<b>iii) Interest accrued but not due</b>	Nil	Nil	Nil	Nil
<b>Total</b>	1815.64	484.97	Nil	2300.61

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1	Managing Director	Mr. Pravinbhai N. Patel	7.43
2	Whole Time Director	Mr. Sureshbhai H. Patel	10.31
<b>Total Salary</b>			<b>17.74</b>

### B. Remuneration to other directors:

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Persons	Total Amount
1	Independent Directors	Not Applicable	
2	Other Directors	Mr. Hardikbhai P. Patel	3.66
<b>Total Salary</b>			<b>3.66</b>

### C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
1	Company Secretary	Ruchi J. Shah	1.44
2	Chief Financial Officer	Keya Patel	3.14
<b>Total Salary</b>			<b>4.58</b>



**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT / COURT]	Appeal made, (if any)
<b>A. Company</b>			<b>NIL</b>		
<b>Penalty</b>					
<b>Punishment</b>					
<b>Compounding</b>					
<b>B. Directors</b>					
<b>Penalty</b>					
<b>Punishment</b>					
<b>Compounding</b>					
<b>C. Other officers in Default</b>					
<b>Penalty</b>					
<b>Punishment</b>					
<b>Compounding</b>					

**Place: Prantij**  
**Date: 25.05.2019**

**By Order of Board of Directors**  
**For, Airo Lam Limited**  
**CIN: L20211GJ2007PLC052019**

**Registered office:**  
 Survey No. 355,  
 Nananpur Road,  
 N.H. No. 8, Dalpur,  
 Prantij - 383120,  
 Gujarat, India.

**Pravinbhai N. Patel** **Sureshbhai H. Patel**  
**Chairman** **WTD**  
**DIN: 01840244** **DIN: 02223842**

## Annexure-B

### **Details of Board Meeting held during Financial Year Number of Board meetings held with Dates:**

Sixteen Board meetings were held during the year, as against the minimum requirement of four meetings. The details of Board meetings are given below:

<b>Date</b>	<b>Board Strength</b>	<b>No. of Directors present</b>
<b>03/04/2018</b>	6	6
<b>12/04/2018</b>	6	6
<b>29/05/2018</b>	6	6
<b>19/06/2018</b>	6	6
<b>13/07/2018</b>	6	6
<b>30/08/2018</b>	6	6
<b>27/09/2018</b>	6	6
<b>29/10/2018</b>	6	6
<b>13/11/2018</b>	6	6
<b>19/11/2018</b>	5	5
<b>22/11/2018</b>	5	5
<b>24/12/2018</b>	6	6
<b>27/02/2019</b>	6	6
<b>06/03/2019</b>	7	7
<b>28/03/2019</b>	7	7

## Annexure-C

### Attendance of Directors at Board Meetings, Last Annual General Meeting (AGM)

Name of Directors	Attendance at meeting during 2018-19	Attendance at AGM
Pravinbhai Nathabhai Patel	15	Yes
Sureshbhai Hansrajbhai Patel	15	Yes
Hardikbhai Prafulbhai Patel	4	No
Pravinbhai Amichandbhai Patel	8	Yes
Mahendra Amichandbhai Patel	15	Yes
Mamtabahen Premanshu Patel	15	Yes
Manilal Kanjibhai Patel	15	Yes
Mehulbhai Jayantilal Patel	2	No

## Annexure-D

### Management Discussion and Analysis

**Pursuant to Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report are as follows:**

The Indian furniture segment was estimated at Rs. 1,20,000 crore. The major part of this industry, 85%, is accounted for by the unorganised sector. The furniture sector in India makes a marginal contribution of 0.5% to India's GDP, indicating attractive headroom for sustainable growth.

The domestic home furniture segment accounts for bulk of the demand (65%), followed by office furniture (20%) and contract furniture (15%). The contract furniture niche primarily comprises the hospitality sector, reporting strong growth in the past couple of years. Arise in disposable incomes has catalysed sectoral growth. Moreover, people are showing a growing preference for ready-to-assemble and readymade furniture with innovative designs that can be bought online. GST implementation benefited organised players in terms of better pricing across markets.

#### **GROWTH DRIVERS:**

- **Increasing urbanisation:** India is the second-largest urban community after China. It has been estimated that by FY20, 35% of India's population could be living in urban centres and contributing around 75% of India's GDP.

- **Real estate revival:** The real estate sector in India is expected to reach a market size of US\$180 billion by 2020 and US\$1 trillion by 2030, contributing 13% of the country's GDP by 2025.
- **Office spaces:** Services sectors such as IT and ITeS, retail, consulting and e-commerce registered high demand for office space, driving real estate services growth in the country.
- **Urban development:** Initiatives such as Housing for All and Smart Cities are catalysing growth of urban infrastructure and construction development. PMAY, the Central Government's flagship scheme launched in June 2015, aims to build 20 million urban homes and 30 million rural houses by 2022.
- **Tourism and hospitality:** Tourism catalyses the development of multiple-use infrastructure including hotels, resorts and restaurants. By 2030, India is expected to be among the global top five business travel markets. International hotel chains are increasing their presence in the country, accounting for 47% share of the tourism and hospitality sector of India by 2020 and 50% by 2022.
- **Increasing incomes:** India's nominal per capita income rose by 11% to Rs. 1,25,397/- in FY2018-19, resulting in increased disposable incomes and spending power.
- **Smart cities:** Between January 2016 (when the first batch of 20 smart cities were chosen through a competitive process) and January 2018, projects worth Rs. 33,970/- crore were tendered. This grew 270% in a year to Rs. 1,26,000/- crore by February 2019. Even the number of projects completed increased manifold, showing progress in one year what had not been achieved in the previous two years.

## **ABOUT AIROLAM:**

Airo Lam Limited is engaged in manufacturing of High Pressure decorative laminates. We strive to compete with other dominant players in the industry with quality products and wide range of designs and have been recording steady growth over the years under the guidance of the Board of Directors, Technocrats and Qualified Professionals with deep rooted values and ethics.

The Company has distribution network and operates through more than 70 distributors and stock points at Bangalore, Mumbai, Cochin, Bhubaneswar, Delhi and Kolkata. We have an established customer base in Gujarat, Madhya Pradesh, Rajasthan, Chhattisgarh, Haryana, Punjab, Uttar Pradesh, Maharashtra, Tamilnadu, Jammu& Kashmir, Himachal Pradesh, Chandigarh, Delhi, West Bengal, Odisha, Jharkhand, Kerala, Goa, Andhra Pradesh and (Telangana), Karnataka.

Your Company is well equipped with testing machinery and our raw materials to match the desired standards. The finished products are also checked in Company's in house to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched. We believes in emerging technologically in order to leverage the power of technology in effectively reaching out to our consumers.

We have a pan-India presence and export our laminate products to various countries including the UAE, Syria, Kuwait, Bangladesh, Dubai, Singapore, Iran, etc. Our marketing team comprising of more than 80 employees across 20states in India while distribution network comprises of more than 70distributors and dealers through whom we have access to sub-dealers and retailers. We believe this pan-India distribution network ensures that our products are easily available in almost any part of India.

During the year, your Company focused on product innovation, brand building and distribution to grow faster than the market. For financial year 2017-18 to financial year 2018-19 Company's total revenue grew from Rs. 9,314.70 lakhs to Rs. 11188.08 lakhs while our profit grew from Rs. 325.17 lakhs in financial year 2017-18 to Rs. 422.81 lakhs in 2018-19.

### **Strength:**

- Experienced Management & Dedicated Team
- Diversified Products Portfolio
- Wide Distribution and Marketing Network

### **Weakness:**

- Environmental Problems
- Dependent on Suppliers
- High manpower turnover ratio

### **Opportunities:**

- Retain customers through quality supplies and timely deliveries
- Use of modern technology
- Growing different design of laminates consciousness

### **Threat:**

- Competition and price cutting from existing and new entrants
- Economic and Demographic Conditions
- Credit Availability

## Annexure-E

### Form No. AOC-2

#### **(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

Airo Lam Limited (the Company) has not entered into any contract/arrangement/ transaction with its related parties which is not in ordinary course of business or not at arm's length during F.Y. 2018-19.

2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>Name of Related Party /Nature of Contract</b>	<b>Nature of Relationship</b>	<b>Salient Terms</b>	<b>Amount</b>	<b>Date of Approval by the Board and Audit Committee</b>
Shri Pravinbhai N. Patel	Managing Director	As per contract	743000	03/04/2018
Director Remuneration				
Shri Sureshbhai H. Patel	Whole Time Director	As per contract	1031250	03/04/2018
Director Remuneration				
Shri Hardikbhai P. Patel	Director	As per contract	366000	03/04/2018
Director Remuneration				
Shri Yash Patel	Relative of KMP	As per contract	463000	03/04/2018
Salary				
Shri Karan Raval	Relative of Promoter	As per contract	443571	03/04/2018
Salary				



Smt. Hemlata S. Patel	Relative of KMP	As per contract	207260	03/04/2018
Salary				
Shri Mahendra N. Patel	Relative of KMP	As per contract	361500	03/04/2018
Salary				

**Place: Prantij**  
**Date: 25.05.2019**

**By Order of Board of Directors**  
**For, Airo Lam Limited**  
**CIN: L20211GJ2007PLC052019**

**Registered office:**  
Survey No. 355,  
Nananpur Road,  
N.H. No. 8, Dalpur,  
Prantij - 383120,  
Gujarat, India.

**Pravinbhai N. Patel**   **Sureshbhai H. Patel**  
**Chairman**                      **WTD**  
**DIN: 01840244**                **DIN: 02223842**

