



# GANPATI PLASTFAB LIMITED

**36<sup>th</sup> ANNUAL REPORT**  
**2019-2020**



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**BOARD OF DIRECTORS****Mr. Ashok Kumar Pabuwal**

(DIN:00183513) Managing Director

**Mr. Ankur Pabuwal**

(DIN:02956493) WholeTime Director

**Mr. Pradeep Saraf**

(DIN:00183606) Executive Director

**Mr. Mahendra Saraf**

(DIN: 00054756) Executive Director

**Mr. Satish Chand Gupta**

(DIN:01552279) Independent Director

**Mr. Deepak Bhargava**

(DIN:03020789) Independent Director

**Mr. Mukand Agarwal**

(DIN:03129019) Independent Director

**Mrs. Devika Arora**

(DIN: 06950141) Independent Director

**STATUTORY AUDITORS****M/s Sharma Gandhi and Associates,**104 A Shyam Anukampa, Ashok Marg,  
C-Scheme, Jaipur-302001, Rajasthan**PRINCIPAL BANKER****HDFC BANK LIMITED**A-18, Hanuman Nagar-A, Jaipur-302021,  
Rajasthan**BOARD COMMITTEES****Audit Committee**

Mr. Mukand Agarwal (Chairman)

Mr. Satish Chand Gupta

Mr. Ashok Kumar Pabuwal

**Nomination and Remuneration  
Committee**

Mr. Satish Chand Gupta (Chairman)

Mr. Mukand Agarwal

Mr. Pradeep Saraf

**Finance Committee**

Mr. Ashok Kumar Pabuwal

Mr. Ankur Pabuwal

**SECRETARIAL AUDITORS****M/s ARMS & Associates LLP**

Company Secretaries

24-Ka-1, Jyoti Nagar, Near Vidhan Sabha,  
Jaipur-302005, Rajasthan**SENIOR MANAGEMENT****Mr. Ankur Pabuwal**

Chief Financial Officer

**CS Harshita Khandelwal**Company Secretary and Compliance  
Officer**Registered Office**334, Nemi Sagar Colony, Shekhawat Mansingh  
Block, Vaishali Nagar, Jaipur-302021,  
Rajasthan, India  
Phone Number: 0141-2321716  
Website: www.gpl.co.in  
Email: mail@gpl.co.in;  
secretarygpl84@gmail.com**Works - Unit I**C-58(B), Road No.2-D, RIICO Industrial Area,  
Bindayaka- Jaipur 302012, Rajasthan, India**Administrative Office**UL-7, Amber Towers Road, Jaipur-302001,  
Rajasthan, India  
Phone Number: 0141-2321716  
Website: www.gpl.co.in  
Email: mail@gpl.co.in;  
secretarygpl84@gmail.com**Works - Unit II**A-200, RIICO Industrial Area, Bagru Extension  
IInd, Bagru, Jaipur-303007, Rajasthan, India

CIN: L25209RJ1984PLC003152

### **MISISON**

1. **Develop customer relationships which provide services tailored to specific customer needs.**
2. **Provide employees with on-going training to enhance knowledge and skills, develop problem solving and decision making abilities, and offer opportunities for advancement.**
3. **Apply cost effective production systems and sound fiscal planning.**
4. **Utilize Continuous Process Improvement strategies to ensure the highest quality products and services.**

### **VISION**

**We provide competitive, high quality services and individualized customer service, while encouraging employee creativity, motivation, and team work in a continuously improving environment.**

### **VALUE**

1. **Work closely with our customers to understand their needs and provide high quality products services.**
2. **Recognize the strengths of those we work with and focus our efforts on helping them overcome their weaknesses.**
3. **Treat all individuals with courtesy, dignity, and respect.**
4. **Work together as a team to provide quality services.**
5. **Recognize the value of all employees in attaining our goals.**
6. **Work cooperatively to solve problems and develop solutions.**
7. **Provide a work environment which motivates our employees and encourages independence, cooperation,**



**NOTICE OF 36TH ANNUAL GENERAL MEETING**

Notice is hereby given that the **36<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of the company will be held on Saturday, 26<sup>th</sup> day of September, 2020 at 03.00 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the company for the year ended March 31<sup>st</sup>, 2020 together with the report of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Pradeep Saraf (DIN 00183606), who retires by rotation at this AGM and being eligible, offers him-self for re-appointment.

**Place: Jaipur**

**Date: 01<sup>st</sup> September, 2020**

**By the order of Board on behalf  
for Ganpati Plastfab Limited**

**Harshita Khandelwal  
Company Secretary & Compliance Officer  
M. No. A58855**

**NOTES**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting System on the date of the AGM will be provided by CDSL.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. Members may also note that the Notice of the 36<sup>th</sup> AGM and the Company’s Annual Report 2019-20 will be available on the Company’s website.
5. A copy of Audited Financial Statements for the year ended on March 31, 2020 together with the Board’s and Auditor’s Report thereon are enclosed herewith.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Shareholders such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting.



9. Members are therefore requested to submit their PAN to the Company and intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the company.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to the company.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
14. Instructions for e-voting and joining the AGM are as follows:

#### **A. VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

1. The voting period commences on Wednesday, 23<sup>rd</sup> September, 2020 at 10:00 A.M. and ends on Friday, 25<sup>th</sup> September, 2020 at 5:00 P.M. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date (record date) of Saturday, 19<sup>th</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Board has appointed CS Sandeep Kumar Jain, Practicing Company Secretary, Jaipur (Membership No. FCS: 5398 CP No.4151), as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
3. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
4. **The details of the process and manner for remote e-voting are explained herein below:**
  1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
A) For Members who hold shares in Demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
(B) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
(C) For Members holding shares in Physical Form.	Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
6. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that



company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, folio number, email id, mobile number at [secretarygpl84@gmail.com](mailto:secretarygpl84@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, folio number, email id, mobile number at [secretarygpl84@gmail.com](mailto:secretarygpl84@gmail.com). These queries will be replied by the Company suitably via email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 36<sup>TH</sup> AGM ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM



**ANNEXURE TO THE NOTICE**

**Details of the Director seeking re-appointment in the forthcoming Annual General Meeting**

*[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]*

**ITEM NO. 02: Mr. Pradeep Saraf, Director (DIN: 00183606)**

Information of Director seeking re-appointment at the forthcoming Annual General Meeting pursuant to the Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

<b>Particulars</b>	<b>Mr. Pradeep Saraf</b>
DIN	00183606
Date of Birth	11 <sup>th</sup> April, 1955
Date of Appointment	03 <sup>rd</sup> December, 1994
Qualifications	B.Sc.
Expertise in specific functional areas	Having a good exposure and experience in Finance Sector.
Directorships held in other Public/ Private Companies (excluding foreign companies and Section 8 companies) as on 31st March, 2020	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee as on 31st March, 2020)	Nil
Number of shares held in the Company as on 31st March, 2020	2,42,788 fully paid-up Ordinary (Equity) Shares of the Company

**Place: Jaipur**

**Date: 01<sup>st</sup> September, 2020**

**By the order of Board on behalf  
for Ganpati Plastfab Limited**

**Harshita Khandelwal  
Company Secretary & Compliance Officer  
M. No. A58855**

**BOARD'S REPORT**

To,  
The Members of  
Ganpati Plastfab Limited

The Directors have pleasure in presenting this 36<sup>th</sup> Annual Report of the Ganpati Plastfab Limited, along with the Audited Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2020.

**FINANCIAL HIGHLIGHTS**

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2020 is summarized below:

(₹ in Lacs)

Particulars	2019-20	2018-19
Revenue from Operations	8757.17	9703.87
Other Income	60.78	60.58
<b>Total Income</b>	<b>8817.79</b>	<b>9764.46</b>
Profit before Interest and Depreciation	262.70	388.25
Interest	128.09	90.06
Profit before Depreciation and Tax	134.60	298.19
Depreciation	236.88	195.79
Provision for Tax	10.29	18.30
Net Loss after Tax	(112.57)	84.09
<b>Profit &amp; Loss Brought Forward</b>	<b>1220.73</b>	<b>1136.64</b>
<b>Profit &amp; Loss Carried Forward</b>	<b>1108.16</b>	<b>1220.73</b>

**STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

During the year under review, market including the export market was sluggish as compared to the previous year. Consequent to this, the company has suffered net loss of Rs. 112.57 Lacs in comparison to the Net Profit of Rs. 84.09 earned in the previous year. Further, the company has installed another solar plant at Bindayaka Unit considering the increasing overhead cost.

Directors of the Company are more positive as the outlook for the Financial Year 2020-2021 seems to be good in terms of Domestic as well as Export Demand. Further from Industry point of view and as per government policies, the consumption of cement shall probably be increased which shall result in the increased demand for our Bags.

**CHANGE IN NATURE OF BUSINESS**

There was no change in the business of the Company during the Financial Year 2019-20.

**DIVIDEND**

To conserve the resources of the company and requirement of working capital, Directors do not recommend any dividend for the year under consideration.

**AMOUNTS TRANSFERRED TO RESERVES**

Your Board doesn't propose to transfer any amount to General Reserve in terms of Section 134 (3) (J) of the Companies Act, 2013 for the financial year ended on March 31, 2020. Further, the Balance specified in the individual head are detailed as below:

Rs. In Lacs					
S. No.	Reserve Head	Opening Balance	Addition	Deduction	Closing Balance
1.	Retained Earnings	1220.73	0.00	112.57	1108.16
2.	General Reserve	2.00	0.00	0.00	2.00
3.	Share Premium	117.65	0.00	0.00	117.65
4.	Capital Reserve	15.00	0.00	0.00	15.00

**MATERIAL CHANGES AND COMMITMENTS**

In pursuance to section 134(3) (L) of the Act, no material changes and commitments have occurred after the closure of the financial year to which the financial statements relate till the date of this report, affecting the financial position of the Company.

**Impact of COVID-19 on Business Outlook**

The impact of corona virus pandemic on the business operations has not been "materially adverse" so far and it is extremely difficult to assess its impact on near-term. The company continues to evaluate the impact of COVID-19 as the situation evolves

The company also does not see any "specific challenge in terms of its capital or financial resources" or any "significant deviation in profitability."

The Company has resumed its operation from 2<sup>nd</sup> April, 2020 in all areas of operations while adopting stringent safety practices and following standard operating procedures for social distancing.

Further, due to outburst in people regarding abolishment of Chinese products, Ganpati Plastfab Limited will witness overseas demand for its products and its focus in the immediate period is to make sure that its products are available to user.

**CHANGES IN CAPITAL STRUCTURE**

The authorized Share capital of the company is Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The paid-up equity share capital as on 31<sup>st</sup> March 2020 was Rs. 2,66,06,000/- (Two Crore Sixty Six Lacs Six Thousand Only) divided into 26,60,600 (Twenty Six Lacs Sixty Thousand Six Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each. Further, 3, 46,900 (Three Lacs Forty Six Thousand Nine Hundred) Equity Shares of Rs.5/- (Rupees Five Only) were forfeited by the company on 31<sup>st</sup> July, 2010.

