

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is the structure of rules, practices, and processes used to direct and manage a company. The Company's philosophy on Corporate Governance envisages the attainment of a high level transparency and accountability. Our corporate governance is a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. A company's board of directors is the primary force influencing corporate governance. Good corporate governance helps companies build trust with investors and the community.

It also believes that Corporate Governance is not simply a matter of creating checks and balances; it is about creating an outperforming organisation, which leads to increasing employee and customer satisfaction.

Keeping the above in mind, a report on compliance with the principles of Corporate Governance in reference of relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

### 1) BOARD OF DIRECTORS:

The business of the Company is managed and lead by the Board of Directors. The Board formulates strategies, supervises the performance of the Company, thereby enhancing stakeholders value, with its projected targets and goal. The Board has constituted various committees, which guide the matters delegated to them in accordance with their terms of reference. The Executive Directors/ Senior Managerial Personnel/Department Heads assist the Chairman and Managing Director and the Senior Managerial Personnel/ Department Heads assist to the Executive Directors in overseeing the functional matters of the Company.

### MATRIX OF SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD:

In order to effective implementation of presence of Board members, it is necessary that collectively the Board holds the appropriate skills and experience. The following qualifications, skills and expertise which are taken into consideration while nominating a person to represent Company on the Board.

Appropriate Knowledge about Understanding of the Company's business, policies, and culture.	Understanding of the Company's business, policies, and culture, mission, vision, Company's SWOT analysis and knowledge of the industry in which the Company operates.
Leadership Quality	Significant leadership experience is necessary to lead and implement the necessary to change in organization for the Moto of the Company.
Financial expertise Qualification / experience in accounting / finance is necessary with ability to evaluate	Qualification / experience in accounting / finance is necessary for the purpose of evaluation of internal control and financial performance of the Company.
Corporate Compliance and Accountability	To establish good corporate governance practices, management accountability, and responsibilities towards various stakeholders like customers, employees, suppliers, regulatory bodies and society at large.
Soft Skill	Interaction with other Board members, with stakeholders, require to have sufficient soft skill to perform the duties.

These skills/expertise are broad-based, and it may vary from person to person and it is not necessary that all Directors possess such skills and expertise.

### Composition of the Board:

The Board of Directors of your company consists of balanced mix of Executive and Non-Executive Directors which meets the requirement of the Corporate Governance as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company immensely benefits from the professional expertise of the Independent Directors in their individual capacity as Professionals and also from Business Executives and through their valuable experience.

The Executive Chairman heads the Board of Directors. The total strength of the Board of Directors of the Company is 8 (Eight) as on 31<sup>st</sup> March 2021 comprising 4 Executive Directors and 4 Non-Executive Independent Directors including a Woman Director.

The details of composition of the Board as at 31<sup>st</sup> March, 2021 and other information are given herein below:

Name of Director	Category	Total No of other Directorship*	Details of Committees**	
			Chairman	Member
Mr. Kirit Patel DIN: 03353684	Chairman and Managing Director	1	-	1
Mr. Ramakant Patel DIN: 00233423	Whole Time Director	1	-	1
Mr. Karshanbhai Patel DIN: 00048167	Director	2	-	-
Mr. Kanubhal Patel DIN: 00386852	Director	2	-	-
Mr. Sudhir Maheshwari DIN: 07827789	Independent Director	-	1	1
Ms. Chaitali Parikh DIN: 07189130	Independent Director	-	1	1
Mr. Dhiren Parikh DIN: 08525317	Independent Director	-	-	-
Mr. Yogesh Patel DIN: 03613259	Independent Director	1	-	-

\*Excludes Private Limited Companies (which are not subsidiary of Public Company), Foreign Companies, Section 8 Companies and Alternate Directorships.

\*\*Includes only Audit Committee and Stakeholders' Relationship Committee of other Companies.

Notes:

- None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2021 have been made by the Directors.
- None of the Directors are related to each other.
- None of the Directors on the Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees (as specified in Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all the Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

#### DATE OF BOARD MEETINGS AND ATTENDANCE AT THE BOARD MEETING AND THE LAST AGM:

During the Financial Year 2020-21, the Board of Directors of your Company met 5 (Five) times on on 19-06-2020, 11-08-2020, 10-11-2020, 09-02-2021 and on 26-03-2021.

Sr. No.	Name of Director(s)	Date of Board Meeting & Attendance					Presence at the Last Annual General Meeting dated 28-09-2020
		19-06-2020	11-08-2020	10-11-2020	09-02-2021	26-03-2021	
1	Shri Kirit Patel Chairman & Managing Director	✓	✓	✓	✓	✓	✓
2	Shri Ramakant Patel Whole Time Director	✓	✓	✓	✓	✓	✓
3	Shri Kanu Patel Director	✓	✓	✓	✓	✓	-
4	Shri Karshanbhai Patel Director	✓	✓	✓	✓	✓	-
5	Ms. Chaitali Parikh Independent Woman Director	✓	✓	✓	✓	✓	✓
6	Shri Sudhir Maheshwari Independent Director	✓	✓	✓	✓	✓	✓
7	Shri Dhiren Parikh Independent Director	✓	✓	✓	-	✓	✓
8	Shri Yogesh Patel Independent Director	✓	✓	✓	✓	✓	-

