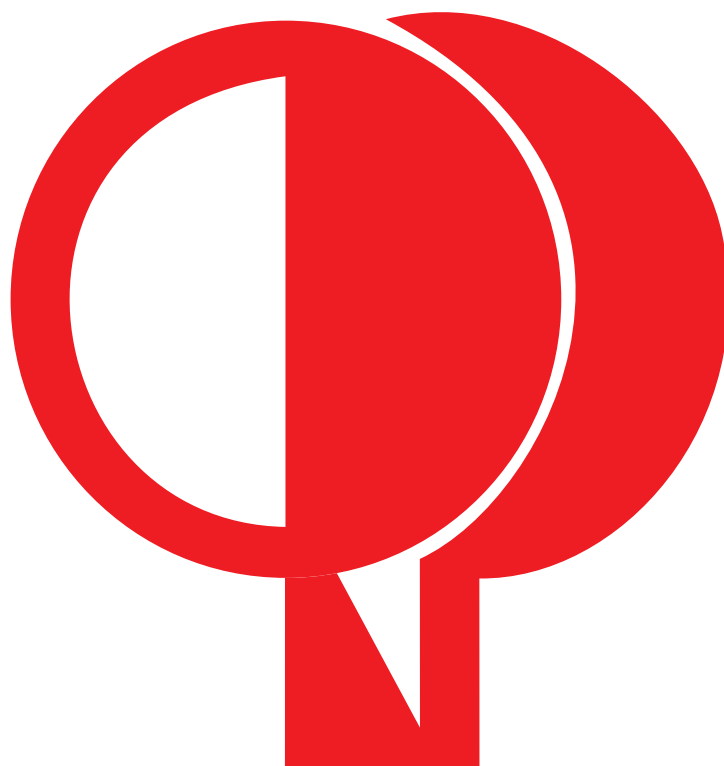


# ANNUAL REPORT 2019 - 2020



# RESINS & PLASTICS LTD.

## SUMMARY RESULTS

(₹ in Lakhs)

DESCRIPTION	FY 2019-20	FY 2018-19	FY 2017-18	FY 2016-17	FY 2015-16
<b>SUMMARISED BALANCE SHEET</b>					
Net Fixed Asset	902.55	641.32	670.78	686.18	666.24
Investments	0.09	0.02	0.02	0.02	0.02
Long term loans and advances	113.41	68.54	67.69	70.03	35.14
Net Current Assets (Working Capital)	6,394.84	4,654.10	3,994.19	3,482.40	2,913.72
	<b>7,410.89</b>	<b>5,363.97</b>	<b>4,732.68</b>	<b>4,238.64</b>	<b>3,615.12</b>
Represented by :					
Deferred Tax Liability	27.95	57.36	63.19	73.16	70.49
Other long term liabilities	0.50	0.50	0.50	0.50	0.50
Long term provisions	154.20	93.05	59.25	63.62	47.48
Share Capital	357.23	357.23	357.23	357.23	357.23
Share Capital Suspense	60.00	-	-	-	-
Reserves	6,811.02	4,855.84	4,252.51	3,744.12	3,139.42
	<b>7,410.89</b>	<b>5,363.97</b>	<b>4,732.68</b>	<b>4,238.64</b>	<b>3,615.12</b>
<b>SUMMARISED PROFIT AND LOSS ACCOUNT</b>					
<b>INCOME</b>					
Sales (Net of taxes)	13,854.67	12,536.39	12,967.86	12,311.38	11,571.83
Misc. Income	189.56	115.31	74.69	52.22	11.29
<b>TOTAL INCOME</b>	<b>14,044.23</b>	<b>12,651.70</b>	<b>13,042.55</b>	<b>12,363.60</b>	<b>11,583.12</b>
<b>EXPENDITURE</b>					
Material Consumed	10,399.03	9,657.16	10,008.24	9,526.30	9,113.73
Overheads	2,465.28	1,906.45	2,058.11	1,920.63	1,707.66
Depreciation	64.15	58.10	55.83	56.38	57.35
Interest	0.36	1.87	0.52	2.23	4.48
<b>TOTAL EXPENDITURE</b>	<b>12,928.81</b>	<b>11,623.59</b>	<b>12,122.70</b>	<b>11,505.54</b>	<b>10,883.22</b>
Profit Before Tax	1,115.43	1,028.12	919.85	858.06	699.90
Operating Profit as % to Sales Revenue	6.68	7.28	6.52	6.55	5.95
Taxes	258.14	295.60	282.47	253.36	214.63
<b>Profit after Tax</b>	<b>857.30</b>	<b>732.53</b>	<b>637.38</b>	<b>604.70</b>	<b>485.27</b>
Dividend incl. Dividend Tax	204.81*	129.20	128.99	-	128.99
Dividend Percentages	40.00	30.00	30.00	-	30.00

\* Final dividend for the FY 2018-19

### Notes :

- The Board of Directors have recommended a dividend of ₹ 4.50/- per share (45%) for the FY 2019-20 at its meeting held on 13th August 2020, subject to the approval of the shareholders at the ensuing Annual General Meeting.
- Previous year's figures are not strictly comparable as merger of Pragati Chemicals Ltd with Resins & Plastics Ltd as approved by NCLT, Mumbai vide its order dated 25/06/2020 is effective from the appointed date of 1st April, 2019.

## BOARD OF DIRECTORS (as at March 31, 2020)

Shri Abhay A. Vakil	-	Chairman
Shri Gobind J. Lulla	-	Managing Director (Upto 30.09.2019)
Shri Rupen A. Choksi	-	Managing Director
Shri Ashwin S. Dani	-	Director
Shri Bharat B. Chovatia	-	Director
Shri Dhiren P. Mehta	-	Director
Shri Chetan S. Thakkar	-	Director
Smt. Hemangi N. Modi	-	Director

## CHIEF FINANCIAL OFFICER & COMPLIANCE OFFICER

Smt. Sunita R. Satpalkar

## BANKERS

HDFC Bank Ltd.  
State Bank of India

## AUDITORS

M/s. CNK & Associates LLP  
Chartered Accountants  
Mumbai

## Registrar & Transfer Agent

M/s. Link Intime India Pvt. Ltd.  
C-101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai 400 083.  
Tel. No.: +91 22 4918 6270  
Fax No.: +91 22 4918 6060  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

## CORPORATE IDENTIFICATION NUMBER

U25209MH1961PLC012223

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## Registered Office

A-8, Marol Industrial Estate of MIDC,  
Cross Road B, Street No.5,  
Andheri (East),  
Mumbai 400093.  
Tel : 022-61987000

## Plants

Taloja Industrial Estate of MIDC,  
Post Box No.6,  
Taloje,  
Dist. Raigad 410208.  
Tel : 022-65517200

Plot No.3607,  
GIDC Ind. Estate,  
Ankleshwar,  
Dist. Bharuch 393002.  
Tel : 02646-223262

Plot No.3605,  
GIDC Ind. Estate,  
Ankleshwar,  
Dist. Bharuch 393002.  
Tel : 02646-220440

## NOTICE:

### RESINS AND PLASTICS LIMITED

**Corporate Identification No. (CIN)** - U25209MH1961PLC012223

**Registered Office:** A-8 Marol Industrial Estate of MIDC, Cross Road B, Street No.5, Andheri (East), Mumbai 400093.

**Tel:** 6198 7000 **E-mail:** info@resplast.com; **Website:** www.resplast.com

Notice is hereby given that the Fifty Ninth Annual General Meeting of the Company will be held on **Thursday, the 24<sup>th</sup> September, 2020 at 11 am** through Video Conferencing / Other Audio Visual Means organized by the Company, to transact the following business.

#### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020 together with reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year 2019-20.
3. To appoint a Director in place of Shri Abhay A. Vakil (DIN: 00009151), who retires by rotation and is eligible for re-appointment.

#### Special Business:

4. To appoint Shri Rupen A. Choksi (DIN : 00059326) as Managing Director of the Company.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby granted to the appointment of Shri. Rupen A. Choksi (DIN : 00059326), as Managing Director of the Company for a period from 28<sup>th</sup> January, 2020 to 31<sup>st</sup> March, 2022 at the remuneration as set out in the explanatory statement annexed hereto and in the draft agreement to be entered into between the Company and Shri Rupen A. Choksi, placed before the meeting and initialled by the Chairman for the purpose of identification."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things necessary in the matter."

5. To appoint Smt. Hemangi N. Modi (DIN : 07232708) as an Independent Director of the Company.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Smt. Hemangi N. Modi (DIN - 07232708) who was appointed as an Additional Director of the Company with effect from 9<sup>th</sup> July, 2020 by the Board of Directors of the Company, and who holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

"FURTHER RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Smt. Hemangi N. Modi (DIN - 07232708),

who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years with effect from 9<sup>th</sup> July, 2020 upto 8<sup>th</sup> July, 2025."

6. Ratification of payment of remuneration to the Cost Auditors.  
To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the payment of remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, (Firm Registration No.00294) who have been appointed as Cost Auditors to conduct the audit of the cost records for the financial year 2020-21."

Registered Office:

Plot No.A-8,  
Marol Ind. Est. of MIDC,  
Cross Road B, Street No.5,  
Andheri (East), Mumbai 400 093.  
(CIN: U25209MH1961PLC012223)

**By Order of the Directors  
For RESINS AND PLASTICS LIMITED**

**Sd/-  
(ABHAY A. VAKIL)  
CHAIRMAN**

**13<sup>th</sup> August, 2020**

#### NOTES:

1. In view of the continuing lockdown restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, and General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, has permitted Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. At the Fifty-Seventh Annual General Meeting ("AGM") of the Company held on August 06, 2018 the Members approved the appointment of M/s. CNK & Associates LLP, Mumbai (Firm Registration No.101961W/ W-100036) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of Fifty-Seventh AGM till the conclusion of the Sixty-Second annual general meeting to be held in 2023 subject to ratification of their appointment by the Members at every AGM held thereafter. Section 139 of the Act has been amended vide the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs on May 7, 2018 and has done away with the requirement of seeking ratification of Members for appointment of Auditors at every AGM. Accordingly, no Resolution is being proposed for ratification of appointment of Statutory Auditors at this Fifty Ninth AGM.

3. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to item nos. 4 to 6 of the Notice and the information required in respect of appointment/re-appointment of directors as per the Secretarial Standards on General Meetings of the persons seeking appointment/ re-appointment as Directors under item no. 3 to 5 are annexed hereto.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
5. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. 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 or vote through remote e-voting. The said resolution be sent by e-mail to [resplascrutinizer@gmail.com](mailto:resplascrutinizer@gmail.com).
6. In compliance with the aforementioned MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.resplast.com](http://www.resplast.com) and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.
7. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company, M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, by providing Folio No. and Name of the Shareholder. Shareholders holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
8. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on [sunita.satpalkar@resplast.com](mailto:sunita.satpalkar@resplast.com) upto the date of the AGM.
9. Pursuant to Act, the dividend remaining unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company as no claim shall lie against the Company in respect of individual amounts once credited to the said fund.  
  
Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules,

2016, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more have been transferred to IEPF.

The Members/claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares by making an application to IEPF Authority in Form IEPF-5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fee as decided by the Authority from time to time. The Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.

10. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Share Transfer Agents.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat accounts. Shareholders holding share in physical form can submit their PAN details to the Company or the RTA (M/s. Link Intime India Pvt. Ltd.).
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Link Intime India Pvt. Ltd., for consolidation into a single folio.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

## PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as remote e-voting during the AGM, will be provided by NSDL.
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The voting rights of members (for voting through remote e-voting before the AGM and remote e-voting during the AGM) shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Thursday, the 17<sup>th</sup> September, 2020.
4. The remote e-voting period commences on **Monday, 21<sup>st</sup> September, 2020 (9:00 am) and ends on Wednesday, the**



**23<sup>rd</sup> September, 2020 (5:00 pm).** During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date **17<sup>th</sup> September, 2020** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM at the AGM and Members participating at the AGM, who have not already cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote during such proceedings of the AGM.
6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
7. The Chairman shall, at the AGM allow voting by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility before the AGM. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
8. Any person who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 59<sup>th</sup> AGM by email and holds shares as on the **cut-off date i.e. 17<sup>th</sup> September, 2020** may obtain the User ID and password by sending a request at [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password ?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available on a first come first served basis.
10. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of Parikh & Associates, Practicing Company Secretaries (Certificate of Practice No.1228) has been appointed as the Scrutinizer to scrutinize the remote e-voting before and during the AGM in a fair and transparent manner.
11. The Scrutinizer shall, immediately after the conclusion of remote e-voting at the AGM, first count the votes cast during the Meeting, thereafter unblock the votes cast through remote e-voting before the Meeting and make, not later than three days of the conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

12. The results along with the report of the Scrutinizer shall be placed on the website of the Company [www.resplast.com](http://www.resplast.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorised by him in writing.

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

1. **Members will be provided with a facility to attend the AGM through VC/OAVM or through the NSDL e-voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/members login by using their remote e-voting credentials where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM.**

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 59<sup>th</sup> AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company's e-mail address at [sunita.satpalkar@resplast.com](mailto:sunita.satpalkar@resplast.com) on or before **22<sup>nd</sup> September, 2020**. Such questions by the Members shall be suitably replied to by the Company.
4. Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [sunita.satpalkar@resplast.com](mailto:sunita.satpalkar@resplast.com) from **Friday, the 18<sup>th</sup> September, 2020 (9:00 a.m. IST) to Tuesday, the 22<sup>nd</sup> September, 2020 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members who need assistance before or during the AGM, can contact
  - NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990; or
  - Mr.Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 / +91 9920264780; or
  - Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) / 022-24994553 / +91 9326781467

**The instructions for e-Voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. The password to open the pdf file is your 8 digit

client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [resplastsrutinizer@gmail.com](mailto:resplastsrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## Dividend related information

1. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, the 18<sup>th</sup> September, 2020 to Thursday, the 24<sup>th</sup> September, 2020 (both days inclusive)** for the purpose of final dividend.
2. Final dividend for the financial year ended 31<sup>st</sup> March, 2020, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after **Monday, the 28<sup>th</sup> September, 2020**, to those members whose names appear on the Register of Members as on **Thursday, the 17<sup>th</sup> September, 2020** and those whose names appear as Beneficial Owners as at the close of the business hours on **Thursday, the 17<sup>th</sup> September, 2020** as per details to be furnished by Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
3. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
4. Members holding shares in physical / electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
5. Process for updation of bank account mandate for receipt of dividend electronically:

<b>Physical Holding :</b>	Send a duly signed request letter to the Registrar and Transfer Agents of the Company, Link Intime by providing Folio No., Name of shareholder along with following documents:
	a) Original Cancelled cheque leaf bearing the name of the first shareholder; or
	b) Bank attested copy of first page of the Bank Passbook/Statement of Account in original and an original cancelled Cheque (In case of absence of name on the original cancelled cheque or initials on the cheque).
<b>Demat Holding :</b>	Please contact your Depository Participant (DP) and register your bank account details in your demat account, as per the process advised by your DP.

6. In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalisation of postal services dispatch the dividend warrants to such shareholder by post.

7. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1<sup>st</sup> April 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

- a. All Shareholders are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the Depository participant(s); or in case of shares held in physical form, with the Company, on or before the commencement of book closure from **Friday, the 18<sup>th</sup> September, 2020 to Thursday, the 24<sup>th</sup> September, 2020 (both days inclusive)**.

Please note that the following details, in case you had already registered with the Company, as available with the Company in the Register of Members / Register of Beneficial Ownership maintained by the Depositories will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid Permanent Account Number (PAN).
- II. Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2020-21.
- III. Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc.
- IV. Email Address.
- V. Residential Address

- b. For Resident Shareholders, TDS is required to be deducted at the rate of 7.5% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company in the financial year 2020-21 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the dividends paid to resident individuals if aggregate dividend distributed or likely to be distributed during the financial year does not exceed ₹ 5000. Normal dividend(s) declared in the preceding financial year 2019 - 20 would be considered as the basis to determine applicability of the said threshold for the entire financial year.

Even in the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.



- c. For Non-resident shareholders, the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 of the Income Tax Act, 1961. Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:

- I. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
- II. Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident;
- III. Self-declaration in Form 10F; and
- IV. Self-declaration in the attached format certifying:
  - Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2020-21;
  - Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
  - Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-21.

- d. The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The URPL for the same is as under:

<https://www.linkintime.co.in/client-downloads.html>

On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the url mentioned below :

<https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> On this page the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Link Intime India Private Ltd should be done on or before **Thursday, the 10<sup>th</sup> September, 2020** in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after **Thursday, the 10<sup>th</sup> September, 2020 6:00 PM**.

All communications/ queries in this respect should be addressed to our RTA, Link Intime India Private Limited to its email address (issuer short name) [taxexemption@linkintime.co.in](mailto:taxexemption@linkintime.co.in)

- e. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
  - f. We shall arrange to email the soft copy of TDS certificate at your registered email ID in due course, post payment of the dividend.
8. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):
- a. Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), dividends that are unpaid or unclaimed for a period of seven (7) years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
  - b. During the financial year 2019 – 20, the Company has transferred to IEPF, the following unclaimed dividend and corresponding shares thereto:

Particulars	Amount of Dividend (In ₹)	No. of Shares
Final Dividend 2011-12	108,168.00	1400

- c. The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at [www.resplac.com](http://www.resplac.com) and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link ([www.iepf.gov.in](http://www.iepf.gov.in)).

## ANNEXURE TO THE NOTICE

### THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2).

#### Item No.4

Shri Rupen A. Choksi was appointed as a Joint Managing Director of the Company w.e.f 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022 and further the same was approved by the shareholders at their meeting held on 14<sup>th</sup> August, 2019.

Consequent to the expiry of term of Shri Gobind J. Lulla as Managing Director of the Company w.e.f. 30<sup>th</sup> September, 2019, Shri Rupen A. Choksi was appointed as the Managing Director of the Company w.e.f. 28<sup>th</sup> January, 2020 to 31<sup>st</sup> March, 2022 by the Board, based on the recommendation of Nomination and Remuneration Committee, subject to the approval of the members at the Annual General Meeting upon the remuneration including perquisites set out in the agreement submitted to this meeting.

Shri Rupen A. Choksi holds degree in Bachelor of Science in Business Administration from Pepperdine University, USA and also holds Masters Degree in Business Administration from Bentley College, USA. Shri Rupen Choksi has spearheaded the Company and created a strong base for the future growth. His contribution in the areas of Sales & Marketing, R&D and Finance has been exceptionally good and noteworthy. Under his guidance, Company has achieved accelerated growth especially in Acrylic & Polyamide resins.

The remuneration of Shri Rupen A. Choksi which is as per the provisions of Schedule V of the Companies Act, 2013, has been approved by the Nomination and Remuneration Committee. The material terms of his appointment are as under:

#### 1.a. SALARY:

- ₹ 2,36,000/- (Rupees Two Lakhs Thirty Six Thousand Only) per month from 28<sup>th</sup> January, 2020 to 31<sup>st</sup> March 2020.
- ₹ 2,60,000/- (Rupees Two Lakhs Sixty Thousand Only) per month from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021.
- ₹ 2,86,000/- (Rupees Two Lakhs Eighty Six Thousand Only) per month from 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022.

#### 1.b. PERQUISITES:

In addition to the above remuneration, he shall also be entitled to perquisites which are divided into categories A, B & C. The perquisites that may be allowed by the Board and the quantum thereof are given below:

##### Category 'A'

##### i) House Rent Allowance:

- ₹ 42,000/- (Rupees Forty Two Thousand Only) per month from 28<sup>th</sup> January, 2020 to 31<sup>st</sup> March 2020.
- ₹ 43,000/- (Rupees Forty Three Thousand Only) per month from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021.
- ₹ 45,000/- (Rupees Forty Five Thousand Only) per month from 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022.

##### ii) Education Allowance:

- ₹ 26,500/- (Rupees Twenty Six Thousand Five Hundred Only) per month from 28<sup>th</sup> January, 2020 to 31<sup>st</sup> March 2020.

- ₹ 26,525/- (Rupees Twenty Six Thousand Five Hundred Twenty Five Only) per month from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March 2021.

- ₹ 26,800/- (Rupees Twenty Six Thousand Eight Hundred Only) per month from 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022.

##### iii) Medical Reimbursement:

Reimbursement of medical expenses subject to a maximum of ₹ 15,000/- (Rupees Fifteen Thousand Only) per annum, as per the Company's Scheme.

##### iv) Leave Travel Assistance:

Reimbursement of Leave Travel Assistance subject to a maximum of one month's salary, as per the Company's Scheme.

##### v) Club Fees:

Fees of club subject to a maximum of ₹ 4,050/- (Rupees Four Thousand Fifty Only) per annum, excluding admission and life membership fees.

##### vi) Family Medicare:

Of an amount the premium of which shall not exceed ₹ 25,000/- (Rupees Twenty Five Thousand Only) per annum.

For the purpose of category 'A', 'family' means his spouse, dependent children and dependent parents.

##### Category 'B':

##### i) Provident Fund:

The Company will contribute to the Provident Fund as per the scheme framed by the Company.

##### ii) Superannuation Fund:

The Company will contribute to the Superannuation Fund as per the scheme framed by the Company.

##### iii) Gratuity:

Gratuity payable shall not exceed half a month's salary for each completed year of service.

##### iv) Leave Encashment:

The balance of leave to the credit at the end of the tenure will be encashed at the rate of salary drawn at the time of encashment.

The aforesaid perquisites under Category 'B' (Contribution to PF & SAF to the extent of exemption under IT Act, 1961) will not be included in the computation of ceiling on perquisites under Schedule V to the Companies Act, 2013.

##### Category 'C':

##### i) Conveyance:

The Company will provide a chauffeur driven car for official use and he is entitled to reimbursement of petrol / diesel expenses, as per the Company's Rules.

The Company will also reimburse driver's salary of

- ₹ 24,000/- (Rupees Twenty Four Thousand Only) per month from 28<sup>th</sup> January, 2020 to 31<sup>st</sup> March 2020
- ₹ 26,000/- (Rupees Twenty Six Thousand Only) per month from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021
- ₹ 28,000/- (Rupees Twenty Eight Thousand Only) per month from 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022

for official use as per the rules of the Company and shall not be included in the computation of ceiling on remuneration.

## ii) Telephone / Internet:

The Company will provide telephone at the residence of Managing Director, mobile phone & internet facility for official purpose as per the rules of the Company. However personal STD calls will be charged to the Managing Director.

## 1.c. PERFORMANCE LINKED BONUS :

In addition to Salary, Benefits, Perquisites and Allowances, based on the company's performance, Shri Rupen A Choksi shall be paid Performance Linked Bonus with effect from 1<sup>st</sup> April, 2020 such amount as may be decided by the Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee subject to a maximum of ₹ 5,00,000/- (Rupees Five Lakhs Only) for each financial year.