The effective paid-up equity share capital as on 31<sup>st</sup> March 2020 is Rs. 2,83,40,500/- (Rupees Two Crore Eighty Three Lacs Forty Thousand Five Hundred Only)

There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. Further, The Company has not issued shares with differential voting rights or sweat equity shares, nor has it granted any stock options during the year under review.

### **CREDIT RATING**

The Company does not obtain any credit rating in the Financial Year 2019-20.

Further, the company has been regular in making principal and interest repayments to the Banks and financial institutions.

### **LISTING OF EQUITY SHARES**

The equity shares of the Company are listed on the Calcutta Stock Exchange (CSE) and the listing fees for the Financial Year 2019-20 have been duly paid.

### **INFORMATION ABOUT JOINT VENTURE/ SUBSIDIARY/ AND ASSOCIATE COMPANY**

The company does not have any Joint Venture/ Subsidiary and Associate company.

### **TRANSFER OF UNCLAIMED/ UNPAID DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) there was no unclaimed/ unpaid dividend, hence the company is not required to transfer any amount to Fund.

### **EXTRACT OF ANNUAL RETURN**

As per the requirements of Section 92(3) of the Companies Act, 2013 and read with Companies (Management and Administration) Rules, 2014, the extract of the Annual Return for the Financial Year 2020 is given in “Annexure-I” in the prescribed Form No. MGT-9 which is a part of this report. The same is available on [www.gpl.co.in](http://www.gpl.co.in).

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board plays crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board of Directors and keep our governance practices under continuous review. As on 31st March, 2020, the total Board strength comprises of 8 (eight) including 2 (two) Executive, 2 (two) Non- Executive Director, 4 (four) Independent Directors including 1 (one) Women Director.

S. No.	Name	Designation	DIN/ PAN	Date of appointment
1.	Mr. Ashok Kumar Pabuwal	Managing Director	00183513	01/08/2012
2.	Mr. Ankur Pabuwal	Whole Time Director	02956493	20/09/2010
3.	Mr. Mahendra Saraf	Non-Executive Director	00054756	26/09/2014
4.	Mr. Pradeep Saraf	Non-Executive Director	00183606	03/12/1994



5.	Mr. Satish Chand Gupta	Independent Director	01552279	01/06/2010
6.	Mr. Deepak Bhargava	Independent Director	03020789	01/06/2010
7.	Mr. Mukand Agarwal	Independent Director	03129019	01/06/2010
8.	Ms. Devika Arora	Independent Women Director	06950141	26/09/2014
9.	Mr. Ankur Pabuwal	Chief Financial Officer	ADJPP6326N	27/03/2019
10.	Ms. Harshita Khandelwal	Company Secretary	DQJPK6516B	15/08/2019

During the period under review the following changes have occurred in the constitution of Key Managerial Personnel (KMP) of the company:

S. No.	Name	Designation	Date of Appointment
1.	Ms. Harshita Khandelwal	Company Secretary	15 <sup>th</sup> August, 2019

**Retire by Rotation:**

As per the provisions of the Companies Act, 2013 mandates that at least two-thirds of the total number of directors (excluding independent directors) shall be liable to retire by rotation. Accordingly, Mr. Pradeep Saraf Director (DIN: 00183606) being the longest in the office amongst the directors liable to retire by rotation, retire from the Board by rotation this year and, being eligible, offers his candidature for re-appointment. The Board recommends his re-appointment. A resolution seeking shareholders' approval for his re-appointment forms part of the Notice.

Brief details of Mr. Pradeep Saraf, Executive Director, who is seeking re-appointment, are given in the Notice of Annual General Meeting.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committee of the Company.

Pursuant to the provisions of the Section 203 of the Companies Act, 2013, Mr. Ashok Kumar Pabuwal Managing Director, Mr. Ankur Pabuwal Whole Time Director cum Chief Financial Officer (CFO) and Ms. Harshita Khandelwal, Company Secretary are the Key Managerial Person of the Company as on March 31, 2020.

**MEETINGS OF THE BOARD OF DIRECTORS**

Dates for the Board Meetings are decided well in advance and communicated to the Directors. Board Meetings were held at the Registered Office of the Company. The Agenda along with the explanatory notes are sent in advance to the Directors. Additional meetings of the Board to address specific needs of the Company are held as and when deemed necessary by the Board. In case of any exigency/emergency, resolutions are passed by circulation.

The intervening period between two Board meetings is well within the maximum gap as prescribed under Regulation 17(2) of SEBI (LODR) Regulations, 2015 Companies Act, 2013 and Secretarial Standard 1 issued by ICSI. The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any. The date of the Board meetings and attendance of Directors there at are as follows:

Name of the Directors	Date of Board Meetings and Attendance there at			
	30 <sup>th</sup> May, 2019	15 <sup>th</sup> August, 2019	14 <sup>th</sup> November, 2019	13 <sup>th</sup> February, 2020
Mr. Ashok Kumar Pabuwal	Yes	Yes	Yes	Yes
Mr. Ankur Pabuwal	Yes	Yes	Yes	Yes
Mr. Mahendra Saraf	Yes	Yes	Yes	Yes
Mr. Pradeep Saraf	Yes	Yes	Yes	Yes
Mr. Satish Chand Gupta	Yes	Yes	Yes	Yes
Mr. Deepak Bhargava	Yes	Yes	Yes	Yes
Mr. Mukand Agarwal	Yes	Yes	Yes	Yes
Ms. Devika Arora	Yes	Yes	Yes	Yes

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanations relating to material departures;
2. The directors have 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;
3. The directors have 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;
4. The directors have prepared the annual accounts on a going concern basis;
5. The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **AUDITORS AND REPORT THEREON**

#### **1. STATUTORY AUDITORS**

At the 35<sup>th</sup> Annual General Meeting held on September 30<sup>th</sup>, 2019 the Members approved appointment M/s Sharma Gandhi & Associates, Chartered Accountants, (FRN 005041C,) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held for the Financial Year 2023-24.

Pursuant to Section 139 and 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate from the Auditors to the effect, inter-alia, that their re-appointment would be within the limits laid down by the Act, shall be as per the term provided under



the Act, that they are not disqualified for such appointment under the provisions of applicable laws and also that there are no pending proceedings against them or any of their partners with respect to professional matters of conduct and they have confirmed that they hold valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

A resolution proposing their appointment, from the conclusion of this Annual General Meeting till the conclusion of the fortieth Annual General Meeting of the Company, at a remuneration to be fixed by the Audit Committee and/or Board of Directors and billed progressively, is submitted at the Annual General Meeting for approval of the members.

As per sub section 12 of section 143 of the Act during the financial year no fraud was reported by the Auditor of the Company in their Audit Report.

### **STATUTORY AUDITOR'S REPORT**

During the review under Section 143 (12) of the Companies Act, 2013, the statutory auditor has not reported instances of fraud committed against the Company by its officers or employees to the audit committee, the details of which would need to be mentioned in the *Board's report*.

### **2. SECRETARIAL AUDITOR**

According to provision of the section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s ARMS & Associates LLP, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the Financial Year ended 31st March, 2021.

An Audit Report issued in form MR-3 by M/s. ARMS & Associates LLP, Company Secretaries, in respect of the Secretarial Audit of the Company for the financial year ended on March 31, 2020 is attached as “**Annexure-II**” to this report.

During the financial year 2019-20, no fraud was reported by the Secretarial Auditor of the Company in their Audit Report.

The Board has re-appointed M/s ARMS & Associates LLP, Company Secretaries as Secretarial Auditors, to conduct the secretarial audit of the Company for the financial year 2020-21. They have confirmed that they are eligible for the said appointment.

### **SECRETARIAL AUDITOR'S REPORT**

During the review under Section 143 (12) of the Companies Act, 2013, there are no qualifications or observations or adverse remarks or disclaimer of the Secretarial Auditors in the Report issued by them for the financial year 2019-20 which call for any explanation from the Board of Directors..

### **3. INTERNAL AUDITOR**

According to provision of the Section 138 of the Companies Act 2013 read with rule 13 of The Company (Account) Rules, 2014, the Company has re-appointed M/s S.K. Sharma and Associates, Chartered Accountants, to undertake the Internal Audit of the Company for the Financial Year ended 31st March, 2021.

The Internal Audit Report was received yearly by the Company and the same were reviewed and approved by the Audit Committee and Board of Directors. The yearly Internal Audit Report received for the financial Year 2019-20 is free from any qualification, further the notes on accounts are self explanatory and the observations were looked into by the management.

During the financial year 2019-20, no fraud was reported by the Internal Auditor of the Company in their Audit Report.

#### **4. COST AUDITOR**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

#### **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires a company to identify and analyze risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness.

The company's internal controls system is commensurate with the size, scale, nature and complexity of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies.

On the recommendation of the Audit Committee, the company appointed M/s. S.K. Sharma & Associates, Chartered Accountants as the Internal Auditor of the company for the Financial Year 2019-20 to oversee and carry out internal audit. The audit will be conducted on quarterly basis and Audit Committee will actively review the Internal Audit Report. The Management with Audit Committee periodically reviews the Internal Control System and procedure for the efficient conduct of the business.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable for the Financial Year 2019-20.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR), Regulations, 2015 is presented in a separate section forming part of this Annual Report.

#### **TRANSACTIONS WITH THE RELATED PARTIES**

During the financial year ended March 31, 2020, all transactions with the Related Parties as defined under section 188 the Companies Act, 2013 read with Rules framed thereunder and Regulation 23 of the Listing Regulations were in the 'ordinary course of business' and 'at arm's length' basis. Your Company does not have a 'Material Subsidiary' as defined under Regulation 16(1)(c) of the Securities



and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

During the year under review, your Company did not enter into any Related Party Transactions which require prior approval of the Members. All Related Party Transactions of your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations. Subsequently, the Audit Committee and the Board have reviewed the Related Party Transactions on a periodic basis. During the year under review, there has been no materially significant Related Party Transactions having potential conflict with the interest of the Company.

Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, therefore details required to be provided in the prescribed Form AOC - 2 is not applicable to the Company. Necessary disclosures required under the AS 18 have been made in Note No. 35 of the Notes to the Financial Statements for the year ended March 31, 2020.

Your Company has formulated a Policy on Related Party Transactions and the said Policy has been uploaded on the website of the Company at [www.gpl.co.in](http://www.gpl.co.in). Further, your Company has an internal mechanism for the purpose of identification and monitoring of Related Party Transactions

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

#### **A) Conservation of Energy**

**Steps taken for conservation:** Company has replaced the Direct Current Motors (DC Motors) with Alternating Current Motors (AC Motors). Further the company is replacing the lightings at Factories, Administration Office and Registered Office by LEDs.

**Steps taken for utilizing alternate sources of energy:** Company has installed its own 450 K.M.W. Roof Top Solar Plant at the Bindayaka Unit of the Company

**Capital investment on energy conservation equipments:** No major capital investment is being done to conserve energy. The replacement of the motors and lighting equipments is done on regular basis and the cost of the same is charges to repair maintenance.