#### **SEPARATE MEETING OF INDEPENDENT DIRECTOR'S:**

During the year under review the Independent Directors of your Company met on 26<sup>th</sup> March, 2021 without presence of Non- Independent Directors and members of the management as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations. The meeting was conducted to review below points:

- The performance of Non- Independent Directors and the Board as a whole;
- The performance of the Chairman of the Company after taking into account the views of the Executive and Non- Executive Directors;
- Evaluation of the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

Pursuant to Regulation 25 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Company has to conduct a familiarization and training programs for the Independent Directors. The objective of the programme is to familiarize the Independent Directors to enable them to understand the Company, its operations, business, industry and environment in which it functions and the regulatory requirement applicable to it. During the year, the Board members were regularly apprised with the overview of the Company and its operations by the Management. Further, the CFO made presentation to the Board during the Board meeting on a quarterly basis pertaining to the performance and future strategy for their respective business goals. The Board was also regularly apprised of all regulatory and policy changes.

Details of familiarisation program imparted to Independent Directors is available on the website of the Company [www.astronpaper.com](http://www.astronpaper.com)

#### **EVALUATION OF THE BOARD'S PERFORMANCE:**

In line with the provisions of the Act and Listing Regulations and other applicable provisions, if any, the Board has carried out an annual evaluation of its own performance and that of its Committees and Independent Directors.

Performance of individual Directors have been evaluated considering their attendance, participation in the discussions, contribution at the meetings and otherwise, guiding the management on budgetary proposals, risk management, independent judgment, safeguarding of interest of all the stakeholders, and interaction with various stakeholders. etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors. The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee and the same has been approved by the Board of Directors.

#### **Board Meeting, Board Committee Meetings and Procedures:**

The Board meets at least once in a quarter with a gap between two meetings not exceeding one hundred and twenty days. Additional meetings of the Board are held when deemed necessary to address the specific needs/agenda of the Company. In case of urgency of matters, resolutions are passed by circulation in Board Meetings as well as Committee Meetings. Generally the meetings are usually held at the Company's Registered Office.

The Agenda and the supporting papers for consideration at the Board Meeting are circulated to all the Directors in advance. Adequate information is circulated as part of the Board papers and is made available at the Board Meeting to enable the Members of the Board to take important decisions. Senior Heads are invited to attend the Board Meetings as and when required.

The information as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being made available to the Shareholders.

The Company ensures compliance of various statutory requirements by all its business divisions.

Other provisions as to Board and Committees were compiled with during the year under review.

## **2) BOARD COMMITTEES:**

The Board Committees are set up to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board Committees plays a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensures expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information and / or for approval.

The Company has at present following Committees namely:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committee
- iv. Corporate Social Responsibility Committee
- v. Executive Committee

## 2.1 Audit Committee

The Company is having a duly constituted Audit Committee and as on March 31, 2021, majority of the members of Audit Committee are Independent Directors having expertise in financial and accounting areas. Audit Committee of the Board has been constituted as per Section 177 of the Act read with Regulation 18 of the Listing Regulations. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.

### Composition of the Committee:

The Audit Committee comprises of Two Non-Executive Independent Directors who are eminent professionals and one Executive Director.

The members of the Audit Committee comprise of Shri. Sudhir Maheshwari, Chartered Accountant by profession who is the Chairman of the Committee, Ms. Chaitali Parikh, a Company Secretary by profession and Shri Kirit Patel, Chairman & Managing Director of the Company.

The Audit Committee Meetings were also attended by the Statutory Auditors, Internal Auditors and Chief Financial Officer of the Company.

The Company Secretary acts as the Secretary to the Committee.

### Meetings and Attendance:

During the year, four meetings of Audit Committee were held on 19-06-2020, 11-08-2020, 10-11-2020, and on 09-02-2021. Shri Sudhir Maheshwari who is Chairman of the Audit Committee also attended the last Annual General Meeting of the Company held on 28<sup>th</sup> September, 2020.

The following table summarizes the attendance of the Committees members:

Name of Director	Category	Status	No. of Meetings held	No. of Meetings attended
Shri Sudhir Maheshwari	Independent Non- Executive	Chairman	4	4
Ms. Chaitali Parikh	Independent Non- Executive	Member	4	4
Shri Kirit Patel	Promoter Executive	Member	4	4

The Audit Committee meetings during the year were held as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Minutes of each Audit Committee Meeting are placed and discussed in the meeting of the Board of Directors. Quarterly Reports are placed before the members of the Committee on matters relating to the Insider Trading Code.

### Terms of Reference:

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's Internal Control and Financial Reporting Process. The terms of reference of the Audit Committee are in accordance with all the items listed as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and it inter-alia performs the following functions.

