

GUJARAT PETROSYNTHESE LIMITED



**FORTY SECOND ANNUAL REPORT
2018-19**



BOARD OF DIRECTORS	Dr. R.M. Thakkar Ms. Urmi N. Prasad Ms. Charita Thakkar Mr. M.D. Garde Mr. V. Raghu Mr. T. N. R Rao (Up to 25/07/ 2018) Mr. Rajesh S. Parikh (19/10/2018)	Chairman and Non-Executive Director Joint Managing Director Joint Managing Director Independent Director Independent Director Independent Director Additional Director (Independent)
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BANKERS	AXIS BANK LIMITED STATE BANK OF INDIA CANARA BANK IDBI BANK BANK OF BARODA HDFC BANK
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AUDITORS	M/S Dayal and Lohia Mumbai
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COMPANY SECRETARY	Ms. Ankita Gokani
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REGD. OFFICE & WORKS	NO. 24, II MAIN PHASE I, DODDANEKUNDI INDUSTRIAL AREA, MAHADEVPURA POST, BENGALURU - 560 048 Ph No. : 080-28524133, Email : info@gpl.in; secretarial@gujaratpetrosynthese.com
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CIN No.	L23209KA1977PLC043357
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NOTICE

NOTICE IS HEREBY given that the 42nd ANNUAL GENERAL MEETING of the Members of Gujarat Petrosynthese Limited will be held at the Registered office of the Company at 24, II Main, Phase I, Doddanekkundi Industrial Area, Mahadevapura, Bengaluru - 560048 on Wednesday, 14th August, 2019. at 3.00 PM to transact the following business;

ORDINARY BUSINESS

1. **To consider and adopt:**
 - (a) **The audited standalone financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and**
 - (b) **The audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the auditors thereon.**
2. **To appoint Ms.Charita Thakkar, (DIN 00321561), who retires by rotation and being eligible, offers herself for re-appointment as a Director.**

SPECIAL BUSINESS:

3. **Appointment of Mr. Rajesh Parikh (DIN 08258755) as an Independent Director and in this regard to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajesh Parikh (DIN 08258755), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five consecutive years with effect from 1st April, 2019 to 31st March, 2024."

4. **Re-appointment of Ms. Urmi N. Prasad as Joint Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as special Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded for the re-appointment of Ms. Urmi N. Prasad as Joint Managing Director of the Company at a remuneration of Rs.1,25,000/- per month along with perquisites with the condition that the aggregate of Remuneration and Perquisites shall not exceed the ceilings prescribed by Section II of Part I of Schedule V to the Companies Act, 2013 for a period of three years with effect from April 1, 2019."

5. **Re-appointment of Ms. Charita Thakkar as Joint Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as special Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded for the re-appointment of Ms. Charita Thakkar as Joint Managing Director of the Company at a remuneration of Rs.1,25,000/- per month along with perquisites with the condition that the aggregate of Remuneration and Perquisites shall not exceed the ceilings prescribed by Section II of Part I of Schedule V to the Companies Act, 2013 for a period of three years with effect from April 1, 2019."

6. Continuation of Directorship of Mr. R.M.Thakkar (00248949) as a Chairman & non executive Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as special Resolution;

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made there under, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. R.M.Thakkar (00248949) , who exceeds the age of seventy five years, to continue to be as a Chairman & Non-Executive Director of the Company.,"

Regd. Office:

24, II main, Doddanekkundi Industrial Area,
Phase I, Mahadevapura,
Bengaluru- 560 048
CIN: L23209KA1977PLC043357
Website: www.gpl.in; Email: info@gpl.in
Tel: 080-28524133

Place : Mumbai
Date : 29th May, 2019

By Order of the Board of Directors
For Gujarat Petrosynthese Limited.

(Dr. R. M. Thakkar)

Chairman & Non-Executive Director
Din: 00248949

NOTES

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members desirous of getting any information about the accounts and operations of the company are requested to send their query addressed to the Compliance Officer at the Registered Office at least 7 days before the date of the meeting to enable the Management to keep the information readily available at the meeting.
5. As per the requirement of the Regulation 46 of the SEBI Listing Regulations. 2015 the Company is updating information on its website www.gpl.in This portal contains along with business information, quarterly unaudited results, Financial Statements containing Notice, Directors' Report, Auditor's Report, quarterly shareholding pattern, contact details of the Compliance Officer for communicating investor grievances.
6. In terms of Section 152 of the Act, Ms. Charita Thakkar, Director, retires by rotation at the Meeting and being eligible, offers herself for reappointment. Details of Directors retiring by rotation / re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
7. Member/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

9. The Register of Members and share transfer books of the Company will remain closed from 7th August, 2019 to 14th August, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
10. The Company's Registrar and Share Transfer Agent for its share registry (both, physical as well as electronic) is M/s. Bigshare Services Pvt. Ltd. (Bigshare) having its office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059, Phone : (022) 62638200, Email- investor@bigshareonline.com (Unit: Gujarat Petrosynthese Limited).
11. Members holding shares in physical mode:
 - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Bigshare, as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
 - b. are advised to make nomination in respect of their shareholding in the Company.
12. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare, for consolidation into a single folio.
13. Members who have not registered / updated their e-mail addresses with Bigshare, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
14. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form, in order to protect the liquidity of the shares. Members can write to the Company's registrar and share transfer agent in this regard. SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. Only the requests for transmission and transposition of securities in physical form will be accepted by the listed companies / their RTAs.

15. Voting Options

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means ("e-voting"). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - ii. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.
 - iii. A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID"
 - iv. The Company has engaged the services of Bigshare Services Private Limited ('Bigshare') as the Agency to provide e-voting facility
16. **The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on Saturday, 10th August, 2019, 9.00 am and ends on Tuesday, 13th August, 2019, 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/ Postal Ballot Form/Email) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

17. COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING

INSTRUCTIONS

- i. The e-Voting period commences on Saturday, 10th August, 2019, 9.00 am and ends on Tuesday, 13th August, 2019. 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date 7th August, 2019 may cast their vote electronically. Thereafter, the e-Voting module shall be disabled for voting. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- iii. M/s J J Gandhi & Co. Practicing Company Secretary (Membership No.: 3519; CP No: 2515) having address: F-46, India Bulls Mega Mall, Besides Dinesh Mill, Nr. Jetalpur Under Bridge, Jetalpur, Vadodara – 390 007, has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- v. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gpl.in and on the website of CDSL <https://www.evotingindia.com> within two days of the passing of the resolutions at the AGM of the Company. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- vi. For Members holding shares in physical form, the password and details can be used only for e-Voting on the resolutions given in this notice.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act")

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 6 of the accompanying Notice

Item No.3

To appoint Mr. Rajesh Parikh (DIN 08258755) as an Independent Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an Independent Director requires the approval of the members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Rajesh Parikh (DIN 08258755) subject to approval of the

shareholders of the Company as an Independent Director on the Board of the Company. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Rajesh Parikh (DIN 08258755) for the office of Director of the Company. Mr. Rajesh Parikh (DIN 08258755) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Rajesh Parikh (DIN 08258755) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Rajesh Parikh (DIN 08258755) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rajesh Parikh (DIN 08258755) is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Rajesh Parikh (DIN 08258755) are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), Copy of the draft letter of appointment of Mr. Rajesh Parikh (DIN 08258755) setting out the terms and conditions of his appointment is available for inspection by the members at the registered office of the Company.

The Board recommends the resolution for approval.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly or indirectly interested in this resolution.

Item No.4

Re-appointment of Ms. Urmi N. Prasad as Joint Managing Director of the Company.

The term of office of Ms. Urmi N. Prasad as Joint Managing Director has expired on 31st March, 2019. The Nomination and Remuneration Committee at its meeting held on 05th February, 2019 recommended the re-appointment of Ms. Urmi N Prasad as Joint Managing Director of the Company for a period of 3 years w.e.f. from 1st April, 2019, subject to the approval of the Share holders of the Company. The Board of Directors of the Company at its meeting held on 05th Feb, 2019 re- appointed Ms. Urmi N Prasad as Joint Managing Director of the Company for a period of 3 years w.e.f. from 1st April, 2019.

Ms. Urmi N Prasad has completed 26 years of service with the Company. She holds the B Com degree from the Bombay University and is a qualified Chartered Accountant. She obtained a Masters degree in Business administration from INSEAD in France. Having held the position of Executive Director of the Company she was elevated as the Joint Managing Director of the Company since 2016. She has knowledge and experience in accounts, finance, corporate administration and operations, insurance and strategic business planning.

The draft of the agreement to be entered into between the Company and Ms. Urmi N Prasad, is placed before the meeting and is available for inspection by the shareholders of the Company and contains inter-alia the following main terms and conditions:

TERMS OF APPOINTMENT

Period of Appointment: Three years with effect from 1st April, 2019

Salary: Rs. 1,25,000/- (Rupees One lac twenty five thousand only) per month.

Commission: 1% on the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Perquisites:

i) Housing I: The expenditure incurred by the company on hiring unfurnished accommodation for the Joint Managing Director will be subject to a ceiling of sixty percent of the salary, over and above ten percent payable by the Joint Managing Director.

Housing II: If accommodation in the company owned house is provided, ten percent of salary of the Joint Managing Director shall be deducted by the company.

Housing III: If the company does not provide accommodation, the Joint Managing Director shall be entitled to House rent allowance subject to the ceiling laid down in Housing I.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the Joint Managing Director.

Gujarat Petrosynthese Limited

- ii) Reimbursement of medical and hospitalization expenses of the Joint Managing Director and her family subject to a ceiling of one month salary in a year
- iii) Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company.
- iv) Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- v) The Company shall pay the annual premium towards personal accident insurance as per the Rules of the company.
- vi) Ms. Urmi N Prasad and family shall be covered under the Mediclaim Insurance Schemes as per the rules of the company.
- vii) Encashment of leave on full pay and allowances as per the rules of the company but not exceeding one month's leave for every twelve months of service.
- viii) Such other benefits in accordance with the schemes and rules applicable to the members of the company from time to time.

(Family includes dependent parents, spouse and children who are dependent on her)

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of such Rules, perquisites shall be evaluated at actual costs. The Company will pay tax on non monetary perquisites to the appointee as per amended section 10CC of the Income Tax Act, 1961.

The following shall not be included for the purposes of computation for the Joint Managing Director's remuneration or perquisites as aforesaid;

- i) The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- ii) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- iii) Encashment of leave at the end of tenure.
- iv) Chauffeur driven company maintained car for use on Company's business and telephones facility at the residence of Joint Managing Director, and reimbursement of expenses including entertainment expenses will not be considered as perquisites.

Minimum Remuneration: Subject to the ceiling in Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014, the Joint Managing Director shall be paid remuneration by way of salary and perquisites (except commission specified above) notwithstanding that in the Financial Year during the tenure of the Joint Managing Director, the Company has no profits or its profits are inadequate.

Compensation: If before the expiry of the Agreement, the tenure of her office as Joint Managing Director is terminated, she shall be entitled to compensation for the loss of office as per the provisions of Section 202 of the Companies Act, 2013.

The Director shall be entitled to the reimbursement of expenses actually and properly incurred by her for the business of the Company.

Ms. Urmi N Prasad satisfies all the conditions mentioned in Part I of Schedule V to the Act and also satisfies the conditions mentioned under section 196(3) of the Companies Act, 2013. She is not disqualified from being appointed as a Director under section 164 of the Companies Act., 2013. The Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to the duties of Directors.

The particulars set out above, may be treated as an abstract of the terms of contract for the remuneration/ appointment of Ms. Urmi N Prasad as Joint Managing Director of the Company, which is required to be given to every member under the provisions of the Companies Act, 2013.

The draft of the Agreement referred to above is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day upto the date of the Annual General Meeting.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Ms. Urmi N Prasad, Mr. R M Thakkar and Ms. Charita Thakkar who are related to each other, are interested in the Resolution as it relates to her own/ relative's term of appointment/ remuneration.

None of the other Directors/ Key managerial personnel of the Company, their relatives are in any way concerned or interested in the said Resolution.

Item No.5

Re-appointment of Ms. Charita Thakkar as Joint Managing Director of the Company.

The term of office of Ms. Charita Thakkar as Joint Managing Director expired on 31st March, 2019. The Nomination and Remuneration Committee at its meeting held on 05th February, 2019 recommended the re-appointment of Ms. Charita Thakkar as Joint Managing Director of the Company for a period of 3 years w.e.f. from 1st April, 2019, subject to the approval of the Share holders of the Company. The Board of Directors of the Company at its meeting held on 05th Feb, 2019 re- appointed Ms. Charita Thakkar as Joint Managing Director of the Company for a period of 3 years w.e.f. from 1st April, 2019.

Ms. Charita Thakkar has been associated with the Company since 1984. She holds a Bachelor's Degree from the Bombay University in chemistry and physics and Master of Business Administration in strategy and Finance from Texas Christain University, USA. She also holds the degree of Master in Management Science from the Sloan Program, Graduate school of Business, Stanford University, USA. She has held the position of Finance Manager, General Manager operations, Executive Director & Director of the Company and was incharge of the commissioning and operations of the polymer blends and alloys facilities

Her deep knowledge of polymer and polybutene business coupled with experience in finance, operations, general management, exposure to international business negotiation and strategic planning will be very valuable to the Company.

The draft of the agreement to be entered into between the Company and Ms. Charita Thakkar is placed before the meeting and is available for inspection by the shareholders of the Company and contains inter-alia the following main terms and conditions:

Period of Appointment: Three years with effect from 1st April, 2019.

Salary: Rs. 1,25,000/- (Rupees One lac twenty five thousand only) per month.

Commission: 1 % on the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Perquisites:

- i) Housing I: The expenditure incurred by the company on hiring unfurnished accommodation for the Joint Managing Director will be subject to a ceiling of sixty percent of the salary, over and above ten percent payable by the Joint Managing Director.
Housing II: If accommodation in the company owned house is provided, ten percent of salary of the Joint Managing Director shall be deducted by the company.
Housing III: If the company does not provide accommodation, the Joint Managing Director shall be entitled to House rent allowance subject to the ceiling laid down in Housing I.
Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the Joint Managing Director.
- ii) Reimbursement of medical and hospitalization expenses of the Joint Managing Director and her family subject to a ceiling of one month salary in a year.
- iii) Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company.
- iv) Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- v) The Company shall pay the annual premium towards personal accident insurance.
- vi) Ms. Charita Thakkar and family shall be covered under the Mediclaim Insurance Schemes as per the rules of the company.
- vii) Encashment of leave on full pay and allowances as per the rules of the company but not exceeding one month's leave for every twelve months of service.
- viii) Such other benefits in accordance with the schemes and rules applicable to the members of the company from time to time.

(Family includes dependent parents, spouse and children who are dependent on her)

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of such Rules, perquisites shall be evaluated at actual costs. The Company will pay tax on non monetary perquisites to the appointee as per amended section 10CC of the Income Tax Act, 1961.

The following shall not be included for the purposes of computation for the Joint Managing Director's remuneration or perquisites as aforesaid;

- v) The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- vi) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- vii) Encashment of leave at the end of tenure.
- viii) Chauffeur driven company maintained car for use on Company's business and telephones facility at the residence of Joint Managing Director, and reimbursement of expenses including entertainment expenses will not be considered as perquisites.

Minimum Remuneration: Subject to the ceiling in Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014, the Joint Managing Director shall be paid remuneration by way of salary and perquisites (except commission specified above) notwithstanding that in the Financial Year during the tenure of the Joint Managing Director, the Company has no profits or its profits are inadequate.

Compensation: If before the expiry of the Agreement, the tenure of her office as Joint Managing Director is terminated, she shall be entitled to compensation for the loss of office as per the provisions of Section 202 of the Companies Act, 2013.

The Director shall be entitled to the reimbursement of expenses actually and properly incurred by her for the business of the Company.

Ms. Charita Thakkar satisfies all the conditions mentioned in Part I of Schedule V to the Act and also satisfies the conditions mentioned under section 196(3) of the Companies Act, 2013. She is not disqualified from being appointed as a Director under section 164 of the Companies Act., 2013. The Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to the duties of Directors.

The particulars set out above, may be treated as an abstract of the terms of contract for the remuneration/ appointment of Ms. Charita Thakkar as Joint Managing Director of the Company, which is required to be given to every member under the provisions of the Companies Act, 2013.

The draft of the Agreement referred to above is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day upto the date of the Annual General Meeting.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Ms. Urmi N Prasad, Mr. R M Thakkar and Ms. Charita Thakkar who are related to each other, are interested in the Resolution as it relates to his/her own relative's term of appointment/ remuneration.

None of the other Directors/ Key managerial personnel of the Company, their relatives are in any way concerned or interested in the said Resolution.

Item No.6

Continuation of Directorship of Mr. R.M.Thakkar (00248949) as a Chairman & non executive Director.

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 9th May, 2018, approval of the shareholders by way of a special resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years. Mr. R. M Thakkar exceeds 75 years of age as on April 1, 2019.

Mr. R. M. Thakkar (DIN 00248949), D. Phil(Zurich) is having more than 40 years of experience in the Company having been the Managing Director and promoter of the Company since inception.

Nomination Committee verified that the said persons are not debarred from holding the office of director pursuant to any SEBI order and by virtue of any other such authority.



Gujarat Petrosynthese Limited

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Ms. Urmi N Prasad, Mr. R M Thakkar and Ms. Charita Thakkar who are related to each other, are interested in the Resolution as it relates to her own/ relative's term of appointment/ remuneration.

None of the other Directors/ Key managerial personnel of the Company, their relatives are in any way concerned or interested in the said Resolution.

Annexure to the Notice

Details of Directors Retiring by Rotation/seeking appointment at the ensuing Annual General Meeting (in pursuance of Regulation 36 of the SEBI(LODR) Regulations, 2015.