**Statement of Particulars as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sl. No.	Name of Director/ Key Managerial Personnel and Designation	Remuneration of Director / Key Managerial Personnel for the year ended March 31, 2019 (Rs. in lakhs)	% increase in the remuneration in the year ended March 31, 2019	Ratio in the remuneration of each Director to the median remuneration of the employees	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company
1	Mr. Pravinbhai Nathabhai Patel, Managing Director	7.43	34.39	3.52	Profit after tax (PAT) for the year 2018-19, increased by 30.03%.
2	Mr. Sureshbhai Hansrajbhai Patel - Whole Time Director	10.31	22.33	4.75	
3	Mr. Pravinbhai Amichandbhai Patel, Director	-	-	-	
4	Mr. Hardik P. Patel, Director	3.66	160.69	1.85	
5	Mr. Mahendra A. Patel, Independent Director	-	-	-	
6	Mr. Manilal K. Patel, Independent Director	-	-	-	
7	Mrs. Mamtaben P. Patel, Independent Director	-	-	-	
8	Mr. Keyaben Patel, CFO	3.14	78.44	1.48	
9	Ms. Ruchi Shah, Company Secretary	1.44	-	0.62	

1. The median remuneration of employees of the Company during the year ended March 31, 2019 was Rs. 2,31,600.
2. During the year ended March 31, 2019, there was an increase of Rs. 1,16,600 in the median remuneration of employees.
3. As on March 31, 2019, the Company had 183 permanent employees.
4. **Relationship between average increase in the remuneration and performance of the Company:**  
PAT for the year ended March 31, 2019 increased by 30.03% and the median remuneration by 101.39 %.
5. **Comparison of remuneration of the Key Managerial Personnel against the performance of the Company:**  
While PAT rose by 30.03% from Rs. 325.17 Lakhs in 2017-18 to Rs. 422.81 Lakhs in 2018-19, the total remuneration of Key Managerial Personnel is Rs. 22.32 Lakhs in 2018-19.
6. During the financial year 2018-19, there was increase in the salary of the employees.
7. During the year ended March 31, 2019, there was one employee who are not a director of the Company and in receipt of remuneration of in excess or equivalent of the highest paid director of the Company.

# **Annexure-F**

## **Corporate Governance Report**

### **Corporate Governance and practices in accordance with the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015:**

#### **A. Company's philosophy on Code of Governance:**

Corporate Governance is about commitment to values and about ethical business conduct. Corporate Governance primarily involves transparency, complete disclosure, independent monitoring of the state of affairs and being fair to all stakeholders.

The objective of the Company is not only meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

The Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholder value. The company has professionals on its Board of Directors who get actively involved in the deliberations of the board as well as committees of directors on all important policy matters.

## **B. Board of Directors :**

### **a) Composition:**

The present Board of Directors consists of half of Non-executive / Independent directors. As of date, the Board Comprises of 3 (three) whole time / executive directors/Managing Director/Director and 3 (Three) non executive/ Independent directors. The Number of independent directors on the Board are 3(Three) and others are promoter director.

The company has an executive chairman and the number of non-executive directors is 50% of the total number of directors. The Company, therefore, meets with the requirements relating to the composition of the Board of Directors.

### **The composition and category of Directors are as follows:**

<b>Category</b>	<b>Name Of Directors</b>
Promoter & Executive Director	Mr. Pravin N. Patel (Chairman & Managing Director)
	Mr. Hardikbhai P. Patel (Director)
	Mr. Suresh H. Patel (Whole Time Director)
Non-Executive Directors	Mr. Mehulbhai J. Patel (Independent Director)
	Mr. Manilal K. Patel (Independent Director)
	Mrs. Mamtaben P. Patel (Independent Director)

Attendance of each Director at the Board meetings, Last Annual General Meeting and Number of Other Directorships and Chairmanships / Memberships of Committees of each Director in various companies, during the year 2018-2019:

Name of Directors	Attendance Particulars		No. of Directorships and Committee Memberships / Chairmanships		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Pravin N. Patel	15	Present	None	None	None
Pravin A. Patel	8	Present	None	None	None
Hardik P. Patel	4	Absent	None	None	None
Suresh H. Patel	15	Present	None	None	None
Mamta P. Patel	15	Present	None	None	None
Mahendra A. Patel	15	Present	1	None	None
Manilal K. Patel	15	Present	None	None	None
Mehulbhai J. Patel	2	Absent	None	None	None

#### **Number of Board Meetings held and dates on which held:**

15 (Fifteen) Board Meetings were held during the year 2018-2019, as against the minimum requirement of 4 meetings. The dates on which the meetings were held are 03/04/2018, 12/04/2018, 29/05/2018, 19/06/2018, 13/07/2018, 30/08/2018, 27/09/2018, 29/10/2018, 13/11/2018, 19/11/2018, 22/11/2018, 24/12/2018, 27/12/2019, 06/03/2019, 28/03/2019. The Company has held one meeting every quarter and the maximum time gap between two meetings was not more than four months.

The Information as required under Regulation 17 of SEBI (LODR) Regulations, 2015 is made available to the Board. The agenda and the papers for consideration at the Board meeting are circulated to the Directors in advance before the meeting. Adequate

information is circulated as part of the Board papers and is also made available at the Board Meeting to enable the Board to take informed decisions. Where it is not practicable to attach supporting / relevant document(s) to the Agenda, the same are tabled at the meeting and specific reference to this is made in the agenda.

### **MD Certification:**

Mr. Pravinbhai Nathabhai Patel, Managing Director of the Company is giving annual certification on financial reporting and internal controls to the Board in compliance with Regulation 17[8] of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [Listing Regulations].

### **Code of Conduct:**

The Company has formulated and implemented a Code of Conduct for all Board Members and senior management personnel of the Company in compliance with Regulation 17 of SEBI (LODR) Regulations, 2015.

### **Audit Committee:**

The Board of Directors of the Company has constituted an Audit Committee on 5<sup>th</sup> April, 2017. Further, the constitution of Audit Committee has been changed on May 21, 2019. Presently, the Audit Committee comprising of 3 (Three) independent Directors namely Mrs. Mamtaben Premanshu Patel, Chairman and Mr. Manilal Kanjibhai Patel and Mr. Mehulbhai Jayantilal Patel as members of the committee.

The Constitution, composition and functioning of the Audit Committee also meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

### Terms of Reference:

The terms of reference of the Audit Committee include approving and implementing the audit procedures, reviewing financial reporting systems, internal control systems and control procedures and ensuring compliance with the regulatory guidelines and also include those specified under the Regulation 18 of SEBI (LODR) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013.

### Powers of the Audit Committee:

The Audit Committee has powers that include the following:

- a) To investigate any activity of the Company within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal and other professional advice
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Names of Members and Chairman of the Audit Committee and the meetings attended by them during the Financial Year 2018-19 ending on 31st March, 2019, are as under:

<b>Name of Directors</b>	<b>Category</b>	<b>Status / Designation</b>	<b>No. of Meeting attended</b>
Mr. Mahendrabhai Amichandbhai Patel	Independent Director	Chairman	4
Mr. Manilal Kanjibhai Patel	Independent Director	Member	4
Mrs. Mamtaben Premanshu Patel	Independent Director	Member	4



The Committee met 4 (Four) times during the year 2018-2019. The dates on which the Audit Committee meetings were held are 29/05/2018, 30/08/2019, 13/11/2019 and 06/03/2019. The maximum time gap between any two meetings was not more than 120 days.

Members of the Audit Committee have requisite accounting, financial and management expertise.

### **Nomination and Remuneration Committee:**

The Nomination and remuneration committee is entrusted with the responsibility of finalizing the remuneration of Executive / Whole Time Directors.

Presently, Nomination and remuneration committee comprising of 3 (Three) independent Non-Executive Directors namely Mrs. Mamtaben Premanshu Patel, Chairman and Mr. Manilal Kanjibhai Patel and Mr. Mehulbhai Jayantibhai Patel as members of the committee. The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

The Committee met 4 (Four) times during the year 2018-2019. The dates on which the Nomination and remuneration committee meetings were held are 29/05/2018, 30/08/2019, 13/11/2019 and 06/03/2019. It has complied with the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015.

### **Stakeholders Relationship Committee:**

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee as per Regulation 20 of SEBI (LODR) Regulations, 2015.

Presently, the Stakeholders Relationship Committee comprising of Mrs. Mamtaben Premanshu Patel, Chairman of the committee and Mr. Manilal Kanjibhai Patel and Mr. Mehulbhai Jayantibhai Patel as members of the committee, inter alia, approve issue of duplicate certificates and oversee and reviews all matters connected with the securities transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipts of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. As required by the provisions of Regulation 20 of SEBI (LODR) Regulations, 2015, the Company has designated the below cited e-mail ID of the Grievance Redressal Division /Compliance Officer Ms. Ruchi Shah exclusively for the purpose of registering complaints by investors.

E-mail ID – cs.1@airolam.com

None of the request for transfers, dematerialization and re-materialization was pending for approval as on 31st March, 2019. The Committee met 4 (Four) times during the year on 29/05/2018, 30/08/2019, 13/11/2019 and 06/03/2019.

**[Quarter-wise Summary of Investors' Complaints received and resolved to the satisfaction of the shareholders during the financial year 2018-2019.](#)**

Quarter Period		Complaints Position at the beginning of the quarter	Complaints received during the quarter	Complaints resolved during the quarter	Complaints pending at the end of From To the quarter
From	To				
01/04/2018	30/06/2018	Nil	Nil	Nil	Nil
01/07/2018	30/09/2018	Nil	Nil	Nil	Nil
01/10/2018	31/12/2018	Nil	Nil	Nil	Nil
01/01/2019	31/03/2019	Nil	Nil	Nil	Nil

Total	Nil	Nil	Nil	Nil
Complaint pending at beginning of the year = Nil				
Complaint received during the year = Nil				
Complaint resolved during the year = Nil				
Complaint pending at the end of the year = Nil				

### Annual General Meetings:

**Location, Date and Time for last three Annual General Meetings were as follows:**

<b>Year</b>	<b>Location</b>	<b>Date</b>	<b>Time</b>
2015-16	Survey No. 355, Nananpur Road, N.H. No. 8, Village- Dalpur, Ta. Prantij, Gujarat 383120.	29.09.2016	11.00 AM
2016-17	Survey No. 355, Nananpur Road, N.H. No. 8, Village- Dalpur, Ta. Prantij, Gujarat 383120.	03.08.2017	12.00 PM
2017-18	Survey No. 355, Nananpur Road, N.H. No. 8, Village- Dalpur, Ta. Prantij, Gujarat 383120.	27.09.2018	1.30 PM

### Disclosures:

The company has entered into transaction with related party as mentioned in Annexure-E. However, they are in the ordinary course of business and on arm's length basis.