- 1) Oversight of financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending for appointment, remuneration and terms of appointment of auditors of the company.
- 3) Approval of payment to statutory auditors for any other service rendered by them.
- 4) Examination of the annual financial statements and auditor's report thereon.
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Sub-section (3) of Section 134 of the Act;
  - Changes, if any, in accounting policies and practices and reasons for the same;

- Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the Financial Statements arising out of Audit findings;
  - Compliance with Listing and other Legal requirements relating to Financial Statements;
  - Disclosure of any Related Party Transactions; and
  - Modified opinion(s) in the draft Audit Report.
- 5) Reviewing the quarterly financial statements of the Company.
  - 6) Management Discussion and analysis of financial conditions and results of operation.
  - 7) Internal audit report or statutory auditor's report.
  - 8) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
  - 9) Approval or any subsequent modification or transactions of the company with related parties.
  - 10) Scrutiny of inter- corporate loans and investments.
  - 11) Valuation of undertakings or assets of the company, wherever it is necessary.
  - 12) Evaluation of internal financial controls and risk management systems.
  - 13) Reviewing statutory and internal auditor's performance and adequacy of the internal control system.
  - 14) Reviewing the adequacy of internal audit function including structure of the internal audit department, staffing, reporting structure coverage and frequency of internal audit.
  - 15) Reviewing finding of any internal investigations by the internal auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting matter to the Board.
  - 16) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  - 17) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
  - 18) Review the functioning of the whistle blower mechanism.
  - 19) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee
  - 20) Such other terms as may be prescribed under the Act or the Listing Regulations.

## 2.1 Nomination and Remuneration Committee:

### Composition of the Committee:

Pursuant to the Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee comprises of following three Independent Non-Executive Directors, namely Shri Yogesh Patel is the Chairman of the Committee, Shri Sudhir Maheshwari and Ms. Chaitali Parikh eminent professionals are the member of the Committee.

### Meetings and Attendance

The meeting of the Nomination and Remuneration Committee was held on 09-02-2021 and 26-03-2021. Due to social reason, the Chairman of the Committee could not be able to attend the last Annual General Meeting of the Company held on 28<sup>th</sup> September, 2020.

Name of Director	Category	Status	No. of Meetings held	No. of Meetings attended
Shri Yogesh Patel	Independent Non- Executive	Chairman	2	2
Shri Sudhir Maheshwari	Independent Non- Executive	Member	2	2
Ms. Chaitali Parikh	Independent Non- Executive	Member	2	2

The Company Secretary acts as the Secretary to the Committee.

### Terms of reference:

The terms of reference of the Committee inter alia, include the following:

- 1) To formulate the criteria for determining qualifications, positive attributes and independence of a director and to decide to extend or continue the term of appointment of the Independent director on the basis of the report of performance evaluation and to recommend to the board of directors a policy relating to the remuneration of the directors and KMP and other employees.
- 2) To evaluate of performance of Independent directors and the Board of Directors & its Committee.
- 3) To devise a policy on diversity of Board of Directors.
- 4) To identify persons who are qualified to become Directors, as and when so required, and who may be appointed in senior management in accordance with the criteria laid down by the Committee.
- 5) To consider and recommend to the Board removal of directors, other persons in senior management and key managerial personnel (KMP).
- 6) To review HR Policies and Initiatives.
- 7) Such other terms as may be required under the Act or the Listing Regulations.

### Remuneration Policy:

Remuneration Policy of your Company has been designed to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/Employees of the quality required to run the Company successfully and Relationship of remuneration to performance is clear and meets appropriate performance bench marks. Remuneration policy of the Company has been uploaded on the Company's website and can be accessed at [https://astronpaper.com/pdf/Nomination\\_and\\_Remuneration\\_Policy.pdf](https://astronpaper.com/pdf/Nomination_and_Remuneration_Policy.pdf).

### Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include adherence to ethical standards and code of conduct, constructive participation in board meetings, implementing good corporate governance practices, review of integrity of financial information and risk management, safeguarding interest of whistle blowers under vigil mechanism etc.

### Remuneration of Directors / Key Managerial Personnel / Senior Management / Other Employees:

(₹ in Lakh)

Name of Director	Salary	Commission	Retirement Benefits	Assignment of Key Man Insurance Policy	Sitting Fees	Total
Shri Kirit Patel	24.00	-	-	-	-	24.00
Shri Ramakant Patel	7.71	-	-	-	-	7.71
Shri Kanubhai Patel	-	-	-	-	-	-
Shri Karshanbhai Patel	-	-	-	-	-	-
Shri Dhiren Parikh	-	-	-	-	0.60	0.60
Shri Sudhir Maheshwari	-	-	-	-	1.00	1.00
Ms. Chaitali Parikh	-	-	-	-	0.40	0.40
Shri Yogesh Patel	-	-	-	-	0.50	0.50

## 2.3 Stakeholders Relationship Committee:

### Composition and terms of reference

The Stakeholder Relationship Committee has been constituted as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is entrusted with the responsibility of addressing the shareholders/ Investors complaints with respect to transfer of shares, Non-receipt of Annual Report, Non-receipt of dividend etc.