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of the Managing Director the salary and perquisites of Managing Director shall be not exceed the limits specified in Part II of Schedule V to the Companies Act, 2013 or as approved by the Central Government, where required.

The above remuneration and perquisites shall be subject to such limits as are laid down in Schedule V to the Companies Act, 2013 and/or changes / variation / substitution made / that may be made therein from time to time as approved where required.

The scope and quantum of remuneration and perquisites specified hereinabove may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and / or re-enactment thereto or thereof or the Rules and regulations made thereunder and / or such guidelines as may be announced by the Central Government from time to time.

2. The Company shall pay to or reimburse to the Managing Director and the Managing Director shall be entitled to reimbursement by the Company of all costs, charges and expenses that may have been or may be incurred by him in connection with or relating to the business of the Company.
3. The Managing Director shall be entitled to all leave benefits as are applicable under the Company's rules to the executives and in force from time to time.
4. During his tenure as Managing Director, Shri Rupen A. Choksi shall not be entitled to sitting fees for attending the meetings of the Board or any Committee of the Board but shall be entitled to reimbursement of all reasonable expenses incurred by him for and on behalf of the Company for attending the said meetings.
5. As the Managing Director of the Company, Shri Rupen A. Choksi shall devote his whole time and attention to the business of the Company and shall use his best endeavors to promote its interest and welfare.
6. During his employment under this agreement, Shri Rupen A. Choksi shall undertake such travelling in and outside India as may be necessary in the interests of the Company's business or as may from time to time be required or directed by the

Board in connection with or in relation to the business of the Company.

7. Shri Rupen A. Choksi, shall not, during the continuance of his employment as the Managing Director or at any time thereafter, divulge or disclose to any person whosoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, of any information or knowledge obtained by him during his tenure as Managing Director, in connection with the business or affairs of the Company, or any trade secrets or secret formula of the Company and he shall use his best endeavour to prevent any other person from so doing. Provided however, any divulgence or disclosure to the officers or employees of the Company solely for the purpose of the business of the Company shall not be deemed to be a contravention of this clause.
8. Shri Rupen A. Choksi hereby agrees with and gives an undertaking to the Company that he shall not so long as he functions as the Managing Director of the Company become interested or otherwise concerned directly or otherwise through his wife and / or minor children in any selling agency or distributorship of the Company or its products in future without the prior approval of the Board and his appointment as such Managing Director shall cease and determine if he shall at any time contravene the undertaking contained in this clause.
9. In case Shri Rupen A. Choksi shall die during the course of his employment hereunder, the Company will pay to his legal personal representatives the salary and other emoluments payable hereunder for the current month together with such further sum as the Board in its sole and uncontrolled discretion may determine.
10. (a) If Shri Rupen A. Choksi is guilty of any misconduct or any breach of this Agreement as in the opinion of the Board renders his retirement from the office of Managing Director desirable, the Company may by giving not less than 30 days' notice in writing to Shri Rupen A. Choksi, determine this Agreement and he shall cease to be a Managing Director of the Company upon the expiration of such notice.  
(b) For the purpose of this clause, the Board's opinion as to whether any of the events mentioned in sub clause (a) hereof have occurred or not occurred shall be final and binding upon the Managing Director and the Managing Director shall not be entitled to question the same on any ground whatsoever.
11. Notwithstanding anything to the contrary contained in this Agreement, either party shall be entitled to determine this Agreement by giving not less than three calendar months' notice in writing in that behalf to the other party without the necessity of showing any cause and on the expiry of the period of such notice this Agreement shall stand determined and Shri Rupen A. Choksi shall cease to be Managing Director of the Company and the liability of the Company shall be limited to providing Shri Rupen A. Choksi only the salary and perquisites as per the agreement for a period of three months from the date of notice.
12. The employment of the Managing Director under this agreement shall cease if he shall become insolvent or make any compromise or arrangement with his creditors.

13. In the event Shri Rupen A. Choksi becomes disqualified as Managing Director for any reason other than an inadvertent breach of Section 167 of the Companies Act, 2013, or to secure the leave of absence from the meetings of the Board, the Company may by notice in writing to the Managing Director determine his agreement with immediate effect.
14. Subject to the provisions of the Companies Act, 2013, Shri Rupen A. Choksi, while he continues to hold office of the Managing Director, shall not be liable to retire by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of directors in fixing the number of directors to retire, but he shall *ipso facto* and immediately cease to be the Managing Director if he ceases to hold office of Director due to any cause.

Additional Information as required under Part II of Section II of Schedule V of the Companies Act, 2013.

## I. General Information:

- (1) **Nature of industry:** The Company is manufacturing a wide range of synthetic resins such as Alkyd Resins, Acrylic Resins, Phenolic Resins, Polyamides, etc. some of which are import substitutes. The products of the Company find varied applications in diversified industries such as adhesives, industrial coatings, construction chemicals & printing inks.
- (2) **Date or expected date of commencement of commercial production:** The Company commenced operations in the year 1971.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) **Financial performance based on given indicators:** The financial performance of the Company is mentioned in the Directors' Report.
- (5) **Export performance and net foreign exchange collaborations:** The Company primarily caters to the domestic market only and has developed indigenous technology and therefore has no foreign collaborations in this regard.
- (6) **Foreign investments or collaborations, if any:** Nil

## II. Information about the appointee:

### (1) Background details:

Shri Rupen A. Choksi holds a degree in Bachelor of Science in Business Administration from Pepperdine University, USA and also holds a Masters Degree in Business Administration from Bentley College, USA. Shri Rupen A. Choksi spearheads the overall day to day functions of the Company with a greater emphasis on Sales & Marketing, R&D and Finance functions. Under his guidance, Company has achieved accelerated growth especially in Acrylic & Polyamide resins. His contribution to the Company has been exceptionally good and noteworthy.

## (2) Past remuneration (F.Y. 2019-20) :

Description	Amount (₹ in Lakhs)
Salary, Allowances & Perquisites	48.05
Provident Fund	3.40
Gratuity	3.06
<b>Total</b>	<b>54.51</b>

## (3) Recognition or awards: Not applicable

## (4) Job profile and his suitability:

Shri Rupen A. Choksi possesses adequate management skills and has rich experience in the Paints & Resin Industries. His qualification in Management and his experience are comparable with the Organisational requirements and the Company would definitely benefit from his invaluable services.

## (5) Remuneration proposed: As per the details mentioned above.

## (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The proposed remuneration is in line with the trends in the industry and is befitting Shri Rupen A. Choksi's educational background, experience and competence.

## (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Shri Rupen A. Choksi is Managing Director for the period 28<sup>th</sup> January, 2020 to 31<sup>st</sup> March 2022 and he is the relative of Shri Mahendra Choksi, promoter of the Company.

## III. Other information:

### (1) Reasons of loss or inadequate profits:

Intense competition in the Resin Industry coupled with increasing raw material costs has had an adverse impact on the Profits of the Company.

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

The Company has taken several steps inter alia, efficient buying, cost optimization initiatives & product mix rationalisation for improving the Company's performance.

### (3) Expected increase in productivity and profits in measurable terms:

The Company expects marginal growth in productivity and profits due to subdued economic conditions.

## IV. Disclosures:

The details of remuneration payable / paid to Shri Rupen A. Choksi have been disclosed above. The Company does not have any scheme for grant of stock options.

The aforesaid draft of the agreements between the Company and Shri Rupen A. Choksi is available for inspection by the members at the Registered Office of the Company between 3.00 p.m. to 5.00 p.m. on any working day of the Company.

In compliance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members in Annual General Meeting for their approval.



Your Directors recommend the special resolution as item No. 4 for your approval. Except for Shri Rupen A. Choksi, no other Director's, KMP's or their relatives are concerned or interested in this resolution.

### ITEM NO.5

Smt. Hemangi N. Modi was appointed as an Additional Director to hold office as an Additional Director as also an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from 9<sup>th</sup> July 2020 upto 8<sup>th</sup> July, 2025 subject to the approval of the members.

As per Section 161 (1) of the Act, Smt. Hemangi N. Modi being an Additional Director holds office upto the forthcoming Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from a Member of the Company along with the deposit of requisite amount pursuant to Section 160 of the Act signifying its intention to propose Smt. Hemangi N. Modi for appointment as Director of the Company.

Smt. Hemangi N. Modi aged 52 has qualified as Lawyer from Mumbai and she has been practicing privately since 1994. She has also formed a partnership of lady Advocates in the name of M/s.R & G Associates in 2012. She is associated with Aseema, an NGO which works towards education of underprivileged children.

The Company has received a declaration from Smt. Hemangi N. Modi that she meets with the criteria of independence as prescribed both under sub- section (6) of Section 149 of the Act. In the opinion of the Board, Smt. Hemangi N. Modi fulfills the conditions for her appointment as an Independent Director as specified in the Act. Smt. Hemangi N. Modi is independent of the management. She is not related to any other director of the Company.

Copy of the draft letter for appointment of Smt. Hemangi N. Modi as an Independent Director would be available for inspection without any fee by the member at the Registered Office of the Company during normal business hours on any working day till the conclusion of the ensuing AGM.

The Company will be vastly benefited from the professional capabilities and varied experience of Smt. Hemangi N. Modi. The Board, therefore, recommends her appointment as a Director of the Company.

The Board of Directors recommends the resolution at Item no.5 of the accompanying Notice as an Ordinary Resolution for appointment of Smt. Hemangi N. Modi (DIN : 07232708) as an Independent Director of the Company.

Except Smt. Hemangi N. Modi, being an appointee, none of the Directors and KMP of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

### Item No. 6

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors shall appoint as Cost Auditors, a firm of cost accountants in practice on the recommendations of the Audit Committee, which shall also recommend the remuneration payable to the Cost Auditors. The remuneration so recommended by the Audit Committee shall be considered and approved by the Board of Directors and is to be ratified by the members.

On recommendation of the Audit Committee, the Board of Directors have at its meeting held on 6<sup>th</sup> July, 2020 considered and approved the appointment of M/s.Kishore Bhatia & Associates, Cost Accountants, to conduct audit of Cost Accounts of the Company at a remuneration of ₹ 120,000/- (Rupees One Lakh Twenty Thousand only) and reimbursement of out of pocket expenses at actual plus applicable taxes for the financial year ending March 31, 2021. This is required to be ratified by the members.

The Board of Directors recommends the resolution at Item no.6 of the accompanying Notice as an Ordinary Resolution for ratification of the remuneration.

None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned with or interested in the resolution at item no. 6 of the accompanying notice.

Registered Office:  
Plot No.A-8,  
Marol Ind. Est. of MIDC,  
Cross Road B, Street No.5,  
Andheri (East), Mumbai 400 093.  
(CIN: U25209MH1961PLC012223)

**By Order of the Directors  
For RESINS AND PLASTICS LIMITED**

**Sd/-  
(ABHAY A. VAKIL)  
CHAIRMAN**

**13<sup>th</sup> August, 2020**

## Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting :

Name of the Director	Shri Abhay A. Vakil	Shri Rupen A. Choksi	Smt. Hemangi N. Modi
<b>DIN</b>	00009151	00059326	07232708
<b>Age</b>	70	44	52
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment on the Board</b>	01.02.2012	21.06.2007	09.07.2015
<b>Qualifications</b>	B.Sc. Science Graduate from Mumbai University and BS from Syracuse University USA.	Bachelor of Science in Business Administration from Pepperdine University, USA and also holds Master's Degree in Business Administration from Bentley College, USA.	B.A., L.L.B. Mumbai
<b>Experience in brief</b>	Shri Abhay A. Vakil has vast and rich experience in Supply Chain, Materials Procurement, Sales & Marketing functions. Prior to becoming Managing Director of Asian Paints Limited in 1998, he was holding the post of Wholetime Director in the same Company. He ceased to be Managing Director of Asian Paints Limited on 31.03.2009. Presently he is on the Board of Asian Paints Limited as Non-Executive Director.	Shri Rupen A. Choksi has spearheaded the Company and created a strong base for the future growth. His contribution in the areas of Sales & Marketing, R&D and Finance has been exceptionally good and noteworthy. Under his guidance, Company has achieved accelerated growth especially in Acrylic & Polyamide resins.	Smt. Hemangi N. Modi has been practicing privately since 1994. She has also formed a partnership of lady Advocates in the name of M/s. R & G Associates in 2012. She is associated with Aseema, an NGO which works towards education of under-privileged children.
<b>Number of shares held in the Company</b>	162600	46270	--
<b>List of the directorships held in other companies*</b>	1) Asian Paints Ltd., 2) Asian Paints Industrial Coatings Ltd., 3) Stack Pack Ltd. and 4) Vikatmev Containers Ltd.	1) Pragati Chemicals Ltd	--
<b>Chairman/ Member in the Committees of the Boards of companies in which he is Director*</b>	Member of Audit Committee – Asian Paints Limited	--	--
<b>Relationship with other Directors and Key Managerial Personnel</b>	--	--	--
* Directorship includes Directorship of Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).			

**BOARDS' REPORT**

[Pursuant to Section 134(3) of the Companies Act, 2013]

To

The Members,

**RESINS AND PLASTICS LTD**

Your Directors have pleasure in presenting before you the 59<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

**1. PERFORMANCE OF THE COMPANY**

₹ In Lakhs

<b>FINANCIAL RESULTS</b>	<b>Year Ended 31.03.2020 *</b>	<b>Year Ended 31.03.2019</b>
Revenue from Operations	13,854.67	12,536.39
Other Income	189.56	115.31
Profit before Depreciation and Tax	1,179.58	1,086.23
Less : Depreciation	64.15	58.10
Provision for Taxation	258.13	295.60
<b>PROFIT AFTER TAX</b>	<b>857.30</b>	<b>732.53</b>
Add / (Less) : Balance brought forward from Previous Year (CY including Pragati Chemicals Ltd)	4908.45	3,350.54
<b>DISPOSABLE PROFIT</b>	<b>5765.75</b>	<b>4,083.07</b>
The Directors' recommendation of appropriation of the disposable profits as under :		
a) Final Dividend FY 2018-19	169.89	--
b) Tax on Dividend FY 2018-19	34.92	--
c) Final Dividend FY 2017-18	-	107.17
d) Tax on Dividend FY 2017-18	-	22.03
e) Transfer to General Reserve	100.00	75.00
Balance carried forward to Balance Sheet	5460.94	3878.87
	<b>5765.75</b>	<b>4,083.07</b>

\*Current year figures include the figures of merged entity namely Pragati Chemicals Ltd.

**2. SCHEME OF AMALGAMATION:**

The National Company Law Tribunal Special Bench, Mumbai has passed an order approving the Scheme of Amalgamation of Pragati Chemicals Limited (Transferor Company) with Resins and Plastics Limited (Transferee Company) vide its Order No. C.P.(CAA) No. 916 /MB.III/2020 connected with C.A. (CAA) No. 4093 /MB.III/2019 on 25.06.2020. Certified copy of the NCLT Order has been received on 08.07.2020. The appointed date of the Scheme is fixed as 01.04.2019. The effective date of the Scheme is 01.08.2020. Financials statements of Pragati Chemicals Limited for the Financial Year 2019-20 are merged with Resins and Plastics Limited.

**3. DIVIDEND**

Your Directors are pleased to recommend a dividend of ₹ 4.50/- per share (45%) on 41,72,300 equity shares of ₹ 10/- each for the Financial Year 2019-20.

**4. TRANSFER TO RESERVE**

Your Company proposes to transfer ₹ 100 Lakhs to the General Reserve. An amount of ₹ 552.48 Lakhs is proposed to be retained in the Statement of Profit and Loss.

**5. OPERATIONS / STATE OF COMPANY'S AFFAIRS**

During the financial year 2019-20, revenue from operations increased to ₹ 13,854.67 Lakhs as against ₹ 12,536.39 Lakhs, an overall growth of 11% due to merger of Pragati Chemicals Limited with Resins and Plastics Limited.

Standalone revenue from operations of Resins & Plastics Limited decreased to ₹11,987.41 Lakhs as against ₹ 12,536.39 Lakhs, a de-growth of 4%. Due to COVID-19 lockdown, the production and sale were adversely affected for a few days during the Financial Year 2019-20.

The Profit After Tax for the current year is ₹ 857.30 Lakhs as against ₹ 732.53 Lakhs in the previous year 2018-19, an overall growth of 17% due to merger of Pragati Chemicals Limited with Resins and Plastics Limited.

Standalone Profit After Tax of Resins & Plastics Limited for the current year is ₹ 738.61 Lakhs as against ₹ 732.53 Lakhs. The Company has been able to sustain the profitability due to timely purchase of raw materials in the uncertain and volatile market and bringing in further improvement in yields.

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2019-20 and the date of this report except merger of Pragati Chemicals Limited with Resins & Plastics Limited.

**6. IMPACT OF COVID-19**

The country witnessed lockdown due to COVID-19 pandemic in the second fortnight of March 2020 affecting the worldwide business due to various restrictions. This impacted the business operations of the Company significantly. Since May 2020, the Company started resuming operations in its manufacturing plants and warehouses after taking requisite permissions from local Government authorities. The Company has taken several measures to ensure the safety of its employees including leveraging the power of technology to enable them to work from home. For those employees who are working in manufacturing locations, their safety is being ensured by use of protective gear, abiding by social distancing norms and taking all safety precautions. The Company is supporting local hospitals in order to help communities around to fight the COVID -19 pandemic.

**7. CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There has been no material change in the nature of the business of the Company.

**8. NUMBER OF MEETINGS OF THE BOARD**

The Board of Directors met 4 (Four) times during the Financial Year 2019-20.

**9. DIRECTORS AND KEY MANAGERIAL PERSONNEL****Re-appointment of Retiring Director:**

Shri Abhay A Vakil (DIN: 00009151) Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible offers himself for re-appointment.

## **Retirement of Shri Gobind J Lulla, Managing Director:**

Shri Gobind J Lulla, Managing Director retired from the services of the company w.e.f. 30<sup>th</sup> September, 2019.

## **Appointment of Shri Sanket D Dwivedi, Chief Operating Officer:**

Shri Sanket D Dwivedi has been appointed as Chief Operating Officer of the Company w.e.f. 16<sup>th</sup> January, 2020

## **10. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

Shri Bharat B Chovatia, Shri Dhiren P Mehta, Shri Chetan S Thakkar and Smt. Hemangi N Modi, Independent Directors of the company, have submitted declarations that each of them meet the criteria of independence as provided in sub section (6) of Section 149 of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

## **11. RISK MANAGEMENT**

The company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out on regular basis to identify, evaluate, manage and monitor the principal risks that can impact its ability to achieve its strategic objectives. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a well defined framework. Details on the risk elements which the company is exposed to are covered in Management Discussion and Analysis report.

## **12. CORPORATE SOCIAL RESPONSIBILITY**

The CSR expenditure incurred by the Company during the financial year 2019-20 was ₹ 18.77 lakhs, which is in line with the statutory requirement of 2% of the average profit of the last three financial years i.e. ₹ 18.74 lakhs.

The CSR initiatives of the Company were under the thrust area of education and hygiene. The Company would continue its focus on the core indicators of the educational cycle, viz., enrollment and retention, improving learning outcomes in schools, life skills and employability and providing support for education. The Company aims at making a positive impact on society through educational development directly and through its partners.

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31<sup>st</sup> March, 2020, in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in the **Annexure (A)** of this Report.

## **13. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There has been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the Financial statements relate and the date of the

Report except the merger of Pragati Chemicals Limited with the Company.

## **14. AUDIT COMMITTEE**

The details about the Audit Committee of the Company are set out in the Corporate Governance Report which forms part of this report.

## **15. VIGIL MECHANISM**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013. The Policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them.

## **16. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS AND COURTS**

There are no significant and material orders passed by the regulators / courts that would impact the going concern status of the Company and its future operations.

## **17. DIRECTOR'S RESPONSIBILITY STATEMENT**

**Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors hereby confirm that:**

- in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2020, the applicable accounting standards and Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed and there are no material departures from the same;
- 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 your company as at 31<sup>st</sup> March, 2020, and of the profit of the company for the financial year ended 31<sup>st</sup> March, 2020;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the Annual Accounts have been prepared on a going concern basis;
- proper internal financial controls laid down by the directors were followed by the company and that such internal financial controls are adequate and were operating effectively; and
- proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

## **18. DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES**

The Company does not have any subsidiaries/ joint ventures/ associates.



## 19. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **Annexure [B]** to this report and the same is available in our website [www.resplast.com](http://www.resplast.com).

## 20. MANAGEMENT DISCUSSION AND ANALYSIS

Synthetic Resins manufactured by the Company are primarily used in the Adhesives, Construction Chemicals and Industrial Coatings & Printing Inks Industries.

The raw material prices witnessed fluctuation during the year. However, with close monitoring and timely purchase, we were able to sustain our profitability.

In view of the restrictions imposed by regulatory authorities due to COVID-19 lockdown, the production and sale were adversely affected for a few days during the Financial Year 2019-20. All the operations were disrupted since mid-March 2020 and the Company saw partial commencement of production from May 2020. The Company has now commenced operating across all the three plants after taking requisite government permissions.

To mitigate the risks, Management has taken adequate measures in the area of imported raw material sourcing, strengthening of R&D and for making sizable presence in exports.

The Company truly believes that business has and will always involve risks. The Company constantly scans the external environment to identify the emerging risks and also assesses them for their impact on the Company's objectives. There are internal risks linked to operations, ethics, safety and the likes, which the Company continuously monitors.

The Company has received approval for the higher production from Statutory Authorities during Financial Year 2019-20.

In the current Financial Year, automation, higher production and increased sales of existing and new products would be the main thrust areas.

## 21. AUDITORS AND AUDITORS' REPORT

### • STATUTORY AUDITORS

As per the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. CNK & Associates LLP., Chartered Accountants were appointed as Statutory Auditors of the Company for a period of five years from the conclusion of the Fifty-Seventh annual general meeting to the conclusion of the Sixty-Second annual general meeting to be held in 2023, subject to ratification by shareholders at each annual general meeting. However in terms of the Notification issued by the Ministry of Corporate Affairs dated May 7, 2018, the proviso requiring ratification of the Auditors appointment by the shareholders at each annual general meeting has been omitted. Accordingly, the ratification of appointment of Statutory Auditors would not be required at the annual general meeting and M/s. CNK & Associates LLP., Chartered Accountants would continue to act as the statutory auditors of the Company for five years upto the conclusion of the Sixty-Second annual general meeting to be held in 2023.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

### • COST AUDITOR

Pursuant to the direction from the Ministry of Corporate Affairs for appointment of Cost Auditors, your Company has appointed M/s. Kishore Bhatia & Associates, as the Cost Auditor of the Company for the Financial Year 2020-2021 to conduct the audit of the cost records of the Company.

As per Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company has appointed M/s. Kishore Bhatia & Associates, Cost Accountants as the Cost Auditor for the financial year 2020-2021 on the recommendations made by the Audit Committee. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the members at the ensuing AGM, would not exceed ₹120,000/- (Rupees One Lakh Twenty Thousand only) excluding taxes and out of pocket expenses, if any.