### Means of Communication:

The Company regularly intimates Half-yearly un-audited as well as yearly audited financial results to the Stock Exchanges, immediately after the same are taken on record by the Board. These results are normally published on Emerge platform of NSE.

### **General Shareholder Information:**

Twelveth Annual General Meeting

Date: 30<sup>th</sup> September, 2019

Time: 3.00 P.M.

Venue: Survey No. 355, Nananpur Road, N.H. No. 8, Village- Dalpur, Ta. Prantij, Gujarat 383120.

### **Financial Year / Calendar**

The Company follows April to March as its Financial Year.

### **Date of Book Closure**

From Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).

### **Listing of Equity Shares on Stock Exchanges at:**

National Stock Exchange Limited, Mumbai-SME SEGMENT (NSE Emerge), Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra(E), Mumbai - 400051, Maharashtra.

Annual listing fees for the year 2019-2020, as applicable, have been paid to the National Stock Exchange Limited. The Company has also paid Annual Custodial Fees for the year 2019-2020, as applicable, to National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL].

## **Stock Code:**

National Stock Exchange Limited (NSE EMERGE): AIROLAM

Demat ISIN Number in NSDL & CDSL for Equity Shares: INE801L01010

## **Registrar and Transfer Agents:**

### **Link In-time India Private Limited**

Registered Office:

247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai,  
Maharashtra 400083. Tel: +91 022 4918 6000

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

## **Share Transfer / Demat System:**

All the shares related work is being undertaken by our R & T Agent, Link In-time India Private Limited Mumbai. To expedite the process of share transfer, transmission, split, consolidation, re-materialization and de-materialization etc. of securities of the Company, the Board of Directors has delegated the power of approving the same to the Company's R & T Agent under the supervision and control of the Compliance Officer Ms. Ruchi Shah, who is placing a summary statement of transfer/transmission etc. of securities of the Company at the meeting of the Board.

Share lodged for transfer at the R & T Agents address are normally processed and approved within 15 days from the date of its received, subject to the documents been valid and complete in all respect. The investors / shareholders grievances are also taken up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange(s), the half yearly certificates from a Company Secretary in Practice as required Clause 40(9) & 40(10) of the SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

### De- materialization of Shares and Liquidity

The Company's Shares are in compulsory Demat mode and as on 31st March, 2019 all the shares i.e. 100% Equity shares of the company are held in dematerialized Form.

### Distribution Schedule and Shareholding Pattern as on 31st March, 2019

#### Distribution Schedule:

Shareholding of Nominal Rs.	No. of Shareholders	% of Total	Shares Amount Rs.	% of Total
1-500	1	0.16	27	0.00
501-1000	3	0.48	2412	0.02
20001 - 30000	406	64.96	1216561	8.10
50001 - 100000	104	16.64	734973	4.90
100001 - 9999999999	111	17.76	13048027	86.98
<b>Total</b>	<b>625</b>	<b>100.00</b>	<b>15002000</b>	<b>100.00</b>

#### Shareholding Pattern:

Sr. No.	Category	As on March 31, 2019		As on March 31 2018	
		Nos. of Shares held	Voting Strength %	Nos. of Shares held	Voting Strength %
1	Promoter & Promoter Group	7801920	52.00	7663920	51.09
2	Mutual Fund, Trust & UTI	48000	0.32	48000	0.32

3	Bank, Financial Institutions (FI's), Insurance Companies	NIL	NIL	NIL	NIL
4	Foreign Institutional Investors (FII's)	NIL	NIL	NIL	NIL
5	Private Bodies Corporate	36619	0.24	173434	1.16
6	Indian Public	7059641	47.05	6915072	46.10
7	Clearing Member	13820	0.09	159574	1.06
8	Others (Non Resident Indians)	42000	0.28	42000	0.28
<b>Total</b>		<b>15002000</b>	<b>100.00</b>	<b>15002000</b>	<b>100.00</b>

### Reconciliation of Share Capital Audit Report:

The Reconciliation of Share Capital Audit Report of the Company prepared in terms of SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 reconciling the total shares held in both the depositories, viz. NSDL and CDSL with the total issued / paid-up capital of the Company were placed before the Board of Directors every quarter and also submitted to Emerge Platform of NSE every quarter.

### Compliance by the Company:

The Company has complied with all the mandatory requirements of the Listing Agreement with the Emerge Platform of NSE, regulations and guidelines of SEBI (LODR), Regulation 2015.

**Place: Prantij**  
**Date: 25.05.2019**

**By Order of Board of Directors**  
**For, Airo Lam Limited**  
**CIN: L20211GJ2007PLC052019**

**Registered office:**  
Survey No. 355,  
Nananpur Road,  
N.H. No. 8, Dalpur,  
Prantij - 383120,  
Gujarat, India.

**Pravinbhai N. Patel Sureshbhai H. Patel**  
**Chairman WTD**  
**DIN: 01840244 DIN: 02223842**



## **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

We have examined compliance by Airo Lam Limited (the Company) with the requirements under Clause 52 of the Listing Agreement and Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable from time to time, entered into by the Company with the National Stock Exchange for the year ended on March 31, 2019.

In our opinion and to the best of our information and according to the explanations given to us and the representation by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 52 of the Listing Agreement and Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable from time to time.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the corporate governance report of the Company.

We state that no investor's grievance is pending unresolved by the Company for a period exceeding one month against the Company as per the records maintained by the stakeholder relationship committee.



We further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Ahmedabad**  
**Date: May 25, 2019**

**For, Piyush J. Shah & Co.**  
**Chartered Accountants**  
**FRN: 121172W**

**Piyush Shah**  
**Partner**  
**M. No. 108670**



## **CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018**

We, Mr. Pravinkumar Nathalal Patel, Managing Director (CEO) and Ms. Keya Patel, CFO do hereby certify to the Board that:

- a) We have reviewed the Balance Sheet as at March 31, 2019, the Profit and Loss Accountant and the Cash Flow Statement for the year ended on that date and that to the best of our knowledge and belief:
  - i. The said statements do not contain any false, misleading or materially untrue statements or figures or omit any material fact, which may make the statements or figures contained therein misleading;
  - ii. The said statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or

operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:

- i. Significant changes in internal control over financial reporting during the year, if any;
- ii. Significant changes in accounting policies during the year if any and that the same have been disclosed in the notes to the financial statements; and
- iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: Prantij**  
**Date: 25.05.2019**

**By Order of Board of Directors**  
**For, Airo Lam Limited**  
**CIN: L20211GJ2007PLC052019**

**Registered office:**  
Survey No. 355,  
Nananpur Road,  
N.H. No. 8, Dalpur,  
Prantij - 383120,  
Gujarat, India.

**Pravinbhai N. Patel**   **Keya Patel**  
**Chairman**                      **CFO**  
**DIN: 01840244**

# **Annexure-G**

## **SECRETARIAL AUDIT REPORT**

**For the Financial Year ended 31.03.2019**

**[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 Member,

**AIRO LAM LIMITED**

CIN:L20211GJ2007PLC052019

SURVEY NO. 355, NANANPUR ROAD,

N.H. NO. 8, VILLAGE- DALPUR,

TA.PRANTIJ GJ 383120 IN.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by AIRO LAM LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has , during the audit period covering the financial year ended on March 31, 2019

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 extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
  - The Company is having outstanding interest free long-term loans from promoters for which repayment terms have not been decided.
  - The said amount brought in by promoters of the company by way of unsecured loans in pursuance of the stipulation of any lending financial Institution or a bank.
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');

- A. The Securities and Exchange Board of India( Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- B. The Securities and Exchange Board of India ( Prohibition of Insider Trading) Regulations, 1992;
- C. The Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulations, 2009;
- D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999;
- E. The Securities and Exchange Board of India ( Issue and Listing of Debt Securities) Regulations, 2008;
- F. The Securities and Exchange Board of India ( Registration to an Issue and Share Transfers Agents ) Regulations, 1993;
- G. The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations, 2009;
- H. The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998;

6. Other Laws applicable to the Company;

- I. Agricultural produce (Grading and Marketing) Act, 1937;
- II. Industrial Disputes Act, 1947
- III. The Payment of Wages Act, 1936
- IV. The Minimum Wages Act, 1948
- V. Employee State Insurance Act, 1948
- VI. The Employee Provident Fund and Miscellaneous Provisions Act, 1952
- VII. The Payment of Bonus Act, 1965
- VIII. The Payment of Gratuity Act, 1972
- IX. The Contract Labour( Regulation and Abolition) Act, 1970
- X. The Maternity Benefits Act, 1961

- XI. Competition Act, 2002
- XII. The Income Tax Act, 1961
- XIII. Shops and Establishments Act, 1948
- XIV. Legal Metrology Act, 2009
- XV. The Central Excise Act, 1944
- XVI. The Customs Act, 1962
- XVII. The Finance Act, 1994

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Bombay Stock Exchange

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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

**Vickey k. Patel**

**Proprietor**

**ACS : 45565**

**CP : 18603**

**Place: Ahmedabad**

**Date : 02/08/2019**

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.