Name of Director	Ms. Urmi N. Prasad	Ms. Charita Thakkar	Mr. R.M.Thakkar	Mr. Rajesh Parikh
Date of Birth	26.09.1964	01.11.1960	30/09/1924	21/11/1960
Date of first appointment	01.04.1993	28.09.1990	14.09.1977	19/10/2018
Expertise in specific functional areas	Accounts, Finance, Business Administration and Strategic Planning.	Finance, operations, general management, exposure to international business negotiation and strategic planning	40 years of experience as the promoter and Director of the Company since Inception.	Head of the Operations of Naiknavare Associates, a real estate firm. He has earlier headed both KP Travels and KP Investments acquiring experience in the travel industry and financial markets .
Qualifications	B. Com. ACA, MBA (INSEAD France)	MBA (TCU) MMS (Stanford)	D. Phil (Zurich)	Bachelors of Science in Chemistry (BSc) & as a Bachelor of Legislative Law (LLB).
Directorship of other boards as on March 31, 2019.	Gujarat Polybutenes Pvt. Ltd. GPL Finance & Investments Ltd. Guardian Finance Ltd. Multichem Pvt. Ltd. Yashashree Commercial Services Pvt. Ltd.	Gujarat Polybutenes Pvt. Ltd. GPL Finance & Investments Ltd. Guardian Finance Ltd. Multichem Pvt. Ltd.	Gujarat Polybutenes Pvt. Ltd. GPL Finance & Investments Ltd. Guardian Finance Ltd. Multichem Pvt. Ltd. Yashashree Commercial Services Pvt. Ltd.	N/A
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	N/A	N/A	N/A	N/A
Shareholding as on March 31 2019	2,87,610	4,85,417	2,39,711	142

Disclosure in terms of Regulation 36 of the SEBI(LODR) Regulations, 2015.

None of the Directors have inter-se relationship except Ms. Urmi N Prasad & Ms. Charita Thakkar, who are daughters of Mr. R M Thakkar.

Regd. Office:

24, II main, Doddanekkundi Industrial Area,
Phase I, Mahadevapura,
Bengaluru- 560 048
CIN: L23209KA1977PLC043357
Website: www.gpl.in; Email: info@gpl.in
Tel: 080-28524133

By order of the Board of Directors
For **Gujarat Petrosynthese Limited.**

Place : Mumbai
Date : 29th May, 2019

Mr. R. M. Thakkar
Chairman & Non-Executive Director
DIN No. 00248949

BOARDS' REPORT

To the Members of,
Gujarat Petrosynthese Limited

The Directors present the 42nd Annual Report of the Company together with the Audited Financial Statement of the Company for the year ended 31st March, 2019.

FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2019 is summarised below:

Particulars	(Rs. in '000)	
	for the year ended on 31/03/2019	for the year ended on 31/03/2018
Revenue from operations	2,20,676	1,88,903
Other income	2,968	1,035
Total income (I+II)	2,23,644	1,89,938
EXPENSES		
Cost of Materials Consumed	1,80,436	1,55,135
Changes in Inventories of Finished & WIP Products	601	(516)
Employee benefits expense	28,347	26,698
Finance costs	229	77
Depreciation	2,336	2,272
Other expenses	25,702	25,548
Total expenses (IV)	2,37,651	2,09,213
Profit/(loss) before exceptional item and tax (III-IV)	(14,005)	(19,276)
Exceptional Items	-	19,784
Profit/(loss) before tax (V-VI)	(14,005)	509
Tax Expense:		
(1) Current tax	312	319
Less : MAT Credit available to utilise	-	-
(2) MAT Credit available to utilise pertaining to previous year		(1,054)
(3) Deferred tax	(3,389)	(6,025)
(4) Earlier year taxes	1,031	
Profit/(loss) for the year (VII-VIII)	(10,937)	6,238
TOTAL COMPREHENSIVE INCOME / (EXPENSE) FOR THE YEAR (IX+X)	(10,937)	6,238
Earnings per equity shares (Face Value of Rs.10/- each)		
Basic and Diluted earnings per share	(1.83)	1.05

Dividend

Your Directors do not recommend any dividend.

Performance & Future Outlook

In spite of a challenging year for the passenger automotive industry due to high fuel prices, uneven monsoon and customer sentiment, the Company saw a jump of 16% in the sales revenue from Rs 18.89 crores to Rs 22.07 crores which is the highest sales turnover of polymer blends attained by the Company as well as the highest yearly sales volume of 1742 MT. This has been achieved by concentrating on new developments, maintaining high productivity, reducing wastage and increasing production efficiencies. The Company continues to enjoy a high rating on customer satisfaction due to its emphasis on product quality and timeliness of delivery. Last year, the Company achieved the latest version of ISO 9001:2015 and ISO 14001:2015 certification maintaining its pursuit in consistently providing high quality products to its valuable customers while maintaining environment standards. The Company is hopeful of crossing the 2000 tonnes in annual sales this year.

Performance & Future Outlook of the wholly owned subsidiaries**Gujarat Polybutenes Private Limited**

Due to the unavailability of feedstock in near proximity at economical rates, the Company was unable to compete in the market. The operations at the plant were suspended in February 2016.

During the year under review with the approval of the Board and the shareholders of GPPL, the Leasehold rights in respect of the Plots and structures therein at Petrochemical Complex Area, P.O.Petrochemical Baroda and plant and machinery thereon were transferred to M/s. Panoli Intermediates India Pvt Ltd for an aggregate consideration of Rupees Thirty-Six Crores.

The accumulated losses of the Company were wiped off with the profit earned on this transaction. As on date, there is no business activity. The management is taking steps to channelize and utilize the available resources in the best interest of the company.



Gujarat Petrosynthese Limited

GPL Finance and Investments Limited

During the year under review the Company received a proposal from White Oak Investment Management Private Limited to purchase the shares held by the Company in its subsidiary Company -GPL Finance & Investments Limited ("GPLFIL"). The Board of Directors of GPL at their meeting dated 15/03/2019 gave their consent for the sale of GPLFIL shares held by the Company to White Oak Investment Management Private Limited and its nominees subject to RBI approval.

Transfer to Reserve

No amount has been transferred to the reserves during the year under review.

Business

During the year under review, there was no change in the business activities of the Company.

Material changes and commitment occurred after the end of Financial Year and upto the date of Report

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and upto the date of this report.

Consolidated Financial Statement

In accordance with the provisions of Section 129(3) read with Rule 5 of Companies (Accounts) Rules, 2014, statement containing salient features of the financial statements of subsidiary companies is disclosed separately in **Annexure I** and forms part of the annual report. The consolidated financial statements are prepared in accordance with the Accounting Standard (AS) - 21 issued by the Institute of Chartered Accountants of India.

Deposits

The Company has neither accepted nor renewed any deposits during the year under review to which the provisions of the Companies (Acceptance of Deposits) Rules 2014 applies.

Loans, Guarantees or Investments made under section 186 of the Companies Act, 2013

The Company has not made any Investment, given guarantee and securities during the year under review. There for no need to comply provisions of section 186 of Companies Act, 2013.

During the year under review, the loan amount of Rs 3,90,00,000 (Rupees three Crores ninety lakhs only) given by GPL to its wholly owned subsidiary Company viz. GPPL has been repaid in full by GPPL on 28/03/2019.

Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Joint Venture Company or Associate Company. But the Company has the following 100% Subsidiary Companies.

1. Gujarat Polybutenes Private Limited.
2. GPL Finance and Investments Limited

Changes in share capital

During the year under review, there was no change in the share capital of the Company.

Transfer to Investor Education & Protection Fund.

In terms of Section 125 of the Companies Act, 2013, there is no amount required to be transferred to the Investor Education and Protection Fund established by the Central Government.

Change in Directors and KMP:

The Composition of the Board during the year was as per the provisions of Regulation 17(1) of listing regulation read with the Companies Act, 2013.

The Nomination and Remuneration Committee recommended the re-appointment of Ms. Charita Thakkar and Ms. Urmi N Prasad as the Joint Managing Directors of the Company for a period of 3 years w.e.f 1st April, 2019 by the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirement of the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ms. Urmi N Prasad Jt. Managing Director of the Company who was appointed as Chief Financial Officer (CFO) by the Board at its meeting held on 25/09/2014 was re-appointed as CFO of GPL with effect from April 1, 2019 on renewal of her term as Jt. Managing Director of the Company from the same date.

The Nomination and Remuneration Committee recommended the appointment of Mr. Rajesh Parikh (DIN 08258755) as a non executive independent director of the Company for a period of 5 years w.e.f 1st April, 2019 by the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirement of the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Gujarat Petrosynthese Limited

Mr. Rajesh Parikh, Independent Director of the Company has given a declaration that he meets with the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Ms.Charita Thakkar, (DIN 00321561), shall retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment.

Disclosure of Pecuniary Relationship

There was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company during the year. Also, no payment except sitting fees, was made to any of the non-executive directors of the Company.

Statement on declaration by the Independent Directors

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Section 149(6) & (7) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations which were taken on record by the Board.

The Independent Directors have also submitted a declaration that they meet the criteria of independence and that they are not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence, pursuant to Regulation 25 of the Listing Regulations.

Statement on annual evaluation of the Board, committee and its Directors:

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of Section 134 (3) (p) of the Companies Act, 2013 read with Rule 8(4) of The Companies (Accounts) Rules, 2014 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, transparency, adhering to good corporate governance practices etc.

The performance of the Committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of Committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, leadership quality, attitude, initiatives decision making, commitment, achievements etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 15, 2019, *inter alia*, to discuss:

- Evaluation of performance of the Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of quality, consent and timeliness of flow of information between the Management and the Board that is necessary for the Board for effective performance of its duties.
- To review the standard budget of the Company.

Directors' Appointment and Remuneration Policy

The Company has constituted a Nomination and Remuneration Committee as per the provisions of Section 178(1) of the Companies Act, 2013. The Company has adopted the Policy for the Selection of the Directors and determining the Directors Independence and remuneration for the Directors, Key Managerial Personnel and senior management.

The Company has a Non - Executive Chairman, two Joint Managing Directors and three Independent Directors.

Board Meetings

During the year following Board Meetings were convened and held

Sr. No.	Date of Board Meeting	Total Number of Directors as on the date of Board Meeting	Attendance	
			No. of Directors attended	% of Attendance
1	14.05.2018	6	5	83.33%
2	28.07.2018	6	4	66.66%
3	14.11.2018	6	5	83.33%
4.	05.02.2019	6	6	100%
5.	15.03.2019	6	5	83.33%

Director's Responsibility Statement

Your Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there is no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit and loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis; and
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Audit Committee

The Audit Committee met four times during the year under review. All the recommendations made by the Audit Committee were accepted/ approved by the Board. The compositions of the Audit Committee are as under.

- | | | |
|----|-----------------|----------|
| 1. | Mr. M.D.Garde | Chairman |
| 2. | Mr. V.Raghu | Member |
| 3. | Dr. R.M.Thakkar | Member |

Compliance of Secretarial Standard

As per the requirement of provisions of Section 118(10) read with SS9 of Secretarial Standard 1, the Company has complied with the Secretarial Standard applicable to the Company

Auditors & Auditors Report (Statutory Auditor)

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s Dayal & Lohia, Chartered Accountants, Mumbai, the Statutory Auditors of the Company, were appointed for five financial years. The term of the Auditors will come to an end with the conclusion of the Annual General Meeting for the financial year 2021-22. As per the provisions of the Companies (Amendment) Act, 2017 the term of the Auditors do not require ratification every year.

Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued there under (including any Statutory modification(s) or re-enactment(s) for the time being in force), from M/s. Dayal Lohia. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

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).

The Auditors' Report for the financial year ended 31st March, 2019, does not contain any qualification, reservation or adverse remark.

Internal Auditor

Your Company has adopted an internal control system, commensurate with its size. The Company has re-appointed M/s. Krishna Deshikan & Co., Chartered Accountants as the Internal Auditor of the Company for the financial year 2019-20. Your Company ensures compliance and controls so that the assets and business interests of your Company are adequately safe guarded.

Secretarial Auditor

The Board has appointed M/s. J.J. Gandhi & Co., Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2018-19. The Secretarial Audit Report for the Financial Year ended March 31, 2019 is annexed herewith marked as Annexure II to this Report. The Secretarial Audit Report for the financial year ended 31st March, 2019, contains qualification that "As per the requirements of Regulation 31(2) of the SEBI (LODR) Regulations, 2015 the 100% shares holding of the promoters have not been maintained in demat form."

The management hereby explains that there are five persons who are in promoters group, who have not maintained their share holding in demat form. Out of five persons two persons have deceased and the shareholding of three persons are already in demat process.

Risk Management Policy

The Board of Directors is overall responsible for identifying, evaluating and managing all significant risks faced by the Company. The risk management Policy includes identifying types of risks and its assessment, risk handling and monitoring and reporting. The operations and working of the Company can be affected on account of any of the following risk factors;



Gujarat Petrosynthese Limited

- Policy of Govt. as to GST etc.
- Policy of competitors
- Market conditions

Vigil Mechanism / Whistle Blower Policy

The Company has adopted a Vigil Mechanism/Whistle Blower Policy to deal with fraud or mismanagement, where it has a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct / Business Ethics, if any. No personnel have been denied access to the Chairman of the Audit Committee for making complaint on any Integrity issue.

Corporate Social Responsibility (CSR)

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 is not applicable to the Company, as the Company does not meet with the requirement of profit criteria.

Conservation of Energy, Technology Absorption and Foreign Earnings and Outgo

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

Corporate Governance

The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to the Company but your Company strives to ensure that best corporate governance practices are adopted and consistently followed.

Related Parties Transactions

During the year under review, there have been no transactions or contracts entered or arrangements made with related parties pursuant to the provisions of section 188 of the Companies Act, 2013.

Extract of Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is provided in **Annexure IV** and is attached to this Report. a The Company is having the website: www.gpl.in and the extract of the Company's annual return has been published on such website. Link of the same is given below: gpl.mgt9.

Disclosure regarding the issue of equity shares with differential voting rights

During the year under review, the Company has not issued any shares with differential voting rights.

Disclosure regarding the issue of employee stock option scheme

During the year under review, no option under 'Employee Stock Option' Scheme was granted or vested to any employee or directors of the Company.

Disclosure regarding the issue of sweat equity shares

During the year under review, the Company has not issued any sweat equity Shares.

Material changes affecting the financial position of the Company

There have not been any material changes and commitment affecting the financial position of the Company during the financial year 2018-19.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

During the period under review, no order has been passed by the regulators/ courts or tribunals which would impact the going concern status of the Company and its operations.

Disclosure under the Sexual Harassment of Women at workplace (Prevention of, 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 the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Acknowledgments

The Board of Directors wish to place on record their appreciation for the continuous support of the Bankers, vendors and buyers and shareholders of the Company. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board
Gujarat Petrosynthese Limited

Ms. Urmi N. Prasad **Ms. Charita Thakkar**
Jt. Managing Director Jt. Managing Director
DIN : 00319482 DIN: 00321561

Place : Mumbai
Date : 29th May, 2019

Form AOC - I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES**PART "A" : Subsidiaries**

S.No.	Name of the subsidiary	GPL Finance and Investments Limited	Gujarat Polybutenes Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2019	March 31, 2019
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	₹ in '000	₹ in '000
5	Share capital	10,000.00	72,900.00
6	Reserves & Surplus	20,140.00	164,663.96
7	Total Assets	30,170.00	374,058.04
8	Total Liabilities	30,170.00	374,058.04
9	Investments	-	-
10	Turnover	273.00	2,593.63
11	Profit before taxation	147.00	326,686.96
12	Provision for taxation	27.00	70,500.00
13	Profit after taxation	120.00	256,186.96
14	Proposed Dividend	-	-
15	% of shareholding	99.99%	99.99%

Notes

1	Names of subsidiaries which are yet to commence operations	NIL	NIL
2	Names of subsidiaries which have been liquidated or sold during the year.	NIL	NIL

PART "B" : Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures is not applicable as the company does not have an associate or joint venture company.

For and on behalf of the Board of Directors

Ms. Charita Thakkar
Jt. Managing Director
DIN : 00321561

Ms. Urmi N Prasad
Jt. Managing Director
Din: 00319482

Place : Mumbai
Date : 29th May, 2019



SECRETARIAL AUDIT REPORT

(For the Financial year ended on 31st March, 2019)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Gujarat Petrosynthese Ltd.,
24, II main, Doddanekkundi Industrial Area, Mahadevapura,
Bengaluru - 560048

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Gujarat Petrosynthese Ltd.** (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, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019**,

complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings. - As reported to us there were no FDI, ODI and ECB transactions in the Company during the financial year under review.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable as the Company did not issue any security during the financial year under review.
 - D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. - Not Applicable as the Company has not granted any options to its employees during the financial year under review.
 - E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - Not Applicable as the Company neither issue nor listed any debt securities during the financial year under review.
 - F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. - Not Applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.
 - H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. - Not Applicable as the Company did not buy back any security during the financial year under review.
6. Considering representation of management and products, process and location of the Company, following laws are applicable specifically to the Company. Having regard to the compliance system prevailing in the Company and on examination of the relevant records on test check basis, we further report that the Company has complied with the following laws;
 1. The Environment (Protection) Act, 1986;
 2. The Air (Prevention and Control of Pollution) Act, 1981;
 3. The Water (Prevention and Control of Pollution) Act, 1974. We have also examined compliance with the applicable clauses of the following;



Gujarat Petrosynthese Limited

- (i) Secretarial Standards (SS1 and SS2) issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above except to the extent mentioned herein below;

As per the requirements of Regulation 31(2) of the SEBI (LODR) Regulations, 2015 the 100% share holding of the promoters have not been maintained in demat form.

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 year under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda were sent atleast seven days in advance, 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.

We further report that as per the minutes of the meetings duly recorded and signed by the Chairman, the decisions were carried at meetings without any dissent. Based on the Compliance mechanism established by the Company and on the basis of certificates placed before the Board and taken on record by the Directors at their meetings, we are of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**for J J Gandhi & Co.
Practising Company Secretaries
(J J Gandhi)
Proprietor
FCS No. 3519 and CP No. 2515**

Place : Vadodara
Date : 29th May, 2019

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

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
Gujarat Petrosynthese Ltd.,
24, II main, Doddanekkundi Industrial Area,
Bengaluru 560048

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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided 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. Wherever 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 procedures 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 J J Gandhi & Co.
Practising Company Secretaries
(J J Gandhi)
Proprietor
FCS No. 3519 and CP No. 2515**

Place : Vadodara
Date : 29th May, 2019

ANNEXURE III TO THE BOARD'S REPORT

Information under Section 134(3)(m) read with the Companies (Accounts) Rules, 2014 and forming part of Director's Report for the year 2018-19

I. Conservation of Energy	: Use of standard quality equipments
II. Additional Investment and proposals if any being implemented for the reduction of energy	: Proposals are under consideration
III. Impact of measures (I) and (II) above for the reduction of energy consumption and consequent impact on cost of production of goods	: Reduction in usage of electricity

A. POWER AND FUEL CONSUMPTION

I. Electricity	2018-19		2017-18
	a) Purchased Unit	KWH	755034
Total amount	₹ in '000	6169	5425
Rate / Unit		8.17	7.79
b) Own Generator Through Diesel Generator			
Units	KWH	34417	15928
Unit Per Ltr	KWH	3.36	3.36
Rate / Unit		19.43	18.00

B. CONSUMPTION PER UNIT PER PRODUCTION

Standards (If any)	2018-19		2017-18
Product/Unit : Polymer / Kg			
Electricity	KWH	0.46	0.45

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per FORM B Research and Development (R & D)

1 Specific area in which R & D was carried out by the Company	To produce high grade of polymers
2 Benefit derived as a result of R & D	Manufacture of new products and existing products at lower cost.
3 Future plan of action	Manufacture a variety of PAB
4 Expenditure on R & D	-
a) Capital	-
b) Recurring	-
c) Total	-
d) Total R & D Expenditure as a percentage of Total Turnover	0.00%

Technology absorption, adoption and innovation.