Four meeting of the Stakeholders Relationship Committee were held on 19-06-2020, 11-08-2020, 10-11-2020, and on 09-02-2021. The Committee also recommends steps to be taken for quality services to the investors. The composition of the said Committee and details of meeting are as under:

Name of Director	Category	Status	No. of Meetings held	No. of Meetings attended
Ms. Chaitali Parikh	Independent Non- Executive	Chairperson	4	4
Shri Sudhir Maheshwari	Independent Non- Executive	Member	4	4
Shri Ramakant Patel	Executive	Member	4	4

The Company Secretary acts as the Secretary to the Committee.

#### Terms of Reference:

- Efficient transfer of shares, including review of cases for refusal of transfer/ transmission of Shares and Debentures, de-mat/re-mat of shares.
- Redressal of Shareholder and Investor complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends
- Issue of new / duplicate / split / consolidated Share Certificates;
- Allotment of Shares;
- Review of cases for refusal of transfer / transmission of Shares and Debentures;
- Reference to Statutory and Regulatory authorities regarding Investor Grievances; and
- To otherwise ensure proper and timely attendance and redressal of Investor's queries and grievances
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company
- Such other terms as may be required under the Act or the Listing Regulations.

#### Investors Grievance:

Continuous efforts are being made to ensure that Investor's grievances are expeditiously redressed to the satisfaction of the Investors.

The particular of Investor's complaints received and redressed during the financial year are furnished below:

Sr. No.	Nature of Complaints	Opening Balance as on 1 <sup>st</sup> April, 2020	Received during the Year	Redressed / Attended during the Year	Pending as on 31 <sup>st</sup> March, 2021
1	Non- receipt of share certificates after transfer of shares	NIL	NIL	NIL	NIL
2	Non- receipt of dividend	NIL	NIL	NIL	NIL
3	Non receipt of Annual Reports	NIL	NIL	NIL	NIL
4	Others:				
	a) Query regarding Demat Credit	NIL	NIL	NIL	NIL
	b) Non- receipt of duplicate share certificate after issue	NIL	NIL	NIL	NIL
	c) Non- Exchange of New Shares	NIL	NIL	NIL	NIL
	d) Non- receipt of Refund (ASBA Query)	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

At present entire activities related to share transfers, transmission, exchange of shares, etc. handled by Registrar and Transfer Agent, a SEBI authorized Registrar, which also provides electronic connectivity with NSDL and CDSL to carry out such assigned work.

The Company obtains half- yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40 (9) of the Listing Regulations. Further, the Compliance Certificate under Regulation 7 (3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facilities are maintained by Registrar and Share Transfer Agent is also submitted to the Stock Exchanges on a half yearly basis.

## 2.4 Corporate Social Responsibility Committee:

### Composition & Terms of Reference:

The Corporate Social Responsibility Committee has been constituted as per the Companies Act, 2013. The committee formulates, reviews and recommends the amount of expenditure to be incurred on CSR activities and regularly monitors CSR activities to accomplish the objectives of implementation of CSR policy. The CSR Committee comprises of four Directors. Three Directors are executive and one is an Independent Director of the Company. Shri Ramakant Patel, Executive Director is the Chairman, and Shri Kanubhai Patel, Executive Director, Shri Karshanbhai Patel, Executive Director and Shri Yogesh Patel, Non- Executive Independent Director are the members of the Committee.

### Terms of Reference

The terms of reference of Corporate Social Responsibility Committee are as under:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy (“CSR Policy”).
- To recommend the amount of expenditure to be incurred on the activities listed in CSR Policy.
- To monitor the CSR Policy of the Company from time to time.
- Such other roles and functions as may be prescribed in the Act and Rules made thereunder

### Meeting and Attendance:

During the year, one meeting was held on 27/03/2021. All the members were present in the above meetings.

The Company Secretary acts as the Secretary to the Committee.

### Report on CSR activities

As required under the Act and Rules made thereunder, Report on the CSR activities undertaken by the Company during the year ended March 31, 2021 is annexed to the Directors’ Report.

## 2.5 Risk Management Committee:

As this clause is applicable to Top 500 Listed Companies, Company have not constituted Risk Management Committee, however Board review various risk and its corrective action plan from time to time. Approach towards various risk are mentioned in Management Discussion and Analysis Report.

## 3 GENERAL MEETINGS INFORMATION :

### ❖ Annual General Meetings:

The details of date, time and place of the Annual General Meetings (AGMs) of the Company held during the preceding three years and the Special Resolution passed there are as under:

AGM	Financial Year	Date	Place	Time	Special Resolutions passed
08 <sup>th</sup>	2017-18	22 <sup>nd</sup> September, 2018	AMA Seminar Hall No. 3 & 5, ATIRA Campus. AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad-380 015.	11:00 a.m.	NIL
9 <sup>th</sup>	2018-19	25 <sup>th</sup> September, 2019	AMA Seminar Hall No. 3 & 5, ATIRA Campus. AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad-380 015.	11:00 a.m.	NIL
10 <sup>th</sup>	2019-20	28 <sup>th</sup> September, 2020	Through video conferencing and other audio visual means (VC/OAVM)	11:00 a.m.	1



❖ **Postal Ballot:**

No special resolutions were passed through Postal Ballot during the financial year 2020-21.