“ANNEXURE A”

To,

The Member,

**AIRO LAM LIMITED**

CIN:L20211GJ2007PLC052019

SURVEY NO. 355, NANANPUR ROAD,

N.H. NO. 8, VILLAGE- DALPUR,

TA.PRANTIJ GJ 383120 IN

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
  
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Vickey k. Patel**

**Proprietor**

**ACS : 45565**

**CP : 18603**

**Place: Ahmedabad**

**Date : 02/08/2019**

# Independent Auditors' Report

**TO,  
THE MEMBERS OF  
AIRO LAM LIMITED**

## **Opinion**

We have audited the accompanying financial statements of **AIRO LAM LIMITED**("the Company"), which comprise the Balance Sheet as at **31<sup>st</sup> March, 2019**, the Profit and Loss Statement, the Cash Flow Statement for the Period ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31<sup>st</sup> March, 2019** and its profit and its cash flows for the year/period ended on that date.

## **Basis of Our Opinion**

We conducted our audit in accordance with the standard on auditing (SAs) specified under section 143(10) of the companies act, 2013. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the code ethics issued by the institute of chartered accountants of India together with ethical requirements that are relevant to our audit of financial statement under the provisions of the Companies Act, 2013 and rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide separate opinion on these matters.

## **MANAGEMENT’S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

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

## **AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) Not Applicable
- d) the balance sheet, the statement of profit and loss dealt with by this Report are in agreement with the books of account;
- e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- f) Not Applicable
- g) On the basis of the written representations received from the directors as on 31<sup>st</sup>March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup>March, 2019, from being appointed as a director in terms of Section 164 (2) of the Act.
- h) Not Applicable
- i) In our opinion, the company has adequate internal financial control system in place and operating effectively.
- j) With respect to the other matters included in the auditor's report and to best of our information and according to the explanation given to us.
  - 1. The company has disclosed the impact of pending litigation on its financial position in its financial statement, if any.
  - 2. The company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
  - 3. There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company, if any.

**For Piyush J. Shah & Co.**  
**Chartered Accountants**  
**FRN: 121172W**

**Piyush J. Shah**  
**Partner**  
**M. No: 108670**  
**Place: Ahmedabad**  
**Date: 25<sup>th</sup> May, 2019**

## Annexure - A to the Auditors' Report

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The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the Period 01-04-2018 to 31-03-2019, we report that:

- i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) The company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
  
(c) The title deeds of immovable properties are held in the name of the company.
- ii) The Inventories have been physically verified during the year by the management. In our opinion and according to the information and explanations given to us, the company has maintained proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to book records and the same has been properly dealt with in books of accounts.
- iii) The Company had not granted loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').  
  
(a) Not Applicable  
  
(b) Not Applicable  
  
(c) Not Applicable
- iv) In our opinion and according to the information and explanations given to us in respect of loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 had been complied with.
- v) The company had not accepted any deposits from public, therefore the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, is not applicable.
- vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the goods supplied by the Company.
- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of

account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

<b>Demand under the Act</b>	<b>Pending At</b>	<b>Assessment Year</b>	<b>Amount (In Rs.)</b>
EXCISE	CENTRAL GST DIVISION	2014-15	5876560
VAT/CST	VAT TRIBUNAL	2015-16	21618893

- viii) The company had not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- ix) According to the information and explanations given to us the company had utilized the funds which has been raised by way of Initial Public Offer or Further Public Offer and term loans.
- x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us, managerial remuneration had been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- xii) In our opinion the company is not Nidhi company. Therefore the provisions as mentioned in the Nidhi Rules, 2014 are not applicable to the company.
- xiii) In our opinion and according to the information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

- xiv) According to the information and explanations given to us, the company had not made preferential allotment of shares during the year/period under review and the requirement of Section 42 of the Companies Act, 2013 and other applicable provisions are therefore not applicable.
- xv) According to the information and explanations given to us the company had not entered into any non-cash transactions with directors or persons connected with him.
- xvi) In our opinion, the company is not a Non Banking Finance Company, therefore the requirement to register under section 45-IA of the Reserve Bank of India Act, 1934 is not applicable.

**For Piyush J. Shah & Co.**  
**Chartered Accountants**  
**FRN: 121172W**

**Piyush J. Shah**  
**Partner**  
**M. No: 108670**  
**Place: Ahmedabad**  
**Date: 25<sup>th</sup> May, 2019**



## Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **AIRO LAM LIMITED** (“the Company”) as of **31<sup>st</sup> March, 2019** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors’ Responsibility**

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

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

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

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

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

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

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Piyush J. Shah & Co.**

**Chartered Accountants**

**FRN: 121172W**

**Piyush J. Shah**

**Partner**

**M. No: 108670**

**Place: Ahmedabad**

**Date: 25<sup>th</sup> May, 2019**

**Airo Lam Limited**  
**Balance Sheet as at 31<sup>st</sup> March, 2019**

Particulars	Note	AMOUNT IN ₹ 31-Mar-19	AMOUNT IN ₹ 31-Mar-18
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	02	150,020,000	150,020,000
(b) Reserves and surplus	03	244,500,091	201,898,093
		<b>394,520,091</b>	<b>351,918,093</b>
<b>2 Share application money pending allotment</b>			
<b>3 Non-current liabilities</b>			
(a) Long term borrowings	04	48,374,181	36,864,517
(b) Deferred tax liability (net)	05	5,338,994	5,031,132
(c) Other long term liabilities	06	3,400,000	4,900,000
(d) Long term provisions	07	2,370,959	2,039,397
		<b>59,484,134</b>	<b>48,835,046</b>
<b>4 Current liabilities</b>			
(a) Short term borrowings	08	181,514,832	151,811,725
(b) Trade payables	09	243,476,563	241,312,838
(c) Other current liabilities	10	53,471,945	59,023,481
(d) Short term provisions	11	7,981,151	16,561,358
		<b>486,444,491</b>	<b>468,709,402</b>
		<b>940,448,716</b>	<b>869,462,541</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	12		
(i) Tangible assets		113,782,556	109,975,749
(ii) Intangible assets		1,013,942	100,561
(iii) Capital work-in-progress		8,331,733	-
(iv) Intangible assets under development		-	1,232,175
(b) Non current investments	13	1,329,305	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	14	4,285,526	2,577,626
(e) Other non current assets		-	-
		<b>128,743,062</b>	<b>113,886,111</b>
<b>2 Current assets</b>			
(a) Inventories	15	361,263,309	271,222,277
(b) Trade receivables	16	388,630,878	432,835,225
(c) Cash and cash equivalents	17	19,213,038	13,344,233
(d) Short term loans and advances	18	34,851,211	24,093,706
(e) Other current assets	19	7,747,218	14,080,989
		<b>811,705,654</b>	<b>755,576,430</b>
		<b>940,448,716</b>	<b>869,462,541</b>

Summary of significant accounting policies 1 to 39

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Piyush J. Shah & Co.  
Chartered Accountants  
FRN : 121172W

Piyush J. Shah  
Partner  
M.No. : 108670

Place : Ahmedabad  
Date : 25th May, 2019

For Airo Lam Limited

Pravin N. Patel  
Chairman  
DIN: 01840244

Suresh H. Patel  
Whole Time Director  
DIN: 00256357

Keya Patel  
CFO

Ruchi Shah  
Company Secretary

# Airo Lam Limited

## Statement of Profit and loss for the year ended 31<sup>st</sup> March, 2019

Particulars	Note	AMOUNT IN ₹ 2018-19	AMOUNT IN ₹ 2017-18
I. Revenue From Operations			
Sales (Net of excise duty and other taxes)	20	1,118,807,531	931,469,503
II. Other Income	21	8,575,777	2,274,335
<b>III. Total Revenue (I + II)</b>		<b>1,127,383,308</b>	<b>933,743,838</b>
<b>IV. Expenses:</b>			
Cost of materials consumed	22	762,160,158	647,819,892
Purchase of Stock in Trade	23	82,287,141	-
Changes in Inventories	24	(96,191,974)	(57,486,899)
Employee benefits expenses	25	64,187,356	50,264,316
Finance costs	26	23,685,695	26,595,559
<b>Depreciation and amortization expense</b>			
(i) Depreciation for the year		17,612,541	16,721,752
(ii) Preliminary Expenses W/off		-	-
Other expenses	27	213,872,040	200,743,075
Total expenses		<b>1,067,612,957</b>	<b>884,657,695</b>
<b>V. Profit before exceptional and extraordinary items</b>		<b>59,770,351</b>	<b>49,086,143</b>
<b>VI. Exceptional items</b>			
Prior Period Income / (Expenses)		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>59,770,351</b>	<b>49,086,143</b>
<b>VIII. Extraordinary Items</b>		-	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>59,770,351</b>	<b>49,086,143</b>
<b>X. Tax expense:</b>			
(1) Current tax		17,181,227	17,012,987
(2) Deferred tax		307,862	(753,498)
(3) Short / (Excess) Provision		-	309,887
<b>XI Profit (Loss) for the period</b>		<b>42,281,262</b>	<b>32,516,767</b>
<b>XII Earnings per equity share:</b>	28		
(1) Basic			
(i) Before Extraordinary Items		2.82	2.51
(ii) After Extraordinary Items		2.82	2.51
(2) Diluted			
(i) Before Extraordinary Items		2.82	2.51
(ii) After Extraordinary Items		2.82	2.51

Summary of significant accounting policies

1 to 39

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Piyush J. Shah & Co.  
Chartered Accountants  
FRN : 121172W