#### **B) Technology Absorption**

Efforts made for technology absorption	Nil
Benefits derived	Nil
Expenditure on Research & Development, if any	No major expenses has been incurred on research and development
Details of technology imported, if any	Nil
Year of import	Not Applicable
Whether imported technology fully absorbed	Not Applicable
Areas where absorption of imported technology has not taken place, if any	Not Applicable

**C) Foreign exchange earnings and Outgo**

Particulars	2019-2020	2018-19
FOB Value of Export	₹ 3333.52 Lacs	₹ 4002.07 Lacs
CIF Value of Import	NIL	NIL
Expenditure on Foreign Travel	₹ 1.43 Lacs	₹ 3.27 Lacs
Expenditure on Store and Spares	NIL	NIL

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

In pursuance to Rule 8 (5) (vii) of the Companies (Accounts) Rules, 2014, during the year under review, there were no significant and material orders passed by any Regulator or Court or Tribunal against the company, which may impact the going concern status or future operations of the company.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013” was notified on December 09, 2013, under the said Act, every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

In terms of the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace.

Company has formed an “Internal Complaints Committee” for prevention and redressal of sexual harassment at workplace. The Committee is having requisite members and is chaired by a senior woman member of the organization. Further, the Company has not received any complaint of sexual harassment during the financial year 2019-20. During the financial year 2019-20, no complaint has been received by the members of the committee. Hence, no complaint is pending at the end of the financial year.

**RISK MANAGEMENT**

The Company has a structured Risk Management Framework, designed to identify, assess and mitigate risks appropriately and has been entrusted with the responsibility to assist the Board in:

- a) overseeing and approving the Company’s enterprise wide risk management framework; and
- b) ensuring that all material Strategic and Commercial, Safety and Operations, Cyber security, Compliance and Control and Financial risks have been identified, assessed and that adequate risk mitigations are in place to address these risks.

**DEPOSITS FROM PUBLIC**

During the financial year under review, the Company has not accepted any Deposits from public, shareholders or employees and no amount of principal or interest on deposits from public was outstanding as at the Balance Sheet date in terms of provisions of section 73 to 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.



### **CORPORATE SOCIAL RESPONSIBILITY**

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

### **FORMAL ANNUAL EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The performance evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees of Board processes, manner of conducting the meetings, review of performance of Executive Directors, value addition of the Board members and corporate governance, succession planning, strategic planning, etc.

Nomination and Remuneration Committee of the Board of Director evaluated the performance of every director. Evaluation of Committees was based on criteria such as adequate independence of each Committee, manner of conducting the meetings, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees, value additions made by the members of the committees and effectiveness of its advice/ recommendation to the Board, etc.

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representation of shareholder interest and enhancing shareholder value, experience and expertise to provide feedback and guidance to top management on business strategy, governance, risk and understanding of the organization's strategy etc.

The Board found the evaluation satisfactory and no observations were raised during the said evaluation in current year as well as in previous year.

### **INDEPENDENT DIRECTORS**

In terms of provisions of the Act and LODR Regulations, Nomination And Remuneration Committee has identified list of core skills, expertise and competencies required for a person to possess in order to be selected as a Board member.

The Nomination and Remuneration Committee also focuses on the competence of the person, professional experience, the positive attributes, standards of integrity, ethical behavior, and independent judgment of the person in selecting a Board member and also takes into consideration the performance of the Director based on the Board evaluation and his/ her engagement level during their previous tenure.

Accordingly, Mr. Satish Chand Gupta Mr. Deepak Bhargava Mr. Mukand Agarwal Mrs. Devika Arora were re-appointed as the Independent Directors of the Company for a second term of five consecutive years effective from 26<sup>th</sup> September, 2019 up to 25<sup>th</sup> September 2024.

S.No.	Name	Date of Appointment	Designation
1.	Mr. Satish Chand Gupta	01 <sup>st</sup> June, 2010	Independent Director
2.	Mr. Deepak Bhargava	01 <sup>st</sup> June, 2010	Independent Director
3.	Mr. Mukand Agarwal	01 <sup>st</sup> June, 2010	Independent Director
4.	Mrs. Devika Arora	26 <sup>th</sup> September, 2014	Women Independent Director

During the Financial year 2019-20 company held 1 Meetings of the Independent Directors which is summarized below:

S No.	Date of Meeting	Board Strength	No. of Directors Present
1	13 <sup>th</sup> February, 2020	4	4

### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedules and Rules issued thereunder, as well as clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. The Independent Directors have also confirmed that they have complied with the Company's code of conduct prescribed in Schedule IV to the Companies Act, 2013.

The terms & conditions for the appointment of Independent Directors are given on the website of the Company.

### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

In compliance with the requirements of the Act and the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors with regard to their roles, rights and responsibilities in the Company and provides details regarding the nature of the industry in which the Company operates the business models of the Company etc. which aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

The details of the familiarization program for Independent Directors are available on the Company's website [www.gpl.co.in](http://www.gpl.co.in)

### **NOMINATION AND REMUNERATION COMMITTEE**

- I. Company has constituted this Committee in compliance of the provisions of Section 178(3) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014.
- II. The broad terms of reference of the Nomination and Remuneration Committee are as under:
  - Recommend to the board the set up and composition of the board and its committees. including the "*formulation of the criteria for determining qualifications, positive attributes and independence of a director*". The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
  - Recommend to the board the appointment or reappointment of directors.
  - Devise a policy on board diversity.



- On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Provide guidelines for remuneration of directors on material subsidiaries.

III. The composition of the Nomination and Remuneration Committee is given below:

Name of the Director	Position held in the Committee	Category of the Director
Shri Satish Chand Gupta	Chairman	Independent Non-Executive Director
Shri Mukand Agarwal	Member	Independent Non-Executive Director
Shri Pradeep Saraf	Member	Non-Independent Non-Executive Director

IV. During the Financial year 2019-20 company held 1 Meeting of the Nomination and Remuneration Committee which is summarized below:

S. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	01 <sup>st</sup> August, 2019	3	3

The company in consultation with the nomination and remuneration committee has formulated the remuneration policy and same is given below.

### **REMUNERATION POLICY**

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) to its managing director and the executive directors.

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks. Currently, Non-Executive Directors are not paid with the sitting fees.
- **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
- **Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

**AUDIT COMMITTEE**

- I. The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014.
- II. The terms of reference of the Audit Committee are broadly as under:
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  - Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
  - Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
    - 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
    - Disclosure of any related party transactions
    - Qualifications in the draft audit report
  - Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - Review and monitor the auditors' independence and performance, and effectiveness of audit process;
  - Scrutiny of inter-corporate loans and investments;
  - Evaluation of internal financial controls and risk management systems;
  - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - Discussion with internal auditors of any significant findings and follow up there on;
  - Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
  - Approval of appointment of CFO;
- III. The Audit Committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the Audit Committee.
- IV. The composition of the Audit Committee is given below:

Name of the Director	Position held in the Committee	Category of the Director
Shri Mukand Agarwal	Chairman	Independent Non-Executive Director
Shri Satish Chand Gupta	Member	Independent Non-Executive Director
Shri Ashok Kumar Pabuwal	Member	Managing Director



V. During the Financial year 2019-20 company held 4 Meetings of the Audit Committee which are summarized below:

S. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	13 <sup>th</sup> May, 2019	3	3
2.	05 <sup>th</sup> August, 2019	3	3
3.	04 <sup>th</sup> November, 2019	3	3
4.	03 <sup>rd</sup> February, 2020	3	3

### **FINANCE COMMITTEE**

I. The Finance Committee of the Company is constituted in line with the provisions of Section 179(3) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014, the Board of Directors has delegated the following powers to the Finance Committee:

- a. To borrow monies upto limit of Rs.10 Crore from any entity in one tranche and upto an aggregate limit of Rs.50 Crore;
- b. To invest the funds of the company upto aggregate limit of Rs.10 Crore.

II. The composition of the Finance Committee is given below:

Name of the Director	Position held in the Committee	Category of the Director
Shri. Ashok Kumar Pabuwal	Chairman	Managing Director
Shri. Ankur Pabuwal	Member	Whole Time Director cum CFO

### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

Pursuant to the Section 177(9) of the Companies Act, 2013 as amended, the company has set up a Direct Touch initiative, under which all Directors, employees/ business associates have direct access to the Chairman of the Audit Committee for this purpose. The Company promotes ethical behavior in all its business activities and in line with the best international governance practices, GPL has established a system through which Directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Whistle-Blower Protection Policy aims to:

- Allow and encourage stakeholders to bring to the Management notice concerns about unethical behavior, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's [www.gpl.co.in](http://www.gpl.co.in).

During the financial year, no whistle blower event was reported and mechanism is functioning well. No personnel have been denied access to the Audit Committee.

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on regular basis. The Committee has, in its report, affirmed that no personnel have been denied access to the Audit Committee

### **PREVENTION OF INSIDER TRADING**

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

Pursuant to the SEBI Insider Trading Code, the company has formulated a comprehensive policy for prohibition of Insider Trading in equity shares of Ganpati Plastfab Limited to preserve the confidentiality and to prevent misuse of unpublished price sensitive information. The Company Secretary has been designated as the Compliance Officer. It has also been posted on the website of the Company at [www.gpl.co.in](http://www.gpl.co.in).

### **SECRETARIAL STANDARDS**

Pursuant to the approval given on 10 April 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1 July 2015. The said standards were further amended w.e.f. 1 October 2017. The Company is in compliance with the same.

### **PRESENTATION OF FINANCIAL STATEMENT**

The financial statements of the Company for the year ended 31<sup>st</sup> March 2020 have been disclosed as per Division-II of Schedule III to the Companies Act, 2013.

### **INDIAN ACCOUNTING STANDARD, 2015**

The annexed financial statements comply in all material aspects with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act, 2013, Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013.

### **PARTICULARS OF EMPLOYEES**

The Company had 183 employees (on a standalone basis) as of March 31<sup>st</sup>, 2020. The percentage increase in remuneration, ratio of remuneration of each director and key managerial personnel (KMP) (as required under the Companies Act, 2013) to the median of employees' remuneration, and the list of top 10 employees in terms of remuneration drawn, as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of "Annexure III" to this Board's report.

### **CODE OF CONDUCT**

In this regard the Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company.



**ACKNOWLEDGEMENT**

Your Board is grateful for the continuous patronage of our valued customers and remains committed to serving their needs by delivering more style and comfort at every step. Our Board acknowledges and appreciates the relentless efforts by employees, workmen and staff including the Management headed by the Executive Directors who have all worked together as a team in achieving a commendable business performance year on year.

Your Board wishes to place on record their appreciation for the co-operation and support received from the Banks, Government Authorities, Customers, Suppliers, CSE, CDSL, Business Associates, Shareholders, Auditors, Financial Institutions and other individuals/ bodies for their continued co-operation and support.