1 Efforts in brief, made towards technology absorption and innovation	Technology obtained from our collaborators has been fully absorbed. Improvements are being continuously made & have resulted in improved efficiency of operation
2 Benefits derived as a result of above efforts	
3 In case of imported technology (imported during the fast 5 years reckoned from the beginning of the financial year) following information may be furnished.	
a) Technology Furnished	
b) Year of Import	
c) Has technology been fully absorbed	
d) If not fully absorbed, areas where this has not taken place, reason therefore, any further plans of action	

III. FOREIGN EXCHANGE EARNING AND OUTGO

During the year, the Foreign Exchange outgo was ₹ Nil. The Company has earned Foreign Exchange of ₹ Nil during the year.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 29th May, 2019

Ms. Charita Thakkar
Jt. Managing Director
Din : 00321561

Ms. Urmi N Prasad
Jt. Managing Director
Din : 00319482

Form MGT- 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2019

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

I. Registration and other details

I)	CIN:-	L23209KA1977PLC043357
II)	Registration Date	19/09/1977
III)	Permanent Account No.	AAACG8600K
IV)	Name of the Company	GUJARAT PETROSYNTHESE LIMITED
V)	Category / Sub Category of the Company	Company Limited by Shares - India non Govt. company
VI)	Address of the Registered office and Contact Details	24,II Main, Doddanekkundi Industrial Area, Phase 1, Mahadevapura, Bengaluru - 560048, Karnataka Email id: secretarial@gujaratpetrosynthese.com, info@gpl.in Website: www.gpl.in
VII)	Whether listed company	Listed Company
VIII)	Name, address and Contact details of Registrar and Transfer Agent	Bigshare Services Pvt. Ltd. Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Marol Maroshi Road, Andheri – East, Mumbai – 400059 Phone: 022 – 62638200 Ext: 210 Email id: investor@bigshareonline.com

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/ service	NIC code of the product/ service	% to total turnover of the company
1	Manufacture of polymer/ synthetic	22209	100%

III. Particulars of Holding, Subsidiary and Associate Companies

Sl.No	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associates	% of Shares	Applicable
1.	Gujarat Polybutenes Private Limited	U24200GJ2002PTC045675	Subsidiary Company	99.99%	Sec 2(87)
2.	GPL Finance and Investments Limited	U65990MH1994PLC076332	Subsidiary Company	99.99%	Sec 2(87)

Gujarat Petrosynthese Limited

IV. Share Holding Pattern (Equity share capital breakup as percentage of total equity)

i) Category wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-4-2018				No. of Shares held at the end of the year 31-3-2019				% Change
	Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(A) SHAREHOLDING OF PROMOTER AND PROMOTER GROUP2									
(A) INDIVIDUAL / HUF	972119	3451	975570	16.34	1204429	3256	1207685	20.23	3.89
(B) CENTRAL / STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00	0.00
(C) BODIES CORPORATE	1194840	0	1194840	20.02	1201144	55770	1256914	21.06	1.04
(D) FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
(E) ANY OTHERS (SPECIFY)									
(I) GROUP COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
(II) TRUSTS	0	0	0	0.00	0	0	0	0.00	0.00
(III) DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A)(1) :	2166959	3451	2170410	36.36	2405573	59026	2464599	41.29	4.93
FOREIGN									
(A) BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
(B) INDIVIDUAL	0	55770	55770	0.93	0	0	0	0.00	(0.93)
(C) INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
(D) QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(E) ANY OTHERS (SPECIFY)	0	0	0	0.00	0	0	0	0.00	0.00
(III) DIRECTORS RELATIVES	485417	225840	711257	11.92	485417	0	485417	8.13	(3.78)
SUB TOTAL (A)(2) :	485417	281610	767027	12.85	485417	0	485417	8.13	(4.72)
TOTAL HOLDING FOR PROMOTERS (A)=(A)(1) + (A)(2)	2652376	285061	2937437	49.21	2890990	59026	2950016	49.42	0.21
(B) PUBLIC SHAREHOLDING INSTITUTIONS									
(A) CENTRAL / STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00	0.00
(B) FINANCIAL INSTITUTIONS / BANKS	0	20259	20259	0.34	0	20259	20259	0.34	0.00
(C) MUTUAL FUNDS / UTI	18800	5910	24710	0.41	18800	5910	24710	0.41	0.00
(D) VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
(E) INSURANCE COMPANIES	814650	463	815113	13.66	814650	463	815113	13.66	0.00
(F) FI'S	0	60000	60000	1.01	0	60000	60000	1.01	0.00
(G) FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
(H) QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(I) ANY OTHERS (SPECIFY)	0	0	0	0.00	0	0	0	0.00	0.00
(J) FOREIGN PORTFOLIO INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(K) ALTERNATE INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1) :	833450	86632	920082	15.41	833450	86632	920082	15.41	0.00
NON-INSTITUTIONS									
(A) BODIES CORPORATE	3616	30108	33724	0.56	7072	25099	32171	0.54	(0.03)
(B) INDIVIDUAL									
(I) (CAPITAL UPTO TO RS. 1 LAKH)	179259	1475489	1654748	27.72	290100	1368527	1658627	27.79	0.06
(II) (CAPITAL GREATER THAN RS. 1 LAKH)									
(C) ANY OTHERS (SPECIFY)									
(I) TRUSTS	308	0	308	0.01	308	0	308	0.01	0.00
(II) CLEARING MEMBER	1702	0	1702	0.03	200	0	200	0.00	(0.03)
(III) NON RESIDENT INDIANS (NRI)	870	407882	408752	6.85	2009	390810	392819	6.58	(0.27)
(IV) NON RESIDENT INDIANS (REPAT)	9182	1495	10677	0.18	8898	0	8898	0.15	(0.03)
(V) NON RESIDENT INDIANS (NON REPAT)	1034	0	1034	0.02	5343	0	5343	0.09	0.07
(VI) DIRECTORS RELATIVES	0	702	702	0.01	0	702	702	0.01	0.00
(VII) EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
(VIII) OVERSEAS BODIES CORPORATES	0	0	0	0.00	0	0	0	0.00	0.00
(IX) UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0.00	0	0	0	0.00	0.00
(X) IEPF	0	0	0	0.00	0	0	0	0.00	0.00
(D) QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(2) :	195971	1915676	2111647	35.38	313930	1785138	2099068	35.17	(0.21)
TOTAL PUBLIC SHAREHOLDING (B)=(B)(1) + (B)(2)	1029421	2002308	3031729	50.79	1147380	1871770	3019150	50.58	(0.21)
(C) SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
(A) SHARES HELD BY CUSTODIANS	0	0	0	0.00	0	0	0	0.00	0.00
(I) PROMOTER AND PROMOTER GROUP	0	0	0	0.00	0	0	0	0.00	0.00
(II) PUBLIC	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (C)(1) :	0	0	0	0.00	0	0	0	0.00	0.00
(C)=(C)(1)	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A) + (B) + (C)	3681797	2287369	5969166	100.00	4038370	1930796	5969166	100.00	0.00

ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2018)			Shareholding at the end of the year (As on 31.03.2019)			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	RAGHAVENDRA INDUKUMAR THAKKAR	100	0.0017	0.0000	100	0.0017	0.0000	0.0000
2	SMITA PRAKASH MAYEKAR	195	0.0033	0.0000	195	0.0033	0.0000	0.0000
3	SHAILA ARUN POWLE	195	0.0033	0.0000	0	0.0000	0.0000	-0.0033
4	RAJENDRA ADHIK SHIRODKAR	845	0.0142	0.0000	845	0.0142	0.0000	0.0000
5	ADHIK NARAYAN SHIRODKAR	2116	0.0354	0.0000	2116	0.0354	0.0000	0.0000
6	ANANTHA LAKSHMI N	4638	0.0777	0.0000	4638	0.0777	0.0000	0.0000
8	RAMESHCHANDRA MAGANLAL THAKKAR	7401	0.1240	0.0000	239711	4.0158	0.0000	3.8918
9	RAVINDRARAI B. MEHTA	12870	0.2156	0.0000	0	0.0000	0.0000	-0.2156
10	HEMCHANDRA MEHTA	15307	0.2564	0.0000	0	0.0000	0.0000	-0.2564
11	RAVINDRARAI B. MEHTA	42900	0.7187	0.0000	0	0.0000	0.0000	-0.7187
12	MRINALINI MEHTA	82321	1.3791	0.0000	0	0.0000	0.0000	-1.3791
13	HEMCHANDRA MEHTA	128212	2.1479	0.0000	0	0.0000	0.0000	-2.1479
14	URMI PRASAD N	287610	4.8183	0.0000	287610	4.8183	0.0000	0.0000
15	N RAJENDER PRASAD	319564	5.3536	0.0000	319564	5.3536	0.0000	0.0000
16	URSULA RAMESHCHANDRA THAKKAR	352906	5.9121	0.0000	352906	5.9121	0.0000	0.0000
17	MULTICHEM PRIVATE LIMITED	394840	6.6147	0.0000	456914	7.6546	0.0000	1.0399
18	CHARITA THAKKAR	485417	8.1321	0.0000	485417	8.1321	0.0000	0.0000
19	YASHASHREE COMMERCIAL SERVICES PRIVATE LIMITED	800000	13.4022	0.0000	800000	13.4022	0.0000	0.0000
		2937437	49.2103	0.0000	2950016	49.4210	0.0000	0.2107

(iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year 31/03/2018		Cumulative shareholding during the year 31/03/2019	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1	At the beginning of the year	2937437	49.2103		
	INCREASE 01/06/2018	1603	0.027	2939040	49.2373
	INCREASE 08/06/2018	1458	0.024	2940498	49.2613
	INCREASE 15/06/2018	35	0.000	2940533	49.2613
	INCREASE 29/06/2018	111	0.001	2940644	49.2623
	INCREASE 13/07/2018	500	0.008	2941144	49.2703
	INCREASE 31/08/2018	500	0.008	2941644	49.2783
	INCREASE 07/09/2018	44	0.000	2941688	49.2783
	INCREASE 21/09/2018	100	0.005	2941788	49.2833
	INCREASE 12/10/2018	1906	0.032	2943694	49.3153
	INCREASE 19/10/2018	18	0.000	2943712	49.3153
	INCREASE 26/10/2018	443	0.007	2944155	49.3223
	INCREASE 30/11/2018	1885	0.032	2946040	49.3543
	INCREASE 07/12/2018	591	0.009	2946631	49.3633
	INCREASE 14/12/2018	3385	0.0577	2950016	49.4210
	At the end of the year			2950016	49.4210

(iv) Shareholding Pattern of top Shareholders (other than Directors, Promoters and Holders of GDRs & ADRs)

Sl. No	Name	No. of Shares at the beginning/End of the year	Percentage of total shares of the company	Increase/Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the Company
1	LIFE INSURANCE CORPORATION OF INDIA	5,38,498	9.02	0		5,38,498	9.02
2	GENERAL INSURANCE CORPORATION OF INDIA	2,76,152	4.63	0		2,76,152	4.63
3	CHENGUAN CHEMICAL RESEARCH INSTITUTE	60,000	1.01	0		60,000	1.01
4	KARNATAKA STATE FINANCIAL CORPORATION	20,000	0.34	0		20,000	0.34
5	LIC MF SPECIAL UNIT SCHEME	18,520	0.31	0		18,520	0.31
6	SOUTHERN INDIA DEPOSITORY SERVICES P LTD	10,000	0.17	0		10,000	0.17
7	BALRAM BHARWANI	8,000	0.13	0		8,000	0.13
8	JITESH BHAGWANDAS SHAH	7,115	0.12	0		7,115	0.12
9	MAHENDRA GIRDHARILAL	7,070	0.12	1552	Transfer	8,622	0.14
10	FILATEX INDIA LTD.	6,500	0.11	0		6,500	0.11

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name	Shareholding at the end of the year		Increase/Decrease in Share holding	Reason	Cumulative Share holding during the year	
		No. of shares	% of total shares of the company			No of shares	% of total shares of the company
1	Rameshchandra Thakkar	7401	0.12	232310	Off Market / Market	239711	4.02
2	Urmi N. Prasad	287610	4.82	NIL	Movement during the year	287610	4.82
3	Charita Thakkar	485417	8.13	NIL	Movement during the year	485417	8.13

(V) Indebtedness

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	63.00	-	-	63.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.64	-	-	0.64
Total (I + ii + iii)	63.64	NIL	NIL	63.64
Change in Indebtedness during the financial year				
Addition	101.97	-	-	101.97
Reduction	165.61	-	-	165.61
Net Change	63.64	NIL	NIL	63.64
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	-	-	NIL
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	NIL	NIL	NIL	NIL

(VI) Remuneration of Directors and Key Managerial Personnel

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

(₹ in Lacs)

SI No.	Particular of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Name of MD/ WTD/ Manager	Mrs. Charita Thakkar	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	22.50	22.50	45.00
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961.	1.32	2.78	4.10
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961.	-	-	-
2	Stocks Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As % of profit	-	-	-
	- Other, specify	-	-	-
5	Others, Please specify	1.25	1.25	2.50
	Contribution to Provident Fund		1.80	1.80
	Contribution to Superannuation Fund	-	2.25	2.25
	Total (A)	25.07	30.58	55.65
	Ceiling as per the Act	Section II of Part II of Schedule V		

B. Remuneration to other Directors

(in Thousands)

SI.No	Particulars of Remuneration	Name of the Directors					Total Amount
		Mr. M. D. Garde	Mr. V. Raghu	Mr. Ramesh Chandra Thakkar	T.N. Rao	Mr. Rajesh S. Parikh	
1	Independent Directors						
	(a) Fee for attending board committee meetings	71.50	71.50	61.50	-	40.00	244.5
	(b) Commission	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-
	Total (1)	71.50	71.50	61.50	-	40.00	244.5
2	Other Non Executive Directors	-	-	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	71.50	71.50	61.50		40.00	244.5
	Total Managerial Remuneration (A+B)						
	Overall Ceiling as per the Act.						

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

(₹ in Lacs)

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	NIL	3.62	NIL	3.62
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961.				
	(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				
	- Others, specify				
5	Other, Please specify				
	Total	NIL	3.62	NIL	3.62

VII Penalties / Punishment / Compounding Offences

Type	Section of the companies Act.	Brief Description Compounding fees imposed	Details of penalty/ Punishment /	Authority (RD/ NCLT/ court)	Appeal made if any (give Details)
A. Company					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
B. Directors					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
C. Other officers in default					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-

For and on behalf of the Board of Directors
Gujarat Petrosynthese Limited

Place : Mumbai
Date : 29th May, 2019

Ms. Charita Thakkar
Jt. Managing Director
DIN : 00321561

Ms. Urmi N Prasad
Jt. Managing Director
Din: 00319482



INDEPENDENT AUDITORS' REPORTS

To,
The Members of
M/s. **Gujarat Petrosynthese Ltd**

Report on the Standalone Financial Statements

Opinion

We have audited the Financial Statements of **Gujarat Petrosynthese Limited** ("the Company"), which comprise of the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- (b) in the case of the Statement of Profit and Loss(including Other Comprehensive Income), of the loss for the year ended on that date;
- (c) in the case of the Statement of Changes in Equity, of the changes in equity for the year ended on that date; and
- (d) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion 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 the other information. The other information comprises of the information included in the Management Discussion and Analysis, Draft Board's Report including Annexures to the said Board's Report, Corporate Governance and Shareholder's Information, 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 during the course of our 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 Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other 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 implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.



Gujarat Petrosynthese Limited

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 financial controls 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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, the Statement of Changes in Equity 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 Ind AS 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 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 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 were no dues which were required to be transferred to Investor Education and Protection Fund by the company.

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit K. Uchat)
Partner
Membership No: 165557

Place : Mumbai
Date : 29th May, 2019

ANNEXURE – ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF GUJARAT PETROSYNTHESE LIMITED

Statement on the matters specified in paragraphs 3 and 4 of 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 Companies Act, 2013, to the extent applicable.