Piyush J. Shah  
Partner  
M.No. : 108670

Place : Ahmedabad  
Date : 25th May, 2019

For Airo Lam Limited

Pravin N. Patel  
Chairman  
DIN: 01840244

Suresh H. Patel  
Whole Time Director  
DIN: 00256357

Keya Patel  
CFO

Ruchi Shah  
Company Secretary

# Airo Lam Limited

## Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019

PARTICULARS	AMOUNT IN ₹ 31-Mar-2019	AMOUNT IN ₹ 31-Mar-2018
<b>Cash flow from operating activities:</b>		
Net profit before tax as per statement of profit and loss	59,770,351	49,086,143
<b>Adjusted for:</b>		
Depreciation & Preliminary Expenses Written Off	17,612,541	16,721,752
Interest income on loans & advances given	(133,103)	(175,329)
Net Foreign Exchange Gain / Loss	(443,178)	(1,979,498)
Interest & finance costs	23,685,695	26,595,559
<b>Operating cash flow before working capital changes</b>	<b>100,492,306</b>	<b>90,248,627</b>
<b>Adjusted for:</b>		
(Increase)/ decrease in Inventories	(90,041,032)	(61,658,027)
(Increase)/ decrease in trade receivables	44,204,347	(66,787,315)
(Increase)/ decrease in other current assets	6,333,771	(9,158,561)
Increase/ (decrease) in trade payables	2,163,725	23,759,557
Increase/ (decrease) in other current liabilities	(5,551,536)	226,350
Increase/ (decrease) in Short term provisions	(8,593,275)	(2,281,380)
Increase/ (decrease) in Long term provisions	331,562	(1,117,800)
<b>Cash generated from / (used in) operations</b>	<b>49,339,868</b>	<b>(26,768,549)</b>
Income taxes paid	(17,168,159)	(10,460,887)
<b>Net cash generated from/ (used in) operating activities [A]</b>	<b>32,171,709</b>	<b>(37,229,436)</b>
<b>Cash flow from investing activities:</b>		
Purchase of fixed assets	(30,864,170)	(21,069,914)
Sale of fixed assets	1,431,883	-
(Increase)/ decrease in Short term loans and advances	(10,757,505)	(17,923,466)
(Increase)/ decrease in Long term loans and advances	(1,707,900)	(279,084)
Purchase of non-current investments	(1,329,305)	-
Interest income on loans & advances given	133,103	175,329
<b>Net cash flow from/(used) in investing activities [B]</b>	<b>(43,093,894)</b>	<b>(39,097,135)</b>
<b>Cash flow from financing activities:</b>		
Reversal of Issue Expenses	320,736	-
Proceeds from issue of shares (Net of Issue expenses)	-	146,606,336
Increase in / (Repayment of) Long-Term Borrowings	11,509,664	(31,700,819)
Increase in/ (Repayment of) Other Long Term Liabilities	(1,500,000)	-
Increase in / (Repayment of) Short-Term Borrowings	29,703,107	(6,518,561)
Net Foreign Exchange Gain / Loss	443,178	1,979,498
Interest & finance costs	(23,685,695)	(26,595,559)
<b>Net cash flow from/(used in) financing activities [C]</b>	<b>16,790,990</b>	<b>83,770,895</b>
<b>Net increase/(decrease) in cash &amp; cash equivalents [A+B+C]</b>	<b>5,868,805</b>	<b>7,444,324</b>
Cash & cash equivalents as at beginning of the period	13,344,233	5,899,909
<b>Cash &amp; cash equivalents as at end of the period (Refer Note : 17)</b>	<b>19,213,038</b>	<b>13,344,233</b>

Summary of significant accounting policies 1 to 39

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Piyush J. Shah & Co.  
Chartered Accountants  
FRN : 121172W

Piyush J. Shah  
Partner  
M.No. : 108670

Place : Ahmedabad  
Date : 25th May, 2019

For Airo Lam Limited

Pravin N. Patel  
Chairman  
DIN: 01840244

Suresh H. Patel  
Whole Time Director  
DIN: 00256357

Keya Patel  
CFO

Ruchi Shah  
Company Secretary

# **Airo Lam Limited**

## **01 Significant Accounting Policies on Financial Statements**

### **(i) Basis of Accounting Policy**

The Financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAPP), including the Accounting standards referred to in Section 133 of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupee.

### **(ii) Revenue Recognition**

Revenue is primarily derived from sale of finished goods to the customers. Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Discount claims, rebates and retirement benefits which cannot be determined with certainty during the year, are recognized on receipt basis.

### **(iii) Fixed Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

### **(iv) Depreciation**

Up to March 31st, 2014 depreciation on fixed assets is provided on written down value method (WDV) at the rate and manner prescribed in schedule XIV of the Companies Act, 1956 over their useful life. w.e.f April 1st, 2014 depreciation is provided based on useful life of asset as prescribed in schedule II of Companies Act 2013 except in respect of the assets mentioned in Sub note (2) to the Note-12 forming part of Notes to accounts.

Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on prorata basis, at their respective useful life or rate of depreciation as prescribed with reference to the date of acquisition / installation or date of sale / disposal.

Depreciation on Intangible assets have been provided following the Accounting Standard - 26 "Intangible Assets" on Straight Line basis.

**(v) Investments**

Investments are stated at cost, after providing provision towards diminution, other than temporary if any.

**(vi) Inventories**

Inventories are valued at lower of cost or net realizable value. Inventories are taken as valued and certified by the management of the company.

**(vii) Goods and Services Tax**

GST is charged on ad-valorem basis and is accounted for when the goods are cleared from factory site.

**(viii) Provision for Current Tax and Deferred Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax assets are recognized and carried.

**(ix) Provisions, Contingent Liabilities and Contingent Assets**

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote, if any.

Contingent assets are neither recognized nor disclosed in the financial statements.

**(x) Retirement Benefits**

**Leave Encashment:**

Leave Encashment is payable as and when due and to the extent there is contravention of Accounting Standard - 15 "Employee Benefits", which has become mandatory. However, the quantum of leave encashment payable is not worked out and therefore it is not possible to quantify the effect of the same on profit and loss account.

**Gratuity:**

Gratuity is payable as and when due. The quantum of Gratuity payable is worked out on actuarial basis and effect of the same has been provided in profit and loss account. The company have not paid any amount out of the provision made for gratuity.

**Defined Contribution Plans:**

These are plans in which the company pays pre-defined amounts to separate funds and does not have any legal or informal obligations to pay additional sums. These comprise of contributions to Employees Provident Fund. The Company's payment to the defined contributions plans are reported as expenses during the period in which the employees perform the services that the payment covers.

**(xi) Borrowing Cost**

Borrowing Costs include Interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest Cost. Cost in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan. Borrowing Costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset Up to the date of capitalization of such asset is added to the cost of the asset.

Capitalization of borrowing cost is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying asset is interrupted.

**(xii) Impairment of Assets**

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such asset is estimated and impairment is recognized. If the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the higher of the net selling price and their value in use. Value in use arrived at by discounting the future cash flows to their present value based on an appropriate discounting factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the statement of profit and loss except in case of revalued asset.

**(xiii) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated.

Cash and Cash equivalent mentioned in Balance Sheet and cash flow comprise of Cash on hand, Balance with banks and amount kept as fixed deposit in banks.

**(xiii) Segment Reporting**

As per the information received from the management the company has only one reportable business and hence segment wise information is not given.

**(xiv) Foreign Exchange Gain / Loss**

Exchange gain / loss is need to recognized due to difference in rate at the time of payment / receipt and occurrence of transaction on payment made in foreign currency or receipt of foreign currency as per Accounting Standard - 11 "The effects of changes in Foreign Exchange Rates".

The quantum of exchange rate difference is worked out, the effect of the same on profit and loss account has been given.



## Airo Lam Limited

### 02 Share Capital:

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
<b>Authorized :</b> Equity shares 16,000,000 of ₹ 10 Each	160,000,000	160,000,000
<b>Issued, Subscribed and Fully Paid up :</b> 15,020,000 Equity Shares of ₹ 10 Each	150,020,000	150,020,000
<b>TOTAL ₹ :</b>	<b>150,020,000</b>	<b>150,020,000</b>

### 2.1 The Reconciliation of No. of shares outstanding is set out below:

Particulars	As At 31-Mar-19		As At 31-Mar-18	
	No. of shares	Amount In ₹	No. of shares	Amount In ₹
Equity Shares at the beginning of the year	15,002,000	150,020,000	5,500,000	55,000,000
Add: Shares allotted through Bonus	-	-	5,500,000	55,000,000
Add: Shares issued under IPO	-	-	4,002,000	40,020,000
Less: Shares Redeemed or bought back during the period	-	-	-	-
<b>Equity Shares at the end of the year</b>	<b>15,002,000</b>	<b>150,020,000</b>	<b>15,002,000</b>	<b>150,020,000</b>

### Rights, Preferences and Restrictions attached to shares

#### Equity Shares

The company has only one class of Equity having a par value ₹ 10.00 per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the board of directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend.