Your Board wishes to place on record its deep appreciation of the Independent Directors and the Non-Executive Directors of the Company for their great contribution by way of strategic guidance, sharing of knowledge, experience and wisdom, which helps your Company to take the right decisions in achieving its business goals and to maintain its position as one of the leading players in the Ramming Mass industry, in India and around the world

**For and on behalf of the Board of Directors  
Ganpati Plastfab Limited**

**Place: Jaipur  
Date: 25<sup>th</sup> August, 2020**

**Ashok Kumar Pabuwal  
Managing Director  
DIN: 00183513**

**Mahendra Saraf  
Director  
DIN : 00054756**

Form No. MGT-9**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2020

**[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:**

i.	CIN:-	L25209RJ1984PLC003152
ii.	Registration Date:	04 <sup>th</sup> December, 1982
iii.	Name of the Company:	Ganpati Plastfab Limited
iv.	Category / Sub-Category of the Company:	Public Company Limited by shares
v.	Address of the Registered office and contact details:	334, Shekhawat Mansingh Block, Nemi Sagar Colony, Queens Road, Jaipur-302016, Rajasthan Tel: 0141-2361984 E-Mail ID: mail@gpl.co.in Website: www.gpl.co.in
vi.	Whether listed company:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any:	In House RTA

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

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	PP Woven Bags/Sacks	25202	96.30%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name And Address Of The Company	CIN/GLN	Holding/ subsidiary/ Associate	% of shares held	Applicable Section
1.	N.A	N.A	N.A	N.A	N.A



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

**i. Category Wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	0	1595100	1595100	59.97	0	1592600	1592600	59.87*	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>0</b>	<b>1595100</b>	<b>1595100</b>	<b>59.97</b>	<b>0</b>	<b>1592600</b>	<b>1592600</b>	<b>59.87</b>	<b>0.00</b>
(2) Foreign									
a) NRIs	-	-	-	-	-	-	-	-	-
Individuals									
b) Other	-	-	-	-	-	-	-	-	-
Individuals									
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>1595100</b>	<b>1595100</b>	<b>59.97</b>	<b>0</b>	<b>1592600</b>	<b>1592600</b>	<b>59.87</b>	<b>0.00</b>

<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	68400	68400	2.57	0	68400	68400	2.57	0.00
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign	-	-	-	-	-	-	-	-	-

Venture Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>68400</b>	<b>68400</b>	<b>2.57</b>	<b>0</b>	<b>68400</b>	<b>68400</b>	<b>2.57</b>	<b>0.00</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	377400	377400	14.18	0	377400	377400	14.18	0.00
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lac	0	452400	452400	17.00	0	454900	454900	17.10*	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lac	0	50900	50900	1.91	0	50900	50900	1.91	0.00
c) Others (specify) NRI/ OCBs	0	116400	116400	4.37	0	116400	116400	4.37	0.00
<b>Sub-total (B)(2):-</b>	<b>0</b>	<b>997100</b>	<b>997100</b>	<b>37.48</b>	<b>0</b>	<b>999600</b>	<b>999600</b>	<b>37.57</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>0</b>	<b>1065500</b>	<b>1065500</b>	<b>40.05</b>	<b>0</b>	<b>1068000</b>	<b>1068000</b>	<b>40.14</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>2660600</b>	<b>2660600</b>	<b>100.00</b>	<b>0</b>	<b>2660600</b>	<b>2660600</b>	<b>100.00</b>	<b>100.00</b>

\*Promoter's shareholding has been re-grouped

## ii. Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Ashok Kumar Pabuwal	245600	9.23%	0.00%	245600	9.23%	0.00%	NIL
2.	Pradeep Saraf	242788	9.13%	0.00%	242788	9.13%	0.00%	NIL
3.	Mahendra R Saraf	95100	3.57%	0.00%	95100	3.57%	0.00%	NIL
4.	Madhu Pabuwal	140747	5.29%	0.00%	140747	5.29%	0.00%	NIL



5.	Ankur Pabuwal	217373	8.17%	0.00%	217373	8.17%	0.00%	NIL
6.	A.K. Pabuwal & Sons	212580	7.99%	0.00%	212580	7.99%	0.00%	NIL
7.	Ankita Pabuwal	13350	0.50%	0.00%	13350	0.50%	0.00%	NIL
8.	Shishir Saraf	113262	4.25%	0.00%	113262	4.25%	0.00%	NIL
9.	Anita Saraf	96300	3.62%	0.00%	96300	3.62%	0.00%	NIL
10.	Shalini Saraf	154500	5.81%	0.00%	154500	5.81%	0.00%	NIL
11.	Pradeep Saraf & Sons	28300	1.06%	0.00%	28300	1.06%	0.00%	NIL
12.	Mahendra R Saraf & Sons	9900	0.37%	0.00%	9900	0.37%	0.00%	NIL
13.	Manish K Murarka	6700	0.25%	0.00%	6700	0.25%	0.00%	NIL
14.	Kashi P Murarka	3400	0.13%	0.00%	3400	0.13%	0.00%	NIL
15.	Anil K Murarka	6700	0.25%	0.00%	6700	0.25%	0.00%	NIL
16.	Shradha Pabuwal	4000	0.15%	0.00%	4000	0.15%	0.00%	NIL
17.	Nirupama Saraf	2000	0.15%	0.00%	2000	0.15%	0.00%	NIL
	<b>Total</b>	<b>1595100</b>	<b>59.97%</b>		<b>1592600</b>	<b>59.87%</b>		

\* Promoter's shareholding has been re-grouped.

### iii. Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the	1595100	59.97	1595100	59.97
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/	<b>NO CHANGE</b>			
At the End of the year	1592600	59.87*	1592600	59.87

\* Promoter's shareholding has been re-grouped.

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sharma East India Hospitals And Medical Research Ltd	290900	10.93%	290900	10.93%
2.	Bank of India	68400	2.57%	68400	2.57%
3.	Rishabh R Saraf	33400	1.26%	33400	1.26%
4.	ETA Mauritius Limited	30000	1.13%	30000	1.13%
5.	VCK Share And Stock Broking Services Ltd.	27200	1.02%	27200	1.02%
6.	Santosh Kumar Kejriwal Securities Pvt. Ltd.	26900	1.01%	26900	1.01%
7.	Maloo Finstock Private Limited	21000	0.79%	21000	0.79%
8.	Jagdish Jajoo	20000	0.75%	20000	0.75%
9.	Chndravadan Desai	17500	0.66%	17500	0.66%
10.	Noorani Abdul Abbas	10000	0.38%	10000	0.38%

**v. Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Pradeep Saraf	242788	9.13	242788	9.13
2.	Mahendra R. Saraf	95100	3.57	95100	3.57
3.	Ashok Kumar Pabuwal	245600	9.23	245600	9.23
4.	Ankur Pabuwal	217373	8.17	217373	8.17
5.	Satish Chand Gupta	-	-	-	-
6.	Deepak Bhargava	-	-	-	-
7.	Mukand Agarwal	-	-	-	-
8.	Devika Arora	-	-	-	-



9.	Harshita Khandelwal	-	-	-	-
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**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1328.50	0.00	0.00	1328.50
ii) Interest due but not paid	7.23	0.00	0.00	7.23
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>1335.73</b>	<b>0.00</b>	<b>0.00</b>	<b>1335.73</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	235.10	0.00	0.00	235.10
Reduction	56.94	0.00	0.00	56.94
<b>Net Change</b>	<b>178.16</b>	<b>0.00</b>	<b>0.00</b>	<b>178.16</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1506.66	0.00	0.00	1506.66
ii) Interest due but not paid	7.34	0.00	0.00	7.34
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>1514.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1514.00</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(₹ In Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		<b>Ashok Kumar Pabuwal</b> (Managing Director)	<b>Ankur Pabuwal</b> (Whole Time Director)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13.20	7.8	21
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	0	0	0

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission-as % of profit - Others, specify	0	0	0
5.	Others, Allowances	2.97	1.77	4.74
	<b>Total (A)</b>	<b>16.71</b>	<b>9.57</b>	<b>25.74</b>
	<b>Overall Ceiling as per the Act</b>	<b>84.00</b>	<b>84.00</b>	<b>168.00</b>

**B. Remuneration to other directors:**

(₹In Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		NIL	NIL	
		NIL	NIL	NIL
3.	Independent Directors <ul style="list-style-type: none"> <li>• Fee for attending board committee meeting</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	0	0	0
	Total (1)			
4.	Other Non-Executive Directors <ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	0	0	0
	<b>Total (2)</b>	<b>NIL</b>		
	<b>Total (B)=(1+2)</b>	<b>NIL</b>		
	<b>Total Managerial Remuneration</b>	<b>25.74</b>		
	<b>Overall Ceiling as per the Act</b>	<b>168</b>		

**C. Remuneration to key managerial personnel other than MD/Manager/WTD**

(₹In Lacs)

S.No	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Harshita Khandelwal Company Secretary)	Ankur Pabuwal (Chief Financial Officer)	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.98	7.8	9.78
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	0	0	0



	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - Others, specify	0	1.77	1.77

**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 (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors  
Ganpati Plastfab Limited

Place: Jaipur  
Date: 25<sup>th</sup> August, 2020

Ashok Kumar Pabuwal  
Managing Director  
DIN: 00183513

Mahendra Saraf  
Director  
DIN : 00054756

**Form MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

**To,**  
**The Members,**  
**Ganpati Plastfab Limited**  
**334, Shekhawat Mansingh Block,**  
**Queens Road, Jaipur-302016 Rajasthan**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ganpati Plastfab Limited (CIN L25209RJ1984PLC003152)** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/ Statutory Compliances and expressing my opinion thereon.

Based on our verification of the company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 (“Audit Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **Not Applicable as securities issued by the company are in Physical Form**



- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company during the audit period.**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable to the Company during the Audit Period**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable to the Company during the audit period.**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable to the Company during the audit period.**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the audit period.**
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.
- vi. As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Calcutta Stock Exchange.

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

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

**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. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**We further report that** during the audit period there were no specific events/ actions having a major bearing on the company's affairs.

**Place: Jaipur**

**Date: 25<sup>th</sup> August, 2020**

**For ARMS and Associates LLP**

**Company Secretaries**

**ICSI URN: P2011RJ023700**

**Sandeep Kumar Jain**

**Designated Partner**

**FCS 5398 CP No.4151**

**UDIN: F005398B000611410**

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



**To,  
The Members,  
Ganpati Plastfab Limited  
334, Shekhawat Mansingh Block,  
Queens Road, Jaipur-302016 Rajasthan**

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 verifications were done on 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. Where ever required, we have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of 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 the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Place: Jaipur  
Date: 25<sup>th</sup> August, 2020**

**For ARMS and Associates LLP  
Company Secretaries  
ICSI URN: P2011RJ023700**

**Sandeep Kumar Jain  
Designated Partner  
FCS 5398 CP No.4151  
UDIN: F005398B000611410**

## ANNEXURE-III

## PARTICULARS OF EMPLOYEES

Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel,) Rules, 2014

- (i) The percentage increase in remuneration of each Director, CFO & Company Secretary during the Financial Year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S.No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for Financial Year 2019-20 (in Lacs)	% increase in Remuneration in the Financial Year 2019-20	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Shri Ashok Pabuwal, Managing Director	16.17	9.93	10.71:1	No change in salary as the company as suffered loss in the current year.
2	Shri Ankur Pabuwal, CFO and WTD	9.58	5.73	6.34:1	
3	Ms. Harshita Khandelwal, Company Secretary	1.98	-	1.31:1	

\*Median remuneration of the Employees of the Company being Rs. 1.51 Lacs.