❖ **Extra Ordinary General Meeting:**

No extraordinary general meeting of the members was held during F.Y. 2020-21.

#### **4 MANDATORY & NON- MANDATORY CLAUSES:**

The mandatory requirements complied with are disclosed below:

**COMPLIANCE OF REGULATION 17 TO 27 AND 46 OF LISTING REGULATIONS:**

The Company has complied with the requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

The non-mandatory requirements complied with are disclosed below:

**1) Audit qualifications:**

There are no qualifications in the Auditor's Report on the Financial Statements of the Company for the F.Y 2020-21.

**2) Reporting of Internal Auditors:**

The Internal Auditors M/s. S.N.D.K & Associates LLP, Chartered Accountants, Ahmedabad directly report to the Audit Committee.

#### **5 DISCLOSURES:**

**a) Disclosure on material significant Related Party Transactions:**

Note No: 34(b) of Financial Statements is full disclosure of related party transactions as per Indian Accounting Standard 24 issued by the Institute of Chartered Accountants of India. Related Party Transaction Policy is also available on the website of the Company at <http://astronpaper.com/pdf/Material-Related-Party-Transaction-Policy-1.pdf>

**b) Accounting Treatment:**

Financial Statements for the year under review were prepared in accordance with the Indian Accounting Standards and there is no deviation, nor any alternative treatment given.

**c) Risk Management:**

The Company regularly reviews the risks associated with business and its corrective actions for minimizing /managing/avoiding the same. The internal control system provides support for risk management of the Company. The Board on regular basis evaluating the risk factors involved in the businesses.

**d) Strictures / Penalties:**

The Company has complied with all the requirements of the Stock Exchange(s) and the SEBI on matters related to Capital Markets. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard during the last three years.

**e) Statutory Registers:**

All the statutory registers that are required to be maintained, particularly Registers of contracts in which Directors have interests, Registers of Directors Shareholding, Register of Investments etc. are maintained and regularly updated.

**f) Whistle Blower Policy / Vigil Mechanism:**

The Company has established a Whistle Blower Policy / Vigil Mechanism. The policy about the same is also available on Company's website [www.astronpaper.com](http://www.astronpaper.com)

**g) Policy on Preservation of Documents:**

Pursuant to the requirements under Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has formulated and approved a Policy on Preservation of Documents prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained.

**h) Training of Board Members:**

There is no formal policy at present for training the Board Members of the Company, as the members on our Board are Professionals / Business Executives. However, in addition to discussion in meetings, our Executive Directors periodically provided necessary presentation on business model and operations of the company to independent directors.

**i) Compliance of Regulation 26 (6) of Listing Regulations:**

In accordance with the provisions of Regulation 26 (6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

**j) Certificate of Non-Disqualification of Directors by Company Secretary in Practice**

Pursuant to amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate received from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**k) Policy on “Material” Subsidiary**

The Company has Board approved policy on determining Material Subsidiary which can be accessed at <http://astronpaper.com/pdf/Policy-on-Materiality-of-Events.pdf>

**l) Disclosure of commodity price risks and commodity hedging activities**

Please refer to Management Discussion and Analysis Report for the same.

**m) Certification from Company Secretary in practice:**

Mr. Pinakin Shah, Practicing Company Secretary, has issued a certificate required under the Listing Regulations, confirming that none of the directors on Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this report.

## 6 CERTIFICATION:

The Board has received Managing Director & Chief Financial Officer Certification under Clause 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was placed before the Board of Directors of the Company.

## 7 MEANS OF COMMUNICATIONS:

The quarterly, half- yearly and annual financial results of the Company are sent to stock exchanges immediately after these are approved by the Board. These are widely published in the Indian Express (English) / Financial Express (Gujarati) etc.

The results are available on the Company’s website at [www.astronpaper.com](http://www.astronpaper.com).

**Other communications are as under:**

News Releases	Official press releases are sent to stock exchanges as well as displayed on the Company’s website.
NSE Electronic Application Processing System (NEAPS)	The listing compliances are also filed electronically on NEAPS through <a href="https://neaps.nseindia.com/NEWLISTINGCORP/">https://neaps.nseindia.com/NEWLISTINGCORP/</a>
BSE Corporate Compliance & Listing Centre	The listing compliances are also filed electronically on BSE Corporate Compliance & Listing Centre through <a href="http://listing.bseindia.com">listing.bseindia.com</a>
Annual Report	Annual Report is circulated to the members and Auditors / equity analysts, etc.
Management Discussion & Analysis	Being part of Annual Report, mailed to the shareholders of the Company along with Annual Report and Notice.
Investor Services	The Company has designated an exclusive e-mail ID viz. <a href="mailto:uttam_cs@astronpaper.com">uttam_cs@astronpaper.com</a> for investor services and grievances.