Your Company has received consent from M/s. Kishore Bhatia & Associates, Cost Accountants, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2020-2021 along with a certificate confirming their independence.

The Cost Audit Report of the Company for the Financial Year ended March 31, 2019 was filed by the Company in XBRL mode on 23<sup>rd</sup> August, 2019.

### • INTERNAL AUDITOR

The Board of Directors of your Company, on the recommendations made by the Audit Committee has approved the appointment of M/s. Mahajan & Aibara, as the Internal Auditor of your Company to conduct the audit for the financial year 2020-2021.

### • SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practicing Company Secretaries were appointed as the Secretarial Auditors for auditing the secretarial records of the Company for the financial year 2019-2020.

The Secretarial Auditors' Report is annexed as **Annexure [C]** to this report.

### • AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditors' report does not contain any qualifications, reservations or adverse remarks in their report.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as **Annexure [D]** to this Report.

## 23. INTERNAL FINANCIAL CONTROLS

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors.

Your Company has an integrated ERP system and is configured to ensure that all transactions are integrated seamlessly with the underlying books of accounts. The processes are automated to ensure accurate and timely update of various master data in the underlying ERP system.

Your Company has a robust financial closure self-certification mechanism, wherein the line managers certify adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

The Management periodically reviews the financial performance of your Company against the approved plans across various metrics and takes necessary actions, wherever required. Your Company has a code of conduct applicable to all its employees along with a Whistle Blower Policy which requires employees to update accounting information accurately and in a timely manner. Any non-compliance noticed is to be reported and actioned upon in line with the Whistle Blower Policy. Your Company gets limited review of quarterly Accounts by its Statutory Auditor.

## 24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company had not given any loans or guarantees or made investments pursuant to the provisions of Section 186 of the Companies Act, 2013 during the financial year 2019-20.

## 25. RELATED PARTY TRANSACTIONS

During the financial year 2019-20, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and are at arms' length basis and in accordance with the provisions of the Companies Act, 2013, read with the Rules issued thereunder. Further there were no transactions with related parties which qualify as materiality transaction.

All transactions with related parties were reviewed and approved by the Audit Committee. The details of the related party transactions as required under Accounting Standard - 18 are set out in Note No.27 to the financial statements forming part of this Annual Report.

The Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as **Annexure [E]** to this Report.

## 26. EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

An annual evaluation of the Board's own performance, its Committees and Individual Directors was carried out pursuant to the provisions of the Act in the following manner:

Sr. No.	Performance evaluation of	Performance evaluation performed by	Criteria
1	Each Individual Directors	Nomination and Remuneration Committee	Attendance, Contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and guidance provided, key performance aspects in case of Executive Directors etc.
2	Independent Directors	Entire Board of Directors excluding the Director who is being evaluated	Attendance, Contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and guidance provided etc.
3	Board, and its Committees	All Directors	Board composition and structure; effectiveness of Board processes, information and functioning, fulfilment of key responsibilities, performance of specific duties and obligations, timely flow of information etc. The assessment of Committees based on the terms of reference of the committees and effectiveness of the meetings.

## 27. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder, the Board of Directors formulated the Nomination and Remuneration Policy of your Company based on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy criteria on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of directors / employees of your Company is set out in **Annexure [F]** to this Report.

## 28. LISTING WITH STOCK EXCHANGES & EXIT OFFER

The Company's equity shares were listed on Ahmedabad Stock Exchange Ltd. and Pune Stock Exchange Ltd. SEBI gave Exit Order to Pune Stock Exchange Ltd. w.e.f. 1<sup>st</sup> April, 2015 and Ahmedabad Stock Exchange Ltd. w.e.f. 2<sup>nd</sup> April, 2018.

In accordance with the applicable regulations of SEBI, your Company had been moved to Dissemination Board of National Stock Exchange of India Limited, Mumbai on 20<sup>th</sup> June, 2016.

Your Company has been removed from Dissemination Board of National Stock Exchange of India Limited, Mumbai, w.e.f. 4th July, 2017. With this, Your Company ceases to be listed.

## 29. CORPORATE GOVERNANCE REPORT

Since the Company is not a listed Company the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company. In order to adhere good corporate governance, the Company is attaching the Corporate Governance Report along with the Auditors' Certificate on its compliance which forms part of this Report.

## 30. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the financial year 2019-20, the Company has not received any complaints on the sexual harassment under the said Act.

## 31. SECRETARIAL STANDARDS

The company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

## 32. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company voluntarily complies with all mandatory requirements as stipulated under Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Report on Corporate Governance along with the Auditors' Certificate on its compliance forms part of this Report.

## 33. APPRECIATION

Your Directors wish to place on record their appreciation for the valuable services and the contribution made by the Company's employees at all levels for the continued growth and prosperity of the Company. The Industrial relations continued to be cordial during the year.

The Directors also wish to place on record its appreciation for the continued co-operation and assistance received by the Company from its Customers, Vendors, Shareholders, Bankers, Business Associates & Government Authorities, during the year under review.

Registered Office:

Plot No.A-8,  
Marol Ind. Est. of MIDC,  
Cross Road B, Street No.5,  
Andheri (East), Mumbai 400 093.  
(CIN: U25209MH1961PLC012223)

**By Order of the Directors  
For RESINS AND PLASTICS LIMITED**

**Sd/-  
(ABHAY A. VAKIL)  
CHAIRMAN**

**13<sup>th</sup> August, 2020**

## ANNEXURE A TO THE BOARDS' REPORT

### CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013

#### 1. Brief outline of the Company's CSR Policy :

In accordance with the CSR Policy of the Company, the CSR initiatives were focused on the following pre-identified area :

In the area of education, the Company would continue its focus on the core indicators of the educational cycle, viz., enrollment and retention, improving learning outcomes in schools, life skills and employability and providing support for education. The Company aims at making a positive impact on society through educational development directly and through its partners.

For more details on our CSR Policy, visit the website of the Company ([www.resplast.com](http://www.resplast.com)).

#### 2. Composition of the CSR Committee:

The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013 read with the Rules issued thereunder. The CSR Committee consists of Shri Rupen A. Choksi, Shri Gobind J. Lulla (up to 30.09.2019) and Smt. Hemangi N. Modi. Shri Abhay A. Vakil was appointed as a member of CSR Committee w.e.f. 06.07.2020

₹ in Lakhs

3.	<b>Average Net Profit of the Company for last 3 financial years</b>	936.58
4.	<b>Prescribed CSR expenditure (2% of this amount as in Sr.No.3 above)</b>	18.74
5.	<b>Details of CSR spent for the financial year 2019-20</b>	18.77
a.	Total amount spent for the financial year 2019-20	18.77
b.	Amount unspent, if any:	Nil
c.	Manner in which the amount spent during the financial year is detailed below	

₹ in Lakhs

CSR Projects / Activities	Sector in which the Project is covered	Location where project is undertaken Local Area (District, State)	Amount outlay (budget) Project / Programs wise	Amount spent on the Projects		Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
				1. Direct Expenditure	2. Overheads		
Donation of Computers/printers/projector/Water cooler/chairs and renovation of building -Madhyamik Vidhyalay Chindhrun	Education	Maharashtra (Panvel)	5.90	5.90	-	5.90	Direct
Flooring work at Primary School Chinchvali Taloja	Education	Maharashtra (Panvel)	3.54	3.54	-	3.54	Direct
Distribution of sanitary napkins to school girls	Hygiene	Maharashtra (Panvel)	1.50	1.50	-	1.50	Implementing Agency
New Toilets at Pale School Taloja, Maharashtra	Hygiene	Maharashtra (Panvel)	7.83	7.83	-	7.83	Direct
<b>Total</b>			<b>18.77</b>	<b>18.77</b>	<b>-</b>	<b>18.77</b>	

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board's Report: Not Applicable

7. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

For and on behalf of the CSR Committee

Sd/-  
Hemangi Modi  
Chairman

Sd/-  
Rupen Choksi  
Managing Director

Place : Mumbai  
Date : 13<sup>th</sup> August, 2020



## ANNEXURE B TO THE BOARDS' REPORT

Form No. MGT – 9

## Extract of Annual Return

As on 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	U25209MH1961PLC012223
ii)	Registration Date	22 <sup>nd</sup> December 1961
iii)	Name of the Company	RESINS & PLASTICS LIMITED
iv)	Category / Sub-Category of the Company	Nil
v)	Address of the Registered Office and contact details	A-8 Marol Industrial Estate of MIDC, Cross Road B, Street No. 5, Andheri (East), Mumbai 400 093; Tel.: 61987000 Email : <a href="mailto:info@resplast.com">info@resplast.com</a> Website: <a href="http://www.resplast.com">www.resplast.com</a>
vi)	Whether listed Company	The name of the Company has been removed from Dissemination Board of National Stock Exchange of India Ltd., Mumbai w.e.f. 04/07/2017. With this, Resins & Plastics Limited ceases to be listed.
vii)	Name, address and contact details of Registrar and Transfer Agent, if any.	Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel No. : +91 22 49186270; Fax : +91 22 49186060 E-mail id : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

## 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:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Synthetic Resins	3022	100%

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

Sr. No.	Name and address of the Company	Company Identification No. / Global Location No.	Holding / Subsidiary / Associate	% of Shares held	Applicable Section of Companies Act, 2013
Not Applicable					

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

## A) Category-wise Share Holding –

Category of Shareholders	No. of shares held at the beginning of the year (As on 01.04.2019)				No. of shares held at the end of the year (As on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.PROMOTERS									
(1) Indian									
a) Individual / HUF	1378453	--	1378453	38.59	1378453	--	1378453	38.59	--
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	1642117	9300	1651417	46.23	1698610	9300	1707910	47.81	1.58
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Sub-Total (A1)	3020570	9300	3029870	84.82	3077063	9300	3086363	86.40	1.58
(2) Foreign									
a) NRIs –Individuals	--	--	--	--	--	--	--	--	--
b) Other Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corporates	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any other	--	--	--	--	--	--	--	--	--
Sub-total (A2)	--	--	--	--	--	--	--	--	--
Total Shareholding of Promoters (A)=(A1)+(A2)	3020570	9300	3029870	84.82	3077063	9300	3086363	86.40	1.58

Category of Shareholders	No. of shares held at the beginning of the year (As on 01.04.2019)				No. of shares held at the end of the year (As on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B.PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks /FII	--	--	--	--	--	--	--	--	--
c) Central Govt.*	23400	--	23400	0.65	24300	--	24300	0.68	0.03
d) State Govt.	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign	--	--	--	--	--	--	--	--	--
i) Others	--	--	--	--	--	--	--	--	--
Sub-Total(B1)	23400	--	23400	0.65	24300	--	24300	0.68	0.03

\*Shares transferred to IEPF Suspense A/c in respect of which dividends are not claimed / paid for the last 7 consecutive years from 2009-10, 2010-11 & 2011-12 as per Government of India vide notification dated 05/09/2016.

Category of Shareholders	No. of shares held at the beginning of the year (As on 01.04.2019)				No. of shares held at the end of the year (As on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	48892	1100	49992	1.40	4647	1100	5747	0.16	(1.24)
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Shareholders holding nominal share capital upto ₹ 1 lakh	289048	143100	432148	12.09	279500	127700	407200	11.40	(0.69)
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	26465	--	26465	0.74	38865	--	38865	1.09	0.35
c) Others	10425	--	10425	0.292	9825	--	9825	0.275	(0.017)
Sub-total (B2)	374830	144200	519030	14.53	332837	128800	461637	12.92	(1.61)
Total Public Shareholding (B)=(B1)+(B2)	398230	144200	542430	15.18	357137	128800	485937	13.60	(1.58)
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	--	--	--	--	--	--	--	--	--
Grand Total (A)+(B)+(C)	3418800	153500	3572300	100	3434200	138100	3572300	100	--

Note : The Company will issue 600,000 Equity Shares of ₹ 10/- each in the ratio of 5 (Five) equity shares for every 3 (Three) shares held by shareholders of Pragati Chemicals Limited pursuant to scheme of amalgamation. The record date for issue of shares is fixed as 21<sup>st</sup> August, 2020

## B. Shareholding of Promoters -

Sr. No.	Shareholder's Name	Shareholding at the end of the year (As on 31.03.2019)			Shareholding at the end of the year (As on 31.03.2020)			% change in shareholding 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	Abhay Arvind Vakil	150600	4.21	--	150600	4.21	--	--
2	Abhay Arvind Vakil – HUF	12000	0.34	--	12000	0.34	--	--
3	Amar Arvind Vakil	66600	1.86	--	66600	1.86	--	--
4	Ami Manish Choksi	2000	0.06	--	2000	0.06	--	--
5	Ashish Ashwin Choksi	46320	1.30	--	46320	1.30	--	--
6	Ashwin Suryakant Dani	7140	0.20	--	7140	0.20	--	--

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Sr. No.	Shareholder's Name	Shareholding at the end of the year (As on 31.03.2019)			Shareholding at the end of the year (As on 31.03.2020)			% change in shareholding 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	
7	Ashwin Chimanlal Choksi	50	0.001	--	--	--	--	(0.001)
8	Dipika Amar Vakil	55600	1.56	--	55600	1.56	--	--
9	Hasit A. Dani	100800	2.82	--	100800	2.82	--	--
10	Ina A. Dani	130200	3.64	--	130200	3.64	--	--
11	Jalaj A. Dani	100800	2.82	--	100800	2.82	--	--
12	Jigish Shailesh Choksi	12000	0.34	--	12000	0.34	--	--
13	Mahendra Chimanlal Choksi	20633	0.58	--	20633	0.58	--	--
14	Mahendra Chimanlal Choksi HUF	1540	0.04	--	1540	0.04	--	--
15	Malav A. Dani	100800	2.82	--	100800	2.82	--	--
16	Manish Mahendra Choksi	58600	1.64	--	58600	1.64	--	--
17	Prafullika Shailesh Choksi	3880	0.11	--	3880	0.11	--	--
18	Ragini Varun Vakil	1000	0.03	--	1000	0.03	--	--
19	Rita Mahendra Choksi	76000	2.13	--	76000	2.13	--	--
20	Rupal Anant Bhat	48800	1.37	--	48800	1.37	--	--
21	Rupen Ashwin Choksi	46270	1.30	--	46270	1.30	--	--
22	Shailesh Chimanlal Choksi	28280	0.79	--	28280	0.79	--	--
23	Shailesh Chimanlal Choksi HUF	20000	0.56	--	20000	0.56	--	--
24	Urvashi Ashwin Choksi	67200	1.88	--	67250	1.88	--	0.001
25	Vivek Abhay Vakil	132100	3.70	--	132100	3.70	--	--
26	Varun Amar Vakil	77000	2.16	--	77000	2.16	--	--
27	Vishal Shailesh Choksi	12000	0.34	--	12000	0.34	--	--
28	Castle Investments & Industries Pvt. Ltd.	19539	0.55	--	19539	0.55	--	--
29	Doli Trading & Investments Pvt. Ltd.	8040	0.23	--	8040	0.23	--	--
30	Elcid Investments Ltd.	269357	7.54	--	284297	7.95	--	0.41
31	Elf Trdg. & Chemicals Mfg. Ltd.	402007	11.25	--	421447	11.79	--	0.54
32	Geetanjali Trading & Investments Pvt. Ltd.	181254	5.07	--	199467	5.58	--	0.51
33	Gujarat Organics Ltd.	346280	9.69	--	346280	9.69	--	--
34	Jaldhar Investments & Trading Co. Pvt. Ltd.	21634	0.61	--	21634	0.61	--	--
35	Lambodar Investments and Trading Co. Ltd.	32000	0.90	--	32000	0.90	--	--
36	Lyon Investment & Industries Pvt. Ltd.	81920	2.92	--	81920	2.92	--	--
37	Murahar Investments and Trading Co. Ltd.	67732	1.90	--	67732	1.90	--	--
38	Rupen Investment & Industries Pvt. Ltd.	41824	1.17	--	41824	1.17	--	--
39	Suptaswar Investments and Trading Co. Ltd.	67721	1.90	--	67721	1.90	--	--
40	Tru Trading & Investments Pvt. Ltd.	31424	0.88	--	31424	0.88	--	--
41	Asteroids Trading And Investments Pvt. Ltd.	21897	0.61	--	25797	0.72	--	0.11
42	Jalaj Trading & Investment Company Pvt. Ltd.	19597	0.55	--	19597	0.55	--	--
43	Unnati Trading And Investments Pvt. Ltd.	19596	0.55	--	19596	0.55	--	--
44	Nehal Trading And Investments Pvt. Ltd.	19595	0.55	--	19595	0.55	--	--
<b>TOTAL</b>		<b>3029870</b>	<b>84.82</b>	<b>--</b>	<b>3086363</b>	<b>86.40</b>	<b>--</b>	<b>1.58</b>

## C. Change in Promoters' Shareholding (please specify, if there is no change) –

Sr. No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the Financial year	
		No. of shares at the beginning (01.04.2019) / end of the year (31.03.2020)	% of total Shares of the Company				No. of Shares	% of the total Shares of the Company
1	ELF TRADING & CHEMICALS MANUFACTURING LIMITED	402007	11.25	31.03.2019			402007	11.25
				05.04.2019	400	Transfer	402407	11.26
				10.05.2019	200	Transfer	402607	11.27
				20.12.2019	300	Transfer	402907	11.27
				03.01.2020	600	Transfer	403507	11.29
				31.01.2020	300	Transfer	403807	11.30
				14.02.2020	1000	Transfer	404807	11.33
				13.03.2020	1200	Transfer	406007	11.36
				20.03.2020	15440	Transfer	421447	11.80
	AT THE END OF THE YEAR	421447	11.80	31.03.2020				
2	ELCID INVESTMENTS LIMITED	269357	7.54	31.03.2019			269357	7.54
				20.03.2020	14940	Transfer	284297	7.95
	AT THE END OF THE YEAR	284297	7.95	31.03.2020				
3	GEETANJALI TRADING AND INVESTMENTS PRIVATE LIMITED	181254	5.07	31.03.2019			181254	5.07
				03.05.2019	600	Transfer	181854	5.09
				20.12.2019	800	Transfer	182654	5.11
				27.12.2019	400	Transfer	183054	5.12
				07.02.2020	1283	Transfer	184337	5.16
				14.02.2020	300	Transfer	184637	5.16
				28.02.2020	300	Transfer	184937	5.17
				13.03.2020	400	Transfer	185337	5.18
				20.03.2020	14130	Transfer	199467	5.58
	AT THE END OF THE YEAR	199467	5.58	31.03.2020				
4	ASTEROIDS TRADING AND INVESTMENTS PRIVATE LIMITED	21897	0.61	31.03.2019			21897	0.61
				05.04.2019	400	Transfer	22297	0.62
				20.12.2019	800	Transfer	23097	0.64
				31.12.2019	400	Transfer	23497	0.65
				14.02.2020	1200	Transfer	24697	0.69
				21.02.2020	100	Transfer	24797	0.69
				28.02.2020	400	Transfer	25197	0.70
				13.03.2020	200	Transfer	25397	0.71
				20.03.2020	400	Transfer	25797	0.72
	AT THE END OF THE YEAR	25797	0.72	31.03.2020				
5	URVASHI ASHWIN CHOKSI	67200	1.88	31.03.2019			67200	1.88
				31.01.2020	50	Transfer	67250	1.88
	AT THE END OF THE YEAR	67250	1.88	31.03.2020				
6	ASHWIN CHIMANLAL CHOKSI	50	0.001	31.03.2019			50	0.001
				31.01.2020	(50)	Transfer	0	0
	AT THE END OF THE YEAR	0	0	31.03.2020				



## D. Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) -

Sr. No.	Shareholder's Name	Shareholding		Cumulative Shareholding during the Financial year	
		No. of shares	% of total Shares of the Company	No. of Shares	% of the total Shares of the Company
1.	<b>Narendra Investments (Delhi) Limited</b>				
	At the beginning of the year	42000	1.17	42000	1.17
	Bought during the year	--	--	42000	1.17
	Sold during the year	42000	1.17	42000	1.17
	At the end of the year	--	--	--	--
2.	<b>P P Zibi Jose</b>				
	At the beginning of the year	26465	0.74	26465	0.74
	Bought during the year	--	--	26465	0.74
	Sold during the year	--	--	26465	0.74
	At the end of the year	26465	0.74	26465	0.74
3.	<b>Pratik Dilipbhai Parikh</b>				
	At the beginning of the year	9500	0.26	9500	0.26
	Bought during the year	--	--	9500	0.26
	Sold during the year	--	--	9500	0.26
	At the end of the year	9500	0.26	9500	0.26
4.	<b>Sunil Kumar Gohel</b>				
	At the beginning of the year	7920	0.22	7920	0.22
	Bought during the year	4480	0.12	12400	0.34
	Sold during the year	--	--	12400	0.34
	At the end of the year	12400	0.34	12400	0.34
5.	<b>Ashok Vishwanath Hiremath</b>				
	At the beginning of the year	6300	0.18	6300	0.18
	Bought during the year	--	--	6300	0.18
	Sold during the year	--	--	6300	0.18
	At the end of the year	6300	0.18	6300	0.18
6.	<b>Ajay Kumar</b>				
	At the beginning of the year	5550	0.15	5550	0.15
	Bought during the year	--	--	5550	0.15
	Sold during the year	--	--	5550	0.15
	At the end of the year	5550	0.15	5550	0.15
7.	<b>Shravan Kumar Bali</b>				
	At the beginning of the year	5000	0.14	5000	0.14
	Bought during the year	--	--	5000	0.14
	Sold during the year	--	--	5000	0.14
	At the end of the year	5000	0.14	5000	0.14
8.	<b>Sonal Dharmesh Shah</b>				
	At the beginning of the year	5000	0.14	5000	0.14
	Bought during the year	--	--	5000	0.14
	Sold during the year	--	--	5000	0.14
	At the end of the year	5000	0.14	5000	0.14
9.	<b>Vikash Kejriwal</b>				
	At the beginning of the year	5000	0.14	5000	0.14
	Bought during the year	--	--	5000	0.14
	Sold during the year	--	--	5000	0.14
	At the end of the year	5000	0.14	5000	0.14
10.	<b>Bindu Shrikant Shah</b>				
	At the beginning of the year	4200	0.11	4200	0.11
	Bought during the year	--	--	4200	0.11
	Sold during the year	--	--	4200	0.11
	At the end of the year	4200	0.11	4200	0.11

## E. Shareholding of Directors and Key Managerial Personnel –

Sr. No.	Name	Shareholding		Date	Increase / (Decrease) in share-holding	Reason	Cumulative Shareholding during the Financial Year	
		No. of shares at the beginning (01.04.2019) / end of the year (31.03.2020)	% of total shares of the Company				No. of shares	% of the total shares of the Company
Directors								
1	Shri Ashwin S. Dani	7140	0.20	01.04.2019	--	Nil Movement during the year		
		7140	0.20	31.03.2020			7140	0.20
2	Shi Abhay A. Vakil	150600	4.22	01.04.2019	--	Nil Movement during the year		
		150600	4.22	31.03.2020			150600	4.22
3	Shi Abhay A. Vakil HUF	12000	0.34	01.04.2019	--	Nil Movement during the year		
		12000	0.34	31.03.2020			12000	0.34
4	Shri Rupen A. Choksi	46270	1.29	01.04.2019	--	Nil Movement during the year		
		46270	1.29	31.03.2020			46270	1.29
5	Shri Gobind J. Lulla (Upto 30.09.2019)	--	--	01.04.2019	--	Nil holding / Movement during the year		
		--	--	30.09.2019			--	--
6	Shri Bharat B. Chovatia	600	0.01	01.04.2019	--	Nil Movement during the year		
		600	0.01	31.03.2020			600	0.01
7	Shri Dhiren P. Mehta	--	--	01.04.2019	--	Nil holding / Movement during the year		
		--	--	31.03.2020			--	--
8	Shri Chetan S. Thakkar	--	--	01.04.2019	--	Nil holding / Movement during the year		
		--	--	31.03.2020			--	--
9	Smt. Hemangi N. Modi	--	--	01.04.2019	--	Nil holding / Movement during the year		
		--	--	31.03.2020			--	--
Key Managerial Personnel								
10	Smt. Sunita R. Satpalkar	--	--	01.04.2019	--	Nil holding / Movement during the year		
		--	--	31.03.2020			--	--

## V. INDEBTEDNESS

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

₹ in Lakhs

	Security Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--
Change in indebtedness during the financial year				
Addition	--	--	--	--
Reduction	--	--	--	--
Net Change	--	--	--	--
Indebtedness at the end of the financial year				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--

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## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Shri Gobind Lulla Managing Director (Upto 30.09.2019)	Shri Rupen Choksi Managing Director	Total Amount
1.	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	52,55,133	39,54,000	92,09,133
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,19,500	5,68,050	987,550
	c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	--	--	--
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission - As % of profit	--	--	--
5.	Others, please specify (Employer's Contribution to PF & Other Fund)*	7,26,277	9,28,809	16,55,086
	<b>Total</b>	<b>64,00,910</b>	<b>54,50,859</b>	<b>1,18,51,769</b>
	Ceiling as per the Act **	--	--	--

Notes : \* Other Fund includes contribution to PF, Gratuity & Superannuation Fund.