1. In respect of its fixed assets:
 - a) The Company, on the basis of available information, has maintained proper records showing full particulars including quantitative details and situations of fixed assets;
 - b) The Management of the Company has physically verified the fixed assets at reasonable intervals. The discrepancies, if any noticed during such verification have been suitably adjusted in the books of account. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets;
 - c) 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.
 - a) According to the information and explanations given to us, the inventories have been physically verified at reasonable intervals by the management during the year and no material discrepancies have been noticed.
 - b) In our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Company and the nature of the business.
3.
 - a) According to the information and explanations given to us, the company has granted unsecured interest bearing loans to one company covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of the loan granted are not prejudicial to the interest of the company.
 - b) The unsecured loans granted to the company in earlier years are received back from the subsidiary. The repayment of principal and payment of interest were on demand and there was no schedule of repayment stipulated.
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 and investments made and the Company has not provided any guaranty or security.
5. According to the information and explanation given to us, the company has not accepted any deposits as per the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of the Company’s Products to which the said rules are made applicable, and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
7.
 - a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service Tax, Cess and any other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2019 for a period of more than six months from the date it became payable.
 - b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Goods and Service Tax, Custom Duty, Cess which have not been deposited on account of any dispute
8. On the basis of our examination of the books and according to the information and explanations given to us, during the year, there are no defaults in repayment of dues to financial institutions, banks, Government or debenture holders.
9. In our opinion and on the basis of information and explanations given to us, the Company has not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit K. Uchat)
Partner
Membership No: 165557

Place : Mumbai
Date : 29th May, 2019



ANNEXURE – 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF GUJARAT PETROSYNTHESE LIMITED

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

We have audited the internal financial controls over financial reporting of Gujarat Petrosynthese Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit K. Uchat)
Partner
Membership No: 165557

Place : Mumbai
Date : 29th May, 2019

BALANCE SHEET AS AT 31st MARCH, 2019

(₹ in thousands)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
A ASSETS			
I Non-Current Assets			
Property, plant and equipment	4	21,335	21,000
Financial Assets:			
Investments	5	103,086	101,075
Loans	6	3,013	42,013
Other financial assets	7	1,523	-
Assets Held for Sale	8	16,700	16,700
Total Non-Current Assets		145,658	180,788
II Current Assets			
Inventories	9	5,137	5,675
Financial Assets:			
Loans	10	126	345
Trade receivables	11	22,902	16,204
Cash and cash equivalents	12	13,523	22,250
Other financial assets	13	34,742	12,602
Other current assets	14	440	431
Total Current Assets		76,870	57,507
TOTAL ASSETS		222,528	238,296
B EQUITY AND LIABILITIES			
I Equity			
Equity share capital	15	59,692	59,692
Other equity	16	146,260	157,196
Total Equity		205,951	216,888
Liabilities			
II Non-Current Liabilities			
Deferred tax Liability (Net)	17	(4,085)	(696)
Total Non-Current Liabilities		(4,085)	(696)
III Current Liabilities			
Financial Liabilities :			
Borrowings	18	5	6,363
Trade payables	19	15,994	12,072
Other financial liabilities	20	3,778	3,108
Short Term Provisions	21	-	-
Other current liabilities	22	885	561
Total Current Liabilities		20,662	22,104
Total Liabilities		16,576	21,408
Branch Balance (After profit transfer to HO)			
TOTAL EQUITY AND LIABILITIES		222,528	238,296
Significant accounting policies	1 to 3		

As per our report of even date

For Dayal and Lohia

Chartered Accountants

Firm Regn. No. 012106S

Rinkit K Uchat

(Partner)

Membership No.165557

Charita Thakkar

(Jt. Managing Director)

DIN : 00321561

For and on behalf the Board of Directors

R. M. ThakkarChairman &
Non Executive Director
DIN : 00248949**Urmi N. Prasad**Jt. Managing Director & CFO
DIN : 00319482**Ankita Gokani**

Company Secretary

PLACE : Mumbai

DATE : 29th May, 2019

PLACE : Mumbai

DATE : 29th May, 2019

PLACE : Mumbai

DATE : 29th May, 2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH,2019

(₹ in thousands)

Particulars	Note No.	For the year ended As on 31.03.2019	For the year ended As on 31.03.2018
INCOME			
I Revenue from operations	23	220,676	188,903
II Other income	24	2,968	1,035
III Total income (I+II)		223,644	189,939
IV EXPENSES			
Cost of Materials Consumed	25	180,436	155,135
Changes in Inventories of Finished & WIP Products	26	601	(517)
Employee benefits expense	27	28,347	26,698
Finance costs	28	229	77
Depreciation	29	2,336	2,272
Other expenses	30	25,702	25,548
Total expenses (IV)		237,651	209,213
V Profit/(loss) before exceptional item and tax (III-IV)		(14,005)	(19,276)
VI Exceptional Items	31	-	19,784
VII Profit/(loss) before tax (V-VI)		(14,005)	509
VIII Tax Expense:			
(1) Current tax		321	319
Less : MAT Credit available to utilise		-	-
(2) MAT Credit available to utilise pertaining to previous year		-	(1,054)
(3) Deferred tax		(3,389)	(6,025)
(4) Earlier year taxes		-	1,031
IX Profit/(loss) for the year (VII-VIII)		(10,937)	6,238
X OTHER COMPREHENSIVE INCOME / (EXPENSE)- (OCI):			
Items that will not be reclassified to profit or loss			
1. Re-measurement gains / (losses) on defined benefit plans		-	-
3. Income tax effect on above		-	-
Total other comprehensive income (OCI) for the year, net of tax expense		-	-
TOTAL COMPREHENSIVE INCOME / (EXPENSE) FOR THE YEAR (IX+X)		(10,937)	6,238
Earnings per equity shares (Face Value of Rs.10/- each)			
Basic and Diluted earnings per share	32	(1.83)	1.05
Significant accounting policies			
Significant accounting policies	1 to 3		
The accompanying notes form an integral part of the Financial Statements	4 to 41		

As per our report of even date

For Dayal and LohiaChartered Accountants
Firm Regn. No. 012106S

For and on behalf the Board of Directors

R. M. Thakkar
Chairman &
Non Executive Director
DIN : 00248949

Urmi N. Prasad
Jt. Managing Director & CFO
DIN : 00319482

Rinkit K Uchat(Partner)
Membership No.165557**Charita Thakkar**
(Jt. Managing Director)
DIN : 00321561**Ankita Gokani**
Company SecretaryPLACE : Mumbai
DATE : 29th May, 2019PLACE : Mumbai
DATE : 29th May, 2019PLACE : Mumbai
DATE : 29th May, 2019

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

(**₹ in thousands**)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
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NOTE 1 : SHARE CAPITAL

Balance at the beginning of the year		59,692	59,692
Changes in equity share capital during the year		-	-
Balance at the end of the year		<u>59,692</u>	<u>59,692</u>

2. OTHER EQUITY

Particulars	Reserves and Surplus				Total other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	
Balance as at 1 April 2017	1,750	20,000	129,208	-	150,958
Profit/(loss) for the year				6,238	6,238
Other comprehensive income/(expense)				-	-
Total comprehensive income/(expense)	-	-	-	6,238	6,238
Transfer to General Reserve	-	-	4,449	(4,449)	-
Balance as at 31 March 2018	1,750	20,000	135,446	0	157,196
Profit/(loss) for the year				(10,937)	(10,937)
Other comprehensive income/(loss)				-	-
Total comprehensive income/(expense)	-	-	-	(10,937)	(10,937)
Balance as at 31 March 2019	1,750	20,000	134,446	(10,937)	146,260

CAPITAL RESERVE

Pertains to share application money forfeited in the cases where remaining amount was not paid. This can be utilised in accordance with the provisions of the Act.

SECURITIES PREMIUM RESERVE

Securities premium is used to record the premium on issue of shares. This reserve can be utilised in accordance with the provisions of the Act.

GENERAL RESERVE

General Reserve represents amounts transferred from Retained Earnings in earlier years. The reserve can be utilised in accordance with the provisions of the Act. Declaration of dividend out of such reserve shall not be made except in accordance with the rules prescribed in this behalf under the Act.

Significant Accounting Policies - Note 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

For Dayal and Lohia
Chartered Accountants
Firm Regn. No. 012106S

For and on behalf the Board of Directors

R. M. Thakkar
Chairman &
Non Executive Director
DIN : 00248949

Urmi N. Prasad
Jt. Managing Director & CFO
DIN : 00319482

Rinkit K Uchat
(Partner)
Membership No.165557

Charita Thakkar
(Jt. Managing Director)
DIN : 00321561

Ankita Gokani
Company Secretary

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Rs. In Thousands

Particulars	As at 31st March, 2019		As at 31st March, 2018	
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Profit/(Loss) before tax		(14,005)		509
Adjustments for :				
Add:				
Depreciation	2,336		2,272	
Interest Expense	229	2,564	77	
Less:				
Profit/Loss on sale of assets	-		(19,784)	
Profit/Loss on sale of Investment	(75)		(270)	
Fair Value measurement of Investment	(136)		(75)	
Interest Income	(846)	(1,057)	(780)	(18,446)
Operating profit before working capital changes		(12,499)		(17,937)
Adjustments for :				
Increase /(Decrease) of Financial Liabilities	670		538	
Increase /(Decrease) of Non-Financial Liabilities	324		76	
Decrease / (Increase) of Financial Assets	10,811		19	
Decrease / (Increase) of Non-Financial Assets	(9)		920	
Decrease / (Increase) of Trade Receivables	(6,698)		5,530	
Decrease / (Increase) of Trade Payables	3,922		(217)	
Decrease / (Increase) of Inventories	538		(270)	
		9,558		6,597
Cash Generated from Operations		(2,940)		(11,340)
Income Tax Paid		4,425		(315)
Net cash from Operating Activities	(A)	(1,485)		(11,655)
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Purchases of fixed assets	(2,670)		(676)	
Sale of Fixed Asset	-		21,000	
Amount Receivable towards sale of asset	-		-	
Amount Received in previous year for sale of fixed asset	-		(1,250)	
Amount Received in advance for sale of fixed asset	-		-	
Sale of Investment	10,500		10,000	
Purchase of Investment	(12,300)		(8,500)	
Interest Income	846	(3,624)	780	21,354
Net cash used in Investing activities	(B)	(3,624)		21,354
(C) CASH FLOW FROM FINANCING ACTIVITIES:				
Short Term Borrowings		(6,358)		(725)
Interest Paid on borrowings		(229)		(14)
Net cash from Financing Activities	(C)	(6,587)		(739)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)		(8,727)		13,284
CASH & CASH EQUIVALENTS AS AT 01.04.2018 (Opening Balance)		22,250		8,966
CASH & CASH EQUIVALENTS AS AT 31.03.2019 (CLOSING)		13,523		22,250
Significant accounting policies	1 to 3			
The accompanying notes form an integral part of the Financial Statements	4 to 41			

As per our report of even date

For Dayal and Lohia
Chartered Accountants
Firm Regn. No. 012106S

Rinkit K Uchat
(Partner)
Membership No.165557

Charita Thakkar
(Jt. Managing Director)
DIN : 00321561

For and on behalf the Board of Directors

R. M. Thakkar
Chairman &
Non Executive Director
DIN : 00248949

Ankita Gokani
Company Secretary

Urmi N. Prasad
Jt. Managing Director & CFO
DIN : 00319482

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019**CORPORATE INFORMATION**

GUJARAT PETROSYNTHESIS LIMITED ("the Company") is a public limited company, incorporated and domiciled in India having its registered office at No. 24, II Main Phase I, Doddanekkundi Industrial Area, Phase I, Mahadevapura, Bangalore - 560048 Karnataka, India. The equity shares of the Company are listed on BSE Limited. The Company is primarily engaged in the business of plastic polymers and blends.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**(i) Basis of preparation:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities, which are measured at fair value.

(ii) Fair value measurement

The Company's accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(iii) Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized when all significant risk and rewards of ownership in goods are transferred to customers and recovery of consideration from customer is probable and revenue can be estimated reliably. Revenue is recognized net of trade discounts and indirect taxes.

Revenue from rendering services is recognized when performance of agreed contractual task is completed.

Interest income is recognized on accrual basis on time proportion basis using effective interest rate.

Dividend income is accounted when right to receive is established.

(iv) Property, Plant and Equipment:**Recognition and measurement:**

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment includes purchase price, including freight, duties, taxes and expenses incidental to acquisition and installation. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment are derecognized from financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence.

Subsequent expenditures:

Subsequent expenditures related to an item of property, plant and equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured. All other repair and maintenance costs are recognized in the Statement of Profit and Loss during the year in which they are incurred.

Depreciation:

Depreciation is provided on all property, plant and equipment on straight-line method in the manner and useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions/deletion is provided on pro-rata basis with reference to the date of addition/deletion as the case may be.

Company has adopted cost model for all class of items of Property Plant and Equipment.

(v) Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its 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. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss..

(vi) Assets taken on Lease:**Operating Lease**

A Lease in which a significant portion of the risks and rewards of ownership are not transferred to the Company is classified as operating lease. Payments made under operating lease are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease deposits given are financial instruments (financial assets) and need to be measured at fair value on initial recognition. The difference between the fair value and the value of deposits is considered as prepaid rental expenses and recognized over the lease term on a straight line basis. Unwinding of discount is treated as interest income for deposit given and is accrued as per the effective interest rate method.

(vii) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets**Initial recognition and measurement**

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified as under:

i) Financial assets at amortised cost

A financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. Interest income from these financial assets is included in other income using the EIR in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are classified as FVTOCI, if both of the following criteria are met:

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss and recognised in other income/(loss).

iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is recognized in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises.

iv) Equity instruments

All equity instruments are measured at fair value. Equity instruments which are for trading are classified as FVTPL. All other equity instruments are measured at fair value through other comprehensive income (FVTOCI). The classification is made on initial recognition and is irrevocable.

Where the Company's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit and loss when the Company's right to receive payments is established.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies 'simplified approach' for recognition of impairment loss on financial assets for loans, deposits and trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

De-recognition

A financial asset is derecognized when:

- the rights to receive cash flows from the assets have expired or
- the Company has transferred substantially all the risk and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

Financial Liabilities

• Initial recognition and measurement

financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

• Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments.

• Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

• Derecognition

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

• Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reflected in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(viii) Inventories:

Raw Materials and consumables are valued at cost on First in First out (FIFO) basis or net realizable value whichever is lower. Raw material and consumables 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. Cost includes the fair value of consideration paid including

duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

Work in progress is valued at cost basis or net realizable value whichever is lower. They are not written down below cost if the finished products are expected to be sold at or above cost.

Finished goods are valued at lower of cost or net realizable value. The cost is computed on specific identification basis

Stores and spares are charged to revenue in the year of purchase.

Consumables are charged to revenue on actual consumption basis.

(ix) Taxes:

The tax expense comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

i. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

ii. Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amount used for taxation purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(x) Employee benefits:

Short term employee benefits:

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Defined contribution plans:

The Company's contribution to Provident Fund, Pension, Superannuation and Employees State Insurance Contribution are considered as defined contribution plans, as the Company does not carry any further obligations apart from the contribution made to the respective fund/scheme and are charged as an expense based on the amount of contribution required to be made.

Defined benefit plans:

The liability recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period.

The liability of gratuity to the employees is covered under the Group Gratuity scheme with the Life Insurance Corporation of India. The annual service cost on basis of valuation received from LIC, the amount is paid to LIC of India and debited to Profit and Loss Account.

Long Term Compensated Absences

The liability of leave encashment of employees is covered with LIC. On basis of Actuarial Valuations, the present value of liability is accounted and paid to the LIC of India.

(xi) Borrowing Costs:

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

All other borrowing costs are recognized as expense in the period in which these are incurred.

(xii) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(xiii) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(xiv) Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

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

(xv) Dividend

Dividend to the equity shareholders is recognized as a liability in the Company's financial statements in the period in which the dividend is approved by the shareholders.

(xvi) Foreign Exchange Transactions

Foreign currency transactions are accounted for at the exchange rates prevailing on the date of such transactions where these are not covered by forward contracts. Liabilities in foreign currencies as on the date of balance sheet are converted at the exchange rate prevailing on that date.

2. USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed at each reporting date. Any revision to accounting estimates and assumptions are recognised prospectively i.e. recognised in the period in which the estimate is revised and future periods affected.

i. Recognition and measurement of defined benefit obligations

The cost of defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuations using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increase and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

ii. Fair value measurement of financial instruments

When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from the observable market, where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Changes in assumptions relating to these assumptions could affect the fair value of financial instruments.

iii. Deferred taxes

Deferred tax is recorded on temporary differences between tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profit during the periods in which those temporary differences and the tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019
Details of Investments - (valued at cost, unless stated otherwise)

Sr. No.	Particulars	Subsidiary	Face Value	No. of Shares / Bonds		Value ('000)	
				31.03.2019	31.03.2018	31.03.2019	31.03.2018
			fully Paid				
I	Investments in Equity Instruments						
	Unquoted						
	Investments valued at Cost						
	(a) GPL Finance and Investment Ltd	Subsidiary	10	999,940	999,940	9,999	9,999
	(b) Gujarat Polybutene Pvt. Ltd	Subsidiary	10	5,739,995	5,739,995	57,400	57,400
II	Investments in Preference Shares						
	Unquoted						
	Investments valued at Cost						
	(a) Gujarat Polybutene Pvt. Ltd (Redemption of 25,00,000 Shares is on 31-12-2020 and Redemption of 3,00,000 Shares is on 10-08-2021. Coupon Rate : 5%)	Subsidiary	10	2,800,000	2,800,000	28,000	28,000
III	Investment in Government Bonds						
	Unquoted						
	Investments valued at Amortized Cost						
	Rural Electrification Corporation Bonds		10,000	470	470	4,700	4,700
	Total Non-Current Investments					103,086	101,075

Company have availed IND AS 101 exemption by adopting previous GAAP carrying value as its deemed cost for investment done in equity and preference shares of its subsidiaries

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT (₹ in thousands)

Particulars	Freehold Land	Buildings	Laboratory Equipments	Vehicle	Office Equipments	Furniture & Fixtures	Computers	End User Devices	Plant and Machinery	Jigs and Moulds	Total
GROSS BLOCK											
As at 1st April 2017	4,419	3,919	116	4,573	316	284	43	90	11,288	100	25,147
Additions	-	73	-	-	15	47	32	-	510	-	676
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2018	4,419	3,992	116	4,573	331	331	74	90	11,798	100	25,823
Additions	-	73	-	-	14.5	47	31.73	-	509,719	-	676
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2019	4,419	3,992	116	4,573	331	331	74	90	11,798	100	25,823
DEPRECIATION											
As at 1st April 2017	-	-	-	940	204	88	22	7	1,408	-	2,670
Charge for the Year	-	317	116	686	53	53	43	-	1,184	100	2,712
Transfer to Reserve	-	319	-	581	60	49	-15	69	1,208	-	2,272
Disposals/Adjustments	-	-	-	162	-	-	-	-	-	-	-
As at 31st March 2018	-	637	116	1,267	113	102	28	69	2,391	100	4,823
Charge for the Year	-	319	-	613	98	47	10	15	1,232	-	2,336
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2019	-	956	116	1,880	212	149	38	84	3,623	100	7,158
NET BLOCK											
As at 31st March 2019	4,419	3,036	-	3,633	323	271	58	12	9,563	-	21,335
As at 31st March 2018	4,419	3,356	-	3,305	217	229	47	21	9,407	-	21,000

*Company has opted for IND AS 101 exemption by considering carrying amount of property plant and equipments as its deemed cost