### 1) GENERAL SHAREHOLDERS INFORMATION:

**A. Annual General Meeting:**

The 11<sup>th</sup> Annual General Meeting of the Company will be held on Saturday, 25<sup>th</sup> September, 2021, at 11.00 AM through Video Conference / Other Audio Visual Means (“VC / OAVM”).

Remote E-Voting Period : The voting period begins on Wednesday, 22<sup>nd</sup> September, 2021 at 10.00 A.M. and ends on Friday, 24<sup>th</sup> September, 2021 at 5.00 P.M.

Remote E-Voting Cut-off date: Saturday, 18<sup>th</sup> September, 2021.

**B. Financial Year 2020-21:** April 1 to March 31

**C. Book Closure:**

The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 19<sup>th</sup> September, 2021 to Saturday, 25<sup>th</sup> September, 2021 (both days inclusive) for the purpose of 11<sup>th</sup> Annual General Meeting of the Company.

**D. Tentative Financial Calendar for the Financial Year 2021-22**

Sr. No.	Particulars	Tentative Dates
❖	Financial Year	01 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022.
❖	Financial Results	
1	First Quarter ended on 30 <sup>th</sup> June, 2021	Third week of July, 2021.
2	Half Year ended on 30 <sup>th</sup> September, 2021	First week of November, 2021.
3	Third Quarter ended on 31 <sup>st</sup> December, 2021	First week of February, 2022.
4	Fourth Quarter ended on 31 <sup>st</sup> March, 2022	Second week of May, 2022.
	AGM for the year FY 2020-21	August / September, 2022.

**E. Listing on Stock Exchanges:**

The Company's shares are listed and traded on BSE Ltd. as well as National Stock Exchange of India Ltd having the following address:

BSE Ltd. (BSE)	National Stock Exchange of India Ltd. (NSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	Exchange Plaza, C-1, Block- G, Bandra –Kurla Complex, Bandra East, Mumbai – 400 051

**F. Listing Fees to Stock Exchanges:**

The Company has paid the Listing Fees for the year 2021-22 to the above stock Exchanges.

**G. Custodial Fees to the Depositories:**

The Company has paid custodial fees for the year 2021-22 to the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

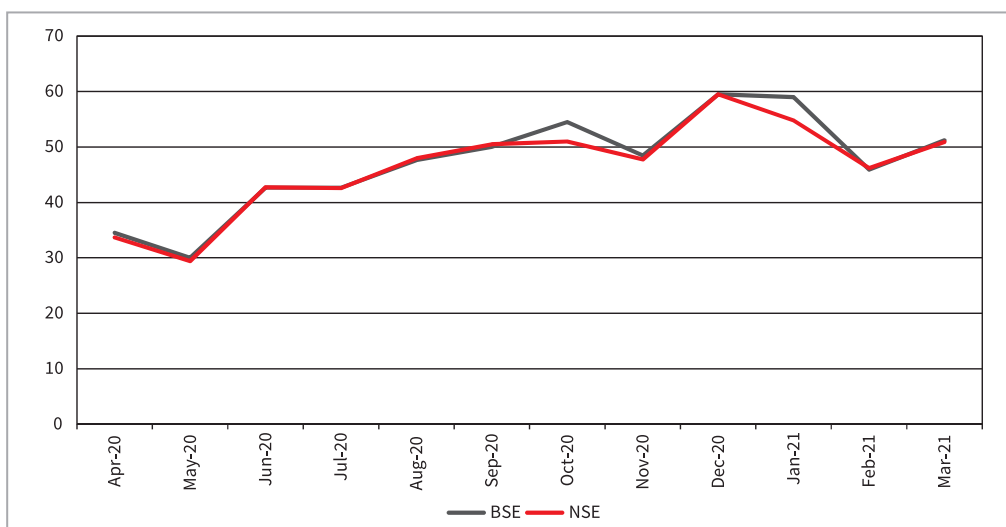
**H. Stock Code / Symbol:**

Stock Exchanges	Scrip Code
BSE Ltd. (BSE)	540824
National Stock Exchange of India Ltd. (NSE)	ASTRON
ISIN	INE646X01014
Corporate Identity Number (“CIN”)	L21090GJ2010PLC063428

**I. Market Price Data:**

Performance in comparison to broad- based indices viz. BSE Sensex

Month	Share price BSE			Share price NSE		
	High Price	Low Price	Close Price	High Price	Low Price	Close Price
April- 20	34.50	24.75	28.7	33.70	25.30	28.85
May- 20	30	26.75	28.25	29.40	26.85	28.10
June- 20	42.65	28.15	40.05	42.75	28.15	40.05
July- 20	42.65	37.25	38.90	42.55	37.00	38.35
Aug- 20	47.60	37.55	42.50	47.95	36.55	42.60
Sept- 20	50.05	40.25	47.65	50.50	39.75	47.45
Oct- 20	54.50	42.40	46.50	51.00	45.50	46.40
Nov- 20	48.45	41.80	44.75	47.75	42.20	44.85
Dec- 20	59.50	43.00	51.85	59.50	43.80	51.80
Jan- 21	59.00	38.60	42.25	54.80	39.95	42.45
Feb- 21	45.90	41.05	43.25	46.20	40.90	43.20
Mar- 21	51.20	38.60	41.00	50.90	40.75	41.10



**J. Registrar & Share Transfer Agents (RTA)**

M/s. Link Intime (India) Private Limited as a Registrar and Transfer Agent of the Company.