In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

### 2.2 The Details of Shareholder holding more than 5% Shares:

Name Of Shareholder	As At 31-Mar-19		As At 31-Mar-18	
	No. Of Shares	% Held	No. Of Shares	% Held
Jasvantbhai Patel	883,340	5.89	46,042	0.31
Mahendrabhai Nathabhai Patel	902,080	6.01	902,080	6.01
Pravinkumar Amichandbhai Patel	986,574	6.58	1,823,872	12.16
Pravinkumar Nathabhai Patel	1,134,520	7.56	1,134,520	7.56
<b>Total</b>	<b>3,906,514</b>	<b>26.04</b>	<b>3,906,514</b>	<b>26.04</b>

**03 Reserves and Surplus:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
<b>Securities Premium Reserve</b>		
Opening Balance	126,586,336	20,000,000
Add: Addition during the year	320,736	112,056,000
Less: Deletion during the year (Share Issue related expenses)	-	(5,469,664)
<b>Closing Balance</b>	<b>126,907,072</b>	<b>126,586,336</b>
<b>Profit and Loss Account</b>		
Opening Balance	75,311,757	97,794,990
Add: Profit for the year	42,281,262	32,516,767
Less: Utilization during the year	-	(55,000,000)
Less: Appropriation during the year	-	-
<b>Closing Balance</b>	<b>117,593,019</b>	<b>75,311,757</b>
<b>TOTAL ₹ :</b>	<b>244,500,091</b>	<b>201,898,093</b>

**04 Long-Term Borrowings:**

Particulars	As At 31-Mar-19		As At 31-Mar-18	
	Amount In ₹		Amount In ₹	
	Non - Current	Current Maturities	Non - Current	Current Maturities
<b>Loans and Advances availed or accepted</b>				
Unsecured Loans from Directors (Sub Note : 1)	11,910,978	-	2,384,785	-
Unsecured Loans from relatives & shareholders (Sub Note : 2)	36,218,902	-	28,407,816	-
Unsecured Loans from NBFCs(Sub Note : 3)	244,301	122,614	366,915	201,909
Unsecured Loans from Banks	-	-	-	781,839
Secured Loans from Banks	-	48,879	5,705,001	11,903,198
	<b>48,374,181</b>	<b>171,493</b>	<b>36,864,517</b>	<b>12,886,946</b>
<b>The above amounts includes</b>				
Secured Borrowings	-	48,879	5,705,001	11,903,198
Unsecured Borrowings	48,374,181	122,614	31,159,516	983,748
Amount Disclosed under the head "Other Current Liabilities" (Note No: 9)	-	(171,493)	-	(12,886,946)
<b>TOTAL ₹ :</b>	<b>48,374,181</b>	<b>171,493</b>	<b>36,864,517</b>	<b>12,886,946</b>

**Sub Note : 1**

The company have outstanding Interest free long term loans amounting to ₹ 11,910,978/- from directors. The repayment terms have not been decided yet.

**Sub Note : 2**

The company have outstanding Interest free long term loans amounting to ₹ 36,427,622/- from shareholders & relatives of the directors and/or promoters. The repayment terms have not been decided yet.

**Sub Note : 3**

i) Vehicle Loan of Rs. 366,915/- from TATA Motors Finance Limited is repayable in 47 months.

**Principal Terms and Conditions of Long Term Borrowings:**

Sr. No.	Type of Facility	31 <sup>st</sup> March, 2019	Repayment	Security
1	Vehicle Loan - TATA Motor Finance Limited	366,915	47 Equal monthly installments	Refer Sub Note - 3 (i)

**05 Deferred Tax Liabilities:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
Deferred Tax Liabilities		
Related to Preliminary Expenses	304,332	(1,446,748)
Related to Gratuity Provision	(671,955)	(688,652)
Related to Fixed Assets	5,706,617	7,166,532
<b>TOTAL ₹ :</b>	<b>5,338,994</b>	<b>5,031,132</b>

**06 Other Long-Term Liabilities:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
Deposits from Distributors (Sub Note : 1)	3,400,000	4,900,000
<b>TOTAL ₹ :</b>	<b>3,400,000</b>	<b>4,900,000</b>

**Sub Note:1**

The company has accepted interest free deposit from the distributors against supply of goods as per the policy of the Company.

**07 Long-Term Provisions:**

Particulars	As At 31-Mar-19		As At 31-Mar-18	
	Amount In ₹		Amount In ₹	
	Long-Term	Short-Term	Long-Term	Short-Term
Provisions for Expenses	-	6,756,777	-	8,253,294
Provisions for Government Dues	-	1,179,965	-	8,269,865
Provisions for Employee Benefits (Sub Note: 1)	2,370,959	44,409	2,039,397	38,199
<b>TOTAL ₹ :</b>	<b>2,370,959</b>	<b>7,981,151</b>	<b>2,039,397</b>	<b>16,561,358</b>

**Sub Note: 1**

The company have provided for the gratuity based on AS-15 "Employee Benefits" as per actuarial valuation. The same is not funded.

**08 Short-Term Borrowings:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
<b>Loans Repayable on Demands - From Banks</b>		
Working Capital Loans (Sub Note: 1)	181,514,832	151,811,725
	<b>181,514,832</b>	<b>151,811,725</b>
The above amount includes		
Secured Borrowings	181,514,832	151,811,725
<b>TOTAL ₹ :</b>	<b>181,514,832</b>	<b>151,811,725</b>

**Sub Note : 1**

Axis Bank Cash Credit outstanding as on March 31, 2019 is secured against hypothecation of stock with netting off of sundry creditors and Book Debts i.e. entire current assets (present and future) of the company including stock of raw material, stock in process, finished goods, consumables, receivables, stores, spares, at the rate of 9.60%.

The company has also provided land and building situated at:

1. Survey No: 355, Dalpur, Nanapur Approach Road, Ta: Prantij, Dist: Sabarkantha
2. Plot No. 301 & 302, Survey No. 518/P, GIDC Estate, Talod
3. Khata No. 341, Block No. 139 (Old Survey No. 356) Mouje-Dalpur, Nanapur Approach Road, Taluka: Prantij, Dist: Sabarkantha

as common collateral security for Working Capital finance & Term Loan finance.

The directors of the company have also given their personal guarantee for the loan.

**09 Trade Payables:**

Particulars	As At	As At
	31-Mar-19	31-Mar-18
	Amount In ₹	Amount In ₹
Sundry Creditors for Goods	243,476,563	241,312,838
<b>TOTAL ₹ :</b>	<b>243,476,563</b>	<b>241,312,838</b>

**Sub Note: 1**

Trade Payable as on March 31, 2019 is taken as certified by management and are subject to confirmation and reconciliation.

**Sub Note: 2**

The company is not in position to identify the amount of balances due to MSME undertakings in absence of sufficient information from suppliers regarding their status as MSME undertakings.

**10 Other Current Liabilities:**

Particulars	As At	As At
	31-Mar-19	31-Mar-18
	Amount In ₹	Amount In ₹
Current Maturities of Long Term Loans (Note : 4) (Sub Note : 1)	171,493	12,886,946
Interest on Long Term Borrowings / Deposits (Sub Note : 2)	1,486,474	1,577,300
Sundry Creditors for Capital Goods (Sub Note : 3)	6,867,242	3,694,249
Sundry Creditors for Expenses (Sub Note : 4)	36,391,627	28,034,442
Other Payables (Sub Note: 5)	8,555,109	12,830,544
<b>TOTAL ₹ :</b>	<b>53,471,945</b>	<b>59,023,481</b>

**Sub Note : 1**

i) Vehicle Loan of Rs. 366,915/- from TATA Motors Finance Limited is repayable in 47 months.

**Principal Terms and Conditions of Long Term Borrowings:**

Sr. No.	Type of Facility	31 <sup>st</sup> March, 2019	Repayment	Security
1	Vehicle Loan - TATA Motor Finance Limited	366,915	47 Equal monthly Installments	Refer Sub Note - 3 (i)

**Sub Note : 2**

Interest on long term borrowing is due on the loan/deposits accepted from Shareholders, Directors, Relatives of directors / promoters and Distributors.

**Sub Note : 3**

Sundry Creditors for capital goods as on March 31, 2019 is taken as certified by management and are subject to confirmation and reconciliation.

**Sub Note : 4**

Sundry Creditors for expenses as on March 31, 2019 is taken as certified by management and are subject to confirmation and reconciliation.

**Sub Note : 5**

Advanced received from customer as on March 31, 2019 is taken as certified by the management. No security have been given against the same.

**11 Short-Term Provisions:**

Particulars	As At 31-Mar-19		As At 31-Mar-18	
	Amount In ₹		Amount In ₹	
	Long-Term	Short-Term	Long-Term	Short-Term
Provisions for Expenses	-	6,756,777	-	8,253,294
Provisions for Government Dues	-	1,179,965	-	8,269,865
Provisions for Employee Benefits	2,370,959	44,409	2,039,397	38,199
<b>TOTAL ₹ :</b>	<b>2,370,959</b>	<b>7,981,151</b>	<b>2,039,397</b>	<b>16,561,358</b>

**Sub Note: 1**

Short-Term provisions as on March 31, 2019 includes amount provided based on the management estimation.

**13 Non current Investments:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
<b>Investments in Equity Shares</b>		
Shares of Listed Companies (Sub Note: 1)	1,329,305	-
<b>TOTAL ₹ :</b>	<b>1,329,305</b>	<b>-</b>

**Investments in Equity Instruments**

Sr. No.	Name of the Company	Quoted / Unquoted	Classification
1	Latteys Industries Limited	Quoted	N.A.

**Sub Note: 1** The company had valued the shares at cost price, without considering the temporary fluctuation.

**14 Long Term Loans and Advances:**

Particulars	As At 31-Mar-19		As At 31-Mar-18	
	Amount In ₹		Amount In ₹	
	Long-Term	Short-Term	Long-Term	Short-Term
<b>Security Deposit:</b>				
Secured Considered good (Sub Note : 1)	2,577,626	-	2,577,626	-
Unsecured Considered good - Deposit (Sub Note: 2)	1,707,900	-	-	-
Security Deposit with Exchange	-	-	-	1,520,000
<b>Advances/Receivables:</b>				
Balance with government authorities	-	27,886,730	-	7,263,624
Balance with others	-	6,964,481	-	15,310,082
<b>TOTAL ₹ :</b>	<b>4,285,526</b>	<b>34,851,211</b>	<b>2,577,626</b>	<b>24,093,706</b>

**Sub Note : 1**

Security deposit given includes deposit given to Authorities/Suppliers against thier services/supply.

**Sub Note : 2**

Unsecured Security deposit given includes deposit given to the landlord for the premises taken under lease.

**15 Inventories:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
<b>Valued at Cost or NRV whichever is Less</b>		
Raw Material	109,623,144	115,774,086
Stores and Spares	11,811,269	10,893,153
Work In Progress	22,272,417	13,301,235
Finished Goods	217,556,479	131,253,803
<b>TOTAL ₹ :</b>	<b>361,263,309</b>	<b>271,222,277</b>

**Sub Note: 1**

Inventories as on March 31, 2019 has been taken as certified by management. The same have been physically verified as on March 31, 2019, on sample basis.