\*\*Remuneration paid to Managing Directors is within the ceiling provided as per Section II Part II of Schedule V of the Companies Act, 2013.

### B. REMUNERATION TO OTHER DIRECTORS:

(Amount in ₹)

Name of Director	Fee for attending Board / Committee Meetings	Commission	Others	Total
<b>1. Independent Directors :</b>				
Shri Bharat B. Chovatia	3,75,000	--	--	3,75,000
Shri Dhiren P. Mehta	3,75,000	--	--	3,75,000
Shri Chetan S. Thakkar	3,75,000	--	--	3,75,000
Smt.Hemangi N. Modi	1,95,000	--	--	1,95,000
<b>Total (1)</b>	<b>13,20,000</b>			<b>13,20,000</b>
Shri Ashwin S. Dani	1,80,000	--	--	1,80,000
Shri Abhay A. Vakil	1,40,000	--	--	1,40,000
<b>Total (2)</b>	<b>3,20,000</b>			<b>3,20,000</b>
Ceiling as per the Act	--	--	--	--
<b>Grand Total (1) + (2)</b>	<b>16,40,000</b>	--	--	<b>16,40,000</b>

Note : Above fees does not include ₹ 50,000/- paid to the directors of Ms Pragati Chemicals Ltd.

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER / WTD

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Smt.Sunita R. Satpalkar Chief Financial Officer	Shri Sanket D. Dwivedi Chief Operating Officer(From 16.01.2020)
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	31,26,160	15,17,226
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,88,800	60,387
	c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - As % of profit	--	--
5.	Others, please specify (Employer's contribution to PF & Other Funds)	3,73,423	64,010
	<b>Total</b>	<b>38,88,383</b>	<b>16,41,623</b>

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES –

No penalties / punishment / compounding of offences were levied under the Companies Act, 2013.

## ANNEXURE C TO THE BOARDS' REPORT

### FORM No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

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

To,  
The Members,  
Resins and Plastics Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Resins and Plastics Limited (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 our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised 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 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 31<sup>st</sup> March, 2020, generally 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 made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)
- (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; (Not applicable to the Company during the audit period)
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the audit period)
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (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; (Not applicable to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (vi) Other laws applicable specifically to the Company, namely:
  - a) Explosives Act 1884 (for Solvents and Storage)
  - b) The Environment (Protection) Act, 1986
  - c) The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989;
  - d) Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and
  - e) Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards.
  - f) The Factories Act, 1948 and Explosives Act, 1884 and with explosives rules (for Solvent and storage) is applicable to the Company.



We have also examined compliance with the applicable clauses of the following which have been generally complied.

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

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

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 was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and 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.

Decisions at the Board Meetings were taken unanimously.

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

We further report that during the audit period, the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. The Hon'ble National Company Law Tribunal, Special Bench, Mumbai has sanctioned the Scheme of Amalgamation of Pragati Chemicals Limited with the Company vide Order dated 25<sup>th</sup> June, 2020.

**For Parikh & Associates**  
Company Secretaries

Sd/-  
Shalini Bhat  
Partner

Place: Mumbai  
Date :August 13, 2020

FCS No: 6484 CP No: 6994  
UDIN: F006484B000575712

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

### **'Annexure A'**

To,  
The Members  
Resins and Plastics Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process 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 management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates**  
Company Secretaries

Sd/-  
Shalini Bhat  
Partner

Place: Mumbai  
Date :August 13, 2020

FCS No: 6484 CP No: 6994  
UDIN: F006484B000575712

## ANNEXURE D TO THE BOARDS' REPORT

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

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

#### (A) Conservation of Energy :

Energy conservation & environment sustainability continues to receive priority attention at all levels.

A. POWER AND FUEL CONSUMPTION		2019-20*	2018-19
<b>Power</b>			
a)	<b>Purchased</b>		
	Units (000 KWH)	1230	834
	Total Amount (₹ in Lakhs)	110.05	76.04
	Rate / Unit (₹)	8.95	9.11
b)	<b>Own generation Through Diesel Generator</b>		
	Units (000 KWH)	15.24	10.83
	Units per litre of Diesel	1.41	1.44
	Cost / Unit (₹)	48.69	45.25
<b>Natural Gas</b>			
	Quantity (Standard Cubic Meter)	659342	389753
	Total Amount (₹ in Lakhs)	209.71	135.10
	Average rate (₹ / SCM)	31.81	34.66
B. CONSUMPTION PER UNIT OF PRODUCTION			
ELECTRICITY (KWH/TON)		NATURAL GAS (SCM/TON)	
2019-20*	2018-19	2019-20*	2018-19
133	116	71	54

\*Current year figures include the figures of merged entity namely Pragati Chemicals Ltd.

#### (B) Technology Absorption :

##### 1. Specific areas in which R & D is carried out by the Company:

- Development of new products & processes related to Synthetic Resins.
- Quality enhancement.
- Formulation re-engineering
- Identification / evaluation and of new and alternate raw materials.
- Technology upgradation.
- Substitution of existing products with the new products.
- Innovation of new applications of the existing products and vice-versa.
- Collaborative development of products with customers to meet the specifications for industrial applications / high performance coatings.

##### 2. Benefits derived as a result of the above R & D:

- Modification of manufacturing facilities to improve process technology.
- Cost reduction in Alkyds, Polyamides & Acrylics.
- Development of advanced range of Acrylics/Polysters.
- Up-gradation in the quality of the products.
- Reduction in effluent load during manufacture of Polyamides.

##### 3. Future Plan of action:

Focus on research and innovation projects will continue and this will enable launch of improved as well as new products of superior quality in the market to meet clients' expectations/demands.

##### 4. Expenditure on R & D during the Financial Year is as follows:

(₹ in Lakhs)

		2019-2020	2018-2019
a)	Capital	0.42	19.75
b)	Recurring	69.55	66.73
c)	<b>Total</b>	<b>69.97</b>	<b>86.47</b>
d)	Total R & D expenditure as a percentage of total turnover	0.50%	0.69%

#### (C) Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned and foreign exchange outgo by the Company during the year are detailed in Note No.25.7 and 25.8 of other Notes to the Financial Statements.

## ANNEXURE E TO THE BOARDS' REPORT

## FORM AOC – 2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2)  
of the Companies (Accounts) Rules, 2014)

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

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

(a)	Name(s) of the related party and nature of relationship	NA
(b)	Nature of contracts/ arrangements / transactions	
(c)	Duration of the contracts / arrangements / transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed	
(i)	Amount paid as advances, if any	
(j)	Date on which (a) the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

**2. Details of material contracts or arrangements or transactions at arm's length basis:**

(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts/ arrangements / transactions	
(c)	Duration of the contracts / arrangements / transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	

By order of the Board of directors  
For RESINS AND PLASTICS LIMITED

13<sup>th</sup> August, 2020  
Mumbai

Sd/-  
(ABHAY A VAKIL)  
CHAIRMAN

## ANNEXURE F TO THE BOARDS' REPORT

### A. Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Disclosure Requirement	Disclosure Details			
		Directors / KMP	Title	Ratio	% increase in Remuneration
1	Ratio of the remuneration of each director to the median remuneration of the employees for the financial year	Shri Abhay A. Vakil Shri Ashwin S. Dani Shri Rupen A. Choksi Shri Gobind J. Lulla (upto 30.09.2019) Shri Bharat B. Chovatia Shri Dhiren P. Mehta Shri Chetan S. Thakkar Smt. Hemangi N. Modi Smt. Sunita R. Satpalkar Shri Sanket D. Dwivedi (from 16.01.2020)	Non- Executive Chairman Non-Executive Director Managing Director Managing Director Non- Executive Director Non-Executive Director Non-Executive Director Non- Executive Director Chief Financial Officer Chief Operating Officer	0.24 0.31 9.46 11.11 0.65 0.65 0.65 0.34 6.75 2.85	-10 3 5 16 -3 -3 -3 -20 8 -
2	Percentage increase in the median remuneration of employees in the financial year	9.87% considering employees who were in employment for the whole of FY 2018-19 and FY 2019-20.			
3	Number of permanent employees on the rolls of Company at the end of the year	117			
4	Explanation on the relationship between average increase in remuneration and Company performance	Recommendation for increase in remuneration is based on the following factors: <ul style="list-style-type: none"> <li>• Compensation trends based on industry benchmarking</li> <li>• Compensation positioning vis-à-vis market trend</li> <li>• Alignment between risks and remuneration</li> <li>• Financial sustainability in future</li> <li>• Applicable regulatory guidelines</li> </ul> For employees who were in employment for the whole of FY 2018-19 and FY 2019-20, average increase in remuneration for FY 2019-20 is 9.46%			
5	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The total remuneration of the Key Managerial Personnel increased by 6% during 2019-20 whereas the Profit before Tax increased by 8.49% i.e. from ₹ 10.28 Cr. in FY 2018-19 to ₹ 11.15 Cr. in FY 2019-20.			
6	Variation on the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and % increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the Company came out with the last public offer	Not Applicable			
7	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	For employees other than managerial personnel who were in employment for the whole of FY 2018-19 and FY 2019-20, the average increase in salary is 11.11%. Note : Average increase in the salary of non-managerial personnel is 11.11% as workmen's salary gets revised every three years and they got maximum increase in the 1 <sup>st</sup> year of 3 years wage settlement. Wage settlement was done in July 2019 for workers on the payroll of Pragati Chemicals Ltd.			



# ANNUAL REPORT 2019 - 2020

Sr. No.	Disclosure Requirement	Disclosure Details		
		Directors/ KMP	Title	Remuneration FY 2019-20 % of PBT
8	Comparison of remuneration of each Key Managerial Personnel against the Performance of the Company.	Shri Gobind J. Lulla	Managing Director (Upto 30.09.2019)	6
		Shri Rupen A. Choksi	Managing Director	5
		Smt. Sunita R. Satpalkar	Chief Financial Officer	3
		Shri Sanket D. Dwivedi	Chief Operating Officer (from 16.01.2020)	1
9	Key parameters for any variable component of remuneration availed by the Director	Managing Director is eligible to get Performance Linked Bonus of such amount as may be decided by the Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee, subject to a maximum of ₹ 5,00,000/- for each financial year.		
10	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.		
11	Affirmation that the remuneration is as per the remuneration policy of the Company.	The Company is in Compliance with its Remuneration policy.		

Notes:

1. The aforesaid details are calculated on the basis of remuneration for the financial year 2019-20.
2. The remuneration of Directors includes sitting fees paid to them for the financial year 2019-20.
3. Median remuneration of the Company for all its employees is ₹ 5.76 Lakhs for the financial year 2019-20.
4. The remuneration to Directors is within the overall limits approved by shareholders.

## B. Details pertaining to remuneration as required under section 197(2) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

	Shri Gobind J. Lulla (Upto 30.09.2020)	Shri Rupen A. Choksi
Nature of Employment	Managing Director	Managing Director
Age	66	44
Qualification	B.Tech (Chemical Engg.) from I.I.T. Mumbai & PGDBM from IIM Ahmedabad.	Bachelor of Science in Business Administration from Pepperdine University, USA and also holds Masters Degree in Business Administration from Bentley College, USA.
Designation	Managing Director	Managing Director
Date of Commencement of Employment	07.12.2009	04.11.2004
Experience	Prior to joining Resins & Plastics Ltd., he has worked at senior level positions with reputed Organizations viz; Asian Paints Ltd., VIP Industries Ltd., Syngenta India Ltd. & EMRI, Hyderabad. During his 43 years of work experience, he has handled several functions viz; Sales, Supply Chain Management, I.T. & Corporate Strategy and his appointment on the Board will be in the best interest of the Company.	Shri Rupen Choksi has spearheaded the Company and created a strong base for the future growth. His contribution in the areas of Sales & Marketing, R&D and Finance has been exceptionally good and noteworthy. Under his guidance, Company has achieved accelerated growth especially in Acrylic & Polyamide resins.
Gross Remuneration	₹ 64,00,910/-	₹ 54,50,859/-
Previous Employment	EMRI, Hyderabad	Asian Paints Limited
Shares held	Nil	46270

### Registered Office:

Plot No. A-8, Marol Ind. Est. of MIDC  
Cross Road – B, Street No. 5,  
Andheri (East), Mumbai 400 093  
(U25209MH1961PLC012223)  
Mumbai : 13<sup>th</sup> August, 2020

By order of the Board of directors  
For **RESINS AND PLASTICS LIMITED**

Sd/-  
(ABHAY A VAKIL)  
CHAIRMAN

## REPORT ON CORPORATE GOVERNANCE

### CORPORATE GOVERNANCE DISCLOSURES

The Directors present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2020.

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance is to protect the long-term interest of the shareholders while respecting interest of other stakeholders and society at large.

The Company is committed to good corporate governance and transparency in its dealings and lays emphasis on integrity and regulatory compliance.

### BOARD OF DIRECTORS

The Board of the Company comprises of 7 (Seven) Directors, 1 (One) being Executive Director and 6 (Six) are Non-Executive Directors, out of which 4 (Four) of them being Independent Directors as on 31<sup>st</sup> March, 2020. The Chairman of the Board is a Non-Executive Promoter Director and half of the Board members are Independent Directors.

The policy formulation, evaluation of performance and the control function vest with the Board, while the Board committees oversee operational issues. The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and financial results. Directors attending the meetings actively participate in the deliberations at these meetings.

None of the Directors on the board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or Chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosure regarding Committee positions in other public companies as on March 31, 2020 have been made by the Directors.

Four (4) Board Meetings were held during the Financial Year 2019-2020. The dates on which the said meetings were held are as follows:

30 <sup>th</sup> April, 2019	14 <sup>th</sup> August, 2019	23 <sup>rd</sup> October, 2019	28 <sup>th</sup> January, 2020
------------------------------	-------------------------------	--------------------------------	--------------------------------

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other public companies as on March 31, 2020 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Chairmanships/Memberships of Board Committees shall include Audit Committee and Stakeholders' Relationship Committee alone.

Name of Director	Position	Attendance at		Directorships In Other Companies*	Membership in Board Committees of other Companies
		Board Meetings	Last AGM		
Shri Abhay A. Vakil ~	Non-Executive Chairman / Promoter	4	Y	3	1(1)
Shri Ashwin S. Dani	Non-Executive Director/ Promoter	4	Y	3	(1)
Shri Gobind J. Lulla	Managing Director (Upto 30.09.2019)	2	Y	--	--
Shri Rupen A. Choksi ~	Managing Director (From 28.01.2020) Jt. Managing Director (Upto 27.01.2020)	4	Y	1	--
Shri Bharat B. Chovatia	Non-Executive/Independent	4	Y	2	--
Shri Dhiren P. Mehta	Non-Executive/Independent	4	Y	3	--
Shri Chetan S. Thakkar	Non-Executive/ Independent	4	Y	1	--
Smt. Hemangi N. Modi	Non-Executive/Independent	4	Y	--	--

\* Other Directorship do not include Alternate Directorship, Directorship of Private Limited Companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013.

( ) Figures in bracket indicate Chairmanship of Committee.

(Committee includes only Audit Committee and Stakeholders Relationship Committee of public limited companies.

~ Shri Abhay A. Vakil is brother of the Promoter, Shri Amar A. Vakil and Shri Rupen A. Choksi is relative of the Promoter, Shri Mahendra C. Choksi.

The Board of Directors of the Company consists of persons of eminence, having vast experience in engineering, polymer science, business management, finance, accountancy and various legal / corporate laws, etc.

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company. weblink: <http://www.resplast.com>.

The details for shares held by Directors as on 31-03-2020 are as under:

Non- Executive Directors	No. of Shares	% Paid Up Share Capital
Shri Abhay A. Vakil	150600	4.22
Shri Abhay A. Vakil (HUF)	12000	0.34
Shri Bharat B. Chovatia	600	0.01
Shri Ashwin S. Dani	7140	0.20
Shri Dhiren P. Mehta	--	--

Non- Executive Directors	No. of Shares	% Paid Up Share Capital
Shri Chetan S. Thakkar	--	--
Smt. Hemangi N. Modi	--	--

#### Profile of Directors

The brief profile of each director is given below:

##### Shri Abhay A. Vakil (Non-Executive Chairman, Non-Independent, Promoter)

Shri Abhay A. Vakil is a Science Graduate from Mumbai University and BS from Syracuse University USA.

Shri Abhay Vakil has been associated with Asian Paints Limited since 1974. Prior to becoming Managing Director of Asian Paints Ltd. in 1998, he was holding the post of Wholetime Director in the same Company. He ceased to be the Managing Director of Asian Paints Limited on 31.03.2009 and he holds the position of Non-Executive Director on the Board of Asian Paints Limited.

He has vast and rich experience in Supply Chain Management, Procurement & Sales and Marketing functions and his appointment as Chairman of the company will be in the best interests of the company.

##### Shri Ashwin S. Dani (Non-Executive Director, Non-Independent, Promoter)

Shri Ashwin S. Dani has done his graduation in B.Sc. (Hons) from The Institute of Science, University of Mumbai and B.Sc. (Tech) - Paints, Pigments and Varnishes from U.D.C.T., now known as Institute of Chemical Technology (ICT), University of Mumbai. He holds a Master's Degree in Polymer Science (USA) and a Diploma in Colour Science (USA).

Shri Ashwin S. Dani started his career in 1967, as a Development Chemist with Inmont Corp. (now known as BASF), Detroit, USA, a major supplier of automotive OEM and refinishes. He joined Asian Paints Ltd. in 1968 as Senior Executive and moved through successive senior positions like Director-R&D, Works Director, Whole-time Director and served as Vice Chairman and Managing Director from December, 1997 to March, 2009. Currently, he is the Non-Executive Chairman of Asian Paints Ltd.

Shri Ashwin S. Dani was the founder promoter of Loctite India Pvt. Ltd, which is now Henkel Adhesive Technologies India Pvt. Ltd. He is the past President of the Indian Paint Association (IPA) and has received numerous awards for his contributions to the Paint Industry. He was the Vice President of Federation of Indian Chambers of Commerce and Industry (FICCI). He was a member of the Central Board of Trustees - Employees Provident Fund of the Government of India. He was the President of the Board of Governors of the UDCT (presently ICT) Alumni Association, Mumbai. He was also a member on the Board of Management of ICT Mumbai.

##### Shri Bharat B. Chovatia (Non-Executive Director, Independent)

Shri Bharat B. Chovatia holds Bachelor's Degree in Commerce and Law from Mumbai University and is a practicing Chartered Accountant. He is having rich and varied experience in Audit, Direct Taxation and providing Business Consultancy Services to various Companies.

##### Shri Dhiren P. Mehta (Non-Executive Director, Independent)

Shri Dhiren P. Mehta has done B.Com. and holding degrees of F.C.A., A.C.S., M.F.M. and has several years of experience in Finance, Accounts, Taxation, Corporate Laws and in general management. He is presently working as Whole-time Director with Mazda Colours Limited.

##### Shri Chetan S. Thakkar (Non-Executive Director, Independent)

Shri Chetan S. Thakkar is a qualified Solicitor from Mumbai & he is a Partner in M/s.Kanga & Co., a leading firm of Advocates and Solicitors in Mumbai, established in 1890.

He has been practicing since several years and has vast experience in matters relating to foreign collaborations, mergers & acquisitions, capital markets, private equity investments, corporate laws, banking, intellectual property rights and franchising.

##### Smt. Hemangi N. Modi (Non-Executive Director, Independent)

Smt. Hemangi N. Modi is qualified as Lawyer from Mumbai and she has been practicing privately since 1994. She has also formed a partnership of lady Advocates in the name of M/s.R & G Associates in 2012. She is associated with Aseema, an NGO which works towards education of under-privileged children.

##### Shri Rupen A. Choksi (Managing Director, Non-Independent, Promoter)

Shri Rupen A. Choksi holds degree in Bachelor of Science in Business Administration from Pepperdine University, USA and also holds Master's Degree in Business Administration from Bentley College, USA.

He has spearheaded the Company and created a strong base for the future growth. His contribution in the areas of Sales & Marketing, R&D and Finance has been exceptionally good and noteworthy. Under his guidance, Company has achieved accelerated growth especially in Acrylic & Polyamide resins.

The Constitution of the Board and other relevant details relating to Directors are given below:

#### FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS AND OTHER DIRECTORS

Our Board members including Independent Directors are well qualified and have been associated with professional and well managed organizations. They are quite knowledgeable and quite aware of their roles / responsibilities / compliances to be discharged by them. The Board encourages all members to express their suggestions and views so as to safeguard the interest of the various stakeholders.