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018	
NOTE 6 : LOANS (NON-CURRENT) (Unsecured, considered good)			
Loan to Subsidiary	-	39,000	
Security Deposits	3,013	3,013	
	3,013	42,013	
7 Other Financial Assets (NON-CURRENT) (Unsecured, considered good)			
Advance for Capital Goods	1,523	-	
	1,523	-	
8 Assets Held for Sale			
	Leasehold Land	Building	Total
As at 1st April 2017	15,734	2,181	17,916
Additions	-	-	-
Disposals/Adjustments	- 208	- 1,008	- 1,216
As at 31st March 2018	15,526	1,173	16,700
Additions	-	-	-
Disposals/Adjustments	-	-	-
As at 31st March 2019	15,526	1,173	16,700
9 Inventories			
Raw Materials and Consumables*	3,173	3,651	
Finished Goods and Work in Progress*	1,424	2,024	
*(Mode of Valuation is specified in Note 1 (viii) of Significant Accounting Policies)	5,137	5,675	
10 Loans (Current) (Unsecured, considered good)			
Loans to Employees	126	345	
	126	345	
11 Trade Receivables			
Unsecured and considered good for more than six months	346	-	
others	22,556	16,204	
	22,902	16,204	
Receivables from Related Parties	-	-	
12 Cash and Cash Equivalents			
Cash in Hand	67	41	
<u>Bank Balance</u>			
Balance in bank	13,456	9,834	
Cheques, drafts in hand	-	12,375	
	13,523	22,250	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018
13 Other Financial Asset (Current)		
Advances to Vendors	870	5
Deposits with Banks	30,263	4,387
Other Receivables	197	42
Interest Receivables	295	307
Advance Income Tax (net of provisions)	3,117	7,861
	34,742	12,602
14 Other Assets (Current)		
Prepaid Expenses	235	245
Indirect Taxes Credit Recoverable	205	186
	440	431
16 Other Equity		
CAPITAL RESERVE		
Opening balance	1,750	1,750
Addition during the year	-	-
Closing balance	1,750	1,750
SECURITIES PREMIUM ACCOUNT		
Opening balance	20,000	20,000
Addition/(utilisation) during the year	-	-
Closing balance	20,000	20,000
GENERAL RESERVE		
Opening balance	129,208	129,208
Addition/(utilisation) during the year	-	-
Closing balance	129,208	129,208
RETAINED EARNINGS		
Opening balance	6,238	-
Loss for the year	(10,937)	6,238
Items of other comprehensive income recognised directly in retained earnings:		
Remeasurement of defined benefit obligation (net of tax)	-	-
Profit for the year transferred to General Reserves	-	-
Closing balance	(4,698)	6,238
Total other equity	146,260	157,196

CAPITAL RESERVE

Pertains to share application money forfeited in the case where remaining amount was not paid. This can be utilised in accordance with the provisions of the Act.

SECURITIES PREMIUM RESERVE

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Act.

GENERAL RESERVE

General Reserve represents amounts transferred from Retained Earnings in earlier years as per the requirements of the erstwhile Companies Act, 1956. The reserve can be utilised in accordance with the provisions of the Act. Declaration of dividend out of such reserve shall not be made except in accordance with the rules prescribed in this behalf under the Act.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	31.03.2019	31.03.2018
15. EQUITY SHARE CAPITAL		
AUTHORISED		
80,00,000 (31 March 2018 - 80,00,000) Equity Shares of ₹10/- each	80,000	80,000
ISSUED, SUBSCRIBED AND PAID UP		
59,69,166 (31 March 2018- 59,69,166) Equity shares Of ₹10/- each	59,692	59,692
Total issued, subscribed and fully paid up share capital	59,692	59,692

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	31.03.2019		31.03.2018	
	Equity Shares		Equity Shares	
	Number	Value ('000)	Number	Value ('000)
Shares outstanding at the beginning of the year	59,69,166	59,692	59,69,166	59,692
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,969,166	59,692	5,969,166	59,692

b. Terms/rights attached to the equity shares

The Company has one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of the shareholders holding more than 5% shares in the Company

Name of Shareholder	31.03.2019		31.03.2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
YASHASHREE COMMERCIAL SERVICES PRIVATE LIMITED	800,000	13.4	800,000	13.4
LIFE INSURANCE CORPORATION OF INDIA	538,498	9.02	538,498	9.02
CHARITA THAKKAR	485,417	8.13	485,417	8.13
MULTICHEM PRIVATE LIMITED	456,914	7.65	394,840	6.61
URSULA RAMESHCHANDRA THAKKAR	352,906	5.91	352,906	5.91
N RAJENDER PRASAD	319,564	5.35	319,564	5.35

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	31.03.2019	31.03.2018	
17 Deferred tax Liability (Net)			
<u>Deferred Tax Liabilities :</u>			
On Property Plant and Equipment	1,594	1,401	
On Fair Value of Investments	-	13	
<u>Deferred Tax Asset :</u>			
On Carry forward losses	(5,679)	(2,110)	
	(4,085)	(696)	
a) Movement in deferred tax balances	Opening balance	Recognized in	Closing balance
Movement in deferred tax during the year	as at 01.04.2018	Profit and Loss	as at 31.03.2019
Property, plant and equipment	1,401	193	1,594
Unused tax credit/losses	(2,110)	(3,569)	(5,679)
On Fair Value of Investments	13	(13)	-
Net deferred tax liability (net)	(696)	(3,389)	(4,085)
Movement in deferred tax during the year ended March 31, 2018	Opening balance	Recognized in	Closing balance
	as at 01.04.2018	Profit and Loss	as at 31.03.2019
Property, plant and equipment	8,614	(7,212)	1,401
Unused tax credit/losses	(3,307)	1,196	(2,110)
On Fair Value of Investments	22	(9)	13
Net deferred tax liability (net)	5,329	(6,025)	(696)
b) Income tax recognised in profit or loss	31.03.2019	31.03.2018	
Current tax			
In respect of current year	321	319	
In respect of earlier years	-	1,031	
In respect of earlier years - MAT Credit	-	(1,054)	
Deferred tax			
Relating to origination and reversal of temporary differences	(3,389)	(6,025)	
Total income tax recognised for the year	(3,069)	(5,729)	
c) The income tax expense for the year can be reconciled to the accounting profit as follows:	31.03.2019	31.03.2018	
Profit or (loss) before tax	(14,005)	509	
Tax expense/(income) calculated at 25.75% (2017-18:30.9%)	(3,641)	131	
Effect of excess deferred tax liability recognised in previous years	-	(6,843)	
Effect of short deferred tax asset recognised in previous years	-	503	
Deferred Tax impact due to utilisation of tax losses	-	(271)	
Expenses not deductible under income tax	126	3	
Income taxable / Expenses deductible additionally under income tax	411	(317)	
Adjustment due to changes in tax rates	(127)	-	
Other	133	487	
	(3,389)	(5,706)	
d) Adjustments recognised in the current year in relation to the current tax of earlier years	(5,730)	330	
	-	(23)	
Income tax expense recognised in profit or loss	(3,389)	(5,729)	
The tax rate used for the above reconciliations is the corporate tax rate of 26.00% for the year 2018-19 and 25.75% for the year 2017-18 payable by corporate entities based on the turnover criteria on taxable profits under Indian Income Tax Laws as on financial statements signing date			
e) The company has recognized deferred tax asset for unutilised tax losses. The company as per forecast budgets and business plans has concluded that it will be able to utilise the tax losses which are available to be set off in coming five to six years as per tax laws .			

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	31.03.2019	31.03.2018
18 Borrowings (Current)		
Secured		
Overdraft Facility from Bank	5	(1)
(Secured against pledge of fixed deposits with bank @ 1% incremental rate than interest received on fixed deposits)		
Unsecured		
From Directors	-	6,364
	5	6,363
19 Trade payables		
Trade Payables to Micro Small Medium Enterprise	5,936	-
Trade Payables to others	10,058	12,072
Refer Note 43)	15,994	12,072
20 Other financial liabilities (Current)		
Other Payables	3,778	3,108
	3,778	3,108
21 Provisions (Short Term)		
Provision for Employee Benefits : For Gratuity	-	-
22 Other current liabilities		
Advance from Customers	29	46
Statutory Dues Payables	856	513
	885	561
23 Revenue From Operations		
Sale of products	217,957	186,449
Sale of Services : Job Work	2,719	2,454
	220,676	188,903
24 Other Income		
Interest income on financial assets		
Interest Received from Banks		
Interest Received from Others	551	482
Interest on Income Tax Refund	1,566	-
Profit on Sale of Current Investment	75	179
Fair Value measurement of Investments	136	52
Sundry Balances Written Back	227	-
Miscellaneous Income	117	24
	2,968	1,035
25 Cost of Materials Consumed		
Opening Stock of Materials	3,651	3,761
Add: Purchases	180,499	155,025
Less: Closing Stock	3,713	3,651
	180,436	155,135
26 Changes in Inventory		
Opening Stock of Finished Goods and Working in Progress	2,024	1,645
Less: Closing Stock of Finished Goods and Work in Progress	1,424	2,024
Excise duty on Opening Stock	-	137
	601	-517
27 Employee Benefit Expenses		
Salaries and wages	24,270	23,184
Contribution to provident and other funds	1,347	1,840
Gratuity Expenses	1,949	352
Leave Encashment Expenses	527	883
Staff welfare expenses	253	439
	28,347	26,698
28 Finance Costs		
Interest to Bank	7	5
Interest to Others	223	73
Total finance costs	229	77

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	2018-19	2017-18
30 Other Expenses		
Bank Charges	51	25
Brokerage	-	-
Computer Expenses	136	110
Director's Sitting Fees	245	75
Discount and Rebate Given	12	12
Donations	11	13
Audit Remuneration		
Audit Fees	150	150
Tax Audit Fees	50	50
Exchange Rate Difference	-6	1
Fees and Subscription Expenses	353	333
Foreign Travelling Expenses	764	517
Freight Inward Expenses	1,310	1,910
Freight Outward Expenses	737	9
General Expenses	1,232	1,095
Insurance Expenses	430	324
Legal and Professional Fees	4,824	5,497
Meeting Expense	171	244
Postage & Courier Expenses	884	374
Power and Fuel Expenses	6,910	5,713
Printing and Stationery Expenses	664	511
Rates & Taxes	529	616
Rental Expenses	1,187	1,270
Repair & Maintenance - Building	-	860
Repair & Maintenance - Other	2,092	2,507
Security Expenses	732	850
Sundry Balances Written Off	-	70
Telephone Expense & Mobile Expense	277	454
Travelling and Conveyance Expenses	833	867
Vehicle Maintenance Expenses	1,125	1,091
	25,702	25,548

Particulars	2018-19	2017-18
31 Exception Items		
Profit on sale of asset **	-	19,784
	-	19,784

** Exception items pertains to the land and buildings sold during the year.

32 EARNINGS PER SHARE EPS is calculated by dividing the profit / (loss) attributable to the equity share holders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares, except when the results would be anti-dilutive.

Particulars	2018-19	2017-18
1. Profit after Tax (In '000)	(10,937)	6,238
2. Weighted Average Number of shares outstanding during the year	5,969,166	5,969,166
3. Face Value of Shares	10	10
4. Basic / Diluted EPS	(1.83)	1.05

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

33. FINANCIAL INSTRUMENTS-FAIR VALUE AND RISK MANAGEMENT

a) Accounting classification

The carrying value of financial instruments by categories are as follows:

Particulars	31.03.2019			31.03.2018		
	At cost	FVTOCI	Amortised cost	At cost	FVTOCI	Amortised cost
Financial Assets						
Investments in subsidiary	95,399			92,399		
Investments in Bonds			4,700			4,700
Investments in Mutual Funds			2,987			975
Loans			3,139			42,358
Trade receivable			22,902			16,204
Cash and cash equivalents			13,523			22,250
Other financial assets			36,266			12,602
	95,399	-	83,517	95,399	-	99,089
Financial Liabilities						
Borrowings	-	-	5	-	-	6,363
Trade payables	-	-	15,994	-	-	12,072
Other financial liabilities	-	-	3,778	-	-	3,108
	-	-	19,777	-	-	21,543

b) Fair value hierarchy and Method of valuation

The following table shows fair value measurement hierarchy. Except for these financial instruments, the Company considers that the carrying value amount recognised in the financial statements approximate their fair value largely due to the short term maturities of these instruments.

Particulars	31.03.2019			31.03.2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investments in Mutual Funds	2,987	-	-	975	-	-

- Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed mutual funds that have quoted price. The fair value of equity instruments which are traded is valued using the closing price as at the reporting period.
- Investment in Government Bonds stated in Financial Statements approximate to its fair value. They are not traded in market and carry a fix coupon rate of 6% p.a.

c) RISK MANAGEMENT FRAMEWORK

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company also holds FVTPL investments. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

d) Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk

i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans given to related parties and others

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. To manage, this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition and ageing of account receivables.

No impairment is observed on the carrying value of trade receivables.

Other Financial Assets

Credit risk from balances with banks, loans, investments is managed by Company's finance department. Investments of surplus funds are made only with approved counterparties.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019
ii) Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds, bank loans.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

INR ('000)

	Carrying amount	Contractual cash flows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
March 31, 2019						
Financial liabilities						
Borrowings	5	5	5			
Trade payables	15,994	15,994	15,994			
Other Financial Liabilities	3,778	3,778	3,778			
	19,777	19,777	19,777	-	-	-
March 31, 2018						
Financial liabilities						
Borrowings	6,363	6,363	6,363			
Trade payables	12,072	12,072	12,072			
Other Financial Liabilities	3,108	3,108	3,108			
	21,543	21,543	21,543	-	-	-

iii) Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is not material, as the Company's primary business activities are within India and does not have any exposure in foreign currency.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to risk of changes in market interest rate is not material as the Company borrowing from banks are very minimal

Commodity price risk

Company is exposed to fluctuation in prices of its inputs. The company in effect of changes in prices of inputs, have a process to revise its selling price accordingly.

34. CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt and the total equity of the Company. For this purpose, net debt is defined as total borrowings less cash and cash equivalents

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirements are met through short-term/long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The Company's net debt to equity ratio is as follows:

	March 31,2019	April 01,2018
Borrowing	5	6,363
Cash & cash equivalents	(13,523)	(22,250)
Net Debt (restricted to zero, if cash and cash equivalents are greater than borrowings)		
Total equity	205.951	216.888
Debt/Equity ratio	0%	0%

35. The Company has given loans to its subsidiaries. The disclosures pursuant to Regulation 34(3) read with para A of Schedule V to SEBI Listing Regulation, 2015

Balances as at the year end were: INR ('000)

Subsidiary Company	As at March 31, 2019	As at March 31, 2018
Gujarat Polybutene Pvt. Ltd	Nil	39,000
The loans are provided for the purpose of business		

36. LEASES

Lease expenses are recognised on a straight-line basis over the period of lease. The particulars of the premises given under operating leases are as under:

Particulars	As at March 31,2019	As at March 31,2018
Future minimum lease rental receivable under operating leases are as follows:		
Not later than 1 year		
Later than 1 year not later than 5 years		
Later than 5 years		

37. Disclosure Pursuant to Micro Small and Medium Enterprise Act, 2006 :

INR ('000)

Particulars	2018-19	2017-18
a) The principal amount remaining unpaid to any supplier as at the end of accounting year.	813,610	-
aa) The interest due remaining unpaid to any supplier as at the end of accounting year.	3,611	-
b) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
d) The amount of interest accrued and remaining unpaid at the end of accounting year; and	3,611	-
d) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	2,407	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019
38. Additional Disclosure

a) Pursuant to Schedule III				
Value of Imported and Indigenous Raw Material Consumed during the year	INR ('000)			
	2018-19		2017-18	
	Value	%	Value	%
Import	112	0.06%	265	0.17%
Indigenous	180,324	99.94%	154,870	99.83%
	180,436		155,135	
C.I.F., Value of Imports				
Raw Materials		246.20		207.25
Spares		-		-
		246.20		207.25
b) Other disclosures				
a. Details of Turnover				
Alloys & Blends :				
	Qty (M.T)	Value	Qty (M.T)	Value
Sales	1,661	217957	1,516	186,472
Job Work	81	2719	86	2,431
		220676		188,903
b. Consumption of Raw Materials				
Products / Plastics of Different Types	1,660	180,436	1,519	155,135
		180,436		155,135

39. EMPLOYEE BENEFITS
I) Defined Contribution Plans

- Provident fund
- Superannuation fund and Pension scheme, 1995
- Employer's contribution to Employees State Insurance

II) Defined Benefit Plans
GRATUITY

- The liability of gratuity to the employees is covered under the Group Gratuity scheme with the Life Insurance Corporation of India.
- Company have created two different plans for their employees of different offices, termed as Plan A and Plan B
- Life Insurance Corporation of India provides valuation on basis of Projected Unit Credit Method.
- Disclosures are made to extent of informations received from LIC of India :

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Membership Data:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Number of Members	18	15	9	10
Average Age	42.72	43.53	46.83	50
Average Monthly Salary	16,438	15,968	38,161	45,652
Average Past Service	12.28	13.60	11.11	9.10

Actuarial Assumptions:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Mortality Rate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
Withdrawal Rate	1% to 3% depending on age	1% to 3% depending on age	1% to 3% depending on age	1% to 3% depending on age
Discount Rate	7.5% p.a	8% p.a	7.5% p.a	8% p.a
Salary Escalation	6%	6%	4%	4%

Results of Valuation:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Present Value of Past Service Benefit	1,969,633	1,672,046	1,966,422	994,651
Current Service Cost	141,110	114,991	43,764	29,414
PV of Defined Benefit Obligation	2,110,743	1,787,037	2,010,186	1,024,065
Fund Value	2,110,743	1,787,037	2,875,530	3,456,397

Amount Recognized in Balance Sheet:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Present value of defined benefit obligation at end of the year	2,110,743	1,787,037	2,010,186	1,024,065
Fair value of plan assets at end of the year	2,110,743	1,787,037	2,875,530	3,456,397
Net liability / (asset) recognized in the Balance Sheet	Nil	Nil	NIL***	NIL***

***Excess of contributions over gratuity liability are charged off in Statement of Profit and Loss in earlier years and thus no fund asset years and thus no fund asset to recognised in balance sheet for excess contributions.