- (ii) The percentage increase in median remuneration of employees in the Financial Year 2019-20 is about 5.87%. This has been arrived at by comparing the median remuneration.
- (iii) The number of permanent employees on the rolls of company: 183 (One Hundred Eighty Three).
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average increase was 9.71% for all employees who went through the compensation review cycle in the year and for the managerial personnel the average percentage remains constant on the fixed and variable components. The compensation decisions for each year are taken after comparing the salaries at various levels with benchmark data.
- (v) Affirmation that the remuneration is as per the remuneration policy of the company:
- a. Your company affirms that the remuneration is as per the remuneration policy of the Company.



- b. Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

Notes: 1. Remuneration comprises basic salary, allowances, taxable value of perquisites and Company's contribution to Provident Fund.

**For and on behalf of the Board of Directors  
Ganpati Plastfab Limited**

**Place: Jaipur  
Date: 25<sup>th</sup> August, 2020**

**Ashok Kumar Pabuwal  
Managing Director  
DIN: 00183513**

**Mahendra Saraf  
Director  
DIN : 00054756**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry structure and development

The Jute industry occupies an important place in the national economy of India. It is one of the major industries in the eastern region, particularly in West Bengal. Jute, the golden fibre, meets all the standards for safe packaging in view of being a natural, renewable, biodegradable and eco-friendly product.

Ganpati Plastfab Limited is a public limited company manufacturing PP Woven Sacks (PWS) and FIBC Jumbo Bags, employing over 500 people in two state of the art manufacturing plants, processing 10000+ MT of polymers every year and catering to a wide variety of applications and industries.

There are challenging times across the world. Almost every business every individual is being impacted in these times and your Company is no exception to it. This is the time for us to show what we are made up of. We must work harder and smarter, delight our customers now more than ever. The true spirit is founded on our enthusiasm, on our constant will to renew, on our willingness to assume responsibility and to ensure that we succeed.

### Performance Analysis

The performance analysis for the year; we have suffered Net Loss of Rs.112.57 Lacs during the year. The Interest & Finance Costs for the year stood at Rs.130.04 Lacs.

### Opportunities & Threats

While we have always known that each business stands uniquely apart in its thinking, objectives and resources, we believe the timing is opportune to run them independently. The year gone by is proof of our long term approach to doing business whether from the point of view of strategy, operations or sustainability. Our mission is to enhance the value of our customer's products by delivering best quality and consistently improve the quality for the Customer.

The Outbreak of Coronavirus (COVID-19) pandemic globally is causing a slowdown in economic activity and has caused global widespread economic and business disruption leaving uncertainties with respect to its severity, which currently cannot be reasonably ascertained. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time. Measures taken to contain the spread of the virus including travel bans, quarantines, social distancing and closure of non-essential services have triggered disruptions to the business worldwide, resulting in an economic slowdown and uncertainties pertaining to the future operations.

The existing expanded scale of our operations, future developments, low overheads, and qualities of products matching with International Standards are our inherent strengths. This in turn continues to give us unparalleled platform to be more competitive. We are focused to deliver superior values to customers, ensuring International qualities for all the products and services.

### Threats/ Risk and Concerns

1. Jute goods market is competitive and faces tough competition from Bangladesh in export markets owing to cost advantages and export subsidies. However, in order to overcome said risk sincere efforts are being made to cut costs at all levels and improve efficiency.



2. Foreign exchange risk exists due to fluctuations in rupee value vis-à-vis US dollars affecting exports of jute goods. However, proper hedging mechanism is followed to overcome the said fluctuations.
3. Jute industry being labour intensive and continuous availability of workers and management of labour is critical for smooth functioning of the factory.

### **Outlook**

The Company continues to maintain its relatively stable and progressive growth outlook. The initiative taken by your Company for reducing overheads and Finance Costs, build a strong relationship with all our Customers, Vendors and Employees on the values of ethical and transparent working system, improving new standards of production process into our existing product lines which will optimize the production time without compromising on the quality, improving operating parameters and optimizing parameters and optimizing operating costs will enable the Company to face challenging in coming crisis.

### **Internal Control Systems**

There are adequate internal control systems operating in the Company, which are commensurate with the size and operations of the Company. The Audit Committee supervises the checks and controls exercised, and reports any suggestions or deviations on a continuing basis. The authority and responsibility of every employee is defined, thus leaving no scope for any deviation.

### **Human Resources**

The focus is on the capability development, performance management and employee engagement. This is expected to improve the cost competitiveness through greater levels of employee participation, commitment and involvement.

### **Cautionary Statement**

Statements in this Management Discussion and Analysis report, describing the Company's objectives, expectations and/or anticipations may be 'forward looking' within the meaning of applicable Securities Law and Regulations. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations.

**For and on behalf of the Board of Directors  
Ganpati Plastfab Limited**

**Place: Jaipur  
Date: 25<sup>th</sup> August, 2020**

**Ashok Kumar Pabuwal  
Managing Director  
DIN: 00183513**

**Mahendra Saraf  
Director  
DIN : 00054756**

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of GANPATI PLASTFAB LIMITED

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the financial statements of GANPATI PLASTFAB LIMITED (“the Company”), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including 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 Companies Act, 2013 (the ‘Act’) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards (‘Ind AS’) specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2020, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 of Ethics issued by the Institute of Chartered Accountants of India (‘ICAI’) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other 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 a separate opinion on these matters.

#### **Other Information**

The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with standards on auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with standards on auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's

ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

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

- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Ind AS specified in the Companies (Indian Accounting Standards) Rules, 2015 under Section 133 of the Act;
- (e) on the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (As Amended), in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in the financial statements.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For SHARMA GANDHI & ASSOCIATE**  
**Chartered Accountants**  
**FRN-005041C**

**(VINOD KUMAR GANDHI)**  
**(Partner)**  
**MRN 073367**

**Place: Jaipur**  
**Date: 29<sup>th</sup> June, 2020**  
**UDIN: 20073367AAAABD4583**

**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of **GANPATI PLASTFAB LIMITED** on the financial statements for the year ended 31 March 2020, we report that:

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) As explained to us the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, inventories have been physically verified by the management at regular intervals during the year. No material discrepancy was noticed on such physical verification.
- (iii) The Company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Consequently the requirement of clause (iii) (a) to clause (iii) (c) of paragraph 3 of the Order is not applicable to the Company.
- (iv) The company has not given any loan or guarantee to the persons covered under section 185 of the Companies Act, 2013. The Company has not made any investments or given guarantee to any person covered under section 186 of the Companies Act, therefore Para 3 (iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) The company is not required to maintain cost records pursuant to Companies (Cost Audit and Record) Rules, 2014 issued by the Central Government under section 148(1) of the Companies Act, 2013.
- vii) In respect of statutory dues-
  - (a) According to the records of the company undisputed statutory dues including Provident Fund, , Employees State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom , Duty of Excise , Value Added Tax, Cess and other statutory dues have been regularly deposited with the appropriate authorities wherever applicable. Further, no undisputed amounts payable in respect thereof were outstanding at the yearend for a period of more than six months from the date they become payable.
  - (b) According to the information and explanations given to us, there are dues of Income Tax, , Service Tax, sales tax, duty of custom , duty of excise , Value Added Tax and Cess which have not been deposited on account of any dispute.

Name of the statute	Nature of Dues	Amount (Rs.)	Period to which dispute relates	Forum where dispute is pending
The RET (Goods) Act, 1999	Entry Tax with interest as applicable	1021894/-	2015-16	Appellate Authority-I Commercial Taxes Department Jaipur
RVAT Act/ sales Tax	Value added tax/ sales Tax with interest and penalty	3430697/-	2012-2018	Assessing Authorities



The central excise Act, 1944	Excise duty with interest and penalty as applicable	680592/-	2016-18	Appellate Authority Customs Excise & Service Tax Appellate Tribunal New Delhi
Income Tax Act, 1961	Disallowance of MAT Credit	673610/-	2012-13	CIT(A), Jaipur
Income Tax Act, 1961	Disallowances of Expenditure	112510/-	2018-19	CIT(A), Jaipur

(viii) Based on our audit procedures and according to the information and explanations given to us the Company has not defaulted in re-payment of loans or borrowings to financial institution, bank, government or debenture holders.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). However the money raised by way of term loans during the year have been applied for the purpose for which these were raised.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For SHARMA GANDHI & ASSOCIATE**  
**Chartered Accountants**  
**FRN-005041C**

**(VINOD KUMAR GANDHI)**  
**(Partner)**  
**MRN 073367**

**Place: Jaipur**  
**Date: 29<sup>th</sup> June, 2020**  
**UDIN: 20073367AAAABD4583**

## Annexure - B to the Auditors' Report

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

1. We have audited the internal financial controls with reference to financial statements of **GANPATI PLASTFAB LIMITED** ("The Company") as of 31 March 2020 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

2. 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

3. 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.
4. 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.
5. 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

6. 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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**

7. 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**

8. 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 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SHARMA GANDHI & ASSOCIATE  
Chartered Accountants  
FRN-005041C**

**(VINOD KUMAR GANDHI)  
(Partner)  
MRN 073367**

**Place: Jaipur  
Date: 29<sup>th</sup> June, 2020  
UDIN: 20073367AAAABD4583**



# GANPATI PLASTFAB LIMITED

CIN : L25209RJ1984PLC003152  
BALANCE SHEET AS AT 31ST MARCH,2020

PARTICULARS	NOTE NO.	As at 31st March,2020	As at 31st March,2019
<b>I ASSETS</b>			
<b><u>Non-Current Assets</u></b>			
(a) Property, Plant and Equipment	2A	153937098	149618955
(b) Capital Work in Progress	2B	0	5491822
(c) Other Intangible assets	2A	17706	35510
(d) Financial Assets			
(i) Investments	3	1956765	1956765
(iv) Bank Deposits	4	0	1007000
(e) Other non current assets	5	7102317	6239847
<b>Total Non Current Assets</b>		<b>163013886</b>	<b>164349899</b>
<b><u>Current Assets</u></b>			
(a) Inventories	6	79017499	96123318
(b) <b>Financial Assets</b>			
(i) Investments	7	23963	25497
(ii) Trade receivables	8	96447659	85239344
(iii) Cash and cash equivalents	9	471134	170460
(iv) Bank Balance other than Cash and cash equivalents	10	1073615	0
(v) Other Current Financial Assets	11	320470	305753
(c) Other current assets	12	16519794	13654819
<b>Total Current Assets</b>		<b>193874134</b>	<b>195519191</b>
<b>Total Assets</b>		<b>356888020</b>	<b>359869090</b>
<b>II EQUITY AND LIABILITIES</b>			
<b><u>EQUITY</u></b>			
(a) Equity Share Capital	13	28340500	28340500
(b) Other Equity	14	124296085	135554918
<b>Total Equity</b>		<b>152636585</b>	<b>163895418</b>
<b><u>LIABILITIES</u></b>			
<b><u>Non-Current Liabilities</u></b>			
(a) Financial Liabilities			
(i) Borrowings	15	54471512	47181322
(b) Deferred Tax Liabilities (Net)	16	4140468	3074673
<b>Total Non Current Liabilities</b>		<b>58611980</b>	<b>50255995</b>
<b><u>Current Liabilities</u></b>			
(a) Financial Liabilities			
(i) Borrowings	17	86451449	70364987
(ii) Trade Payables	18	39914752	47448619
(iii) Other financial liabilities	19	10478214	16028112
(b) Other current liabilities	20	6091674	8603145
(c) Provisions	21	2703366	3192026
(d) Current tax liabilities (net)	22	0	80788
<b>Total Current Liabilities</b>		<b>145639455</b>	<b>145717677</b>
<b>Total Equity and Liabilities</b>		<b>356888020</b>	<b>359869090</b>
		0	(0)
Significant Accounting Policies Notes on financial statement	1 2 to 37		