The Senior Management team consisting of MD/COO/ CFO/GM brief the members in detail about the resin industry, competitor's activities and raw materials availability and price movements.

## INFORMATION PROVIDED TO THE BOARD

Agenda papers are circulated to the Members of the Board well in advance of the Board Meeting, containing all the important and adequate information for facilitating deliberation at the meeting. Wherever it is not practicable to attach or send relevant documents along with Agenda, the same are tabled at the meeting. Following information interlaid is supplied to the Board as part of the Agenda Papers:

- Annual Budgets, Operating Plans and Budgets, Capital Budgets.
- Operations Review & Financial Results for the Quarter and Year to Date.
- Minutes of meetings of the audit committee and other committee(s) of the Board.
- Investment of funds of the Company.
- Approval of related party transactions.
- Status of legal, tax issues i.e. demand, show cause notices.
- Compliance reports of all laws applicable to the Company.
- Any materially significant effluent or pollution problems.
- All other information which is relevant for decision-making by the Board.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.

## REVIEW OF LEGAL COMPLIANCE REPORTS

The Board periodically reviews the compliance reports of all laws applicable to the Company.

## COMMITTEES ON BOARD

The Board has constituted various Committees, viz., the Audit Committee, the Nomination & Remuneration Committee, the Share Transfer Committee, the Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee.

### A. AUDIT COMMITTEE

As on date, the Audit Committee comprises of three (3) Independent Directors. The members of the Audit Committee are Shri Bharat B. Chovatia (Chairman), Shri Dhiren P. Mehta and Shri Chetan S. Thakkar all of whom possess accounting and financial management expertise / exposure.

The Audit Committee invites the Managing Director, COO, CFO and Statutory Auditor(s) and Chief Internal Auditor to attend the meetings of the Audit Committee. The minutes of each Audit Committee meeting are placed and discussed at the next meeting of the Board.

The details as to the date(s) on which the meetings were held and the attendance details of the members of the Committee during the Financial Year ended 31<sup>st</sup> March, 2020 are as follows:

Date(s) on which the meeting(s) were held during the Financial Year 2019-20:

30 <sup>th</sup> April, 2019	14 <sup>th</sup> August, 2019	23 <sup>rd</sup> October, 2019	28 <sup>th</sup> January, 2020
Name	No. of meetings held during the year	Attended	Whether attended last AGM (Y/N)
Shri Bharat B. Chovatia	4	4	Y
Shri Dhiren P. Mehta	4	4	Y
Shri Chetan S. Thakkar	4	4	Y

The terms of reference of the Audit Committee include the following:

- Overseeing the Company's financial reporting process and the disclosure of its financial information.
- Recommendation for appointment, remuneration and terms of appointment of statutory auditors.
- Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
- Recommending to the Board of Directors the appointment of Internal Auditors of the Company.
- Reviewing with management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a) Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising on audit findings;
  - b) Compliance with other legal requirements relating to financial statements;
  - c) Disclosure of any related party transactions; and
  - d) Qualifications in the draft audit report, if any.
- Reviewing with management quarterly, half-yearly, nine-months and annual financial statements before submission to the Board for approval;
- Reviewing with the management performance of Statutory and Internal Auditors.
- Reviewing the adequacy of internal control systems and internal audit function, ensuring compliance of internal control systems and reviewing the company's financial and risk management policies.



- Reviewing the adequacy of internal financial control and ensuring compliance of internal financial control.
- Discussing with external auditors before the audit commences nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Discussion on significant findings on internal audit and follow up thereon.
- Reviewing the Company's financial and risk management policies.
- Reviewing & discussing with Cost Auditor of the Cost Accounting records of the Company's products.
- Applicability, compliance and impact of various Accounting Standards and guidelines issued by the Concerned Institute / Authorities to the Financial Statements of Accounts of the Company.
- Accounting Policies followed by the Company and changes required in them from time to time.
- Compliances with other statutory / regulatory requirements.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 14<sup>th</sup> August, 2019 for addressing the shareholders queries.

## B. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee comprises of 3 (Three) Directors, 1 (One) being Executive Director and 2(two) being Non-executive Directors.

The details as to the date(s) on which the meetings were held and the attendance details of the members of the Committee during the Financial Year ended 31<sup>st</sup> March, 2020 are as follows:

Date(s) on which the meeting(s) were held during the Financial Year 2019-20:

28.01.2020			
Name	No. of meetings held during the year	Attended	Whether attended last AGM (Y/N)
Shri Abhay A. Vakil	1	Y	Yes
Shri Ashwin S. Dani	1	Y	Yes
Shri Rupen A. Choksi	1	Y	Yes
Shri Gobind J. Lulla (Upto 30.09.2019)	1	-	-

The Company has attended to all the Investors' grievances / queries / information / requests. The Company endeavors to reply to all letters / complaints received from shareholders within 15 days of receipt of the same.

There were no complaints pending at the beginning and end of the year. The status of complaints, if any, is also reported to the Board. The Compliance Officer and team along with the Registrar and Share Transfer Agent of the Company address general queries of the shareholders to their satisfaction.

Details of Investor complaints received during the Financial Year 2019-20:

Nature of Complaint	Opening Balance	Received	Replied / Resolved	Pending
Non-receipt of Dividend	--	--	--	--
Non-receipt of Share Certificate after transfer / Exchange / sub-division / consolidated / duplication / Annual Report	--	--	--	--
SEBI (Non-receipt of Transfer of Shares)	--	--	--	--
Others	--	--	--	--
<b>Total</b>	--	--	--	--

## C. NOMINATION AND REMUNERATION COMMITTEE

### Composition, name of members and chairperson:

As on date, the Nomination and Remuneration Committee comprises of three (3) Independent Directors, out of four directors viz., Shri Dhiren P. Mehta (Chairman), Shri Chetan S. Thakkar, Shri Bharat B. Chovatia (Independent Directors) and Shri Ashwin S Dani (Non-Executive/Non-Independent/Promoter).

The Committee's term of reference includes reviewing and recommending to the Board – the salary, other benefits, service agreements and employment conditions of the Managing Director and other Key Managerial Personnel.

### Remuneration Policy

The primary objective of this Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the Senior Management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.

The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.

The terms of reference of the Nomination and Remuneration Committee are in line with Section 178 of Companies Act, 2013.

The role of the Committee inter alia will be the following:

- to formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- to recommend to the Board the appointment and removal of KMP and SMP.
- to carry out evaluation of Directors' performance and recommend to the Board appointment / removal based on his / her performance.
- to recommend to the Board on
  - Policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management Personnel and
  - Managing Director's remuneration and incentive.
- to ensure Board Diversity through Board members who come from various different fields e.g. Accounts, Finance, Technical, Legal, Business, etc.

The details of the dates on which the meetings were held and the attendance of the committee members during the financial year ended 31<sup>st</sup> March, 2020 are as follows:

<b>Date(s) on which the meeting(s) were held</b>		
18 <sup>th</sup> April, 2019	12 <sup>th</sup> August, 2019	28 <sup>th</sup> January, 2020
<b>Name</b>	<b>No. of meetings held during the year</b>	<b>Attended</b>
Shri Bharat B. Chovatia	3	3
Shri Dhiren P. Mehta	3	3
Shri Chetan S. Thakkar	3	3
Shri Ashwin S. Dani	3	2

The remuneration paid to Shri Gobind J. Lulla, Managing Director (Upto 30.09.2019) and Shri Rupen A. Choksi, Managing Director, is within the ceiling as per the agreement entered with the Company and the same has also been approved by the shareholders. Details of remuneration paid / to be paid to directors during the Financial Year 2019-20 are given below:

<b>Name of Directors</b>	<b>Remuneration paid / payable during F.Y. 2019-20 (₹)</b>				<b>Total</b>
	<b>Sitting fees #</b>	<b>Salary</b>	<b>HRA</b>	<b>Perquisites *</b>	
Shri Abhay A. Vakil	1,40,000	-	-	-	1,40,000
Shri Ashwin S. Dani	1,80,000	-	-	-	1,80,000
Shri Bharat B. Chovatia	3,75,000	-	-	-	3,75,000
Shri Gobind J. Lulla (Upto 30.09.2019)	-	46,55,133	6,00,000	11,45,777	64,00,910
Shri Rupen A. Choksi	-	34,50,000	5,04,000	14,96,859	54,50,859
Shri Dhiren P. Mehta	3,75,000	-	-	-	3,75,000
Shri Chetan S. Thakkar	3,75,000	-	-	-	3,75,000
Smt. Hemangi N. Modi	1,95,000	-	-	-	1,95,000
<b>Total</b>	<b>16,40,000</b>	<b>81,05,133</b>	<b>11,04,000</b>	<b>26,42,636</b>	<b>1,34,91,769</b>

\*Perquisites include Company's contribution / payments to provident fund, SAF, gratuity fund, medical, leave travel allowance, leave encashment, club fees & medical insurance premium & monetary value of perquisites as per Income Tax Rules.

# includes sitting fees paid for Committee Meetings.

## Directors' Service Contracts' Details

<b>Name</b>	<b>Designation</b>	<b>Service Contract Period</b>
Shri Gobind J. Lulla	Managing Director	Agreement dated 29/08/2019 Period 1/04/2019 to 30/09/2019
Shri Rupen A. Choksi	Jt. Managing Director He was appointed as Managing Director at the Meeting of Board of Directors held on 28 <sup>th</sup> January 2020 subject to the approval of shareholders	Agreement dated 29/08/2019 Period 01/04/2019 to 31/03/2022

## Performance Evaluation of Board, Committees and Individual Directors

The Board has adopted a formal mechanism for evaluating the performance of its Board, Committees & individual Directors, including the Chairman of the Board. Further a structured performance evaluation exercise was carried out based on criteria such as Board / Committee Compositions, Structure & responsibilities thereof, effectiveness of Board process, participation and contribution by member, information & functioning; Board / Committee culture & dynamics, degree of fulfillment of key responsibilities, etc.

The performance of Board, Committee thereof, Chairman, Executive & Non-Executive Directors and individual Directors is evaluated by the Board / separate meetings of Independent Directors. The results of such evaluation are presented to the NRC and Board of Directors.

**D. SHARE TRANSFER COMMITTEE**

This Committee functions under the Chairmanship of Shri Abhay A. Vakil, the Non-Executive Non-Independent Director. Shri Ashwin S. Dani, Shri Rupen A. Choksi and Shri Gobind J. Lulla (upto 30.09.2019) are the other members of this committee.

**Share Transfer System**

The Share Transfer Committee has been delegated powers to administer the following:

- To approve and register transfer and/or transmission of Equity Shares.
- To sub-divide, consolidate and issue share certificates on behalf of the Company.
- To affix or authorize fixation of common seal of the Company to the share certificates of the Company.

The Share Transfer Committee of the Board of Directors met 10 (ten) times during the year on 10<sup>th</sup> May, 2019, 24<sup>th</sup> May, 2019, 4<sup>th</sup> June, 2019, 14<sup>th</sup> June, 2019, 19<sup>th</sup> June, 2019, 5<sup>th</sup> August, 2019, 27<sup>th</sup> September, 2019, 24<sup>th</sup> October, 2019, 24<sup>th</sup> January, 2020 and 13<sup>th</sup> February, 2020.

The composition of the Share Transfer Committee and the details of the Meetings attended by the members during the year are given below:

Name	Held during the year	Attended
Shri Abhay A. Vakil	10	10
Shri Ashwin S. Dani	10	10
Shri Rupen A. Choksi	10	9
Shri Gobind J. Lulla (Upto 30.09.2019)	10	7

**E. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The Board of Directors of the Company has constituted the Corporate Social Responsibility (CSR) Committee. The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013 read with the Rules issued thereunder.

The CSR Committee consists of Shri Gobind J. Lulla (Chairman Upto 30.09.2019), Shri Rupen A. Choksi and Smt. Hemangi N. Modi. Shri Abhay A. Vakil has been appointed as a member of CSR Committee w.e.f. 6<sup>th</sup> July, 2020.

During the Financial Year 2019-20, they met once on 30<sup>th</sup> April, 2019.

The details of the CSR initiatives as per the CSR Policy of the Company form part of the CSR Section in the Annual Report.

**Independent Directors' Meeting**

The company has set-up a separate meeting of Independent Directors to review the quality of inputs and performance of Non-Independent Directors and Chairman. During the Financial Year 2019- 20, they met once on 28<sup>th</sup> January, 2020.

**Vigil Mechanism Policy**

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud & misconduct. The Audit Committee is committed to ensure fraud-free work environment and to this end the Committee has laid down a Fraud Risk Management Policy (akin to the Whistle Blower Policy) providing a platform to all the employees, vendors and customers to report any suspected or confirmed incident of fraud / misconduct through any of the following reporting protocols:

- E-mail : info@resplast.com
- Written Communication to : A-8, Marol Industrial Estate of MIDC, Cross Road B, Street No.5, Andheri (E), Mumbai 400093.

This policy is applicable to all the directors, employees and workers of Resins & Plastics Limited.

The Company provides necessary safeguards to all Whistle Blowers for making protected Disclosure in good faith, in all the areas mentioned in the Code of Conduct such as Business with Integrity, Responsible Corporate Citizenship, Illegal and Unfair Labor Practices, Trade Practices and Other Laws. When the employee sees violations of integrity norms, he may not be directly aggrieved, but may have information that organizational interests are being compromised; this may be unethical behaviour, suspected or actual fraud, violation of the Code of Conduct.

The main objectives of the policy are as under:

- To protect the brand, reputation and assets of the Company from loss or damage, resulting from suspected or confirmed incidents of fraud / misconduct.
- To provide guidance to the employees, vendors and customers on reporting any suspicious activity and handling critical information and evidence.
- To provide healthy and fraud-free work culture.

For the effective implementation of the policy, the Audit Committee will appoint trained Investigators to take the investigation forward. The composition of the Investigation Team will depend on the level of the defendant, to ensure fairness in the system. They will form the "Investigation Team". The Audit Committee will start the complaint redressal process within 2 weeks of receiving the complaint with the appropriate team, depending on the type of complaint.

The team will then prepare the report with the recommendation after carefully reviewing the circumstances, evidence and relevant statements in all fairness. This will be presented to the Audit Committee.

## Related Party Transaction Policy

This policy has been framed and it is intended to ensure that the proper approval and reporting of transactions between the Company and its Related Parties are maintained.

## Disclosures of Materially Significant Related Party Transactions

Transactions with related parties as per requirements of Accounting Standard 18 are disclosed in notes to the accounts annexed to the financial statement of Annual Report of the Company for year 2019-20.

## General Body Meetings

The Venue and time of the last three Annual General Meetings of the Company are as follows:

Year	Venue	Day, Date	Time	Special Resolutions Passed
2016-17	M. C. Ghia Hall, Bhogilal Hargovindas Building,	Friday 28.07.2017	10.30 a.m.	Increase in the Sitting fees
2017-18	2 <sup>nd</sup> Floor, 18/20, K Dubash Marg, Mumbai 400001	Monday 06.08.2018	11.00 a.m.	No Special resolution was passed at the meeting
2018-19	IMC Chamber of Commerce & Industry, Kilachand Conference Room, IMC Bldg., IMC Marg, Churchgate, Mumbai 400020	Wednesday, 14.08.2019	11.00 a.m.	1. Re-appointment of Shri Rupen Choksi as Jt. Managing Director for the period 01/04/2019 to 31/03/2022. 2. Re-appointment of Shri Gobind Lulla as Managing Director for the period 01/04/2019 to 30/09/2019.

## Procedure for postal ballot

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder.

## Details of Special Resolution proposed to be conducted through postal ballot

Since this Annual General Meeting will be held through VC / OAVM, no postal ballot facility will be available.

## DISCLOSURES

### Related Party Transactions

Transactions with related parties are disclosed in Note No.27 to the Accounts in the Annual Report.

### Risk Management

The Company regularly does the exercise of identifying risks being faced by the company. Risk Minimisation is being built up in the operating systems & these procedures will be periodically reviewed to ensure that the management minimizes the risks through a properly defined framework.

### MD / CFO Certification

Shri Rupen A. Choksi, Managing Director & Smt. Sunita R. Satpalkar, Chief Financial Officer, have issued necessary certification to the Board and the same was taken on record by the Board at its meeting held on 13<sup>th</sup> August, 2020. A copy of this certificate is provided as Annexure A to this report.

### Means of Communication

- All important information pertaining to the Company is mentioned in the Annual Report of the Company which is circulated to the members and others entitled thereto for each financial year.
- The Management Discussion and Analysis Report forms part of the Directors' Report.

### General Shareholders Information

- 59<sup>th</sup> Annual General Meeting will be held on Thursday, the 24<sup>th</sup> September, 2020, at 11 am through Video Conferencing / Other Audio Visual Means organized by the Company.
- Financial Year of the Company begins from 1<sup>st</sup> April to 31<sup>st</sup> March.
- Dates of book closure: Friday, the 18<sup>th</sup> September, 2020 to Thursday, the 24<sup>th</sup> September, 2020 (both days inclusive) for purpose of payment of dividend and closure of Register of Members once in a year.
- Dividend, if declared at the Annual General Meeting, is proposed to be paid on or after Monday, the **28<sup>th</sup> September, 2020**,
- The Company's equity shares were listed on Ahmedabad Stock Exchange Ltd. and Pune Stock Exchange Ltd. SEBI gave Exit Order to Pune Stock Exchange Ltd. w.e.f. 1<sup>st</sup> April, 2015 and Ahmedabad Stock Exchange Ltd. w.e.f. 2<sup>nd</sup> April, 2018.

In accordance with the applicable regulations of SEBI, your Company had been moved to Dissemination Board of National Stock Exchange of India Limited, Mumbai on 20<sup>th</sup> June, 2016.

Your Company has been removed from Dissemination Board of National Stock Exchange of India Limited, Mumbai, w.e.f. 4<sup>th</sup> July, 2017. With this, Your Company ceases to be listed.

The Company has also paid custodial fees for the year 2019-20 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

- ISIN allotted to Equity Shares is INE422F01017.



**Market Data Price – Not Applicable**

**Company Identification Number (CIN):** U25209MH1961PLC012223.

**Registrar & Transfer Agents and Dematerialisation of Shares**

The Company has appointed M/s. Link Intime India Pvt. Ltd. with effect from 16<sup>th</sup> May 2016 as the Registrar and Transfer Agents for both physical as well as electronic transfers. The transfers are processed within a period of 15 days from the date of receipt, if the documents are in order in all respects.

The shareholders, Beneficial Owners (BOs) and Depository Participants (DPs) are requested to send / deliver the documents / correspondence relating to the company's share transfer activity etc. to the above named Registrar and Share Transfer Agent at the following address:

<b>Address of Registrar and Share Transfer Agents</b>	
Link Intime India Pvt. Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai -400083	Tel No. : +91 22 49186270 Fax: +91 22 49186060 E-mail id : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

**Financial Calendar**

For the year ending 31<sup>st</sup> March, 2021, results will be tentatively ready :

July / August, 2020	First Quarter
October / November, 2020	Half Yearly
January / February, 2021	Third Quarter & Nine Months
April / May, 2021	Fourth Quarter and Annual
July / August / September, 2021	Annual General Meeting for the year ending 31 <sup>st</sup> March, 2021

Any queries with respect to the financial statements of the Company should be addressed to the Compliance Officer at the Company's Registered Office.

**Distribution of Shareholding as on 31<sup>st</sup> March, 2020**

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares	% of share holding
1 – 500	817	78.04	204825	5.74
501 – 1000	122	11.65	96387	2.70
1001 – 2000	43	4.11	57650	1.61
2001 – 10000	23	2.19	96860	2.71
10001 and above	42	4.01	3116578	87.24
<b>Total</b>	<b>1047</b>	<b>100</b>	<b>3572300</b>	<b>100</b>

**Categories of Shareholders as on 31<sup>st</sup> March, 2020**

	No. of shares held	% of Shares held
Directors, Relatives and associates	3087563	86.44
Individuals	444865	12.45
Domestic Companies	5747	0.16
Non-Resident Individuals	2100	0.06
Trusts	500	0.01
HUF	7225	0.20
Government Companies (IEPF)	24300	0.68
<b>Total</b>	<b>3572300</b>	<b>100</b>

**Dematerialisation of Shares**

The shares of the Company are available for dematerialisation (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company are to be compulsorily traded in the dematerialised form. As on 31<sup>st</sup> March, 2020, 34,34,200 Equity Shares comprising of 96.13% of paid up capital of the Company, have been dematerialised by the investors.

**Outstanding GDRS / Warrants / Convertible instruments and their impact on equity**

The Company has not issued any ADR, GDR or Warrants and there are no Convertible instruments outstanding and hence there is no likely impact on equity.

**Details of Public Funding obtained in the last three years**

The Company has not obtained any public funding in the last three years.

**Auditor's Certificate on Corporate Governance**

The Auditor's Certificate regarding the compliance of provisions of the Corporate Governance norms is attached with this report.

## Plant Locations

<b>Taloja Plant</b>	<b>Ankleshwar Plant-Unit No 1</b>	<b>Ankleshwar Plant-Unit No 2</b>
Taloja Industrial Estate of MIDC, Post Box No.6, Taloja 410208, Dist. Raigad, Maharashtra.	Plot No 3607, GIDC Industrial Estate, Ankleshwar, Dist. Bharuch 393002, Gujarat.	Plot No 3605, GIDC Industrial Estate, Ankleshwar, Dist. Bharuch 393002, Gujarat.

## Address for Correspondence with the Company

All correspondence may please be addressed to the Registrar and Transfer Agent, LINK INTIME INDIA PVT. LTD. at the address given below.

In case any shareholder is not satisfied with the response or do not get any response within reasonable period from the Registrar and Transfer Agent, they may approach the Compliance Officer at the Registered Office of the Company or email their queries / grievances to [info@resplast.com](mailto:info@resplast.com).

<b>Registered Office</b>	<b>Registrar &amp; Share Transfer Agents</b>
A-8, Marol Industrial Estate of MIDC Cross Road B, Street No.5, Andheri (East), Mumbai 400093. Telephone: (022) 6198 7000 Website : <a href="http://www.resplast.com">www.resplast.com</a> Email : <a href="mailto:info@resplast.com">info@resplast.com</a>	Link Intime India Pvt Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 Tel No. : +91 22 49186270 Fax: +91 22 49186060 E-mail id : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

## Unclaimed Dividend

Under the Companies Act, 2013, dividends that are unclaimed for a period of seven years are to be transferred to the Investors Education and Protection Fund, administered by the Central Government. The table given below gives the dates of dividend declaration or payment and the corresponding date when unclaimed dividends will be due to be transferred to the Central Government.