Expenses recognised in statement of Profit and Loss:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Gratuity Expense recognised	375,152	351,823	194,483	-

In absence of information from LIC regarding quantification for different components of changes in defined benefit obligation and fund assets, disclosures pertaining to movement in defined benefit obligation and fair value of Plan Assets is not provided. Also, No actuarial gain / loss is recognised separately in Other Comprehensive Income in absence of information.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019
40. Related party disclosure

(i) List of Related Parties as required by Ind AS-24 "Related Party Disclosures" are given below:

(a) Subsidiary	Gujarat Polybutenes Private Limited GPL Finance and Investments Limited
(b) Key management personnel and their relatives	Dr. R.M Thakkar - Chairman and Non Executive Director Mrs. Urmi N. Prasad - Joint Managing Director Mrs. Charita Thakkar - Joint Managing Director
(c) Non Executive/Independent Directors	Mr. T. N. R Rao Mr. M.D Garde Mr. V. Raghu Mr. Rajesh Parikh
(d) Where persons mentioned in (b) exercise significant influence	Multichem Private Limited Guardian Finance Ltd

(ii) Transactions with related parties

Type of related party	Description of the nature of transactions	Volume of Transactions during 2018-19 (Rs.in "000")	Volume of Transactions during 2017-18 (Rs.in "000")	Balance as on 31.03.19 Receivable/ (Payable) (Rs.in "000")	Balance as on 31.03.18 Receivable/ (Payable) (Rs.in "000")	Balance as on 01.04.17 Receivable/ (Payable) (Rs.in "000")
(a) Subsidiary		-	-	-	-	-
(i) Gujarat Polybutenes Private Limited	Loan given /(repaid)-net Expense reimbursement on behalf	- 1,723	- 650	39,000 -	39,000 -1,041	39,000 -656
(ii) GPL Finance and Investments Limited	Expense reimbursement	6	6	-	-	-
(b) Key management personnel and their relatives	Director's Remuneration and Perks*** Mrs. Urmi N. Prasad Mrs. Charita Thakkar Loan Taken and Interest Paid thereon Dr. R.M Thakkar	- 2,653 2,507 19	- 2,551 2,551 71	- - - -	- - - -6,364	- - - -
(c) Non Executive/ Independent Directors	Sitting fees Mr. R.M. Thakkar Mr. M.D Garde Mr. V. Raghu Mr. T. N. Rao Mr. Rajesh Parikh	- 62 72 72 - 40	- - 31 31 13 -	- - - - - -	- - - - - -	- - - - - -
(d) Where persons mentioned in (b) exercise significant influence						
i) Reimbursement of expenses received	Multichem Private Limited Guardian Finance Ltd	309 2	3 2	- -	- -	- -

*** Contribution towards gratuity and leave encashment is not added as it is not determinable each employee wise

41. Previous year figures have been regrouped, reclassified and restated as per Ind AS and Schedule III of Companies Act, 2013

BOARDS' REPORT

To the Members of
Gujarat Polybutenes Private Limited

Your Directors present the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review are given hereunder:

(Figures in "000")

Particulars	for the year ended on 31/03/2019	for the year ended on 31/03/2018
1) Revenue From Operations :	2,593.63	961.00
2) Other Income	2,032.26	1,575.00
3) Total Revenue	4,625.89	2,536.00
4) Expenses		
a) Cost of materials Consumed	44.80	154.00
b) Payment to Sub Contractors	-	-
c) Decrease in Inventories of Finished Goods and RM & Working in Progress & Contract in Progress	2,687.06	9,482.00
d) Employee Benefits Expenses	40.12	45.00
e) Finance Costs	1,270.94	1,277.00
f) Depreciation and Amortization Expenses	-	-
g) Excise Duty on Sale of goods	-	-
h) Other Expenses	9,046.55	5,936.00
Total Expenses	13,089.47	16,894.00
5) Profit / (Loss) before exceptional items & Tax	(8,463.58)	(14,358.00)
6) Profit on Exceptional items	3,35,150.54	-
7) Add: Prior Period items	-	43.07
8) Profit / (Loss) before Tax	3,26,686.96	(14,401.07)
9) Tax Expenses	-	-
a) Current Tax	-	-
(i) Provision Current Tax for current year	70,500.00	-
(ii) Current Tax for the previous year	-	-
b) Differed Tax	-	-
(i) Differed Tax for current year	-	-
Total Tax Expense	-	-
10) Profit / (Loss) for the period	2,56,186.96	(14,401.07)
11) Other comprehensive income	-	-
a) Items that will not be classified to Profit or Loss	-	-
b) Items that may be classified to Profit or Loss	-	-
Total other comprehensive income	-	-
12) Total Loss / Profit for the year	2,56,186.96	(14,401.07)
Earning per equity share		
(a) Basic & Diluted	56.50	-

2. DIVIDEND

Your Directors are unable to recommend any dividend.

3. Performance & Future Outlook

During the year under review with the approval of the Board and the shareholders of GPPL, the Leasehold rights in respect of the Plots and structures therein at Petrochemical Complex Area, P.O. Petrochemical Baroda and plant and machinery thereon were transferred to M/s. Panoli Intermediates India Pvt Ltd for an aggregate consideration of Rupees Thirty-Six Crores.

The accumulated losses of the Company were wiped off with the profit earned on this transaction. As on date, there is no business activity. The management is taking steps to channelize and utilize the available resources in the best interest of the company

4. BUSINESS

During the year under review, there is no change in the business activities of the Company.

5. MATERIAL CHANGES AND COMMITMENT OCCURRED AFTER THE END OF FINANCIAL YEAR AND UPTO THE DATE OF REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and upto the date of this report.

6. DEPOSITS

The Company has neither accepted nor renewed any deposits during the financial year under the provisions of the Companies (Acceptance of Deposits) Rules 2014 .

7. LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the Financial Year, the Company has not made any Investments or provided Loans or Guarantees to any other Company.

8. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company

9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, there is no amount required to be transferred to the Investor Education and Protection Fund established by the Central Government.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, the Board of Directors of the Company at their meeting held on 19th April, 2019, appointed Ms. Ankita Gokani, as the Company secretary of the Company. Ms. Ankita Gokani is already the Company Secretary (KMP) of the holding Company (GPL) and was appointed pursuant to the provisions of Section 203(3) of the Company's Act, 2013.



Gujarat Polybutenes Private Limited

At the forthcoming Annual General Meeting, Mr. R. M. Thakkar (DIN 00248949) retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers himself for reappointment.

11. Board Meetings

During the year the following Board Meetings were convened and held.

Sr. No.	Date of Board Meeting	Total Number of Directors as on the date of Board Meeting	Attendance	
			No. of Directors attended	% of Attendance
1	14.05.2018	6	5	83.33%
2	28.07.2018	6	4	66.67%
3	14.11.2018	5	4	80%
4.	05.02.2019	5	5	100
5.	14.03.2019	5	4	80%

12. DIRECTORS RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. COMPLIANCE OF SECRETARIAL STANDARD

As per requirement of provisions of Section 118(10) read with SS9 of Secretarial Standard 1, the Company has complied with the Secretarial Standard applicable to the Company.

14. STATUTORY AUDITORS

Pursuant to provisions of Section 139 of the Companies Act, 2013 M/s Suresh Thakkar & Co., Chartered Accountants, Vadodara, the statutory the Auditors of the Company, was appointed for five financial years. The term of the Auditors will come to an end with the conclusion of the Annual General Meeting for the financial year 2021-22. As per the provisions of the Companies (Amendment) Act, 2017 the term of the Auditors do not require ratification every year

15. RISK MANAGEMENT POLICY

The risk management policy includes identifying types of risks and its assessment, risk handling and monitoring and reporting. The operations and working of the Company can be affected on account of any of the following risk factors;

- Policy of Govt. as GST etc.
- Policy of competitors
- Market conditions

16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 is not applicable to the Company, as the Company does not meet with the requirement of profit criteria.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO

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

18. RELATED PARTIES TRANSACTIONS

During the year under review, there have been no transactions or contracts entered or arrangements made with related parties pursuant to the provisions of section 188 of the Companies Act, 2013.

19. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is provided in Annexure II and is attached to this Report.

20. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION OF, 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 the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

21. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

For and on behalf of the Board
Gujarat Polybutenes Private Limited

(Ms. Charita Thakkar)
Director
DIN: 00321561

(Ms. Urmi N Prasad)
Director
DIN: 00319482

Place : Mumbai
Date : 29th May, 2019

ANNEXURE 1 TO THE BOARD'S REPORT

Information under Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Director's Report for the year 2018-19

I. Conservation of Energy	:	Use of standard quality equipments
II. Additional Investment and proposals if any being implemented for the reduction of energy	:	Proposals are under consideration
III. Impact of measures (a) and (b) above for the reduction of energy consumption and consequent impact on cost of production of goods	:	Reduction in usage of electricity

A. POWER AND FUEL CONSUMPTION

1) Electricity		2018-19	2017-18
a) Purchased			
Unit	KWH	98,812.00	103,817.00
Total amount	Rs	2,193,060.00	2,309,374.98
Rate / Unit	Rs	*	*
b) Own Generator through Diesel Generator			
Units	KWH	NIL	NIL
Unit Per Ltr	KWH	NIL	NIL
Rate / Unit	Rs	NIL	NIL
Coal			
Quantity	MT	NIL	NIL
Total amount	Rs	NIL	NIL
Average Rate	Rs	NIL	NIL
Natural Gas			
Quantity (MMBTU)	MMBTU		
Total amount	Rs		
Average Rate (MMBTU)	Rs		

B. CONSUMPTION PER UNIT PER PRODUCTION

Standards (If any)		2018-19	2017-18
Product/Unit : Polymer / MT			
Electricity	KWH	N.A.	N.A.
Coal/DOC	MT	**	**
Natural Gas	MMBTU/scm		

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per FORM B Research and Development (R & D)

1.00 Specific area in which R & D was carried out by the Company	To produce high grade of polymers
2.00 Benefit derived as a result of R & D products at lower cost.	Manufacture of new products and existing
3.00 Future plan of action	Manufacture of variety of PIB
4.00 Expenditure on R & D	Rs.
a) Capital	-
b) Recurring	-
c) Total	-
d) Total R & D Expenditure as a percentage of Total Turnover	-

Technology absorption, adoption and innovation.

1.00 Efforts in brief, made towards technology absorption and innovation	Technology obtained from our collaborators has been fully absorbed. Improvements are being continuously made and have resulted in improved efficiency of operation N.A
2.00 Benefits derived as a result of above efforts	N.A
3.00 In case of imported technology (imported during the fast 5 years reckoned from the beginning of the financial year) following information may be furnished.	N.A
a) Technology Furnished	
b) Year of Import	
c) Has technology been fully absorbed	
d) If not fully absorbed, areas where this has not taken place, reason therefore, any further plans of action	

III. FOREIGN EXCHANGE EARNING AND OUTGO

During the year, the Foreign Exchange outgo was ₹ NIL- During the year Company has earned Foreign Exchange of ₹ NIL During the year.

Note : * The actual rate per unit can't be calculated because the plant is closed and power consumption is very low (only plant street light load). Contractual unit amount is being paid to maintain power connection.

** As the plant is closed throughout FA 2018-19, this is not applicable.

For and on behalf of the Board
Gujarat Polybutenes Private Limited

(Ms. Charita Thakkar)

Director

DIN: 00321561

(Ms. Urmi N Prasad)

Director

DIN: 00319482

Place : Mumbai

Date : 29th May, 2019



FORM MGT - 9
EXTRACT OF ANNUAL RETURN
as on the Financial Year Ended on 31.03.2019
(Pursuant of Section 92(3) of the Companies Act, 2013 and rule 12 (1) of the
Companies (Management and Administration) Rules, 2014)

CIN	U24200GJ2002PTC045675
Registration Date	17.12.2002
Name of the Company	GUJARAT POLYBUTENES PRIVATE LIMITED
Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non Government Company
Address of the Registered Office and Contact Details	First Floor, Thakkar Building Agnishanti Kendra, Dandiyabazar, Vadodara 390001
Whether Listed Company	No
Name , Address & contact details of the Registrar & Transfer Agent, if any.	NA

II) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl.No	Name and Description of main product/sevices	NIC Code of the Product/Service	% To total turn over the company
1.	Manufacture of poly iso butylenes	19201	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associates	% of Shares	Applicable Section
1	Gujarat Petrosynthese limited 24,II Main, Doddanekkundi Industrial Area,Phase 1, Mahadevapura, Bengaluru, Kamataka - 500048	L23209KA1977PLC043357	Holding	99.99%	2(46)

Gujarat Polybutenes Private Limited

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

i) Category wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 1-4-2018				No. of Shares held at the end of the year 31-3-2019				Change during the year	
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total		
A. Promoters										
(1) Indian										
a) Individual/HUF	0	1	1	0.00002	0	1	1	0.00002	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	4489999	0	4489999	99.99998	4,489,999	0	4,489,999	99.99998	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	4489999	1	4490000	100	4,489,999	1	4490000	100	0	0
(2) Foreign										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	4489999	1	4490000	100	4489999	1	4490000	100	0	0
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
(b) Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
(c) Alternate Investment Fund	0	0	0	0	0	0	0	0	0	0
(d) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0
(e) Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0
(f) Financial Institutions / Banks	0	0	0	0	0	0	0	0	0	0
(g) Insurance Companies	0	0	0	0	0	0	0	0	0	0
(h) Provident Funds/Pension Funds	0	0	0	0	0	0	0	0	0	0
(i) Any Others (specify)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0	0
2. Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0	0
Sub Total (B)(2)	0	0	0	0	0	0	0	0	0	0
(3) Non Institutions										
a) Individuals	0	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	0	0	0	0	0	0	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0	0
b) NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0
c) Employee Trusts	0	0	0	0	0	0	0	0	0	0
d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0	0
e) Any Other (specify)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(3):	0	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	0	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4489999	1	4490000	100	4489999	1	4490000	100	0	0

Gujarat Polybutenes Private Limited

ii) Shareholding of Promoters

Sl. No.	Name of the shareholder	No of Shares at the beginning the year 1-4-2018			Share holding at the end of the year 31-3-2019			
		No. of shares	% of total shares of the company	% of shares pledged/en cumbered to total share	No. of shares	% of total shares of the company	% of shares pledged/en cumbered to total share	% of change in share during the year
1	Gujarat Petrosynthese Limited	4489999	99.99998	0	4489999	99.99998	0	0
2	Ramesh Thakkar (As a Nominee of GPL)	1	0.00002	0	1	0.00002	0	0
	Total	4490000	100	0	4490000	100	0	0

iii) Change in Promoters Shareholding

Sl. No.		Shareholding at the beginning of the year 1-4-2018		Cumulative share holding during the year 31-3-2019	
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company
	At the beginning of the year	44,90,000	100	4490000	100
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change			
	At the end of the year	44,90,000	100	4490000	100

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) : N.A. (in Rupees)

Sl. No.		Shareholding at the beginning of the year		Cumulative share holding during the year	
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company
	At the beginning of the year				
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)				

Gujarat Polybutenes Private Limited

(V) Shareholding of Directors & KMP (Holding as a Nominee of GPL)

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year 1-4-2018		Cumulative share holding during the year 31-3-2019	
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company
	At the beginning of the year	1	0.00002	1	0.00002
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	1	0.00002	1	0.00002

(V) INDEBTEDNESS

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

(in Rupees)

Description	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	57100000	-	57100000
ii) Interest due but not paid	-	2061498	-	2061498
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	59161498	-	59161498
Change in Indebtedness during the financial year				
Additions	-	1084512	-	1084512
Reduction	-	60246010	-	60246010
Net Change	-	59161498	-	59161498
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)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.					
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961					
2	Stock option					
3	Sweat Equity					
4	Commission as % of profit others (specify)					
5	Others, please specify					
	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act					



Gujarat Polybutenes Private Limited

B) Remuneration to other directors:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1	Independent Directors					
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c) Others, please specify					
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non Executive Directors					
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c) Others, please specify.					
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration Overall Ceiling as per the Act.	NIL	NIL	NIL	NIL	NIL

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

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		CEO	Company Secretary	CFO	TOTAL	
1	Independent Directors					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.					
	(b) Value of perquisites u/s 17 (2) of the Income Tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission as % of profit others, specify					
5	Others, please specify					
	Total	NIL	NIL	NIL	NIL	NIL

VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors
Gujarat Polybutenes Private Limited

(Ms. Charita Thakkar)
Director
DIN: 00321561

(Ms. Urmi N Prasad)
Director
DIN: 00319482

Place : Mumbai
Date : 29th May, 2019

INDEPENDENT AUDITORS REPORT TO THE MEMBERS

To the Members of Gujarat Polybutenes Pvt. Ltd.

Report on the Financial Statements:

Opinion

We have audited the accompanying financial statements of Gujarat Polybutenes Pvt. Ltd. ("the Company"), which comprise the balance sheet as at 31st March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 29 of financial statements in respect of disposal/transfer of major Fixed Asset during the year. The company has assigned leasehold land to other company along with buildings, plants & machineries, Lab equipments and vehicles.

We draw attention to Note 24 of financial statements in respect of uncertainty of outcome of Appeal filed with Income Tax Department.

Our opinion is not modified in respect of above matters.

Basis for Opinion

We conducted our audit 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 together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

There are no key audit matters in the company during the year.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the, Board's Report including annexure 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Based on the work we have performed, we conclude that if there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

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

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

Report on Other Legal and Regulatory Requirements

1. 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 Companies Act, 2013, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 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 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act;

- (f) In our opinion, 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 31st March 2019, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
Since, no remuneration is paid to Directors, requirements of section 197(16) of the Act is not applicable.
- (h) 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 has disclosed the impact of pending litigations on its financial position in its financial statements – (Refer note-24) to the financial statements;
 - ii. The Company has not entered into any long term derivative contracts and hence no provisions are required.
 - iii. The Company has not declared any dividends hence no amount is required to be transferred, to the Investor Education and Protection Fund by the Company;

For Suresh Thakkar & Co.
Chartered Accountants
(F.R. No 110702W)

(SURESH THAKKAR)
PROPRIETOR
(M. No. 11650)

PLACE : Vadodara.
DATE : 29th May, 2019

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the **Gujarat Polybutenes Pvt. Ltd.(Company)** on the financial statements for the year ended 31st March 2019.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we state as under:

1. In Respect of Fixed Assets

- a) The Company has maintained proper records showing full particulars of Assets not sold during the year, including quantitative details and situation of fixed assets;
- b) As informed to us, the Company has a programme of physical verification of its unsold fixed assets by which fixed assets are verified at the end of the year. In our opinion, physical verification is reasonable having regard to size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of an examination of records of the Company, there are no immovable properties in the name of the Company as the same are sold during the year.