For & on behalf of the Board

(A.K. PABUWAL)  
Managing Director  
DIN - 00183513

(PRADEEP SARAF)  
Director  
DIN - 00183606

(M.R. SARAF)  
Director  
DIN: 00054756

(ANKUR PABUWAL)  
Wholetime Director and CFO  
DIN - 02956493

(HARSHITA KHANDELWAL)  
Company Secretary  
PAN: DQJPK6516B

As per our report of even date  
For SHARMA GANDHI & ASSOCIATES  
Chartered Accountants

Place : Jaipur  
Dated : 29th June, 2020

(VINOD KUMAR GANDHI)  
Partner  
MRN- 073367



# GANPATI PLASTFAB LIMITED

CIN : L25209RJ1984PLC003152

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	NOTE NO.	Figures as at the end of current reporting period 31.03.2020	Figures as at the end of previous reporting period 31.03.2019
<b>INCOME</b>			
I Revenue from operations	23	875717359	970387959
II Other Income	24	6078180	6058886
III <b>Total Revenue (I +II)</b>		<b>881795539</b>	<b>976446845</b>
<b>IV EXPENDITURE</b>			
Cost of materials consumed		574218389	685355434
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	6434017	(25621571)
Employee benefit expense	26	45330430	46390903
Financial costs	27	13004955	9436031
Depreciation and amortization expense	2	23688526	19579646
Other expenses	28	229347414	231066717
<b>TOTAL EXPENSES (IV)</b>		<b>892023731</b>	<b>966207160</b>
V Profit/(Loss) before tax (V - VI)		(10228192)	10239685
VI Tax expense:	29		
(1) Current tax		0	2656540
(2) Deferred tax		1065795	(949020)
(3) Tax in respect of earlier years		(36688)	122758
VII Profit/(Loss) for the year (VII-VIII)		(11257299)	8409407
VIII Other comprehensive Income			
Items that will not be reclassified to profit or loss			
Gain/ (Loss) on Investments in at fair value through Other Comprehensive Income		(1534)	0
IX Total Comprehensive Income for the period (VII+VIII)		<b>(11258833)</b>	<b>8409407</b>
X Earning per equity share:	30		
Basic & Diluted		(4.23)	3.16
Significant Accounting Policies	1		
Notes on financial statement	2 to 37		

For & on behalf of the Board

(A.K. PABUWAL)  
Managing Director  
DIN - 00183513

(PRADEEP SARAF)  
Director  
DIN - 00183606

(M.R. SARAF)  
Director  
DIN: 00054756

(ANKUR PABUWAL)  
Wholetime Director and CFO  
DIN - 02956493

(HARSHITA KHANDELWAL)  
Company Secretary  
PAN: DQJPK6516B

As per our report of even date  
For SHARMA GANDHI & ASSOCIATES  
Chartered Accountants

Place : Jaipur  
Dated : 29th June, 2020

(VINOD KUMAR GANDHI)  
Partner  
MRN- 073367



# GANPATI PLASTFAB LIMITED

## STATEMENT OF CHANGES IN EQUITY

### Statement of changes in Equity for the period ended 31.03.2020

#### A. Equity Share Capital

Balance at the beginning of the reporting period i.e. 1.4.2018	Changes in equity share capital during the year 2018-19	Balance at the end of the reporting period i.e. 31.03.2019	Changes in equity share capital during the year 2019-20	Balance at the end of the reporting period i.e. 31.03.2020
28340500	0	28340500	0	28340500

#### B. Other Equity

	Reserve and surplus				OCI Items	Total
	Capital reserve	Securities Premium	General Reserve	Retained Earning		
Balance as at 01.04.2018	1500000	11765837	200000	113664037	15637	127145511
Income for the year	0	0	0	8409407	0	8409407
Total Comprehensive Income for the year	0	0	0	0	0	0
Balance as at 31.03.2019	1500000	11765837	200000	122073444	15637	135554918
Income for the year	0	0	0	(11257299)	0	(11257299)
Total Comprehensive Income for the year	0	0	0	0	(1534)	(1534)
Balance as at 31.03.2020	1500000	11765837	200000	110816145	14103	124296085



# GANPATI PLASTFAB LIMITED

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

	31.03.2020	31.03.2019
<b>A Cash Flow arising from Operating Activities</b>		
Net Profit/(Loss) before Tax as per Statement of Profit & Loss	(10228192)	10239685
Add/(Deduct)		
a) (Profit)/ Loss on Sale of Assets	0	(407286)
b) Depreciation and amortization expense	23688526	19579646
c) Interest Income	(394199)	(358595)
d) Financial costs	13004955	9436031
Operating Cash Profit before Working Capital Changes	26071090	38489481
a) Decrease/(Increase) in Inventories	17105819	(27379290)
b) Decrease/(Increase) in Trade receivables	(11208315)	55072172
c) Decrease/(Increase) in Other Current Financial Assets	(14717)	38929
d) Decrease/(Increase) in Other current assets	(2864975)	3484207
e) (Decrease)/Increase in Trade and Other Payables	(10523085)	(16594452)
Cash Flow from Operations	18565817	53111047
a) Direct Tax Paid	44100	4440472
Net Cash Inflow/(Outflow) in the course of Operating Activities.	<b>18521717</b>	<b>48670575</b>
<b>B Cash Flow arising from Investing Activities:</b>		
<u>Inflow:</u>		
a) Sale of Fixed Assets	0	1332594
b) Increase/ Decrease in non current assets	(929085)	2572500
c) Interest Income	394199	358595
<u>Outflow:</u>		
a) Acquisition of Fixed Assets	22497043	75236959
Net Cash Inflow/(Outflow) in the course of Investing Activities	<b>(23031929)</b>	<b>(70973270)</b>
<b>C Cash Flow arising from Financing Activities</b>		
<u>Inflow:</u>		
a) Proceeds from Long Term Loan	17784359	52634440
<u>Outflow:</u>		
a) Repayment of long term borrowings	16054980	15235555
b) Repayment of short term borrowings	(16086462)	5716527
c) Interest Paid	13004955	9436031
Net cash (outflow) in the course of Financing Activities	4810886	22246327
Net Increase/(Decrease) in Cash/Cash Equivalents (A+B+C)	300674	(56368)
Add : Balance at the beginning of the year	170460	226828
Cash and Cash Equivalents at the close of the year.	<b>471134</b>	<b>170460</b>

For & on behalf of the Board

(A.K.PABUWAL)  
Managing Director  
DIN - 00183513

(PRADEEP SARAF)  
Director  
DIN - 00183606

(M.R. SARAF)  
Director  
DIN - 00054756

(ANKUR PABUWAL)  
Wholetime Director and CFO  
DIN - 02956493

(HARSHITA KHANDELWAL)  
Company Secretary  
PAN: DQJPK6516B

As per our report of even date  
For SHARMA GANDHI & ASSOCIATES  
Chartered Accountants  
FRN-005041C

Place : Jaipur  
Dated : 29th June, 2020

(VINOD KUMAR GANDHI)  
Partner  
MRN- 073367



## 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

### A. ACCOUNTING POLICIES

#### 1 BASIS OF PREPARATION AND PRESENTATION:

The above financial statements have been restated in accordance with Indian accounting standards notified under the Companies (Indian Accounting Standards) Rules, 2015, while the original financial statements had been prepared in accordance with generally accepted accounting principles in India, including accounting standards read with section 133 of the Companies Act, 2013.

#### 2 USE OF ESTIMATES :

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting year, the reported amounts of assets and liabilities and the disclosures of contingent liabilities as on the date of the financial statements. Examples of such estimates include useful life of fixed assets, provision for doubtful debts/advances, deferred tax etc. Actual results could differ from those estimates, such difference is recognized in the year in which the results are known/materialized.

Estimation of Uncertainties relating to the Global health pandemic from COVID-19 (COVID-19)

The COVID-19 pandemic is an evolving human tragedy declared a global pandemic by the World Health Organization impact on economy and business. Supply Chain disruption in India as a result of the outbreak started with restrictions on movement of goods, closure and borders etc., in several states followed by a nationwide lockdown from 24th March, 2020 announced by the Indian Government to stem the spread of COVID-19. Due to this the operations in the manufacturing, distribution, warehouses and extended supply locations got temporarily disrupted. Company manufactures and supplies essential products such as Cereal bags, Fertilizers Bags, Sand Bags, PP/HDPE Woven Sacks etc. which are used as packing material and considered essential to consumer requirements in these challenging times.

In light of these circumstances, the Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, advances, property plant and equipment, Intangibles etc. as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information such as our current contract terms, financial strength of partners, investment profile, future volume estimates from the business etc. Having reviewed the underlying data and based on current estimates the Company expects the carrying amount of these assets will be recovered and there is no significant impact on liabilities accrued. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

#### 3 PROPERTY, PLANT & EQUIPMENT:

- (i) Property, Plant and Equipment are stated at cost less depreciation, cenvat, vat claim & GST.
- (ii) The company capitalises all costs relating to acquisition and installation of fixed assets.

#### 4 INTANGIBLE ASSETS

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any.

#### 5 IMPAIRMENT OF PROPERTY, PLANT & EQUIPMENT:

A Property, Plant and Equipment is treated as impaired when the carrying cost of asset exceeds its recoverable value. Impairment loss is charged to Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### 6 DEPRECIATION :

- (i) Depreciation on property, plant & equipment have been provided for on straight line method on the basis of useful life prescribed under Schedule II to the Companies Act, 2013.
- (ii) Lease hold land is not amortised during the currency of the lease and shall be amortised on completion of the lease.

#### 7 INVENTORIES :

- (i) Raw Materials : At Cost on FIFO basis
- (ii) Work in Progress : At Cost
- (iii) Finished Goods : At Lower of cost or realisable value.
- (iv) Scrap : At Estimated realisable value
- (v) Stores & Spares : At Cost on FIFO basis

#### 8 INVESTMENT :

Long term investments in equity share are stated at Cost. Investments in Mutual Funds are stated at Fair Value by using Fair Value through other comprehensive income.

#### 9 REVENUE RECOGNITION:

- (i) Revenue in respect of sales has been recognised at the time of despatch of goods and is accounted for inclusive of excise duty and exclusive of sales tax, export sales have been accounted for on FOB Value.
- (ii) Revenue in respect of insurance/other claims, interest, commission etc. is recognised only when it is reasonably certain that the ultimate collection will be made.