<b>Year</b>	<b>Amount of Dividend per share ₹</b>	<b>Dividend date</b>	<b>Unclaimed Dividend amount as on 31.03.2020 ₹</b>	<b>Due date for transfer to IEPF</b>
2012-13	3.00	11/09/2013	145,401	10/10/2020
2013-14	3.00	29/07/2014	177,300	03/09/2021
2014-15	3.00	15/09/2015	188,100	21/10/2022
2015-16	3.00	11/03/2016	184,200	17/04/2023
2016-17	3.00	28/07/2017	252,300	03/09/2024
2017-18	3.00	06/08/2018	181,200	12/09/2025
2018-19	4.00	14/08/2019	175,200	20/09/2026

The concerned shareholders are requested to get their uncashed dividend warrants revalidated and encashed thereafter.

## Transfer of Shares to the IEPF Suspense A/c

As per the Notification dated September 5, 2016, all shares in respect of which dividends are not claimed / paid for the last 7 consecutive years from 2012-13 in respect of any shareholder have to be transferred to the IEPF Suspense A/c with one of the Depository Participants to be identified by the Investor Education and Protection Fund Authority.

Further, in terms of Rule 6(3) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the statement containing the details of name, address, folio number, demat account number and number of shares due for transfer is made available in our website [www.resplast.com](http://www.resplast.com) for information and necessary action by the shareholders.

**For Resins & Plastics Limited**

Date : 13<sup>th</sup> August, 2020  
Place: Mumbai

**Sd/-**  
**Rupen Choksi**  
**Managing Director**

The Board of Directors,  
Resins & Plastics Ltd  
A-8 Marol Industrial Estate of MIDC  
Cross Road B, Street No.5,  
Andheri (East), Mumbai - 400 093.

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

We have been requested by Resins & Plastics Limited (herein after referred to as "Company") vide mandate letter dated 16<sup>th</sup> July 2020 to issue the Report in relation to compliance of Corporate Governance for the financial year ended 31<sup>st</sup> March 2020 as required by Companies Act 2013 the "Act".

### Management's Responsibility for the statement

The compliance of conditions of Corporate Governance as per the Act is the responsibility of the Company's Management.

### Auditor's Responsibility

Our examination was limited to a review of the procedures and the implementation thereof, adopted by the Company for ensuring compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination of the statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. This Guidance Note requires that we comply with the ethical requirements of the code of ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Act.

We further state that such compliance 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.

**For C N K & Associates LLP**

**Chartered Accountants**

**Firm Registration Number 101961W/W-100036**

**Himanshu Kishnadwala**

**Partner**

**Membership No.:37391**

**UDIN: 20037391AAAAEJ4045**

**REF/CERT/VLP/167/20-21**

**Place: Mumbai**

**Date: 13<sup>th</sup> August 2020**

## ANNEXURE A

### MD / CFO CERTIFICATION ON FINANCIAL STATEMENTS AND CASHFLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

The Board of Directors

Resins & Plastics Limited

We hereby certify that for the financial year ended 31<sup>st</sup> March, 2020, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief, we state that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2019-20, which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies, if any.

We further certify that –

- a) There have been no significant changes in internal control over financial reporting during the financial year 2019-20;
- b) There have been no significant changes in accounting policies during the financial year 2019-20; and
- c) There have been no materially significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

**For RESINS & PLASTICS LIMITED**

**Sd/-**

**Sunita Satpalkar**

**Chief Financial Officer**

**Sd/-**

**Rupen Choksi**

**Managing Director**

Place : Mumbai

Dated : 13<sup>th</sup> August, 2020

**INDEPENDENT AUDITOR'S REPORT**

To the Members of RESINS & PLASTICS LIMITED

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

We have audited the financial statements of Resins & Plastics Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss, and Statement of the 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 standalone 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, of the state of affairs of the Company as at March 31, 2020, and its profit, and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included Management Discussion and Analysis, Board's report including Annexures to Board's 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.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India. 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

This management is 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 SAs 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 SAs, 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements, 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with the management, 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.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
2. 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, to the extent applicable.
3. 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 and the Cash Flow statement dealt with by this Report are in agreement with the relevant books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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**"; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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, in our opinion and to the best of our information and according to the explanations given to us:

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

**FOR C N K & ASSOCIATES LLP**

**CHARTERED ACCOUNTANTS**

**Firm Registration Number:101961W/W-100036**

**Himanshu Kishnadwala**

**Partner**

**Membership No.:37391**

**UDIN: 20037391AAAAEH7898**

Place: Mumbai

Date: 13<sup>th</sup> August 2020

**ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" of the Independent Auditors' Report of even date)

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
(b) The property, plant and equipment have been physically verified by the management at reasonable intervals considering the size of the Company and nature of assets. There were certain discrepancies noticed on such verification and the same have been properly dealt with in the books of accounts.  
(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.
2. The Management has conducted physical verification of inventory except goods-in-transit at reasonable intervals. The discrepancies noticed on physical verification were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clause 3(iii) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, therefore, the provisions of clause 3(v) of the Order are not applicable to the Company.
6. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
7. (a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Goods and Service Tax, Duty of Customs, Cess and any other material statutory dues applicable to it with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues, were outstanding, as on the last day of the financial year, for a period of more than six months from the date they became payable  
(b) According to the information and explanations given by the management, there are no dues of Income Tax, Goods and Service Tax, Duty of Customs, or cess on account of any dispute, which have not been deposited by the Company.
8. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to any financial institution or bank. The Company has not taken any loans from the Government and has not borrowed any funds through debentures.
9. According to the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments, or term loans and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no instances of fraud by the Company or on the Company by its officers or employees have been noticed or reported during the year.
11. In our opinion and according to the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, and according to the information and explanations given by the management, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
13. In our opinion, and according to the information and explanations given by the management, the Company is in compliance with section 177 and 188 of the Companies Act, 2013, and the details of related party transactions have been disclosed in Note no. 27 of the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause 3(xiv) of the Order are not applicable.

15. According to the information and explanations given by the management, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him. Therefore, the provisions of clause 3(xv) of the Order are not applicable.
16. In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and therefore, the provisions of clause 3(xvi) of the Order are not applicable.

**FOR C N K & ASSOCIATES LLP**

**CHARTERED ACCOUNTANTS**

**Firm Registration Number:101961W/W-100036**

**Himanshu Kishnadwala**

**Partner**

**Membership No.:37391**

**UDIN: 20037391AAAAEH7898**

Place: Mumbai

Date: 13<sup>th</sup> August 2020

## **ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Resins & Plastics Limited of even date)

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

We have audited the internal financial controls with reference to financial statements of 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**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements 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 Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 Act, 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls with reference to financial statements**

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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 with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31<sup>st</sup> March, 2020, based on the internal control with reference to financial statements 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 C N K & ASSOCIATES LLP**

#### **CHARTERED ACCOUNTANTS**

**Firm Registration Number:101961W/W-100036**

**Himanshu Kishnadwala**

**Partner**

**Membership No.:37391**

**UDIN: 20037391AAAAEH7898**

Place: Mumbai

Date: 13<sup>th</sup> August 2020

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2020

₹ in Lakhs

Particulars	Notes	As at 31-03-2020	As at 31-03-2019
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds :</b>			
(a) Share Capital	2	357.23	357.23
(b) Share Capital Suspense	2a	60.00	-
(c) Reserves and Surplus	3	6,811.01	4,855.84
		<b>7,228.24</b>	<b>5,213.07</b>
<b>(2) Non- Current Liabilities :</b>			
(a) Deferred Tax Liabilities ( Net)	4	27.95	57.36
(b) Other Long Term Liabilities	5	0.50	0.50
(c) Long Term Provisions	6	154.20	93.05
		<b>182.65</b>	<b>150.91</b>
<b>(3) Current Liabilities :</b>			
(a) Trade Payables			
(A) Total Outstanding dues of Micro Enterprises and small enterprises	7	39.52	49.92
(B) Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	7	1,034.38	667.66
(b) Other Current Liabilities	8	135.80	168.99
(c) Short Term Provisions	9	43.35	43.45
		<b>1,253.05</b>	<b>930.02</b>
<b>TOTAL</b>		<b>8,663.94</b>	<b>6,294.00</b>
<b>II. ASSETS</b>			
<b>(1) Non- Current Assets :</b>			
(a) Property Plant and Equipments			
(i) Tangibles	10A	722.29	633.99
(ii) Intangible Assets	10B	4.25	5.17
(iii) Capital Work- in- Progress		176.01	2.16
(b) Non - Current Investments	11	0.09	0.02
(c) Long Term Loans and Advances	12	113.41	68.54
		<b>1,016.05</b>	<b>709.88</b>
<b>(2) Current Assets :</b>			
(a) Current Investments	13	2,815.31	1,800.80
(b) Inventories	14	1,517.09	997.72
(c) Trade Receivables	15	2,968.73	2,599.68
(d) Cash and Bank Balances	16	163.61	88.92
(e) Short Term Loans and Advances	17	182.24	92.72
(f) Other Current Assets	18	0.91	4.27
		<b>7,647.89</b>	<b>5,584.12</b>
<b>TOTAL</b>		<b>8,663.94</b>	<b>6,294.00</b>

### Significant Accounting Policies

Accompanying Notes are an integral part of the financial statements.

As per our report of even date  
**For CNK & Associates LLP**  
Chartered Accountants  
FRN : 101961W / W-100036

**HIMANSHU KISHNADWALA**  
Partner  
M No 37391

Mumbai :- 13<sup>th</sup> August, 2020

For and on behalf of the Board of Directors of  
**RESINS AND PLASTICS LIMITED**  
CIN:U25209MH1961PLC012223

**ABHAY VAKIL**  
Chairman  
DIN-00009151

**RUPEN CHOKSI**  
Managing Director  
DIN-00059326

**SUNITA SATPALKAR**  
Chief Financial Officer



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020

₹ in Lakhs

Sr No	Particulars	Notes	Year 2019-2020	Year 2018-2019
I	Revenue from operations(gross)	19	13,854.67	12,536.39
II	Other Income	20	189.56	115.31
III	<b>Total Revenue (I+II)</b>		<b>14,044.23</b>	12,651.69
IV	<b>Expenses</b>			
	Cost of Materials Consumed	21A	10,224.85	9,111.34
	Purchase of Traded Goods		417.08	531.38
	Change in inventories of finished goods, work- in - progress and stock-in-trade	21B	(242.90)	14.45
	Employee Benefits Expenses	22	1,083.69	836.53
	Finance Costs	23	0.36	1.87
	Depreciation and Amortisation Expenses	10.A&B	64.15	58.09
	Other Expenses	24	1,381.57	1,069.91
	<b>Total Expenses</b>		<b>12,928.80</b>	11,623.58
V	<b>PROFIT BEFORE TAX ( III-IV)</b>		<b>1,115.43</b>	1,028.11
VI	<b>Tax Expenses</b>			
	Current Tax		310.40	301.27
	Deferred Tax		(25.37)	(5.84)
	Short/ (Excess) Provision for earlier years		(26.90)	0.16
	<b>TOTAL TAX EXPENSES</b>		<b>258.13</b>	295.60
VII	<b>PROFIT FOR THE YEAR (V-VI)</b>		<b>857.30</b>	732.53
	<b>Earnings per share (₹) Basic and Diluted</b>		<b>20.55</b>	20.51

(Face value of ₹ 10 each)

**Significant Accounting Policies**

1

Accompanying Notes are an integral part of the financial statements.

As per our report of even date

**For CNK & Associates LLP**

Chartered Accountants

FRN : 101961W / W-100036

**HIMANSHU KISHNADWALA**

Partner

M No 37391

Mumbai :- 13<sup>th</sup> August, 2020

For and on behalf of the Board of Directors of

**RESINS AND PLASTICS LIMITED**

CIN:U25209MH1961PLC012223

**ABHAY VAKIL**

Chairman

DIN-00009151

**RUPEN CHOKSI**

Managing Director

DIN-00059326

**SUNITA SATPALKAR**

Chief Financial Officer

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020

₹ in Lakhs

Particulars		Year 2019-2020	Year 2018-2019
<b>A.</b>	<b>Cash flow from operating activities</b>		
	Net profit before tax and extraordinary items	1,115.42	1,028.12
	<b>Adjustments for :</b>		
	Depreciation and amortisation	64.15	58.10
	Interest income	(2.66)	(7.85)
	Finance cost	0.36	0.33
	Dividend income received from Current Investment	(0.01)	(0.00)
	Loss/(profit) on Sale of Investment (Net)	(85.55)	(76.89)
	Fixed assets written off	4.92	-
	Sundry Balances written back/write off	(77.50)	-
	Bad Debt written off	10.63	6.88
	Unrealised Foreign exchange (gain)/loss	(12.15)	(2.07)
	Loss /(profit) on sale of fixed assets (net)	0.63	1.07
	Operating profit before working capital changes	<b>1,018.24</b>	<b>1,007.69</b>
	<b>Changes in working Capital :</b>		
	<b>Adjustment for (increase)/decrease in operating assets :</b>		
	Inventories	(341.39)	79.79
	Trade receivables	4.83	195.27
	Short term loans and advances	(59.39)	(16.49)
	Long term loans and advances	10.22	(14.61)
	<b>Adjustment for (increase)/decrease in operating liabilities :</b>		
	Trade payables	344.21	(292.71)
	Other current liabilities	(60.84)	12.99
	Short term provisions	(5.81)	(0.26)
	Long term provisions	44.18	33.81
	<b>Cash generated from operations</b>	<b>954.25</b>	<b>1,005.48</b>
	Income tax paid (Net of refund)	(319.59)	(298.95)
	<b>Net cash flow generated from operating activities (A)</b>	<b>634.65</b>	<b>706.53</b>
<b>B.</b>	<b>Cash flow from investing activities</b>		
	Capital expenditure on fixed assets	(107.70)	(31.02)
	Tangible assets under work in progress	(176.01)	(2.16)
	Purchase of Short Term Investment	(3,344.65)	(5,184.89)
	Sale of Short Term Investment	3,224.38	4,637.40
	Proceeds from sale of fixed assets	1.57	3.47
	Dividend income received from Current Investment	0.01	0.00
	Interest received	6.01	4.38
	<b>Net cash used in investing activities (B)</b>	<b>(396.39)</b>	<b>(572.82)</b>
<b>C.</b>	<b>Cash flow from financing activities</b>		
	Finance cost	(0.36)	(0.33)
	Dividend paid (Final and Interim)	(169.89)	(107.17)
	Tax on dividend (Final and Interim)	(34.92)	(22.03)
	<b>Net cash used in financing activities (C)</b>	<b>(205.17)</b>	<b>(129.53)</b>
	<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>33.09</b>	<b>4.20</b>
	Cash and cash equivalents at the beginning of the year	75.96	71.76
	Add: Transferred on Amalgamation of Pragati Chemicals Limited (Refer note 1B)	41.53	-
	<b>Cash and cash equivalents at the end of the year</b>	<b>150.58</b>	<b>75.96</b>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020

₹ in Lakhs

## NOTES :

- (a) The cash flow from operating activities has been prepared under "Indirect Method" as set out in the Accounting Standard 3 "on Cash Flow Statement".
- (b) Previous year figures have been regrouped and re-arranged, wherever necessary.
- (c) Cash and Cash Equivalent comprises of

	As at 31-03-2020	As at 31-03-2019
<b>Cash and Cash Equivalent comprises of</b>		
(a) Balances with banks		
Current Account	29.63	2.74
Cash Credit Account	118.36	71.68
(b) Cash on hand	2.59	1.54
<b>Total</b>	<b>150.58</b>	<b>75.96</b>
<b>Restricted Cash Balance</b>		
i) Unpaid Dividend Account - In earmarked accounts	13.04	12.96

As per our report of even date  
**For CNK & Associates LLP**  
Chartered Accountants  
FRN : 101961W / W-100036

**HIMANSHU KISHNADWALA**  
Partner  
M No 37391

**Mumbai :- 13<sup>th</sup> August, 2020**

For and on behalf of the Board of Directors of  
**RESINS AND PLASTICS LIMITED**  
CIN:U25209MH1961PLC012223

**ABHAY VAKIL**  
Chairman  
DIN-00009151

**RUPEN CHOKSI**  
Managing Director  
DIN-00059326

**SUNITA SATPALKAR**  
Chief Financial Officer

## NOTE NO.1 NOTES TO FINANCIAL STATEMENTS

### A. Corporate Information note on business activity:

Resins & Plastics Ltd started its operations in 1971 and is pioneer in manufacturing and marketing of synthetic resins in India. Its product portfolio has wide range of products – Alkyds, Acrylics, Polyamides, Phenolic, Polyurethane and Maleic Resins. It has PAN India sales network / distributors providing technical service and support to small, large & MNC customers operating in Surface Coatings, Adhesives, Printing Inks and Construction Chemicals. It exports to neighbouring countries and are planning to expand it to other countries. Its Corporate Office is in Mumbai and has three manufacturing plants located in Taloja (1) (Maharashtra) and Ankleshwar (2) (Gujarat), both of which are in close proximity to the shipping ports. The Management team consists of experienced professionals having educational background in Chemical Engineering, Polymer Science and MBA's from reputed institutes. Its well-equipped R&D centre is recognized by Government of India and it leverages technology to achieve a competitive advantage for its customers.

Pragati Chemicals limited (hereinafter referred to as 'PCL') has been merged with the company with effect from 1<sup>st</sup> April 2019 vide National Company Law Tribunal (NCLT) order dated 25<sup>th</sup> June 2020.

### B. Amalgamation of Pragati Chemicals Limited with Resins & Plastics Limited:

During the year under review, pursuant to a Scheme of merger by absorption (hereinafter referred to as the "Scheme") presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, PCL engaged in the business of manufacture of synthetic resins was amalgamated and absorbed into Resins and Plastics Limited engaged in the business of manufacturing and marketing of synthetic resins (hereinafter referred to as 'RPL' or the 'Transferee Company') effective from the appointed date of 1<sup>st</sup> April, 2019.

The scheme was approved by the board vide resolution in board meeting held on 23<sup>rd</sup> October 2019. The Scheme was approved vide an order dated 25<sup>th</sup> Jun 2020 by the National Company Law Tribunal, which was filed with the Registrar of Companies, Maharashtra on 1<sup>st</sup> August 2020. The entire undertaking of PCL is transferred to the transferee company on going concern basis as mentioned in the scheme of merger.

- As per the accounting treatment in the scheme approved by NCLT, The Company has accounted for the merger in its books of accounts as per the "Pooling of Interests Method" as set out in Accounting Standard (AS) 14, "Accounting for Amalgamations" notified under section 133 of the Companies Act, 2013, read with rules made thereunder.
- Company will issue 6,00,000 Equity Shares of Rs 10 each in the ratio of 5 (Five) equity shares for every 3 (Three) share held by shareholders of PCL pursuant to scheme of amalgamation.
- The Accounting policies of PCL has been synchronised with that of the Company in case of differences if any.
- Details of assets and liabilities transferred on amalgamation;

₹ in Lakhs

Particulars	
<b>Total Assets:</b>	
Property Plant and Equipment -Tangibles	55.65
Non-current Investments	0.07
Deferred tax Asset (Net)	3.92
Long term loans and advances	22.02
Current Investments	817.58
Inventories	201.44
Trade Receivables	436.40
Cash and Bank Balances	24.60
Short Term loans and advances	16.71
<b>Total</b>	<b>1,578.39</b>
<b>Total Liabilities:</b>	
Long term provisions	19.15
Trade payables	83.37
Other current liabilities	21.52
Short term provisions	5.55
<b>Reserves and Surplus of Amalgamating Company (accounted as per pooling of interest method)</b>	
Capital Reserve	10.84
General Reserve	286.27
Surplus in Statement of profit & Loss	1,115.69
<b>Add:</b>	
Share Suspense Account – shares to be allotted to shareholders of erstwhile PCL	60.00
<b>Total</b>	<b>1,602.39</b>
<b>Excess of liabilities and reserves over assets and purchase consideration</b>	<b>24.00</b>
Adjusted against Capital Reserve [refer note 3(a)]	15.40
Adjusted against General Reserve [refer note 3(c)]	8.60

- (v) Some of the Investments, Bank balance and Deposits are in the name of erstwhile PCL and the company is in process of transferring the same in its name.

**C. Significant Accounting Policies**

**I) a) Basis of Accounting**

The financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

**b) Presentation and Disclosure of Financial Statements**

All assets and liabilities have been classified as current & non-current as per company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013.

Based on the nature of products / services and time between acquisition of assets for processing / rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months. However, for the purpose of current/ non-current classification of assets & liabilities period of 12 months has been considered as normal operating cycle.

**c) Use of Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the application of accounting policies, reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates and assumptions used in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Any difference between the actual results and estimates are recognized in the period in which the results are known / materialize. Any revision to accounting estimates is recognized prospectively in the current and future periods

**II) Property, plant and equipment**

**Tangible Assets**

- Property, plant and equipment are stated at cost of acquisition / construction less accumulated depreciation and where applicable accumulated impairment losses. Gross carrying amount of all property, plant and equipment are measured using cost model.
- Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/ decommissioning of the asset.
- Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments.
- Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the Balance Sheet Date.
- Property, plant and equipment are eliminated from financial statement either on disposal or when retired from active use. Assets held for disposal are stated at net realizable value. Losses arising in case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.
- Assets costing Rs 5000/- or less are fully charged to the statement of Profit and Loss in the year of acquisition.
- The Company has provided depreciation at the rates of useful life under schedule II to the Companies Act, 2013 on the following basis :

Leasehold Land	Amortised over the period of lease
Building additions prior to 31-03-1994	Written Down Value Method
Other Assets	Straight Line Method.

**Intangible Assets**

- Intangible assets are recognized only if it is probable that the future economic benefits attributable to asset will flow to the Company and the cost of asset can be measured reliably. Intangible assets are stated at cost of acquisition/development less accumulated amortization and accumulated impairment loss if any.
- Cost of an intangible asset includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable expenditure on making the asset ready for its intended use.
- Intangible assets under development comprises of cost incurred on intangible assets under development that are not yet ready for their intended use as at the Balance Sheet date.
- Capitalized cost of software includes license fees paid.
- Amortization of intangible assets

Intangible assets are amortised on a Straight Line basis over the estimated useful economic life. The purchase cost and user licenses fees for major software are amortised over a period of four years.



## **Capital Advances**

- a) Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as long term loans and advances.

## **III) Impairment:**

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided depending on changes in circumstances. After recognition of impairment loss, the depreciation / amortisation charge for the property, plant and equipment / intangible asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation/ amortization had no impairment loss been recognised in earlier years.