**K. Share Transfer System:**

In compliance with SEBI guidelines, M/s. Link Intime (India) Private Limited as its Registrar & Transfer Agent for Physical and Electronic form of shareholding. All the shareholders of the Company are therefore requested to correspond directly with them on the matters related to transfer and transmission of shares, demat / remate of the shares. Their address for correspondence is mentioned in sub point no "R" given herein after. In view of the above, the work for transfer of shares in physical form is also being carried out at the above address.

Further, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in the dematerialised form with the depositories. In view of the same, Equity Shares of the Company shall be eligible for transfer only in Dematerialised form. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company.

The Company has signed necessary agreements with two depositories currently functional in India viz. National Securities Depository Limited & Central Depository Services (India) Limited. The transfer of shares in electronic mode need not be approved by the Company.

**L. Demat Suspense Account / Unclaimed Suspense Account / IEPF Suspense Account:**

There are no shares lying with demat suspense account or unclaimed suspense account.

**M. Distribution of Shareholdings as on 31<sup>st</sup> March, 2021.**

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 to 500	15525	87.2976	2130129	4.5809
501 to 1000	977	5.4937	803504	1.7280
1001 to 2000	493	2.7722	763788	1.6426
2001 to 3000	212	1.1921	542927	1.1676
3001 to 4000	94	0.5286	342622	0.7368
4001 to 5000	96	0.5398	451928	0.9719
5001 to 10000	162	0.9109	1193355	2.5664
10001 & above	225	1.2652	40271747	86.6059
<b>Total</b>	<b>17,784</b>	<b>100.00</b>	<b>4,65,00,000</b>	<b>100.00</b>

**N. Category wise Shareholders as on 31<sup>st</sup> March, 2021.**

Category Code	Category	No. of Shares	% of Shareholding
<b>A</b>	<b>Shareholding of Promoter &amp; Promoter Group</b>		
	1. Indian Promoter	2,13,58,250	45.93
	2. Foreign Promoter	-	-
	<b>Sub- Total (A)</b>	<b>2,13,58,250</b>	<b>45.93</b>
<b>B</b>	<b>Public Shareholding</b>		
	<b>1. Institutions</b>		
	1) Financial Institutions / Banks	0	0
	2) Foreign Institutional Investors	0	0
	3) Mutual Funds	0	0
	4) Foreign Portfolio Investor	120000	0.26
	<b>2. Non Institutions</b>		
	a) Bodies Corporate	9167875	19.72
	b) Individuals		
	i. Nominal Share Capital up to ₹ 2 Lacs.	6809854	14.64
	ii. Nominal Share Capital in excess of ₹ 2 Lacs.	7434908	15.99
	c) Qualified Foreign Investor	0	0
	d) NBFC registered with RBI	0	0
	e) Others		
	i. Trusts	261026	0.56
	ii. Hindu Undivided Family	1037196	2.23
	iii. Clearing member	89299	0.19
	iv. Non Resident (Repat)	171024	0.37
	v. Non Resident (Non Repat)	47068	0.10
	vi. Other Directors and Relatives	3500	0.01
	<b>Sub- Total (B)</b>	<b>25141750</b>	<b>54.07</b>
	<b>Total (A + B)</b>	<b>4,65,00,000</b>	<b>100.00</b>

**O. Dematerialization of Shares and liquidity;**

The Equity Shares of the Company are traded compulsorily in the dematerialized form. The Company has entered into an agreement with both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) whereby the shareholders have an option to dematerialize their shares with either of the depository.

The Demat ISIN No. for both NSDL and CDSL for the Company's Equity Shares is INE646X01014.

Status of Dematerialization and Physical of the Company's Equity Shares as on 31<sup>st</sup> March, 2021 is as under:

Particulars	No. of Shares as on 31 <sup>st</sup> March, 2021	% of Total Capital as on 31 <sup>st</sup> March, 2021
A. National Securities Depository Ltd.	1,09,13,658	23.47
B. Central Depository Services (India) Ltd.	3,55,86,032	76.53
1. Total Dematerialized Shares	4,64,99,690	100
2. Physical	310	0 (R/off)
<b>Total</b>	<b>4,65,00,000</b>	<b>100</b>

Total 4,65,00,000 equity shares having face value of INR 10/- each.

Market Lot : 1 equity shares

**P. Outstanding GDRs /ADR / Warrants or any Convertible instruments, as on 31<sup>st</sup> March, 2021:**

There were no outstanding GDRs / ADRs / Warrants or any convertible instruments as on 31<sup>st</sup> March, 2021.