#### 10 EMPLOYEES BENEFITS:

- (i) Liabilities in respect of retirement benefit are provided on the basis of monthly payment to pension and provident fund under the Employees Provident Fund (and Miscellaneous Provisions) Act, 1952, which are charged against revenue.
- (ii) Liabilities in respect of future retirement gratuity are provided by annual contribution to Life Insurance Corporation under the Group Gratuity Scheme, which has been charged, against revenue.



# GANPATI PLASTFAB LIMITED

11 **GOVERNMENT GRANTS :**

- a) Grants have been recognised and accounted for as and when received or when it is reasonably certain that ultimate collection will be made.
- b) Grants received in the nature of promoter's contribution have been shown under the head Reserves & Surplus.
- c) Grants received specifically for capital goods and reimbursement of expenses have been reduced from cost of capital goods and expenses respectively
- d) Grants received other than referred to in b and c above have been shown as income.

12 **FOREIGN EXCHANGE TRANSACTIONS:**

- (i) Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction. The exchange gain/loss on settlement/negotiation during the year is recognised in the profit & loss statement.
- (ii) Current assets and current liabilities at the end of the year not covered by forward contracts are converted at the year end rate and resultant gain and loss are accounted for in the profit and loss statement.
- (iii) Gain or loss on foreign exchange transactions other than those related to fixed assets purchased from outside India are recognised in the profit and loss statement.

13 **TAXATION :**

The company provides for current income tax at the rate specified under the Income Tax Act, 1961 and deferred tax liabilities/assets are measured in respect of taxable temporary differences, calculated at current statutory income tax rate.

14 **BORROWING COST:**

Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to the revenue.

15 **PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

a) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.





# GANPATI PLASTFAB LIMITED

## NOTES ON FINANCIAL STATEMENT

	31.03.2020	31.03.2019
<b>3. NON-CURRENT INVESTMENTS</b>		
Investments Measured at cost		
<b>In Equity Shares of other Companies</b>		
Listed but not quoted- Fully paid up		
(i) Sharma East India Hospitals Ltd of Rs. 10/- each Nos. 290900 (290900) at cost	1956765	1956765
<b>TOTAL</b>	<b>1956765</b>	<b>1956765</b>
<b>4. OTHER FINANCIAL ASSETS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
(Unsecured, Considered good)		
Fixed Deposit With Bank*	0	1007000
*(Pledged against margin money)		
Note : Fixed deposit maturity after 12 months Rs.NIL (Rs.12000/-)		
<b>TOTAL</b>	<b>0</b>	<b>1007000</b>
<b>5. OTHER NON -CURRENT ASSETS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Capital Advances	550000	550000
<b>Advances other than capital advances</b>		
Security Deposits	6552317	5689847
<b>TOTAL</b>	<b>7102317</b>	<b>6239847</b>
<b>6. INVENTORIES</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Raw Material	8944081	14076654
Goods in transit (Raw Material)	0	6753400
Work-in-progress	37322205	45411738
Finished Goods	27151157	25292633
Stores & Spares	5041606	3927870
Goods in transit (Stores & Spares)	100435	0
Scrap	458015	661023
<b>TOTAL</b>	<b>79017499</b>	<b>96123318</b>
Refer Note No.1(7)for mode of Valuation		
<b>FINANCIAL ASSETS</b>		
<b>7. CURRENT INVESTMENTS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Investments Measured at FVOCI		
By using at FVOCI		
<b>IN MUTUAL FUND UNITS</b>		
Birla MIP Wealth 25 Growth 25 of Rs.10/- each 667.12 (667.12)	23963	25497
<b>TOTAL</b>	<b>23963</b>	<b>25497</b>
<b>8. TRADE RECEIVABLES</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
(Unsecured and considered good)		
Trade receivables		
(a) Trade Receivables Considered Good - Unsecured	96447659	85239344
<b>TOTAL</b>	<b>96447659</b>	<b>85239344</b>
<b>9. CASH AND CASH EQUIVALANTS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Balance With Scheduled Banks	434220	112809
Cash in hand	36914	57651
<b>TOTAL</b>	<b>471134</b>	<b>170460</b>
<b>10. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALANTS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
On account of margin money deposited*	1073615	0
<b>TOTAL</b>	<b>1073615</b>	<b>0</b>

\*Margin money held with banks against opening of Bank Guarantee (BG).



# GANPATI PLASTFAB LIMITED

11. OTHER CURRENT FINANCIAL ASSETS	31.03.2020	31.03.2019
Interest Receivable	320470	305753
<b>TOTAL</b>	<b>320470</b>	<b>305753</b>

12. OTHER CURRENT ASSETS (Unsecured and considered goods) Advances other than Capital Advances	31.03.2020	31.03.2019
Balance with Revenue Authorities	6064287	8375399
Others	10455507	5279420
<b>TOTAL</b>	<b>16519794</b>	<b>13654819</b>

13. EQUITY SHARE CAPITAL	31.03.2020	31.03.2019
<b>AUTHORISED :</b> 3500000 (3500000) of Equity Shares of Rs.10/- each.	<u>35000000</u>	<u>35000000</u>
<b>ISSUED :</b> 3500000(3500000) of Equity Shares of Rs.10/- each.	<u>35000000</u>	<u>35000000</u>
<b>SUBSCRIBED &amp; PAID UP :</b> 2660600(2660600) Equity shares of Rs.10/- each fully called up and paid up in cash.	26606000	26606000
Share Forfeited Account (Amount Originally Paid)	1734500	1734500
<b>TOTAL</b>	<b>28340500</b>	<b>28340500</b>

13.1 The Company has only one class of Equity Share Having a par value of Rs. 10 Per Share. Each Shares carrying voting rights at general meeting of the company and are entitle to dividend and to participate in surplus if any in event of winding up.

13.2 There is no movement in the Share Capital during the year

13.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of share holders	31.03.2020		31.03.2019	
	No. of shares	% of holding	No. of shares	% of holding
Ashok Kumar Pabuwal	245600	9.23%	245600	9.23%
Madhu Pabuwal	140747	5.29%	140747	5.29%
A.K.Pabuwal & Sons	212580	7.99%	212580	7.99%
Ankur Pabuwal	217373	8.17%	217373	8.17%
Pradeep Saraf	242788	9.13%	242788	9.13%
Shalini Saraf	154500	5.81%	154500	5.81%
Sharma East (I) Hospital & Research Ltd.,	290900	10.93%	290900	10.93%

14. OTHER EQUITY	31.03.2020	31.03.2019
Capital Reserve B/F	1500000	1500000
Share Premium B/F	11765837	11765837
General Reserve B/F	200000	200000
<b>RETAINED EARNINGS</b>		
Balance as beginning of the year	122073444	113664037
Add : Net Profit/(Loss) for the year	(11257299)	8409407
Balance at end of the year	110816145	122073444
<b>OTHER COMPREHENSIVE INCOME</b>		
Balance as beginning of the year	15637	15637
Add : Movement in OCI (Net) During the year	(1534)	0
Balance at end of the year	14103	15637
<b>TOTAL</b>	<b>124296085</b>	<b>135554918</b>

#### Capital Reserve

Capital reserve is utilised in accordance with provision of the Act.

#### Securities premium

Securities premium is created due to premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

#### General Reserve

General reserve is utilised in accordance with provision of the Act.



# GANPATI PLASTFAB LIMITED

<b>15. Non Current Borrowings</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
<b>Secured</b>		
Term Loans		
From Bank	54427068	47003546
From Companies	44444	177776
<b>TOTAL</b>	<b>54471512</b>	<b>47181322</b>

### Nature of Security and terms of repayment for Long Term secured borrowings:

Nature of Security	Terms of Repayment
i Term loan amounting to Rs.53034315/-(March 31, 2019 Rs.44962438/-) is secured by pari passu charge on the entire immovable assets at Bagru, Jaipur Plant and exclusive first charge on the entire movables assets acquired out of the loans and also personally guaranteed by directors.	Repayable in 85 Monthly installments of Rs. 1179059/- Per Month alongwith interest commencing from July-2019 to Oct-2025
ii Car loan amounting to Rs.787721/-(March 31,2019 :Rs.1146689/-) is secured by Exclusive and specific charge on the assets acquired under the loan.	Repayable in 48 Monthly installments of Rs. 37506/- Per Month alongwith interest commencing from Mar-2019 to Feb-2023
iii Car loan amounting to Rs.605032/-(March 31,2019 :Rs.894419/-) is secured by Exclusive and specific charge on the assets acquired under the loan.	Repayable in 48 Monthly installments of Rs. 30005/- Per Month alongwith interest commencing from Feb-2019 to Jan-2023
iv Car loan amounting to Rs.44444/-(March 31,2019 : Rs.177776/-) is secured by Exclusive and specific charge on the assets acquired under the loan.	Repayable in 36 Monthly installments of Rs. 11111/- Per Month Interest Free commencing from Aug-2018 to July-2021

<b>16. DEFERRED TAX LIABILITIES (NET)</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
The Deferred Tax liabilities comprises of Tax effect of te,[praru differemce om accpimtong base amd Tax base on account of		
a) <b>Liabilities</b>		
Depreciation/Amortisation	4843343	3904600
b) <b>Assets</b>		
Disallowance u/s 43B of I.T. Act, 1961	(702875)	(829927)
<b>TOTAL</b>	<b>4140468</b>	<b>3074673</b>

<b>17. CURRENT BORROWINGS</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
<b>Loans repayable on demands</b>		
a) <b>From Banks</b>		
<b>SECURED :</b>		
Working capital loan Secured by Equitable Mortgage of Land & Building and hypothecation of all tangible moveable machineries and stock of finished goods raw materials and work in process & book debts and also personally guaranteed by directors.	86451449	70364987
<b>TOTAL</b>	<b>86451449</b>	<b>70364987</b>

The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note No.30

<b>18. TRADE PAYABLE</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
For Expenses & Supplies#		
A. Amounts due to related parties	243402	283469
B. Total Outstanding Dues to Micro Enterprises & Small Enterprises	0	0
C. Total Outstanding Dues of Creditors other than Micro Enterprises & Small Enterprises	39671350	47165150
<b>TOTAL</b>	<b>39914752</b>	<b>47448619</b>

#The Company has not received any information from suppliers or service providers, whether they are covered under the "Micro, Small and Medium Enterprises (Development) Act, 2006". Hence Disclosures, if any, relating to amount unpaid as at the year end together with interest paid/payable as required under the said Act have not been made.