## **IV) Investments:**

- a) Investments are classified into current and long-term investments.
- b) Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.
- c) Current investments are carried at lower of cost and fair value (net asset value in case of units of mutual fund) determined on category wise basis. Long term investments are carried at cost. However, provision for diminution in value of long term investments is made to recognize a decline, other than temporary, on an individual investment basis.
- d) Long term investments which are expected to be realized within twelve months from the balance sheet date are presented under 'current investments' as 'current portion of long term investments' in accordance with the current / noncurrent classification of investments as per Schedule III of the Companies Act, 2013.
- e) The cost of investments comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

## **V) Inventories:**

- a) The inventories (including traded goods) are valued at lower of cost and net realizable value after providing for cost of obsolescence wherever considered necessary. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- b) In determining cost of raw materials, packing materials, stores, spares and consumables, First In First Out method is used. The cost of inventory comprises all cost of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.
- c) In case of work in progress and finished goods cost of conversion includes the cost of raw materials, cost directly related to the unit of production, packing materials, and an systematic allocation of fixed and variable production overheads, non recoverable duties applicable and other cost incurred in bringing the inventories to their present location and condition. Traded goods are valued at lower of cost and net realisable value. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

## **VI) Revenue Recognition:**

- a) Sales of goods are recognized when significant risks and rewards of ownership of the goods have passed to the buyer that coincides with delivery and are recorded net of goods and service tax, rebates, trade discounts and sales returns.
- b) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.
- c) Dividend income on investment is accounted for in the year in which the right to receive the payment.
- d) Export incentives principally comprises of Duty Drawback. These incentives are recognized as income on accrual basis in Statement of Profit and Loss only to the extent that realisation/ utilisation is certain.
- e) Rental income on assets given under operating lease arrangements is recognized on straight line basis over the lease term in accordance with terms of agreement. Rental income is recorded net of goods and service tax.
- f) Insurance claims are recognized as income on accrual basis in Statement of Profit and Loss only to the extent the realisation is certain.

## **VII) Foreign Currency Transactions:**

- a) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.
- b) As at balance sheet date, foreign currency monetary items are translated at closing exchange rate. Foreign currency non-monetary items are carried at historical cost using exchange rate on the date of transaction.

- c) The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/ income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.

## VIII) Trade Receivables

Trade receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful.

## IX) Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition, construction or development of a qualifying asset are capitalized as part of the cost of the respective asset till such time the asset is ready for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

## X) Employees' Benefits:

### a) Short Term Employee Benefits :

All employee benefits payable/paid wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

### b) Post-employment benefits :

#### i) Defined contribution plans

Defined contribution plans are Employee State Insurance Scheme and Government administered Pension Fund Scheme for all employees and Superannuation Scheme for eligible employees. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.

#### ii) Defined Benefit Plan

##### Provident Fund Scheme:

The company makes specified monthly contributions towards Employee Provident Fund scheme to a separate trust administered by the Company. The minimum interest payable by the trust to the beneficiaries is being notified by the Government every year. The Company has an obligation to make good the shortfall, if any, between the return on investments of the trust and notified interest rate.

The defined benefit obligations recognised in the balance sheet represent the present value of defined benefit obligations as reduced by fair value of plan assets. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of the economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Shortfall on account of interest is debited to the Statement of Profit and Loss.

##### Gratuity scheme:

The Company operates a defined benefit gratuity plan for employees. The Company contributes to a separate entity (a fund), towards meeting the gratuity obligation.

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in profit or loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Statement of Profit and Loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

The Company operates a defined benefit Gratuity plan for the Managing Director of the Company and is payable upon the employee satisfying certain conditions, as approved by the Board of Directors.

#### iii) Other long-term benefits:

Entitlements to privilege leave and casual leave are recognised when they accrue to employees. Casual leave can only be availed while privilege leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determined the liability for such accumulated leaves using the projected unit method with actuarial valuations being carried out at each Balance Sheet date. The Company presents this liability as current and non current in balance sheet as per actuarial valuation by the independent actuary.

## **XI) Operating Lease:**

Lease arrangements where risks and rewards incidental to ownership of an asset substantially vests with the lessor are classified as operating lease.

Rental expenses on assets obtained under operating lease arrangements are recognized on a straight-line basis as an expense in the Statement of Profit and Loss over the lease term of respective lease arrangement.

## **XII) Taxes on Income:**

- a) Tax expenses comprise of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. In respect of amounts adjusted against securities premium/ retained earnings or other reserves, the corresponding tax effect is also adjusted against the securities premium/ retained earnings or other reserves as the case may be, as per the announcement of Institute of Chartered Accountant of India
- b) Provision for current tax is made as per the provisions of Income Tax Act, 1961.
- c) Deferred tax charge or credit reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years and are measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each balance sheet date. At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably/virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

## **XIII) Cash and Cash Equivalents:**

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term highly liquid investments / mutual funds (with zero exit load at the time of investment) that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

## **XIV) Cash Flow Statement:**

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

## **XV) Provisions and Contingent Liabilities:**

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value (except (a) retirement benefits and (b) dismantling / decommissioning liabilities that are recognised as cost of Property, Plant and Equipment) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

## **XVI) Dividend distribution**

Final equity dividends on shares are recorded as a liability on the date of approval by the shareholders and interim equity dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## **XVII) Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split if any.

For the purpose of calculating diluted earnings per share, the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## **XVIII) Segment Reporting:**

The segments have been identified taking into account the nature of the products / services, geographical locations, nature of risks and returns, internal organization structure and internal financial reporting system. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

## **XIX) Research and Development:**

Research and development expenditure of a revenue nature is expensed out under the respective head of account in the year in which it is incurred .

Expenditure incurred on fixed assets used for research and development is capitalised and depreciated in accordance with the Policies stated for the Tangible Assets and Intangible Assets.

# ANNUAL REPORT 2019 - 2020

## 2. SHARE CAPITAL

₹ in Lakhs

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Authorised</b>		
60,00,000(Previous year 50,00,000) Equity Shares of ₹ 10/- each	600.00	500.00
<b>Issued</b>		
36,61,100( Previous year 36,61,100) Equity Shares of ₹ 10/- each	366.11	366.11
<b>Subscribed &amp; paid up</b>		
35,72,300(Previous year 35,72,300) Equity Shares of ₹ 10/- each	357.23	357.23

Pursuant to amalgamation of Pragati Chemicals Ltd. with the Company, authorised share capital ₹ 100 lakhs of Transferor Company stand transferred as authorised share capital of the Company” (Refer Note No 1.B-Amalgamation of Pragati Chemicals Ltd. with Resins & Plastics Ltd. vide NCLT order dated 25th June 2020.)

### (i) Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at 31-03-2020		As at 31-03-2019	
	No of shares	₹ in Lakhs	No of shares	₹ in Lakhs
Shares outstanding at the beginning of the year	35,72,300	357.23	35,72,300	357.23
Add : Issued during year	-	-	-	-
Shares outstanding at the end of the year	35,72,300	357.23	35,72,300	357.23

### (ii) Details of equity shares held by each shareholder holding more than 5% shares :

Name of Shareholder	As at 31-03-2020		As at 31-03-2019	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Elf Trading & Chemicals Manufacturing Ltd.	4,21,447	11.80	4,02,007	11.25
Gujarat Organics Ltd.	3,46,280	9.69	3,46,280	9.69
Elcid Investments Ltd.	2,84,297	7.96	2,69,357	7.54
Geetanjali Trading and Investment Pvt Ltd	1,99,467	5.58	1,81,254	5.07

## 2a. SHARE CAPITAL SUSPENSE

Particulars	As at 31-03-2020		As at 31-03-2019	
	No of shares	₹ in Lakhs	No of shares	₹ in Lakhs
Equity Shares in the ratio of 5 (Five) equity shares of ₹ 10 each for every 3 (Three) shares held by shareholders of Pragati Chemicals Ltd. pursuant to Scheme of Amalgamation	6,00,000	60.00	-	-
	6,00,000	60.00		-

a) Refer Note No 1.B-Amalgamation of Pragati Chemicals Ltd. with Resins & Plastics Ltd. vide NCLT order dated 25<sup>th</sup> June, 2020.

b) The record date for issue of shares is fixed as 21<sup>st</sup> August, 2020 in the board meeting held on 13th August, 2020.

## 3. RESERVES AND SURPLUS

₹ in Lakhs

Particulars	As at 31-03-2020	As at 31-03-2019
<b>(a) Capital Reserve</b>		
Opening Balance	4.56	4.56
Add: Transferred on Amalgamation of Pragati Chemicals Limited (refer note c)	10.84	-
Less: Excess of Assets over Liabilities and reserves adjusted (refer note c)	(15.40)	-
Closing Balance	-	4.56
(Represents Share forfeited Balance transferred)		
<b>(b) Securities Premium</b>		
Opening Balance	233.58	233.58
Closing Balance	233.58	233.58
(Represents Premium received on Shares Issued)		
<b>(c) General Reserve</b>		
As per last Balance Sheet	738.82	663.82
Add: Transferred on Amalgamation of Pragati Chemicals Limited (refer note c)	286.27	-
Less: Excess of Assets over Liabilities and reserves adjusted (refer note c)	(8.60)	-
Add : Transferred from surplus in statement of Profit & Loss	100.00	75.00
Closing balance	1,116.49	738.82

₹ in Lakhs

Particulars	As at 31-03-2020	As at 31-03-2019
<b>(d) Surplus in Statement of Profit &amp; Loss</b>		
As per last Balance Sheet	3,878.89	3,350.55
Add : Transferred on Amalgamation of Pragati Chemicals Limited (refer note c)	1,029.56	-
Add : Net Profit after tax transferred from Statement of Profit and Loss for the year	857.30	732.53
Less :Final dividend for FY 2018-19 (PY for FY 2017-18)	142.89	107.17
Amount per shares ₹ 4 (PY ₹ 3 ) per share of ₹ 10 each		
Dividend Distribution Tax for FY 2018-19 (PY for FY 2017-18)	29.37	22.03
Less: Final Dividend (Earstwhile Pragati Chemicals Limited for FY 2018-19 (PY for FY 2017-18))	27.00	-
Dividend Distribution Tax (Earstwhile Pragati Chemicals Limited for FY 2018-19 (PY for FY 2017-18))	5.55	-
Transfer to General Reserve	100.00	75.00
Closing balance	5,460.94	3,878.89
<b>Total</b>	<b>6,811.01</b>	<b>4,855.84</b>

- a) The Board of Directors at their meeting held on 13th August 2020 have recommended a final dividend of 45 % ( ₹4.50/- per equity share of the face value ₹ 10 each) for the financial year ended 31st March 2020.
- b) The proposal is subject to the approval of share holders at the Annual General Meeting to be held on 24th September 2020 and if approved would result in a cash out flow of ₹ 187.75 lakhs for the year ended 31st March 2020.
- c) Refer Note No 1.B-Amalgamation of Pragati Chemicals Limited with Resins & Plastics Limited vide NCLT order dated 25th June 2020.

## NON- CURRENT LIABILITIES

### 4. DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Deferred tax liabilities</b>		
Difference between the written down value of assets under the Companies Act, 2013 and Income Tax Act, 1961	82.47	97.10
<b>Deferred tax assets</b>		
Expenses allowable for tax purpose on payment basis	(54.52)	(39.74)
<b>Net Deferred Tax liabilities</b>	<b>27.95</b>	<b>57.36</b>
Deferred Tax (benefits)/expenses for the year	(25.37)	(5.84)

### 5. OTHER LONG TERM LIABILITIES

Particulars	As at 31-03-2020	As at 31-03-2019
Security Deposits	0.50	0.50
<b>Total</b>	<b>0.50</b>	<b>0.50</b>

### 6. LONG TERM PROVISIONS

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Provision for employee benefits :</b>		
Retirement Benefit Liability Gratuity - Unfunded	2.56	30.55
Retirement Benefit Liability Gratuity - Funded	29.15	11.01
Retirement Benefit Liability Provident Fund - Unfunded	72.57	16.54
Leave Encashment - Unfunded	49.92	34.95
<b>Total</b>	<b>154.20</b>	<b>93.05</b>



## CURRENT LIABILITIES

## 7. TRADE PAYABLES

Particulars	As at 31-03-2020	As at 31-03-2019
Total outstanding dues of micro enterprises and small enterprises *	39.52	49.92
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,034.38	667.66
* (Also refer Note 25.2 on Additional information to Financial Statements)		
<b>Total</b>	<b>1,073.90</b>	<b>717.58</b>

## 8. OTHER CURRENT LIABILITIES

Particulars	As at 31-03-2020	As at 31-03-2019
<b>a) Unclaimed Dividend</b> (There are no outstanding dues to Investor Education Protection Fund)	13.04	12.96
<b>b) Other payables :</b>		
i) Payable towards Tax Deducted at Source under Income tax	13.44	10.27
ii) Statutory Payables towards Employee Contribution	8.39	3.42
iii) Provision for Bonus	27.59	21.62
iv) Payable to Employees	65.38	60.46
v) Advances from Customers	7.96	57.71
<b>Total</b>	<b>135.80</b>	<b>168.99</b>

## 9. SHORT TERM PROVISIONS

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Provision for employee benefits :</b>		
Leave Encashment - Unfunded	14.41	23.52
Retirement Benefit Liability Gratuity - Funded	28.94	19.93
<b>Total</b>	<b>43.35</b>	<b>43.45</b>

## Note 10A. PROPERTY PLANT AND EQUIPMENTS

Sr No.	Particulars	Gross Block					Depreciation/Amortisation					Net block
		As at 01-04-2019	Assets taken over on Amalgamation (refer note 1B)	Additions	Deduction	As at 31-03-2020	As at 01-04-2019	Assets taken over on Amalgamation (refer note 1B)	For the year	Deduction/ Adjustments for the year	As at 31-03-2020	As at 31-03-2020
a	Land-leasehold	49.34	5.88	-	-	55.22	13.01	2.26	0.61	-	15.88	39.34
b	Buildings - own use	555.12	127.23	-	-	682.36	318.51	102.32	18.42	-	439.25	243.11
	<b>Owned Assets :</b>											
c	Plant and Equipment	790.64	190.54	104.20	79.91	1,005.46	515.95	180.89	27.56	74.37	650.04	355.42
d	Furniture and Fixtures	32.94	1.41	-	1.72	32.63	30.77	1.34	0.23	1.66	30.68	1.95
e	Vehicles	21.14	29.41	-	-	50.55	7.78	20.68	4.51	-	32.98	17.57
f	Office equipment	60.71	3.62	1.76	13.11	52.98	53.22	1.80	3.09	12.44	45.67	7.31
g	Others (specify nature)											
	Research & Development building	11.11	-	-	-	11.11	10.50	-	0.02	-	10.53	0.58
	Research & Development equipments	120.57	-	0.42	33.59	87.39	57.81	-	5.29	32.75	30.35	57.04
	<b>Total</b>	1,641.57	358.09	106.38	128.33	1,977.70	1,007.57	309.29	59.73	121.22	1,255.37	722.29

## Note 10B. INTANGIBLE FIXED ASSETS

h	Software	34.23	1.05	3.48	-	38.76	30.36	1.05	3.41	-	34.83	3.93
i	Licences	4.47	-	-	-	4.47	3.16	-	1.01	-	4.16	0.30
	<b>Total</b>	<b>38.70</b>	<b>1.05</b>	<b>3.48</b>	<b>-</b>	<b>43.23</b>	<b>33.52</b>	<b>1.05</b>	<b>4.42</b>	<b>-</b>	<b>38.99</b>	<b>4.25</b>

Note: PPE having Gross block ₹116.70 lakhs and Net Block ₹ 4.92 lakhs have been written off during the year on account of assets not found during physical verification.

## Note 10A. PROPERTY PLANT AND EQUIPMENTS

Sr No.	Particulars	Gross Block				Depreciation/Amortisation				Net block	
		As at 01-04-2018	Additions	Deduction	As at 31-03-2019	As at 01-04-2018	For the year	Deduction/ Adjustments for the year	As at 31-03-2019	As at 31-03-2019	
a	Land-leasehold	49.34	-	-	<b>49.34</b>	12.46	0.55	-	<b>13.01</b>	<b>36.33</b>	
b	Buildings - own use	555.12	-	-	<b>555.12</b>	301.96	16.55	-	<b>318.51</b>	<b>236.61</b>	
	<b>Owned Assets :</b>										
c	Plant and Equipment	791.28	3.56	4.21	<b>790.64</b>	494.56	25.42	4.00	<b>515.98</b>	<b>274.66</b>	
d	Furniture and Fixtures	32.94	-	-	<b>32.94</b>	30.55	0.23	-	<b>30.77</b>	<b>2.17</b>	
e	Vehicles	27.62	8.23	14.71	<b>21.14</b>	14.90	3.31	10.42	<b>7.78</b>	<b>13.35</b>	
f	Office equipment	61.52	0.14	0.95	<b>60.71</b>	50.78	3.31	0.90	<b>53.19</b>	<b>7.52</b>	
g	Others (specify nature)										
	Research & Development building	11.11	-	-	<b>11.11</b>	10.48	0.02	-	<b>10.50</b>	<b>0.60</b>	
	Research & Development equipments	100.81	19.75	-	<b>120.57</b>	52.27	5.54	-	<b>57.81</b>	<b>62.75</b>	
	<b>Total</b>	<b>1,629.74</b>	<b>31.68</b>	<b>19.87</b>	<b>1,641.57</b>	<b>967.96</b>	<b>54.93</b>	<b>15.32</b>	<b>1,007.57</b>	<b>633.99</b>	

## Note 10B. INTANGIBLE FIXED ASSETS

h	Software	34.23	-	-	<b>34.23</b>	28.28	2.08	-	<b>30.36</b>	<b>3.87</b>	
i	Licences	4.47	-	-	<b>4.47</b>	2.08	1.08	-	<b>3.16</b>	<b>1.30</b>	
	<b>Total</b>	<b>38.70</b>	<b>-</b>	<b>-</b>	<b>38.70</b>	<b>30.36</b>	<b>3.16</b>	<b>-</b>	<b>33.52</b>	<b>5.17</b>	

## NON CURRENT ASSETS

### 11. NON- CURRENT INVESTMENTS

Particulars	As at 31-03-2020	As at 31-03-2019
Trade Investment (Unquoted)		
385 Shares (PY 210 Shares) of ₹10 each of Bharuch Enviro Infrastructure Ltd	<b>0.04</b>	0.02
500 Shares (PY NIL Shares) of ₹10 each of Enviro Technology Ltd.	<b>0.05</b>	-
(Refer Note No 1B(v))		
<b>Total</b>	<b>0.09</b>	0.02
<b>Aggregate amount of unquoted investments</b>	<b>0.09</b>	0.02

### 12. LONG TERM LOANS AND ADVANCES

Particulars	As at 31-03-2020	As at 31-03-2019
<b>(Unsecured &amp; considered good)</b>		
a) Capital Advances	<b>4.08</b>	12.67
b) Security Deposits*	<b>34.14</b>	21.89
c) Other Loans And Advances		
(i) Expenses paid in advance	<b>2.39</b>	0.55
(ii) Income Tax paid in advance (Net of provision )	<b>72.80</b>	33.43
*Refer Note No 1B(v)		
<b>Total</b>	<b>113.41</b>	68.54

## CURRENT ASSETS

## 13. CURRENT INVESTMENTS

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Investment in Liquid Mutual Funds (Valued at lower of cost and fair value)</b>		
Franklin India Altra Short Bond Fund Super IP - Growth (Face Value Rs 10) (Nos CY-3239441,PY- 4430614.667) (NAV CY - 27.5057., PY -26.2688)	851.47	1,150.48
Adity Birla Sun Life Savings Fund - Growth (Face Value Rs 10) (Nos CY-340356.695,PY- 180824.068) (NAV CY - 397.5209, PY -369.1364)	1,258.05	650.32
ICICI Prud. Ultra Short Term Fund Growth (Face Value Rs 10) (Nos CY-3549567.461,PY- Nil) (NAV CY - 20.3895, PY - Nil)	705.79	-
<b>Total</b>	<b>2,815.31</b>	<b>1,800.80</b>
Aggregate amount of Unquoted investments	2,815.31	1,800.80
Aggregate Market value of Unquoted investments	2,959.05	1,831.23

(Refer Note No 1B(v))

## 14. INVENTORIES

Particulars	As at 31-03-2020	As at 31-03-2019
(At cost or net realisable value whichever is lower)		
(a) Raw Materials #	848.40	663.27
(b) Work - in - Process	137.64	176.15
(c) Finished Goods	490.32	107.16
(d) Stock-in-trade	21.68	34.04
(e) Packing Materials	16.26	14.26
(f) Stores, Spares and Consumables	1.88	1.30
(g) Fuels	0.91	1.54
<b>Total</b>	<b>1,517.09</b>	<b>997.72</b>

# Raw Material includes Goods in transit - ₹ 90.66 Lakhs (PY ₹ 77.92 Lakhs).

## 15. TRADE RECEIVABLES

## Unsecured and considered good

Particulars	As at 31-03-2020	As at 31-03-2019
- Outstanding for a period of more than six months from the date they are due for payment	19.23	26.59
- Others	2,949.50	2,573.09
<b>Total</b>	<b>2,968.73</b>	<b>2,599.68</b>

## 16. CASH AND BANK BALANCES

Particulars	As at 31-03-2020	As at 31-03-2019
<b>A) Cash and Cash Equivalents</b>		
(a) Balances with banks		
Current Accounts	29.62	2.74
Cash Credit Account #	118.36	71.68
(b) Cash on hand	2.59	1.54
<b>B) Others</b>		
i) Earmarked Balances with Banks (Unclaimed Dividend Accounts) ##	13.04	12.96
<b>Total</b>	<b>163.61</b>	<b>88.92</b>

# Secured by hypothecation of Inventories and Trade Receivable and carries interest rate CY 8.45% p.a. (PY 8.85 %p.a)

## The Company can utilise these balances only towards payment of unclaimed dividend. (Refer Note No 1B(v))

## 17. SHORT TERM LOANS AND ADVANCES

(Unsecured & considered good)

### Other Loans And Advances

Particulars	As at 31-03-2020	As at 31-03-2019
a) Advances to Suppliers	60.08	68.93
b) Expenses paid in advance	26.00	12.73
c) Loans/Advances to employees	1.45	0.66
d) Others		
(i) VAT Credit Receivables/Sales tax refundable	3.50	2.66
(ii) GST/Central duty Receivable	91.21	7.75
<b>Total</b>	<b>182.24</b>	<b>92.72</b>

## 18. OTHER CURRENT ASSETS

Particulars	As at 31-03-2020	As at 31-03-2019
Income accrued but not due	0.91	4.27
	<b>0.91</b>	<b>4.27</b>

## 19. REVENUE FROM OPERATIONS

Particulars	Year 2019-2020	Year 2018-2019
(a) Sale of Synthetic Resins (Net of Returns)		
<b>Finished Goods</b>		
Home market	13,099.52	11,553.26
Exports	224.43	295.37
<b>Traded Goods</b>		
Home market	498.07	674.04
Exports	33.70	23.79
	<b>13,855.72</b>	<b>12,546.46</b>
Less : Discounts and rebate	10.84	17.27
	<b>13,844.88</b>	<b>12,529.20</b>
(b) Other Operating Revenues :		
Bad Debt Recovered	2.58	-
Interest Received from Customers	2.52	2.73
Sale Scrap	4.69	4.46
	<b>9.79</b>	<b>7.19</b>
<b>Total</b>	<b>13,854.67</b>	<b>12,536.39</b>

Note: Company deals in single product viz synthetic resins.