**16 Trade Receivables:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
<b>Unsecured and considered good</b>		
Exceeding six months	92,898,077	76,016,488
Others	295,732,801	356,818,737
<b>TOTAL ₹ :</b>	<b>388,630,878</b>	<b>432,835,225</b>

**Sub Note: 1**

Amounts receivable from Debtors as on March 31, 2019 taken as certified by management and considered good and are subject to confirmation and reconciliation.

**17 Cash and Cash Equivalent:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
Balance with Banks - Current Accounts	14,514,160	10,024,267
Balance with Banks - Fixed Deposits	4,038,279	2,926,723
Cash In Hand	660,599	393,243
<b>TOTAL ₹ :</b>	<b>19,213,038</b>	<b>13,344,233</b>

**18 Short Term Loans and Advances:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
<b>Security Deposit</b>		
Secured Considered good		
Security Deposit with Exchange	-	1,520,000
<b>Advances/Receivables:</b>		
Balance with government authorities (Sub Note: 1)	27,886,730	7,263,624
Balance with others (Sub Note: 2)	6,964,481	15,310,082
<b>TOTAL ₹ :</b>	<b>34,851,211</b>	<b>24,093,706</b>

**Sub Note : 1**

Balance with government authorities includes GST receivables and advances made to Excise and/or Custom department.

**Sub Note : 2**

Balance with Others includes advance to staff, advances to customers etc.

**19 Other Current Assets:**

Particulars	As At 31-Mar-19	As At 31-Mar-18
	Amount In ₹	Amount In ₹
<b>Advances to Suppliers</b> (Sub Note: 1)	6,585,681	13,596,095
<b>Prepaid Expenses</b>	1,081,083	484,894
<b>Interest Receivables</b>	80,454	-
<b>TOTAL ₹ :</b>	<b>7,747,218</b>	<b>14,080,989</b>

**Sub Note: 1**

Advance to suppliers as on March 31, 2019 taken as certified by management and considered good.

20 Revenue from Operations:

Particulars	For the F.Y. 2018-19	For the F.Y. 2017-18
	Amount In ₹	Amount In ₹
<b>Revenue from sale of products</b>		
Domestic Sales	965,151,004	939,366,370
Export Sales	346,144,721	137,365,088
<b>Gross Revenue from Operations</b>	<b>1,311,295,725</b>	<b>1,076,731,458</b>
<b>Less: Adjustments</b>		
GST on Sales	(149,292,914)	(134,354,924)
Cash Discount / Rate Difference on Sales	(2,049,088)	(4,542,551)
Returns on revenue from sale of products	(41,146,192)	(6,364,480)
	(192,488,194)	(145,261,955)
<b>Net Revenue from Operations</b>	<b>1,118,807,531</b>	<b>931,469,503</b>

21 Other Income:

Particulars	For the F.Y. 2018-19	For the F.Y. 2017-18
	Amount In ₹	Amount In ₹
Interest Income	133,103	175,329
Gain/(Loss) on Foreign Exchange	443,178	1,979,498
Insurance Income on Sales	1,777,331	-
Export Related Incentive Income	4,211,849	12,198
Miscellaneous Income	318,373	107,310
Sundry Balances Written Off	1,691,943	-
<b>TOTAL ₹ :</b>	<b>8,575,777</b>	<b>2,274,335</b>

22 Cost of Material Consumed:

Particulars	For the F.Y. 2018-19	For the F.Y. 2017-18
	Amount In ₹	Amount In ₹
<b>Inventory at the beginning</b>		
Raw Material	115,774,086	111,602,959
<b>Add: Purchases</b>		
Raw Material	756,009,216	651,991,019
<b>Less: Inventory at the end</b>		
Raw Material	109,623,144	115,774,086
<b>TOTAL ₹ :</b>	<b>762,160,158</b>	<b>647,819,892</b>

23 Purchase of Stock in Trade :

Particulars	For the F.Y. 2018-19	For the F.Y. 2017-18
	Amount In ₹	Amount In ₹
Purchase of Stock in Trade	82,287,141	-
<b>TOTAL ₹ :</b>	<b>82,287,141</b>	<b>-</b>

24 Changes In Inventories:

Particulars	For the F.Y. 2018-19	For the F.Y. 2017-18
	Amount In ₹	Amount In ₹
<b>Inventory at the end of the year</b>		
Finished Goods	217,556,479	131,253,803
Work-In-Progress	22,272,417	13,301,235
Stores and Spares	11,811,269	10,893,153
	<b>251,640,165</b>	<b>155,448,191</b>
<b>Inventory at the beginning of the year</b>		
Finished Goods	131,253,803	94,509,446
Work-In-Progress	13,301,235	123,718
Stores and Spares	10,893,153	3,328,128
	<b>155,448,191</b>	<b>97,961,292</b>
<b>(Increase)/Decrease in Inventories</b>		
Finished Goods	(86,302,676)	(36,744,357)
Work-In-Progress	(8,971,182)	(13,177,517)
Stores and Spares	(918,116)	(7,565,025)
<b>TOTAL ₹ :</b>	<b>(96,191,974)</b>	<b>(57,486,899)</b>

25 Employee Benefit Expenses:

Particulars	For the F.Y. 2018-19	For the F.Y. 2017-18
	Amount In ₹	Amount In ₹
<b>Salaries and Wages</b>		
Bonus Expenses	552,818	785,247
Director's Remuneration	1,774,250	1,507,200
Gratuity Expenses	337,772	(1,144,062)
Salary and Wages	59,912,506	47,714,225
	<b>62,577,346</b>	<b>48,862,610</b>
<b>Contribution to Provident Fund and other Funds</b>		
Contribution to Provident Fund and other Funds	610,929	692,097
	<b>610,929</b>	<b>692,097</b>
<b>Staff Welfare Expenses</b>		
	999,081	709,609
	<b>999,081</b>	<b>709,609</b>
<b>TOTAL ₹ :</b>	<b>64,187,356</b>	<b>50,264,316</b>

26 Finance Costs:

Particulars	For the F.Y. 2018-19	For the F.Y. 2017-18
	Amount In ₹	Amount In ₹
<b>Interest Expenses</b>		
Interest Expenses	18,319,014	22,532,390
	<b>18,319,014</b>	<b>22,532,390</b>
<b>Other Borrowing Costs</b>		
Other Borrowing Costs and Bank Charges	5,366,681	4,063,169
	<b>5,366,681</b>	<b>4,063,169</b>
<b>TOTAL ₹ :</b>	<b>23,685,695</b>	<b>26,595,559</b>



**27 Other Expenses:**

Particulars	For the F.Y. 2018-19	For the F.Y. 2017-18
	Amount In ₹	Amount In ₹
Advertising and Sales Promotion Expenses	41,478,751	45,526,272
Bad Debts Written Off	-	-
Chemical Processing Expenses	272,829	307,266
Consumption of Stores and Spare Parts	16,164,362	15,818,348
Discount / Complain Expenses	10,949,603	4,481,536
Donation Expenses	98,550	45,250
Freight Expenses	33,243,408	22,732,183
Import/Export related Expenses	20,272,231	26,013,768
Income Tax Expenses	127,957	174,004
Indirect Duty Related Expenses	1,027,192	4,280,474
Insurance Expenses	1,757,588	400,825
Labour Expenses	41,794,832	42,144,968
Legal and Professional Expenses	4,334,316	3,767,880
Membership Registration Expenses	810,715	441,148
Office Expenses	1,328,750	1,033,439
Packing and Forwarding Expenses	10,234,335	7,753,593
Postage and Courier Expenses	891,324	462,989
Power and Fuel Expenses	16,324,553	14,656,651
Printing and Stationery Expenses	351,613	147,731
Rate Difference	381,150	87,164
Rent Expenses	4,735,924	252,000
Repair and Maintenance Expenses	1,798,760	3,427,451
Telephone and Internet Expenses	684,009	1,035,646
Travelling Expenses	4,809,288	5,752,489
<b>TOTAL ₹ :</b>	<b>213,872,040</b>	<b>200,743,075</b>

**28 Earning Per Share:**

Particulars	For the F.Y. 2018-19		For the F.Y. 2017-18	
	Amount In ₹		Amount In ₹	
	Before Extra Ordinary Items	After Extra Ordinary Items	Before Extra Ordinary Items	After Extra Ordinary Items
<b>Basic</b>				
Profit after Tax (A)	42,281,262	42,281,262	32,516,767	32,516,767
Weighted average number of shares outstanding (B)	15,002,000	15,002,000	12,962,625	12,962,625
Basic EPS (A)/(B)	2.82	2.82	2.51	2.51
Diluted EPS (A)/(B)	2.82	2.82	2.51	2.51
Face Value per Share	10.00	10.00	10.00	10.00

**29** Trade Receivables, Trade Payables, Loans & Advances and Unsecured Loans has been taken at Book Value subject to confirmations and reconciliation.

**30** Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

**31** GST has not taken into account for valuation of finished goods looking at factory site in view of accounting policy. The same has no impact on statement of Profit & Loss.