**Q. Plant Locations:**

Sr. No.	Division	Address
1	Unit- I (PM- 1 & 2) Halvad	52/1-2, 53/1-2, 49/1-2, 50, 51/1-2-3, 54, 55, Village Sukhpar, Ta Halvad, Dis Morbi, Gujarat : 363 330.
2	Unit- II Bhuj	Survey No. 64/1, Chubdak, Nr. Ratnal Essar Petrol Pump, Bhuj – Anjar Highway, Bhuj-Kutch, Gujarat- 370 105.

**R. Address and Contact details of the Registered Office of the Company:**

D- 702, Seventh Floor, Ganesh Meridian, Opp. High Court, S.G Highway, Ahmedabad- 380 060.

E- mail: [info@astronpaper.com](mailto:info@astronpaper.com) , Website: [www.astronpaper.com](http://www.astronpaper.com)

Phone No : 079- 40081221

**S. Address of Registrar & Transfer Agent:**

Shareholders may correspondence directly to M/s. Link Intime India Private Limited at the following address:

RTA's REGISTERED OFFICE ADDRESS	RTA's AHMEDABAD BRANCH ADDRESS
M/s. Link Intime (India) Pvt. Ltd. Unit: Astron Paper & Board Mill Limited C- 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400 083. Tel No: 022- 4918 6000 Fax No: 022- 4918 6060 E- mail: <a href="mailto:astron.ipo@linkintime.co.in">astron.ipo@linkintime.co.in</a>	M/s. Link Intime (India) Private Limited Unit: Astron Paper & Board Mill Limited 5 <sup>th</sup> Floor, 506 to 508, Amarnath Business Centre- 1 (ABC- 1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C.G Road, Navrangpura, Ahmedabad- 380 009. Tel No: 079- 2646 5179 E- mail: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>

**T. Details of Holding/Subsidiary/Associates Companies (as on 31st March 2021):**

**BALARAM PAPERS PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY)**

**Registered Office:**

D-702, Ganesh Meridian, Opp. Gujarat High Court, S G Highway, Sola, Ahmedabad, India – 380060.

**Plant Location:**

Survey No : 256 and 258, Dhanali Road, Nr. Deem Roll, At. Ganeshpura, Ta. Kadi, Dist. Mehsana-384001 Gujarat, India

**7) CORPORATE ETHICS:**

**a. Code of conduct for Board Members and Senior Management**

The Board has formulated Code of Conduct for all Board Members and Senior Management of the Company and the same is posted on the website of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct during the Year 2019-20. A declaration signed by the Managing Director in terms of the Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is addressed to the Board of Directors. The said declaration has been received by the Company.

**b. Prevention of Insider Trading:**

In compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has amended the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Insider Trading Code") and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code"), effective from 1<sup>st</sup> April, 2019. The Insider Trading Code is aimed to avoid any insider trading and it is applicable to all the designated persons who are expected to have access to the unpublished price sensitive information relating to the Company. The Company lays down the guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing in shares of the Company. The Company has also adopted the policy for determination of legitimate purposes which forms part of Fair Disclosure Code.

The said "Code" is also been uploaded on the Company's website at [www.astronpaper.com](http://www.astronpaper.com) .

**c. Reconciliation of Share Capital Audit Report**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**d. Internal Checks**

The Company has both external and internal audit systems in place. The Company has adequate Internal Control Systems to ensure that all assets are safeguarded and transactions are authorized, recorded and reported properly. The Internal controls are periodically reviewed to enhance efficiency and to ensure statutory compliances. The Internal Audit plan is designed in consultation with the Statutory Auditors and Audit Committee. Regular operational and transactional audits are conducted by professionally qualified and technical persons and the results are used for effective control and improvements. Board and the management periodically reviews the findings and recommendation of Auditors and take corrective actions necessary.

**e. Statement of Complaints in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Sr. No.	Particulars	Details
a.	No. of complaints filed during the financial year 2020-21	Nil
b.	No. of Complaints disposed off during the financial year 2020-21	Nil
c.	No. of pending complaints as on March 31, 2021	Nil

**f. Certification by Practicing Company Secretary**

As required under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) the Company has obtained a Corporate Governance Compliance Certificate from M/s. Pinakin Shah & Co., Company Secretaries in Practice, regarding compliance of conditions of Corporate Governance as stipulated and is annexed herewith.

**g. Certification by Practicing Company Secretary regarding appointment and continuation of Directors:**

The Company has obtained the Certificate from M/s. Pinakin Shah & Co., Company Secretaries in Practice, certifying that none of the Directors on the Board of the Company for the Financial Year ending on 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

For and on behalf of the Board,

Sd/-

**Shri Kirit Patel**

Chairman & Managing Director

DIN: 03353684

Date: 19-07-2021  
Place: Ahmedabad

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To  
The Members  
**Astron Paper & Board Mill Limited**  
Ahmedabad

We have examined the compliance of the conditions of Corporate Governance by Astron Paper & Board Mill Limited (“the Company”), for the year ended on 31<sup>st</sup> March 2021, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause and applicable Regulations. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For, Pinakin Shah & Co.,**  
Company Secretaries

**Pinakin Shah**  
Proprietor

Date: 17/08/2021  
Place: Ahmedabad

FCS: 2562 (CP: 2932)  
UDIN:F002562C000796487