<b>19. OTHER FINANCIAL LIABILITIES</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Current maturity of long term borrowings	9743447	15304258
Interest Accrued and Due	734767	723854
<b>TOTAL</b>	<b>10478214</b>	<b>16028112</b>



# GANPATI PLASTFAB LIMITED

	31.03.2020	31.03.2019
<b>20. OTHER CURRENT LIABILITIES</b>		
Statutory Liabilities	3687538	5849960
Advances From Customers	2404136	2753185
<b>TOTAL</b>	<b>6091674</b>	<b>8603145</b>
<b>21. CURRENT PROVISIONS</b>		
For employee benefits	2703366	3192026
<b>TOTAL</b>	<b>2703366</b>	<b>3192026</b>
<b>22. CURRENT TAX LIABILITIES (NET)</b>		
For Income Tax		
Income tax	0	2656540
Less: Advance Tax	0	2500000
Less: TDS Receivable	0	75752
<b>TOTAL</b>	<b>0</b>	<b>80788</b>
<b>23. REVENUE FROM OPERATIONS</b>		
a) Sales of Products - Manufactured Goods		
PP/HDPE Bags and Fabrics	843380328	938697625
Others	18372118	22805921
Total : (A)	<b>861752446</b>	<b>961503546</b>
b) Sales of Services	1598884	1014663
Total : (B)	<b>1598884</b>	<b>1014663</b>
c) Other Operating Revenue		
(i) Export Incentives	12366029	7869750
Total : (C)	<b>12366029</b>	<b>7869750</b>
<b>TOTAL (A+B+C)</b>	<b>875717359</b>	<b>970387959</b>
TOTAL REVENUE FROM CONTRACTS WITH CUSTOMERS		
India	542364535	570180916
Outside India	333352824	400207043
<b>TOTAL</b>	<b>875717359</b>	<b>970387959</b>
<b>24. OTHER INCOME</b>		
Interest	394199	358595
Exchange rate difference	5655802	5293005
Profit on Sale of Property Plant & Equipment	0	407286
Misc. Receipts	28179	0
<b>TOTAL</b>	<b>6078180</b>	<b>6058886</b>
<b>25. CHANGE IN INVENTORIES</b>		
<b>OPENING STOCK</b>		
Finished Goods	25292633	17992208
Stock in Process	45411738	27471541
Scrap	661023	280074
	<u>71365394</u>	<u>45743823</u>
<b>CLOSING STOCK:</b>		
Finished Goods	27151157	25292633
Stock in Process	37322205	45411738
Scrap	458015	661023
	<u>64931377</u>	<u>71365394</u>
<b>TOTAL</b>	<b>6434017</b>	<b>(25621571)</b>
<b>26. EMPLOYEE BENEFIT EXPENSES</b>		
Salary, Wages and Allowances	36564241	35871578
Gratuity	2288872	4444815
Contribution to PF, ESI and Other Funds	4849432	4574100
Staff Welfare	1627885	1500410
<b>TOTAL</b>	<b>45330430</b>	<b>46390903</b>
<b>27 FINANCIAL COSTS</b>		
Interest (Rs 119321/- (720140) Capitalized)	12809955	9006031
Bank Charges	195000	430000
<b>TOTAL</b>	<b>13004955</b>	<b>9436031</b>



# GANPATI PLASTFAB LIMITED

28 OTHER EXPENSES	31.03.2020	31.03.2019
Stores Consumed	9759954	12679184
Printing Material Consumed	10408620	10168185
Power and Fuel	61924914	62727310
Contract Labour Charges	87088989	77816727
Freight & Carriage Inward	11302458	10710849
Job work Charges	3946945	5472487
<b>Repair &amp; Maintenance</b>		
Repairs to Plant and Machinery	1982967	2035653
Repairs to Building	261564	553631
Repairs to Others	301554	469685
Insurance Charges	1115097	1263482
Rates and Taxes	1149474	908976
Packing and Forwarding	29213972	30998505
<b>Payment to Auditors</b>		
As Audit Fees	175000	175000
Miscellaneous Expenses	10715906	15087043
<b>TOTAL</b>	<b>229347414</b>	<b>231066717</b>

29 TAX EXPENSES	31.03.2020	31.03.2019
Tax expense/(credit) recognized in the Statement of Profit and Loss		
<b>Current tax</b>		
Current Tax on taxable income for the year	0	2656540
<b>Total current tax expense</b>	<b>0</b>	<b>2656540</b>
<b>Earlier tax</b>		
Income Tax on taxable income for the earlier	(36688)	122758
<b>Total Earlier tax expense</b>	<b>(36688)</b>	<b>122758</b>
<b>Deferred tax</b>		
Deferred tax charge/(credit)	1065795	(949020)
<b>Total deferred income tax expense/(credit)</b>	<b>1065795</b>	<b>(949020)</b>
<b>Total income tax expense</b>	<b>1029107</b>	<b>1830278</b>

A) Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

	31.03.2020	31.03.2019
<b>Enacted income tax rate in India applicable to the Company</b>	26.00%	26.00%
<b>Profit before tax</b>	(10228192)	10239685
Current tax expenses on Profit before tax expenses at the enacted income tax rate	(2659330)	2662318
<b>Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income</b>		
Permanent Disallowances	31768	31768
Income exempted from income taxes	(105894)	(105894)
Other Items due to timing difference	3799251	(880672)
	1065795	1707520
Prior year taxes as shown above	(36688)	122758
<b>Total income tax expense/(credit)</b>	<b>1029107</b>	<b>1830278</b>
Consequent to reconciliation items shown above, the effective tax rate is 17.87% (2017-18: 42.52%)		

30 EARNINGS PER SHARE (EPS)	31.03.2020	31.03.2019
(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	(11257299)	8409407
(ii) Weighted Average of number of equity shares used as denominator for calculating EPS	2660600	2660600
(iii) Basic and Diluted Earnings Per Share	(4.23)	3.16
(iv) Face value per equity share	10/-	10/-



# GANPATI PLASTFAB LIMITED

31 ASSETS PLEDGED AS SECURITY	31.03.2020	31.03.2019
The carrying amounts of assets Pledged as security for current and non-current borrowings are:		
<b>Current Assets</b>		
<b>Financial Assets</b>		
Trade receivables	96447659	85239344
	<b>96447659</b>	<b>85239344</b>
<b>Non Financial Assets</b>		
Inventories	79017499	96123318
<b>Total Current assets Pledged as security</b>	<b>175465158</b>	<b>181362662</b>
<b>Non Current Assets</b>		
Lease hold land	18031411	18031411
Building	36017369	29685880
Plant & Machinery	93262033	94365683
Vehicles	4775757	5391624
<b>Total non-current assets Pledged as security</b>	<b>152086570</b>	<b>147474598</b>
<b>Total assets Pledged as security</b>	<b>327551728</b>	<b>328837260</b>

## 32 Fair value measurements

### Financial instruments by category:

All financial assets and financial liabilities of the Company are under the amortised cost measurement category at each of the reporting dates except Equity investments

**Level 1** :- Quoted Price (unadjusted) in active markets for financial instruments.

**Level 2** :- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

**Level 3** :- Unobservable inputs for the asset or liability.

### Fair value hierarchy

The following table provides the fair value measurement hierarchy of Company's financial assets and financial liabilities

Category	31-Mar-20		
	Carrying amount	Fair value	
		Level 1	Level 2
<b>Financial Assets :- At FVTOCI</b>			
Investments in Mutual Funds	23963	23963	
<b>Financial Assets :- At Cost</b>			
Non Current Investments in Equity share	1956765		1956765

  

Category	31-Mar-19		
	Carrying amount	Fair value	
		Level 1	Level 2
<b>Financial Assets :- At FVTOCI</b>			
Investments in Mutual Funds	25497	25497	
<b>Financial Assets :- At Cost</b>			
Non Current Investments in Equity share	1956765		1956765

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of Security deposits, other financial assets, fixed deposits with banks, current borrowings, trade payables and other current financial liabilities are The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current borrowing rate. They are classified as level 2

### Valuation process

The Company evaluates the fair value of financial assets and financial liabilities on periodic basis using the best and most relevant data available.

**33 Financial risk management objectives and policies**

The Company's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. Company's senior management oversees the management of these risks. It is Company's policy

**a) Market risk**

Market risk is the risk of any loss in future earnings, in realisable fair value or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of change in the interest rates, foreign currency exchange rates, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

**I. Interest rate sensitivity**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company does not have significant exposure to the risk of changes in market interest rates as Company's long-term debt obligations are at fixed interest rates.

**II. Foreign currency risk**

The Company has a portion of the business which is transacted in foreign currencies. The fluctuations in foreign currency exchange rates may have impact on the income statement. The Company is exposed to foreign exchange risk arising from foreign currency trade receivables. There are certain foreign currency receivables and payables in USD, EURO and AED.

**33.1 Foreign currency risk exposure**

Particulars	As At 31st March, 2020			As At 31st March, 2019		
	USD	EURO	GBP/AED	USD	EURO	AED
<b>Financial assets</b>						
Trade receivables	362931	19265	0	305611	158502	2012
<b>Financial liabilities</b>						
Received Advacned From Customers	22908	7159	2712	31916	2650	2712

**33.2 Sensitivity to foreign currency risk****Impact on statement of profit and loss**

Currency	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>INR Vs. USD sensitivity</b>		
Increase by 2%	6800.45	5473.9
Decrease by 2%	(6800.45)	(5473.90)
<b>INR Vs. EURO</b>		
Increase by 2%	242.13	3117.03
Decrease by 2%	(242.13)	(3117.03)
<b>INR Vs. AED</b>		
Increase by 2%	(54.24)	(13.99)
Decrease by 2%	54.24	13.99

**33.3 Liquidity Risk**

Liquidity risk is the risk that suitable sources of funding for the company's business activities may not be available. Prudent liquidity risk management implies maintaining

**33.4 Credit Risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the company. It arises from

**34** The Company has only one line of business i.e. HDPE/PP Woven Fabric/ Bags, hence " Segment Reporting" as defined in IndAS 108 is not required to be given.



# GANPATI PLASTFAB LIMITED

## 35 RELATED PARTIES DISCLOSURES AS PER IND AS 24

### I- List of Related Party And Relationship

- (a) **Key Management Personnel :**  
Shri Ashok Kumar Pabuwal  
Shri Ankur Pabuwal
- (b) **Relative of Key Management Personnel :**  
Shri Shishir Saraf
- (c) **Entity Exercising Significant Influence**  
Silverwing Roadways

### II- Related Party Transaction

PARTICULARS	Referred in 1(a) above		Referred in 1(b) above		Referred in 1(c) above	
	F.Y. 19-20	F.Y. 18-19	F.Y. 19-20	F.Y. 18-19	F.Y. 19-20	F.Y. 18-19
<b>A. Nature Of Transaction</b>						
Remuneration/ Compensation Expenses	2574937	2299766	1029600	931974	33380	158740
<b>B. Balance Outstanding</b>						
Payables	171412	210399	71200	72200	790	870

### 36 Contingent Liabilities not provided for:

- (a) Claims against the company not acknowledged as debt Rs.5919303/- (Rs.2199556/-)  
(b) Guarantees given on behalf of the company by bank Rs. 2262000/- (Rs.2262000/-).

37 Previous year figures have been regrouped and/ or rearranged wherever necessary.

For & on behalf of the Board

(A.K. PABUWAL)  
Managing Director  
DIN - 00183513

(PRADEEP SARAF)  
Director  
DIN - 00183606

(M.R. SARAF)  
Director  
DIN: 00054756

(ANKUR PABUWAL)  
Wholetime Director and CFO  
DIN - 02956493

(HARSHITA KHANDELWAL)  
Company Secretary  
PAN: DQJPK6516B

As per our report of even date  
For SHARMA GANDHI & ASSOCIATES  
Chartered Accountants

Place : Jaipur  
Dated : 29th June, 2020

(VINOD KUMAR GANDHI)  
Partner  
MRN- 073367