**32 Related Party Disclosures:****32.1 Related Parties & their Relationship**

As per AS 18, the disclosures of transactions with the related parties are given below:

i) List of Related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of Related Parties	Relationship
(i)	Shri Pravin N. Patel	Promoter / Director
(ii)	Shri Pravin A. Patel	Promoter / Director
(iii)	Shri Suresh H. Patel	Promoter / Director
(iv)	Shri Daxesh Raval	Promoter
(v)	Shri Praful Patel	Promoter
(vi)	Shri Karan Raval	Relative of Promoter
(vii)	Shri Yash P. Patel	Relative of Director
(viii)	Shri Mahendra N. Patel	Relative of Director
(ix)	Smt. Hemlata S. Patel	Relative of Director

**32.2 Transactions with Related Parties**

Particulars	Nature of Transaction	Amount (In ₹)
Pravin N. Patel	Director Remuneration	743,000
Suresh H. Patel	Director Remuneration	1,031,250
Hardik P. Patel	Director Remuneration	366,000
Karan Raval	Salary	443,571
Yash P. Patel	Salary	463,000
Mahendra N. Patel	Salary	361,500
Hemlata S. Patel	Salary	207,260

33 All assets and Liabilities are presented as Current or Non-Current as per criteria set out in Schedule - III to the Companies Act, 2013 as notified by Ministry of Corporate Affairs. Based on the nature of operation of the company and realization from the trade receivables, the company has ascertained its operating cycle of less than 12 months. Accordingly 12 months period has been considered for the purpose of Current / Non Current classification of assets and liabilities.

34 The SSI Status of the creditors is not known to the company; hence the information is not given.

**35 Segment Reporting:**

The Company have not any business segment or geographical segment other than the one i.e. Dealing in Laminates. Therefore, the Accounting Standard 17 "Segment Reporting" is not applicable.

**36 Payment to Auditor as:**

Sr. No.	Auditor	(Amount In ₹)	
		2018-19	2017-18
i)	Statutory Audit	75,000	75,000
ii)	Tax Audit	25,000	25,000

The above fees is exclusive of taxes.

37 Previous year's figures have been regrouped and rearranged wherever necessary.

38 As informed to us, the Contingent Liability is NIL.

39 The figures of the previous year has been regrouped / rearranged wherever required.

**For Piyush J. Shah & Co.**  
Chartered Accountants  
FRN : 121172W

**Piyush J. Shah**  
Partner  
M.No. : 108670

Place : Ahmedabad  
Date : 25th May, 2019

**For Airo Lam Limited**

**Pravin N. Patel**  
Chairman  
DIN: 01840244

**Suresh H. Patel**  
Whole Time Director  
DIN: 00256357

**Keya Patel**  
CFO

**Ruchi Shah**  
Company Secretary

**12 Fixed Assets as at 31st March 2019**
**(Amount In ₹)**

Description of Assets	Gross Block				Accumulated Depreciation / Amortization				Net Block	Net Block
	Balance as at 01-Apr-18	Additions during the period	Deletions during the period	Balance as at 31-Mar-19	Balance as at 01-Apr-18	Provided during the period	Deletions during the period	Balance as at 31-Mar-19	Balance as at 31-Mar-19	Balance as at 31-Mar-18
<b>Tangible Assets Own Assets</b>										
<b>Buildings</b>										
Factory Building	34,456,856	-	-	34,456,856	13,799,995	2,322,379	-	16,122,374	18,334,482	22,727,668
Labour Quarters	2,612,894	-	-	2,612,894	1,567,255	42,604	-	1,609,859	1,003,035	1,090,053
Office Building	11,326,745	-	-	11,326,745	6,739,817	187,938	-	6,927,755	4,398,990	4,782,895
	<b>48,396,495</b>	<b>-</b>	<b>-</b>	<b>48,396,495</b>	<b>22,107,067</b>	<b>2,552,921</b>	<b>-</b>	<b>24,659,988</b>	<b>23,736,507</b>	<b>28,600,616</b>
<b>Plant &amp; Machinery</b>										
Plant & Machinery	175,189,228	11,562,465	-	186,751,693	94,215,571	13,973,854	-	108,189,425	78,562,268	75,158,558
	<b>175,189,228</b>	<b>11,562,465</b>	<b>-</b>	<b>186,751,693</b>	<b>94,215,571</b>	<b>13,973,854</b>	<b>-</b>	<b>108,189,425</b>	<b>78,562,268</b>	<b>75,158,558</b>
<b>Furniture &amp; Fittings</b>										
	2,092,203	1,877,354	-	3,969,557	1,935,518	201,711	-	2,137,229	1,832,328	282,409
	<b>2,092,203</b>	<b>1,877,354</b>	<b>-</b>	<b>3,969,557</b>	<b>1,935,518</b>	<b>201,711</b>	<b>-</b>	<b>2,137,229</b>	<b>1,832,328</b>	<b>282,409</b>
<b>Office Equipment</b>										
	960,724	321,481	199,708	1,082,497	766,705	111,758	52,122	826,341	256,156	71,224
	<b>960,724</b>	<b>321,481</b>	<b>199,708</b>	<b>1,082,497</b>	<b>766,705</b>	<b>111,758</b>	<b>52,122</b>	<b>826,341</b>	<b>256,156</b>	<b>71,224</b>
<b>Motor Vehicles</b>										
	4,122,273	48,300	-	4,170,573	3,135,636	322,940	-	3,458,576	711,997	824,341
	<b>4,122,273</b>	<b>48,300</b>	<b>-</b>	<b>4,170,573</b>	<b>3,135,636</b>	<b>322,940</b>	<b>-</b>	<b>3,458,576</b>	<b>711,997</b>	<b>824,341</b>
<b>Software</b>										
	-	-	-	-	-	-	-	-	-	-
	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Computers and Data Processing Units</b>										
	1,935,519	122,062	-	2,057,581	1,679,996	182,685	-	1,862,681	194,900	226,500
	<b>1,935,519</b>	<b>122,062</b>	<b>-</b>	<b>2,057,581</b>	<b>1,679,996</b>	<b>182,685</b>	<b>-</b>	<b>1,862,681</b>	<b>194,900</b>	<b>226,500</b>
<b>Land</b>										
	1,119,800	7,368,600	-	8,488,400	-	-	-	-	8,488,400	1,119,800
	<b>1,119,800</b>	<b>7,368,600</b>	<b>-</b>	<b>8,488,400</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,488,400</b>	<b>1,119,800</b>
<b>Total (A)</b>	<b>233,816,242</b>	<b>21,300,262</b>	<b>199,708</b>	<b>254,916,796</b>	<b>123,840,493</b>	<b>17,345,869</b>	<b>52,122</b>	<b>141,134,240</b>	<b>113,782,556</b>	<b>106,283,448</b>

<b>Intangible Assets</b>										
<b>Trade Mark</b>	107,500	-	-	107,500	6,939	10,750	-	17,689	89,811	-
<b>Software</b>	-	1,232,175	-	1,232,175	-	308,044	-	308,044	924,131	-
<b>Total (B)</b>	107,500	1,232,175	-	1,339,675	6,939	318,794	-	325,733	1,013,942	-
<b>Capital work in progress</b>										
<b>Tangible Assets</b>	-	8,331,733	-	8,331,733	-	-	-	-	8,331,733	-
<b>Intangible Assets</b>	1,232,175	-	1,232,175	-	-	-	-	-	-	676,875
<b>Total (C)</b>	<b>1,232,175</b>	<b>8,331,733</b>	<b>1,232,175</b>	<b>8,331,733</b>	-	-	-	-	<b>8,331,733</b>	<b>676,875</b>
<b>Total (A+B+C)</b>	<b>235,155,917</b>	<b>30,864,170</b>	<b>1,431,883</b>	<b>264,588,204</b>	<b>123,847,432</b>	<b>17,664,663</b>	<b>52,122</b>	<b>141,459,973</b>	<b>123,128,231</b>	<b>106,960,323</b>
<b>Previous Year</b>	214,086,003	21,069,914	-	235,155,917	107,125,680	16,721,752	-	123,847,432	111,308,485	

**Form 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]

**AIRO LAM LIMITED**

CIN: L20211GJ2007PLC052019

Regd. Office: Survey No. 355, Nananpur Road, N.H. No. 8,  
Village- Dalpur, Ta. Prantij, Gujarat 383120, India.

Ph: +91-2770-240572

Email:- cs1@airolam.com

Fax: +91-2770 240574

Website: [www.airolam.com](http://www.airolam.com)

Name of the Member(s):
Registered address:
E-mail ID:
Folio No/DP ID-Client ID:

I/We being the Member(s), holding \_\_\_\_\_ shares of the above named  
company, hereby appoint:

1	Name Address Email id	Signature
2	Name Address Email id	Signature
3	Name Address Email id	Signature

as my / our Proxy to attend and vote (on a poll) for me/us and on my/our  
behalf at the 12<sup>th</sup> Annual General Meeting to be held on Monday, 30<sup>th</sup>  
September, 2019, at 3:00 P.M. at Survey No. 355, Nananpur Road, N.H. No.  
8, Village- Dalpur, Ta. Prantij, Gujarat 383120, and adjournment thereof in  
respect of such resolutions as are indicated below:

**Ordinary Business:**

1. Adoption of Financial Statements for the year ended 31.03.2019.
2. Re-appointment of Mr. Hardik Prafulbhai Patel who retires by rotation.
3. To Ratify appointment of M/s. Piyush J. Shah & Co., Chartered Accountants, Ahmedabad as Auditors and fixing their remuneration.

In this \_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp of Rs.1
--------------------------------------

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF  
THE MEETING HALL

(Joint shareholders may obtain additional Slip at the venue of the meeting)

DP ID		Name & Address of The Registered Shareholder /Proxy in full
Regd. Folio No.		
No. of Shares		

I certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company.

I hereby record my/our presence at the 12<sup>th</sup> Annual General Meeting of the Company held on the 30<sup>th</sup> day of September, 2019 at Survey No. 355, Nananpur Road, N.H. No. 8, Village- Dalpur, Ta. Prantij, Gujarat 383120 at 3:00 PM.

Name of Shareholder/Proxy:.....

Signature of Shareholder/Proxy: .....

## Corporate Office

### **Airo Lam Limited**

Survey No. 355, Dalpur Village, Nananpur Approach Road, Ta. : Prantij, Dist.: Sabarkantha, Gujarat - 383120, India.

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Email: [info@airolam.com](mailto:info@airolam.com), [admin@airolam.com](mailto:admin@airolam.com), [cs1@airolam.com](mailto:cs1@airolam.com)

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