## 20. OTHER INCOME

Particulars	Year 2019-2020	Year 2018-2019
(a) Interest income	2.66	7.85
(b) Dividend Received From Current investments	0.02	-
(c) Net gain on foreign currency transactions & translation (other than considered as finance cost)	7.30	12.17
(d) Sundry Balance Write back	77.50	-
(e) Net gain/loss on sale of investments	85.55	76.89
(f) Other Non operating income (Includes Insurance Claim, Rent, Duty Drawback, Balances Written back etc.)	16.53	18.40
<b>Total</b>	<b>189.56</b>	<b>115.31</b>

**21.A COST OF MATERIALS CONSUMED**

Particulars	Year 2019-2020	Year 2018-2019
<b>Raw Materials Consumed</b>		
Opening Stock	663.27	730.27
Add: Transferred on Amalgamation of Pragati Chemicals Limited (Refer note 1B)	85.50	-
Add : Purchases (net of discounts/ sale of materials)	9,935.67	8,733.57
	10,684.44	9,463.84
Less : Closing Stock	848.40	663.27
	9,836.04	8,800.57
(Refer note no 25.5 for major consumption items)		
<b>Packing Materials Consumed</b>		
Opening Stock	14.26	14.73
Add: Transferred on Amalgamation of Pragati Chemicals Limited (Refer note 1B)	2.29	-
Add : Purchases (net of sale of materials)	388.52	310.30
	405.07	325.03
Less : Closing Stock	16.26	14.26
	388.81	310.77
<b>TOTAL COST OF MATERIALS CONSUMED</b>	<b>10,224.85</b>	<b>9,111.34</b>

**21.B CHANGES IN INVENTORIES OF FINISHED GOODS, WORK- IN- PROGRESS AND STOCK - IN - TRADE**

Particulars	Year 2019-2020	Year 2018-2019
<b>Stock at the end of the year :</b>		
Finished goods	490.32	107.15
Work -in- progress	137.64	176.15
Stock- in-trade	21.68	34.04
<b>Total</b>	<b>649.64</b>	<b>317.35</b>
<b>Stock at the beginning of the year :</b>		
Finished goods	107.16	115.27
Add: Transferred on Amalgamation of Pragati Chemicals Limited (Refer note 1B)	52.19	-
Work -in- progress	176.15	171.64
Add: Transferred on Amalgamation of Pragati Chemicals Limited (Refer note 1B)	37.20	-
Stock- in-trade	34.04	44.89
<b>Total</b>	<b>406.74</b>	<b>331.80</b>
<b>Changes in Inventories of Finished Goods, Work- in- progress and Stock - in - Trade</b>	<b>(242.90)</b>	<b>14.45</b>

**22. EMPLOYEE BENEFITS EXPENSES**

Particulars	Year 2019-2020	Year 2018-2019
Salaries , Wages and Allowances, etc	848.43	691.45
Contribution to Provident and other funds (refer note 26)	108.00	63.11
Provision for Actuarial estimate for interest shortfall -Provident Fund	24.03	16.54
Provision for Defined benefit scheme -Provident Fund	32.00	-
Staff Welfare expenses	71.23	65.43
<b>Total</b>	<b>1,083.69</b>	<b>836.53</b>

**23. FINANCE COST**

Particulars	Year 2019-2020	Year 2018-2019
Interest expense	0.36	1.87
<b>Total</b>	<b>0.36</b>	<b>1.87</b>



## 24. OTHER EXPENSES

Particulars	Year 2019-2020	Year 2018-2019
Power and Fuel	327.72	213.84
Consumption of stores, spare & consumables	51.97	39.90
Repairs- Plant & Machinery	36.47	22.98
- Building	75.40	29.05
- Others	38.29	16.53
Rent	3.73	3.24
Rates and taxes	24.70	19.11
Insurance	13.58	6.44
Freight on sales	261.53	256.62
Directors' meeting fees	16.90	17.30
Cash discount	0.80	1.73
Security	56.83	43.80
Legal & professional fees	99.36	55.51
Amalgamation Expenses	23.84	-
Commission on sales	38.42	73.86
Corporate Social Responsibility expenses (Refer note 31 )	18.77	16.54
<b>Payment to auditors :</b>		
a) Audit Fees *	5.00	4.50
b) For taxation matters	2.25	1.50
c) For company law matters	0.85	0.56
d) Reimbursement of expenses	0.04	0.58
Bad debts written off	10.63	6.88
Loss on sale of fixed assets (Net)	0.63	1.07
Fixed Assets Written off	4.92	-
Miscellaneous expenses	268.95	238.38
<b>Total</b>	<b>1,381.57</b>	<b>1,069.91</b>

\*Previous year Audit fees of ₹ 4.50 lakhs includes ₹ 1.00 Lakh paid to previous year Auditor (Manubhai & Shah, LLP)

## Note No 25. Additional information to the financial statements

### 25.1 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Contingent Liabilities :</b>		
a) Bank Guarantee issued by bank and outstanding as on 31st March, 2020	0.50	-
<b>Commitments:</b>		
c) Estimate amount of contract remaining to be executed on capital account and not provided for (Net of Capital Advances)	8.68	21.33
b) Export obligations against the import licenses taken for import of Raw Material under the Export Promotion for Advance License Scheme which is to be fulfilled over the 18 months which will reduce in proportion to actual exports. The Company is reasonably certain to meet its export obligations, hence it does not anticipate a loss with respect to these obligations and accordingly has not made any provision in its financial statements	-	3.01

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₹ in Lakhs

## 25.2 TRADE PAYABLES - DUES TO MICRO AND SMALL ENTERPRISES (as per the intimation received from Suppliers).

Particulars	As at 31-03-2020	As at 31-03-2019
a) Principal and interest amount remaining unpaid	39.52	49.92
b) Interest due thereon remaining unpaid	-	-
c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	0.01	0.17
e) Interest accrued and remaining unpaid	0.01	0.17
f) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	0.72	0.44

## 25.3 Details on derivatives instruments and unhedged foreign currency exposures

The foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below :

Particulars	As at 31-03-2020	As at 31-03-2019
<b>In USD</b>		
Receivables	47,168	1,01,860
Payables	5,01,267	93,548
<b>₹ in lakhs</b>		
Receivables	35.65	70.43
Payables	384.76	64.68

## 25.4 Value of imports calculated on Cost Insurance Freight (CIF) basis

Particulars	Year 2019-2020	Year 2018-2019
Raw Materials	3,051.71	2,633.71
Capital Goods and Engineering Items	3.23	11.95

## 25.5 Details of Inventory

Name of the item	Year 2019-2020	Year 2018-2019
<b>(a) Details of major consumption items</b>		
Dimer Acid	1,408.83	1,247.84
Mixed Xylene	1,042.86	1,070.49
Bisphenol- A	184.13	-
Butanol	223.19	-
Epichlorohydrin	209.14	-
Other	6,767.90	6,482.24
<b>Total</b>	<b>9,836.04</b>	<b>8,800.57</b>
<b>(b) Finished goods</b>		
<b>Synthetic resins (Finished Goods)</b>		
Openig Stock	159.35	115.27
Sales (Net)	13,313.43	11,834.14
Closing Stock	479.00	107.16
<b>Synthetic resins (Traded Goods)</b>		
Openig Stock	34.04	44.89
Sales (Net)	531.44	695.07
Closing Stock	21.68	34.04
<b>(c) Work in progress</b>		
<b>Synthetic resins</b>	<b>137.64</b>	<b>176.15</b>

## 25.6 Details of consumption of imported and indigenous items

Particulars	Year 2019-20		Year 2018-19	
	₹ in lakhs	%	₹ in lakhs	%
Raw Materials :				
Imported	3,288.93	33.44	2,991.46	33.99
Indigenous	6,547.11	66.56	5,809.11	66.01
<b>Total</b>	<b>9,836.04</b>	<b>100.00</b>	<b>8,800.57</b>	<b>100.00</b>
Stores spares and components :				
Imported	3.23	6.21	-	-
Indigenous	48.74	93.79	39.90	100.00
<b>Total</b>	<b>51.97</b>	<b>100.00</b>	<b>39.90</b>	<b>100.00</b>

## 25.7 Earning in foreign currency

Particulars	Year 2019-20	Year 2018-19
FOB value of exports	258.12	319.16

## 25.8 Expenses in foreign currency

Particulars	Year 2019-20	Year 2018-19
Travelling Expenses	1.00	0.91

## Note no 26. Employee benefit plans

### Defined benefit plan as required under AS 15 (Revised) "Employee Benefits"

#### I) Gratuity (Funded) :

Particulars		Year 2019-20	Year 2018-19
<b>1</b>	<b>Assumptions</b>		
	Discount Rate	6.04%	7.71%
	Salary Escalation	8.00%	6.00%
<b>2</b>	<b>Table showing changes in present value of obligations</b>		
	Present value of obligations as at beginning of year	238.38	162.56
	Interest cost	18.09	12.53
	Current Service Cost	11.11	6.90
	Past Service Cost - Vested benefit	-	-
	Benefits Paid (From Employer)	-	(15.80)
	Benefits Paid (From Fund)	(3.39)	-
	Actuarial (gain)/Loss on obligations	29.80	22.61
	Present value of obligations as at end of year	293.98	188.80
<b>3</b>	<b>Table showing changes in the fair value of plan assets</b>		
	Fair value of plan assets at beginning of year	193.45	138.79
	Expected return on plan assets	14.68	10.70
	Contributions	31.34	2.00
	Benefits paid	(3.39)	-
	Actuarial Gain / (Loss) on Plan assets	(0.17)	6.37
	Fair value of plan assets at the end of year	235.90	157.86
<b>4</b>	<b>Table showing fair value of plan assets</b>		
	Fair value of plan assets at beginning of year	193.45	138.79
	Actual return on plan assets	14.51	17.07
	Contributions	31.34	2.00
	Benefits Paid	(3.39)	-
	Fair value of plan assets at the end of year	235.90	157.86
	Funded status	(58.08)	(30.94)
	Excess of Actual over estimated return on plan assets	(0.17)	6.37
	(Actual rate of return = Estimated rate of return as ARD falls on 31st March)		

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₹ in Lakhs

Particulars		Year 2019-20	Year 2018-19
<b>5</b>	<b>Actuarial Gain/Loss recognized</b>		
	Actuarial gain/(Loss) for the year -Obligation	29.80	22.61
	Actuarial (gain)/Loss for the year - plan assets	0.17	(6.37)
	Total (gain)/Loss for the year	29.97	16.24
	Actuarial (gain)/Loss recognized in the year	29.97	16.24
<b>6</b>	<b>The amounts to be recognized in the balance sheet and statements of profit and loss</b>		
	Present value of obligations as at the end of year	(293.98)	(188.80)
	Fair value of plan assets as at the end of the year	235.90	157.86
	Funded status	(58.08)	(30.94)
	Net Asset/(liability) recognized in balance sheet	(58.08)	(30.94)
<b>7</b>	<b>Expenses Recognised in Statement of Profit and loss</b>		
	Current Service cost	11.11	6.90
	Interest Cost	18.09	12.53
	Past Service Cost - Vested benefit	-	-
	Expected return on plan assets	(14.68)	(10.70)
	Net Actuarial (gain)/Loss recognised in the year	29.97	16.24
	Expenses recognised in statement of Profit & loss	44.49	24.97

## Experience Adjustments for the current and previous four periods

Gratuity (Funded) :	As at 31-03-20	As at 31-03-19	As at 31-03-18	As at 31-03-17	As at 31-03-16
Defined Benefit Obligation	293.98	188.80	162.56	157.87	144.52
Plan Assets	235.90	157.86	138.79	129.74	125.94
Surplus/(Deficit)	(58.08)	(30.94)	(23.77)	(28.13)	(18.58)
Actuarial Gain /(Losses) on Obligation	29.80	22.61	(11.71)	6.16	18.25
Actuarial Gain / (Losses) on Plan Asset	0.17	(6.37)	(4.85)	8.49	(0.51)

- (a) In accordance with AS 15 Revised pertains to Defined Benefit Plan- Gratuity liability, the company has debited ₹ 13.14 lakhs (PY ₹ 7.17 lakhs) to the statement of Profit & Loss towards accrued liability based on actuarial valuation carried out as at the Balance Sheet date.
- (b) The liability towards compensated absences (annual value) for the year ended 31st March, 2020, based on actuarial valuation carried out using the Projected Accrued Benefit Method amounting to ₹ 8.11 lakhs ( PY ₹ 3.28 lakhs ) has been recognised in the statement of Profit and Loss.

## II) Provident Fund :

- (a) The company manages its provident fund assets and liabilities through its provident fund trust namely "Resins & Plastics Provident fund ".
- (b) The company contributed ₹ 30.03 lakhs ( PY ₹ 27.84 lakhs) towards Resins & Plastics Provident fund trust during the year ended March 31, 2020.

Defined Benefit Provident Fund	As at 31-03-2020
Fare Value of Plan Assets (Provident Fund)	992.66
Plan Liability (Provident Fund)	980.77

## 27. Information on Related party transactions as required by AS-18 on Related Party Disclosure for year ended 31st March, 2020.

### I) Information of related parties

Description of relationship		Name of the related parties
a)	<b>Key Management Personnel :</b> Managing Director (from 28.01.2020) * Managing Director (Upto 30.09.2019) Chief Operating Officer (from 16.01.2020) Chief Financial Officer	Shri Rupen A. Choksi Shri Gobind J. Lulla Shri Sanket D. Dwivedi Smt Sunita R. Satpalkar
b)	<b>Promoters and their relatives having control</b> Non Executive Chairman Non Executive Director Relatives of Director Relatives of Director	Shri Abhay A. Vakil Shri Ashwin S.Dani Shri Amar A. Vakil Shri Jalaj A. Dani
c)	<b>Companies controlled by Directors / Relatives of Directors</b> Addverb Technologies Pvt Ltd AR Intertext Design Pvt. Ltd. ARI Designs LLP Asian Paints Limited. Avinash Holding & Trading Co.Pvt. Ltd. Asteroids Trading and Investments Private Limited. Canes Venatici Trading Co. Pvt. Ltd. Castle Investment and Industries Private Limited. Centaurus Trading and Investments Private Limited. Clear Mipak Packaging and Solutions Ltd. Coatings Specialities (India) Ltd. Dani Charitable Foundation Dani Finlease Limited. Doli Trading and Investments Private Limited. Elcid Investments Limited. ELF Trading and Chemicals Mfg. Limited. Geetanjali Trading & Investments Private Limited. Germinait Solutions Pvt. Ltd. Gujarat Organics Limited. Hiren Holding Private Limited. Hitech Insurance Broking Services Ltd. Hitech Plast Ltd. Hitech Skills Development Pvt. Ltd. Hitech Corporation Ltd. Hitech Specialities Solutions Limited. Hydra Trading Pvt. Ltd. ISIS Holding & Trading Co. Pvt. Ltd. Jalaj Trading and Investment Company Pvt. Limited.	Jaldhar Investments and Trading Company Pvt. Ltd. Kalica Paper Industries Pvt. Ltd. Lambodar Investments & Trading Company Limited. Lyon Investment and Industries Private Limited. Murahar Investments and Trading Company Limited. Navbharat Packaging Industries Limited. Nehal Trading and Investments Private Limited. Parekh Plast India Limited Paladin Paints and Chemicals Private Limited Piramal Swasthya Management and Research Institute Rayirth Holding and Trading Company Private Limited. Ricinash Oil Mill Limited. Rituh Holding & Trading Co Pvt Ltd. Riash Realty Pvt Ltd. Rupen Investment and Industries Private Limited. Smiti Holding and Trading Company Private Limited. Satyadharma Investments & Trading Company Private Limited. S.C. Dani Research Foundation Pvt. Ltd. Sapan Investments Pvt. Ltd. Satyadharma Investments & Trading Co. Pvt. Ltd. Sudhanva Investments and Trading Company Private Limited. Suptaswar Investments and Trading Company Limited. Suryakant Paint Accessories Pvt. Ltd. Satva Holding and Trading Pvt. Ltd. Tru Trading and Investments Pvt. Ltd. Unnati Trading and Investments Private Limited. Vikatmev Containers Limited.

\* Shri Rupen A Choksi was Joint Managing Director up to 27.01.2020



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₹ in Lakhs

## II) Details of related party transactions during the year ended 31 March, 2020 and outstanding balances as at 31st March, 2020:

Particulars	Key Management Personnel	Relatives of Key Management Personnel / Directors	Companies in which Promoters/ Directors/KMP and their Relatives have control / can exercise significant influence	Directors
<b>Purchase of goods and other Miscellaneous Items :</b>				
a) Asian Paints Limited.	-	-	-	-
	-	-	(27.38)	-
b) Ricinash Oil Mill Limited.	-	-	28.35	-
	-	-	(64.84)	-
<b>Sale of goods (raw materials &amp; finished goods) :</b>				
a) Asian Paints Limited.	-	-	151.16	-
	-	-	(230.48)	-
b) Ricinash Oil Mill Limited.	-	-	2.89	-
	-	-	(0.05)	-
Remuneration	173.82 (198.71)	-	-	-
Directors' sitting fees	-	0.50*	-	16.40
	-	-	-	(17.30)
Professional Fees Paid		0.75 (0.75)		
<b><u>Balances outstanding at the end of the year</u></b>				
Trade and Other Receivables	-	-	13.87	-
	-	-	(35.65)	-
Trade and Other Payables	10.84 (16.71)		-	-
			(3.14)	

\*It includes ₹ 20,000/- sitting fees paid to Shri Rupen A. Choksi as a director in Pragati Chemicals Limited.

Note :

- Figures in bracket relates to the previous year.
- Key Management personnel and relatives of Promoters who are under the employment of the company are entitled to post employment benefits and other long term employee benefits recognised as per AS 15 (Revised) 'Employee benefits' in the financial statements. The same is not included in above, as these employee benefits are lump sum amount provided on the basis of actuarial valuation.

## 28. Earning per share

Particulars	As at 31-03-2020	As at 31-03-2019
a) Profit attributable to shareholders as per statement of profit and Loss - ₹ in lakhs	857.30	732.53
b) Weighted average number of equity shares outstanding Nos.	41,72,300	35,72,300
c) Basic and diluted earning per share attributable to shareholders in rupees (Face value ₹10/- per share)	20.55	20.51

## 29 Details of Research and Development expenditure recognised as expenses under respective heads.

Particulars		As at 31-03-2020	As at 31-03-2019
<b>a) Revenue Expenditure</b>			
a) Employee cost		39.49	38.77
b) Depreciation on Equipments & building		5.31	5.57
c) Materials consumed		15.68	11.67
d) Travelling expenses		1.68	3.51
e) Other expenses		7.40	7.20
<b>Total</b>		<b>69.55</b>	<b>66.73</b>
<b>b) Capital Expenditure</b>			
Equipments		0.42	19.75
<b>Total</b>		<b>0.42</b>	<b>19.75</b>

## 30. Pursuant to Accounting Standard (AS 19) - Leases, The following information is given Operating Lease : Where the Company is lessee :-

- The Company has taken certain Vehicles on an operating lease basis. The Lease rental are payable by the Company on monthly basis. The aggregate lease rents payable are charged as rent in the statement of Profit and Loss.
- Future minimum lease rentals payable as at 31st Mar 2020 as per the lease agreements :

	As at 31-03-2020	As at 31-03-2019
Payments not later than one Year	26.59	26.59
Payments later than one Year but not later than five years	17.51	44.54
Payments later than five years	-	-
<b>Total</b>	<b>44.09</b>	<b>71.12</b>

- Lease payments recognised in the Statement of Profit and Loss for the year is ₹ 24.63 Lakhs (PY ₹ 24.63 Lakhs)

## 31. Expenditure towards Corporate Social Responsibility

The Company has spent ₹18.77 Lakhs (PY ₹ 16.54 Lakhs) towards various schemes of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013. The details are:

- Gross amount required to be spent by the Company during the year: ₹18.74 Lakhs (PY : ₹ 16.54 Lakhs)
- Amount spent during the year on:

Particulars	In cash/payable	Yet to be paid in Cash	Total
i) Construction/Acquisition of any asset	17.27	-	17.27
ii) For purposes other than (i) above	1.50	-	1.50

**32. SEGMENT-WISE PERFORMANCE**

- a) The Company is only in one line of business - Synthetic Resins
- b) The Segment Revenue in the Geographical Segment considered for disclosures are as follows :
- Revenue with India includes sales to customers located within India
  - Revenue outside India includes sales to customers located outside India

Sales	As at 31-03-2020	As at 31-03-2019
Home Market	13,586.74	12,210.03
Export Market	258.12	319.16

**33. Previous year's figures**

Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure. Previous year's figures are not strictly comparable as merger of Pragati Chemicals Ltd with Resins & Plastics Ltd is effective from the appointed date of 1st April, 2019.

As per our report of even date  
**For CNK & Associates LLP**  
 Chartered Accountants  
 FRN : 101961W / W-100036

**HIMANSHU KISHNADWALA**  
 Partner  
 M No 37391

**Mumbai :- 13<sup>th</sup> August, 2020**

For and on behalf of the Board of Directors of  
**RESINS AND PLASTICS LIMITED**  
 CIN:U25209MH1961PLC012223

**ABHAY VAKIL**  
 Chairman  
 DIN-00009151

**RUPEN CHOKSI**  
 Managing Director  
 DIN-00059326

**SUNITA SATPALKAR**  
 Chief Financial Officer

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## **CSR Activities undertaken by Resins & Plastics Limited during the Financial Year 2019-20**

### **E-learning Room, Computers, Water Cooler & Water Purifier donated to Madhyamik Vidyalaya, Chindrun, Panvel - Maharashtra**



Smt Hemangi Modi, Chairman of CSR Committee (3<sup>rd</sup> from left) & Shri Jay Thakur, Principal of Madhyamik Vidyalaya, Chindhrun (2<sup>nd</sup> from right) inaugurating school E-learning room.

### **Constructions of new toilets for the students of Pale School, Taloja – Maharashtra**



Shri Mrunal Khebade, Sr. Manager Projects & Plant Engineering at Taloja and Smt Priya Patil, President of Rotary Club of Panvel Centre, initiating the foundation process for the construction of new toilets at Pale School Taloja, Maharashtra



If undelivered, please return to :

**RESINS AND PLASTICS LIMITED**

A-8, Marol Industrial Estate of M.I.D.C.,  
Cross Road - B, Street No. 5,  
Andheri - (East), Mumbai - 400 093.