2. In respect of Inventories:

According to the information and explanations given to us, the inventories have been physically verified at the end of the year by the management. No material discrepancies were noticed between physical stocks and book records.

3. In respect of loans granted:

According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms, LPP and other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause 3(a) and 3(b) are not applicable for the year;

4. In respect of Investments:

According to the information and explanations given to us, provisions of section 186 of the Companies Act 2013 in respect of investment made have been complied by the Company. In our opinion, an according to information and given explanation to us, the Company has not given loans, guarantees and securities in respect of provisions of section 185 and 186 of the Companies Act, 2013 and hence no comments are made.

5. In respect of deposits / loans taken:

In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits. Hence, the provisions of sections 73 to 76 of the companies Act, 2013 and the rules framed there under for the deposits acceptance are not applicable.

Gujarat Polybutenes Private Limited

During the year, the company has repaid all loans.

6. In respect of maintenance of Cost records:

The Central Government has not prescribed the maintenance of cost records by the Company under section 148(1) of the Companies Act, 2013;

7. In respect of Statutory Dues Payment:

- a) According to the information and explanations given to us and the records examined by us, the Company does not have to pay any undisputed statutory dues during the year such as income-tax, sales-tax, service tax, excise-duty, value added tax, GST, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2019, for a period of more than six months from the date they became payable;
- b) According to information and explanation given to us there are no dues of income-tax, wealth tax, customs, sales-tax, service tax, excise-duty, value added tax, GST, cess and other statutory dues that have not been deposited on account of disputes except following.

Note: Net of amounts paid under protest:

Sl. No.	Name of the Statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
1.	Income Tax department	Penalty	19.42 Lakhs	F.Y. 2014-15	CIT(Appeals)-16, Mumbai

8. In respect of payments to Banks & Financial Institutions:

In our opinion and according to the information and explanations given to us, the Company has not taken any loan from bank hence no comments are made. The Company has not issued any debentures, hence no comments are made

9. In respect of further capital and term loans:

According to the information and explanations given to us by the Management, the Company has not raised money by way of equity capital and preference capital. The Company has not raised any term loan during the year and no term loan is outstanding.

10. In respect of Fraud:

According to the information and explanations given to us by the Management, no fraud by the Company or on the Company by its Officers or Employees has been noticed or reported during the course of our audit.

11. In respect of Managerial Remuneration:

According to the information and explanations given to us by the Management, no managerial remuneration has been paid or provided for during the year.

12. In respect of Nidhi Company:

According to the information and explanations given to us by the Management, the Company is not a Nidhi Company as prescribed under section 406 of the Act. Accordingly paragraph 3(xii) of the order is not applicable to the Company.

13. In respect of related parties transactions:

According to the information and explanations given to us by the Management, all transactions with related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements by way of appropriate note as required by the applicable accounting standards.

14. In respect of preferential allotment of shares / debentures:

According to the information and explanations given to us by the Management, the Company has not made preferential allotment / private placement of equity capital / debentures. No Equity Shares and Convertible Debentures are issued during the year.

15. In respect of Non cash transactions with directors and their concerned persons:

According to the information and explanations given to us by the Management and based on our examination of the records of the Company, the Company has not entered into non cash transactions with directors or persons connected with them.

16. In respect of registration under section 45-IA of RBI Act 1934:

According to the information and explanations given to us by the Management, the provisions of section 45-IA of the Reserve Bank of India Act of 1934 are not applicable to the Company.

For Suresh Thakkar & Co.
Chartered Accountants
(F.R. No 110702W)

(SURESH THAKKAR)
PROPRIETOR
(M. No. 11650)

PLACE : Vadodara.
DATE : 29th May, 2019

BALANCE SHEET AS ON 31ST MARCH, 2019

(in "000")

Particulars	Note No	As at 31.03.2019	As at 31.03.2018
A) ASSETS :			
1) NON-CURRENT ASSETS :			
(a) Property, Plant & Equity	4	266.00	25,132.00
(b) Capital Work in Progress		-	-
(c) Intangible Assets		-	-
(d) Financial Assets		-	-
(i) Investments		-	-
(ii) Loans		-	-
(iii) Other Financial Assets		-	-
(e) Income Tax Assets(Net Deffer Tax)		328.00	328.00
(f) Other Non Current Assets	5	2,300.94	2,317.94
Total Non Current Assets		2,894.94	27,777.94
2) Current Assets			
(a) Inventories	6	994.94	3,726.86
(b) Financial Assets			
(i) Investments	7	289,621.24	3,989.98
(ii) Trade Receivables		-	-
(iii) Cash & Cash equivalents	8	3,724.01	1,276.22
(iv) Bank balances other than(iii) above		-	-
(v) Loans	-	-	-
(vi) Other Financial Assets		-	-
(c) Other Current Assets	9	76,822.91	4,927.00
Total Current Assets		371,163.10	13,920.06
Total Assets		374,058.04	41,698.00
B) Equity & Liabilities			
1) Equity			
(a) Equity Share Capital	10	72,900.00	72,900.00
(b) Other Equity			
Reserves & Surplus		164,663.56	(91,523.00)
Total Equity		237,563.56	(18,623.00)
2) Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	-	43,100.00
(b) Employee's Benefits obligations		-	-
(c) Other Non Current Liabilities		-	-
(d) Provisions		-	-
(e) Deffered Tax Liabilities(Net)		-	-
Total Non Current Liabilities		-	43,100.00
3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	-	14,000.00
(ii) Trade Payables	13	1,580.29	623.00
(iii) Other Financial Liabilities	14	-	428.00
(b) Provisions	15	70,527.71	2,152.97
(c) Other Current Liabilities	16	64,386.48	17.03
(d) Current Income Tax Liabilities(Net)		-	-
Total Current Liabilities		136,494.48	17,221.00
Total Equity & Liabilities		374,058.04	41,698.00

As per our report of even date attached for **SURESH THAKKAR & CO.**
Chartered Accountants
Firm Regn. No. 110702W

For and on behalf of the Board of Director

SURESH THAKKAR

Proprietor

MEM. No. 11650

Place : Vadodara

Date : 29.05.2019

Charita Thakkar

Director

DIN No. 00321561

Place : Mumbai

Date : 29.05.2019

Urmi. N. Prasad

Director

DIN No. 00319482

Place : Mumbai

Date : 29.05.2019

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31-3- 2019

(in "000")

Particulars	Note No.	Year Ended 31.03.2019	Year Ended 31.03.2018
1) Revenue From Operations :	17	2,593.63	961.00
2) Other Income	18	2,032.26	1,575.00
3) Total Revenue		4,625.89	2,536.00
4) Expenses			
a) Cost of materials Consumed	19	44.80	154.00
b) Payment to Sub Contractors		-	-
c) Decrease in Inventories of Finished Goods and RM & Working in Progress & Contract in Progress	20	2,687.06	9,482.00
d) Employee Benefits Expenses	21	40.12	45.00
e) Finance Costs	22	1,270.94	1,277.00
f) Depreciation and Amortization Expenses		-	-
g) Excise Duty on Sale of goods		-	-
h) Other Expenses	23	9,046.55	5,936.00
Total Expenses		13,089.47	16,894.00
5) Profit /(Loss) before exceptional items & Tax		(8,463.58)	(14,358.00)
6) Profit on Exceptional items		335,150.14	-
7) Add: Prior Period items		-	43.07
8) Profit / (Loss) before Tax		326,686.56	(14,401.07)
9) Tax Expenses		-	-
a) Current Tax		-	-
(i) Provision Current Tax for current year		70,500.00	-
(ii) Current Tax for the previous year		-	-
b) Deferred Tax		-	-
(i) Deferred Tax for current year		-	-
Total Tax Expense		-	-
10) Profit / (Loss) for the period		256,186.96	(14,401.07)
11) Other comprehensive income		-	-
a) Items that will not be classified to Profit or Loss		-	-
b) Items that may be classified to Profit or Loss		-	-
Total other comprehensive income		-	-
12) Total Loss / Profit for the year		256,186.96	(14,401.07)
Earning per equity share			
(a) Basic		56.50	-
(b) Diluted		56.50	-

As per our report of even date attached for **SURESH THAKKAR & CO.**
Chartered Accountants
Firm Regn. No. 110702W

For and on behalf of the Board of Director

SURESH THAKKAR
Proprietor
MEM. No. 11650

Charita Thakkar
Director
DIN No. 00321561

Urmi. N. Prasad
Director
DIN No. 00319482

Place : Vadodara
Date : 29.05.2019

Place : Mumbai
Date : 29.05.2019

Place : Mumbai
Date : 29.05.2019

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note 10 (i) Equity Share Capital

(in "000")

Particulars	As on 31-03-2019	As on 31-03-2018
a) Share Capital		
<u>Authorised</u>		
6000000 Equity Shares of Rs. 10/- each	60,000	60,000
4000000 shares 5% non cummulative redeemable preference share of Rs. 10/- each	40,000	40,000
Total Authorised Capital	100,000	100,000
Equity shares Issued, Subscribed & Paid up		
44,90,000 Equity Shaes of Rs. 10/- each fully paid (Above shares are issued to Gujarat Petrosyntheses Limited a holding company)	44,900	44,900
Sub Total	44,900	44,900
Preference shares Issued, Subscribed & Paid up		
28,00,000 5% non cumulative redeemable Preference Shares of Rs. 10/- each fully paid to Gujarat Petrosyntheses Ltd a holding company	28,000	28,000
Sub Total	28,000	28,000
GRAND TOTAL	72,900	72,900

Note 10 (ii) Statement of changes in equity for the year ended 31 March, 2019

(in "000")

Particulars	As on 31-03-2019	As on 31-03-2018
A) Equity share capital		
Balance as at April 1, 2018		72,900.00
Changes in equity share capital during the year ended March 31, 2018	-	-
Balance as at March 31, 2018	72,900.00	72,900.00
Changes in equity share capital during the year ended March 31, 2019	-	-
Balance as at March 31, 2019	72,900.00	72,900.00
B) Other Equity		
1) Share Premium	Reserve & Surplus Share Premium	Reserve & Surplus Share Premium
Balance as at April 1, 2018	12,500.00	12,500.00
Additions during the year	-	-
Balance as at March 31, 2019	12,500.00	12,500.00
2) Retained Earnings (P&L A/C)		
Balance as on 01.04.2018	(104,023.00)	(89,620.00)
Additions profit/ (loss) during the year	256,186.96	(14,403.00)
Balance as at March 31, 2019	152,163.96	(104,023.00)
	164,663.96	(91,523.00)
Total Equity (1-2)	237,563.96	(18,623.00)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2019

(₹ in Lacs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018		
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax	3,267.12		(144.03)	
<i>Adjustments for:</i>				
Depreciation and amortisation	-		-	
Other Non Cash item	30.18		0.14	
Profit on sale of Assets	(3,351.51)		-	
Finance costs	12.05		12.76	
Interest income	(15.46)		(0.81)	
Dividend income & Realized gain on Mutual Funds	(2.28)	(3,387.28)	(3.00)	9.09
Operating profit / (loss) before working capital changes				
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	27.32		96.23	
Trade receivables			-	
Short-term loans and advances				
Other Current Assets	(718.96)	(691.64)	15.09	111.32
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	9.58		(32.73)	
Other current liabilities/Short term borrowings	(144.28)		(3.84)	
Short term provisions	21.50		21.70	(14.87)
Other Current liabilities	643.69	530.49		
Cash flow from extraordinary items				
Cash generated from operations		(281.31)		(38.49)
Net income tax (paid) / refunds				-
Net cash flow from / (used in) operating activities (A)		(281.31)		(38.49)
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances				
Investment in Mutual Funds / FDR	(2,856.32)		-	-
Withdrawal from FDR & Trade Deposits				
Proceeds from sale of fixed assets				
- Others	3,600.18			
Proceeds from sale of long-term investments			47.00	
- Others				
Dividend income & Realized gain on Mutual Funds	2.28			
- Others[Fixed Deposits/ Mutual fund]	-		3.00	
Interest received				
- Others[Fixed Deposits]	15.46	761.60	0.81	50.81
Cash flow from extraordinary items				
Net income tax (paid) / refunds				
Net cash flow from / (used in) investing activities (B)		761.60		50.81
C. Cash flow from financing activities				
Proceeds from issue of equity/ preference shares				
Proceeds from long-term borrowings	(431.00)		(12.76)	
Repayment of long-term borrowings	(12.05)	(443.05)		(12.76)
Finance cost				
Tax on dividend				
Net cash flow from / (used in) financing activities (C)		(443.05)		(12.76)
Net increase/(decrease) in Cash and cash equivalents (A+B+C)		37.24		(0.44)
Cash and cash equivalents at the beginning of the year				13.20
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the end of the year		37.24		12.76
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
* Comprises:				
(a) Cash on hand		0.09		0.25
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts		37.15		12.51
(ii) In EEFC accounts				
(iii) In deposit accounts with original maturity of less than 3 months				
(iv) In earmarked accounts (give details) (Refer Note (ii) below)				
(d) Others (specify nature)				
(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)				
		37.24		12.76

As per our report of even date attached
for **SURESH THAKKAR & CO.**
Chartered Accountants
Firm Regn. No. 110702W

For and on behalf of the Board of Director

SURESH THAKKAR
Proprietor
MEM. No. 11650

Charita Thakkar
Director
DIN No. 00321561

Urmi. N. Prasad
Director
DIN No. 00319482

Place : Vadodara
Date : 29.05.2019

Place : Mumbai
Date : 29.05.2019

Place : Mumbai
Date : 29.05.2019

NOTE '11'- SIGNIFICANT ACCOUNTING POLICIES

Notes to Financial Statements

1) Corporate Information:

Gujarat Polybutenes Private Limited (Company) is a 100% subsidiary of Gujarat Petrosyntheses Ltd a public limited company incorporated and domiciled in India and listed on BSE Ltd. The registered office address and principal place of business are disclosed in the introduction to the Annual Report. The company has discontinued its business of manufacturing. The Registered office of the company is shifted to First Floor, Thakkar Building, Agnishanti Kendra, Dandia Bazar, Vadodara.

2) Application of Indian Accounting Standards(Ind AS):

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) have been considered in preparing these financial statements.

3) Significant Accounting Policies:

Adoption of Indian Accounting Standards:

The financial statements have been prepared for the year ended March 31, 2019 in accordance with Indian Accounting Standards(Ind AS) notified of the Companies Act, 2013 r.w.s. Companies(Indian accounting standards) rules, 2015 and amended rules, 2016 and other relevant provisions of the Act and rules amended thereunder.

3.1) Basis of preparation and presentation :

Financial statements for the year ended March 31, 2019 have been prepared in accordance with Ind AS.

The financial statements have been prepared on the historical cost basis. The Company generally follows the Mercantile System of accounting and Recognizes significant items of the income and expenditure on accrual basis except Insurance claims and refunds from Government authorities.

3.2) Revenue reorganization:

Revenue on sale of goods as recognized as and when amount of revenue can be reasonably measured, it is probable that future economic benefits will flow to the company and significant risks and rewards of ownership have been transferred buyer. Revenue excludes GST and discounts.

Interest income and expenses are reported on accrual basis. Dividends are recognized at the time on the receipt basis.

3.3) Operating Cycle:

Bases on nature of activities of the company, company has determined its operating cycle as 12 months for the purpose of classification of assets and liabilities as current and non-current.

3.4) Operating expenses:

Operating expenses are recognized in statement of profit and loss upon utilization of the service or as incurred.

3.5) Segment Reporting:

The Company is engaged in the business of manufacturing and selling polybutenes and its byproducts which constitute a single business segment. Therefore, no allocation of resources and assessing performance is required to be disclosed.

3.6) Property, Plant & Equipments:

Lease land is carried at historical cost. All other items of property, plant and equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The initial cost of assets comprises fixed purchase price including incidental expenses related to acquisition and installation.

The company has chosen the carrying value of all its property, plant and equipment as at 01.04.2015 measured as per previous GAAP and used that carrying value as deemed cost of all property, plant and equipments.

3.7) Depreciation / amortization:

The company follows the Written down Value method of Depreciation on pro- rata basis as per the rates prescribed in the Schedule II of the Companies Act, 2013, except for the following assets where depreciation is charged on pro-rata basis over the estimated useful life of the assets based on technical advice taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement.

Assets class	Depreciation
Factory building	30 Years
Plant and equipment including pipelines	20 Years
Laboratory equipments	8 Years
Furniture & Fixtures	8 Years
Office equipments	5 Years
Vehicles	8 Years

3.8) Lease Land:

Leasehold land is not amortized

3.9) Inventories:

- Raw materials and consumables - Valued at lower of cost or realizable value.
- Processed stock - Valued at estimated cost.
- Manufactured Finished Goods - Valued at lower of absorption cost or realizable value.
- Obsolete, defective and unserviceable stocks are duly provided for.

3.10) Stores, spares & Consumable:

- Stores and spares are charged to revenue in the year of purchase.
- Consumables are charged to revenue on actual consumption basis.

3.11) Taxes on Income:

- Current Tax: Provision for Income Tax is determined in accordance with the Provisions of Income Tax Act, 1961.
- Deferred Tax Provision: Deferred Tax is recognized on timing difference being difference between taxable incomes and accounting income that originated in one period and are capable of reversal in one or more subsequent period(s).

3.12) Investments:

A company has elected to recognize its investment in mutual funds at cost.

3.13) Provisions, contingent liabilities and contingent assets:
Provisions:

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities:

Contingent liability is disclosed for (i) possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate or the amount of the obligation cannot be made.

Contingent Assets:

Contingent assets are not recognized in the financial statements. Contingent assets if any are disclosed in the notes to the financial statements.

24. Contingent Liabilities:

The Company has received Income Tax Assessment Order for Asst. Year 2014-15. The loss claimed as per Return of Income of Rs. 2,02,07,941/- has been reduced due to disallowance of depreciation of Rs. 33,32,341/- and addition on account of non reconciliation of interest of Rs. 23,81,548/-. Therefore, loss has been reduced to Rs. 1,44,94,052/-. Since, final figure is loss determined, no demand of tax is raised. We have been informed that the company has belatedly filed an appeal against the said assessment order. The penalty proceedings have been completed u/s 271(1)(c) of the Income Tax Act levying penalty of Rs. 19,42,150/-. The part payment of Rs. 4,00,000/- is made against penalty demand till decision of appeal. No provision is made for the said liability.

25. Charges on Assets of the Company:

There is no primary / secondary charge over the stocks of raw materials, stock in process, finished goods, stores and spares, books debts and FDR of the Company and no collateral charges on other assets of the company as there are no secured loans from banks and / or other financial Institutions.

26. **Outstanding of M S M Enterprises:**

Based on the information received by the company, the company has not received any intimation from suppliers regarding for their status under Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid or payable as required under the said Act have not been given.

27. **Financial Instrument - Fair Value and Risk management:**

Particulars Financial assets	31.03.2019			31.03.2018		
	At cost	FVTOCI	Amortized cost	At cost	FVTOCI	Amortized cost
Investment in mutual fund	1955			3990		
Trade receivable						
Cash & Cash equivalents	3724			1276		
Other financial assets						
Financial liabilities						
Borrowings						57100
Trade payables	1580.29					623
Other Financial Liabilities				428		428

b) **Fair value hierarchy and method of valuation:**

31.03.2019			31.03.2018		
Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
2050	0	0	3990	0	0

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed mutual funds that have quoted price.

Risk management framework:

The company's principal financial liabilities include borrowing, trade and other payables. The company's principal financial assets include investments, cash and cash equivalents etc.

c) **Financial risk management:**

The company has exposure to the following risks arising from financial instruments.

- i) Credit Risk
- ii) Liquidity Risk
- iii) Market Risk

i) **Credit Risk:**

There is no credit risk as there are not trade receivable and other financial assets.

ii) **Liquidity Risk:**

Liquidity risk is the risk that the company will encounter difficulty in meeting its obligations associated with its financial liabilities that are to be settled by delivering cash or other financial assets. A company has no sufficient liquid assets to meet its current liabilities. Following are the remaining contractual maturities of financial liabilities at reporting date.

March, 2019

Financial liabilities

(Figures in '000)

Particulars of liabilities	Carrying Amt.	Contractual cash flows		
		Total	Within 1 Year	More than 1 Years
Borrowing	-	-	-	-
Trade payable	1580	1580	1580	-
Other financial liabilities	-	-	-	-

March, 2018

Financial liabilities

(Figures in '000)

Particulars of liabilities	Carrying Amt.	Contractual cash flows		
		Total	Within 1 Year	More than 1 Years
Borrowing	14000	14000	14000	-
Trade payable	623	623	623	-
Other financial liabilities	428	428	428	-

iii) Market Risk:

Market risk is the risk that changes in market prices such as interest rates and commodity prices which will affect company's income or value of its holding of financial instruments.

a) Currency risk:

Currency risk is not material. Company's primary business activities are within India and does not have exposure in foreign currency.

b) Interest rate risk:

Interest rate risk is the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company's exposure to risk of changes in market interest rate is with regard to investment in fixed deposits with banks and mutual funds which is considered insignificant.

c) Commodity risk:

Company is exposed to fluctuation in prices of its inputs. However, presently there is no such risk as company has suspended manufacturing.

28. Capital management:
a) Going concern concept:

During the year, the Company has sold off its Undertakings earning profits resulting wiping of accumulated losses. As on date, there is no business activity. The management is taking steps to channelize and utilize the available resources in the best interest of the company. Considering the same the accounts are prepared on going concern basis.

b) The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirements are met through short term / long term borrowings. The company's net debt to equity ratio is as follows.

Particulars	March, 2019	March, 2018
Borrowings	0	57100
Cash and cash equivalents	3724	(1276)
Net Debt	0	55824
Total equity	235089	(18623)
Debt / equity ratio	-	-

29. Segment Reporting:

The company has discontinued its business of manufacturing and selling Polybutenes and it's by products. No segment reporting is required.

30. Deferred Tax Assets/Liabilities

	As at 31 st March 2019 Rs.'000	As at 31 st March 2018 Rs.'000
Op Balance as on 01.04.2018	328	328
Add: Tax impact of differences between Book depreciation in the Financial Statements and depreciation as per Income Tax,	0	0
Total	328	328

No provision on Deferred tax has been made in view of major disposal of Property, Plant and Equipments.

31. Earning Per Shares

	31 st March 2019	31 st March 2018
a) Net Profit (Loss) (Numerator used for calculation)	Rs. 2537 lacs	Rs. (146.15) lacs
b) Weighted Average No. of Equity Shares used as the denominator for calculating EPS	44,90,000	44,90,000
c) Basic and Diluted Earnings per share (Rs.) (Equity shares of face value of Rs. 10 each) (Due to loss not calculated)	Rs. 56.50	-

32. Transactions with Related Parties:

Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below.

A. Relationship

- I) Enterprises having significant control over the Company
Gujarat Petrosynthese Ltd (Holding Co).
- II) Key Management Personnel

Name	Designation
Ms. Urmi Prasad	Director
Dr. R M Thakkar	Director
Ms. Charita Thakkar	Director

B. Following transactions were carried out with related parties in the ordinary course of business.

Related party Transaction	Enterprises having significant control over the Company	Key Management Personnel	Total
	Rs.'000	Rs.'000	Rs.'000
(a) Loans (Net)	1724 (650)		1724 (650)
(b) Interest payments	246 251		246 (251)

- 33. The Company has repaid all loans from holding company Gujarat Petrosyntheses Ltd and its subsidiary GPL finance and Investment Company Ltd. (NBFC) and also repaid loans from a Private Limited Company.
- 34. The financial statements for the year ended on 31.03.2019 of the company are prepared as per Company's Ind AS financial statements
- 35. The assets are not depreciated in view of sale of most of the assets of the company as well non operation of the company.
- 36. Additional disclosure pursuant to Schedule –III.

Details of Turnover	2018-19 (INR '000)		2017-18 (INR '000)	
	Qty	Amt.	Qty	Amt.
Polybutene	68.25	2594	14.00	961

- 37. (A) Balances of certain creditors, & loans & advances are subject to confirmations, reconciliation and adjustments, if any, having consequential impact on loss of the year, assets & liabilities, the amounts whereof are presently not ascertainable. However, the management does not expect material difference affecting the current year's financial statements.
- (B) In the opinion of the Board, the current assets & loans & advances have a value on relation in ordinary course of business at least equal to the amounts at which they are stated. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 38. Previous year's figures have been re-grouped and re-arranged wherever necessary.
- 39. Figures have been rounded off to the nearest rupee.
- 40. Figures in bracket relate to the previous year and in case of non-existence of
Previous year's figures, the same are not given.

Signatures to Notes "1" to "40"

As per our report of even date attached for **SURESH THAKKAR & CO.**
Chartered Accountants
Firm Regn. No. 110702W

For and on behalf of the Board of Director

SURESH THAKKAR
Proprietor
MEM. No. 11650
Place : Vadodara
Date : 29.05.2019

Charita Thakkar
Director
DIN No. 00321561
Place : Mumbai
Date : 29.05.2019

Urmi. N. Prasad
Director
DIN No. 00319482
Place : Mumbai
Date : 29.05.2019

NOTE -4' : Property, Plant & Equipment (Figures in ₹)

Assets description	Lease Land at Mandesari	Lease Land at Dathaj	Buildings	Plant & Machinery	Laboratory Equipments	Furniture & Fixtures	Office Equipments	Motor Vehicles	Total
Gross Carrying Amt as on 01.4.2018	2760.00	9488.00	32361.00	3007.00	1091.00	3721.00	968.00	2381.00	55777.00
Additions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposals	2760.00	3303.00	18464.00	180.00	18.00	0.00	0.00	142.00	24867.00
Balance at March 31, 2019	0.00	6185.00	13897.00	2827.00	1073.00	3721.00	968.00	2239.00	30910.00
Accumulated depreciation									
Balance at April 1, 2018	0.00	6185.00	13897.00	2827.00	1036.00	3531.00	929.00	2239.00	30644.00
Depreciation Expense	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Carrying Amt as on 31.03.2019	0.00	0.00	0.00	0.00	37.00	190.00	39.00	0.00	266.00
Net Carrying Amt as on 31.03.2018	2760.00	3304.00	18463.00	179.00	55.00	190.00	39.00	142.00	25132.00

Notes:

- 1) Land at Mandesari is assigned to other company
- 2) Plant & Machinery, Laboratory Equipments and vehicles are sold to other company.
- 3) No Borrowing cost capitalized during the year - Nil (P. Y. Nil)

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2019

(5) OTHER NON CURRENT ASSETS :

(in "000")

	31.03.2019	31.03.2018
Deposit with GEB / MGVCL	2,171.59	2,171.59
Deposit with GIDC	71.35	71.35
Deposit with GACL	58.00	58.00
Deposit with Indian Oxygen Ltd.	-	7.00
Deposit with Indian Oxygen Co.	-	10.00
TOTAL	2,300.94	2,317.94

(6) INVENTORIES :

	31.03.2019	31.03.2018
Raw materials (Including Stock in Transit)	-	44.80
Packing Materials	-	-
Consumables	-	-
Finished Goods	994.94	3,682.00
TOTAL	994.94	3,726.80

(7) INVESTMENTS :

	31.03.2019	31.03.2018
BOB Mutual Fund	1,475.28	411.41
ICICI Mutual Fund	479.80	3,315.80
FD with Axis Bank	44.34	41.53
FD with Axis Bank	222.85	208.74
FD with Axis Bank	84,502.32	11.58
FD with Bank of Baroda	202,896.65	-
TOTAL	289,621.24	3,989.06

(8) CASH & CASH EQUIVALENTS :

	31.03.2019	31.03.2018
Cash on Hand	9.00	25.10
Cash at Banks	3,715.01	1,251.12
TOTAL	3,724.01	1,276.22

(9) OTHER CURRENT ASSETS :

	31.03.2019	31.03.2018
Advance Income Tax	70,596.46	764.55
FBT Receivable (Refund)	187.83	187.83
IT Refund	915.30	915.00
TDS Receivable	3,395.25	32.11
Central Excise LUT Deposit	10.00	10.00
Balances with Excise department	135.06	135.06
Axis Bank (BG) IOCL	216.17	204.15
Bank of Baroda(BG)	19.92	19.92
Bank of Baroda(BG) HPCL	-	1,524.36
Deposit- Income Tax(penalty)	400.00	400.00
Deposit with Sales Tax department	944.90	447.00
Duties & taxes (Net)	-	271.00
Advance TDS payment - Professional fees	-	14.00
Advance TDS payment - Contractor	2.02	2.02
TOTAL	76,822.91	4,927.00

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2019

(11) OTHER BORROWINGS

(in "000")

	31.03.2019	31.03.2018
Loan from GPL (Holding Company - HQ)	-	36,000
Loan from GPL (Holding Company - BG)	-	3,000
Loan From subsidiary Companies :-	-	-
GPL Finance and Investments Ltd.	-	4,100
TOTAL	-	43,100.00

(12) CURRENT LIABILITIES - BORROWINGS

	31.03.2019	31.03.2018
Multichem Pvt. Ltd.	-	14,000
TOTAL	-	14,000

(13) TRADE PAYABLES :

	31.03.2019	31.03.2018
Sundry Creditors for Expenses	1,577.29	622.65
Advances from customers	3.00	-
TOTAL	1,580.29	622.65

(14) OTHER FINANCIAL LIABILITIES :

	31.03.2019	31.03.2018
From Holding Company - GPL	-	428.00
TOTAL	-	428.00

(15) PROVISIONS :

	31.03.2019	31.03.2018
Provision for Account consultancy fees	25.00	59.00
Provision for legal & Professional services	-	17.70
Provision for interest - loans	-	2,062.00
Provision for TDS on Interest	-	14.00
Provision for Telephone Bills	2.71	-
Provision for Income Tax	70,500.00	-
TOTAL	70,527.71	2,152.70

(16) OTHER CURRENT LIABILITIES :

	31.03.2019	31.03.2018
Security deposits	17.03	17.03
Duties & Taxes (Net)	64,052.27	-
TDS payable	229.14	-
Other Liabilites	88.04	-
TOTAL	64,386.48	17.03

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2019

(17) INCOME FROM OPERATIONS

(in "000")

	31.03.2019	31.03.2018
Domestic Sale of Products including excise duty	2,593.63	961.00
TOTAL	2,593.63	961.00

NOTES - '18': OTHER INCOME

Interest income on	31.03.2019	31.03.2018
Interest Income	1,546.12	81.00
Interest on income tax Refund	10.55	-
Dividend on Mutual Fund	164.00	213.00
Realised Gain on sale of Mutual Fund	64.00	87.00
Profit on Sale of Assets	-	-
Income from Debit/Credit balance written off	-	135.00
Sale of Scrape	-	907.00
Miscellaneous Income	247.59	152.00
TOTAL	2,032.26	1,575.00

NOTES - '19': COST OF RAW MATERIAL CONSUMED INCLUDING PACKING MATERIAL

	31.03.2019	31.03.2018
Raw material & Packing materials		
Opening Stock (Raw Material)	44.80	199.00
Add : Purchases (Raw Material)	-	-
Add : Purchases (Packing Material)	-	-
	-	199.00
Less : Closing Stock	-	45.00
Less : Reduction in stock	-	-
TOTAL	44.80	154.00

NOTES - '20': CHANGES IN INVENTORIES OF FINISHED GOODS AND WIP

	31.03.2019	31.03.2018
OPENING INVENTORY		
Finished Products	3,6822	13,164
	3,6822	13,164
Less : CLOSING INVENTORY		
Finished Products	994.94	3,682
TOTAL	2,687.06	9,482

NOTES - '21': EMPOLYEE BENEFITS EXPENSES

	31.03.2019	31.03.2018
Salary & Wages	-	-
Staff Welfare Expenses	40.12	45.00
TOTAL	40.12	45.00

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2019

(in "000")

NOTES - '22': FINANCE COSTS

	31.03.2019	31.03.2018
Bank Charges	65.92	55
Interest on Unsecured Loans	1,205.02	1,222
TOTAL	1,270.94	1,277

NOTES - '23': OTHER EXPENSES

	31.03.2019	31.03.2018
Power & Fuel Charges	2,193.06	2,309.00
Freight Expense	43.40	-
Water charges	24.74	23.00
Brokerage Expense	2,625.00	-
Vehicle Expenses	64.38	171.00
Computer Expenses	2.83	2.00
Conveyance Expenses	10.91	24.00
Insurance Expenses	21.06	167.00
Legal and Professional Charges	1,058.84	375.00
Office Expenses	8.45	1.00
Office & Factory Expenses	161.12	123.00
Pollution Control Expenses	420.00	443.00
Postage & Courier	2.84	13.00
Printing & Stationery	3.73	25.00
Rates and Taxes	407.94	-
Repairs and Maintenance Building	-	91.00
Repairs & Maintenance others	16.45	26.00
Security Expenses	1,593.57	1,659.00
Telephone Expenses	19.10	28.00
Electricity Expenses	-	2.00
Entertainment Expenses	-	18.00
Travelling Expense	23.21	-
Payment to auditors		
For Statutory Audit	50.00	50.00
For GST (Service Tax) on Statutory audit	-	9.00
For other services	25.00	18.00
Prior Period Expense	4.09	-
Fees & Subscription	74.50	264.00
Board Meeting Expense	39.60	-
Miscellaneous Expenses	143.15	42.00
ROC Expenses	8.48	4.00
Penalty-VAT & TDS	1.10	49.00
TOTAL	9,046.55	5,936.00



GPL Finance and Investments Limited

BOARDS' REPORT

To the Members of
GPL Finance and Investments Limited

Your Directors have pleasure in presenting their Annual Report of the Company together with the Audited Financial Statements of the Company for the year ended on **31st March, 2019**.

1. FINANCIAL RESULTS

(Amount in '000')

For the year ended 31st March, 2019

Particulars	2018-19	2017-18
Revenue from operations	273	279
Other income	38	248
Total income	311	527
Other expenses	164	248
Profit before exceptional item and tax	147	279
Exceptional Items	-	-
Profit after exceptional item before tax	147	279
Tax Expenses		
Current Tax	38	118
Less : MAT Credit available to utilise	-	(29)
MAT Credit available to utilise pertaining to previous year	(11)	(2066)
Earlier year taxes	-	(1179)
Profit for the year	120	3437
OTHER COMPREHENSIVE INCOME/(EXPENSE)- (OCI):		
Items that will not be reclassified to profit or loss		
1. Changes in fair values of equity instruments through OCI	808	(435)
Total other comprehensive income (OCI) for the year, net of tax expense	808	(435)
Total Comprehensive Income For The Year	928	3001
Basic and Diluted earnings per share	1.20	34.37

Dividend

Your directors do not recommend any dividend for the year ended 31st March, 2019.

Transfer to Reserves

An amount of Rs.24000 has been transferred to the Special Reserves to be maintained under the provisions of Sec 45C of Reserve Bank of India Act, 1934.

Review of Operations

The aggregate of revenue from operations of the Company during the Financial Year is Rs. 273 (in '000) (Previous year Rs. 279 (in '000).

The Profit before tax is Rs. 147 (in '000) (Previous year Rs. 279 (in '000)

Change in Nature of Business

During the year under review, there is no change in the business activities/ operations of the Company.

Material changes and commitment occurred after the end of Financial Year and upto the date of Report

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and upto the date of this report.

Performance of Subsidiaries, Joint Ventures and Associate Companies

The Company does not have a subsidiary Company or a Joint Venture Company or an Associate Company.

Deposits

The Company has neither accepted nor renewed any deposits during the financial year under review to which the provisions of the Companies (Acceptance of Deposits) Rules 2014 applies.

Loans, Guarantees or Investments made under section 186 of the Companies Act, 2013

The Company being a non-banking financial Company registered under Chapter IIIB of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities, the provisions under Section 186 of the Companies Act, 2013 is not applicable

GPL Finance and Investments Limited

Share capital

During the year under review, there is no change in the Authorized share capital and paid up share capital of the Company.

Transfer to Investor Education & Protection Fund.

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no amount required to be transferred to the Investor Education & Protection Fund.

Directors

In accordance with the provisions of section 152 of the Companies Act, 2013, Mr. R. M. Thakkar (DIN 00248949) Director of the Company retires at the forthcoming Annual General Meeting of the Company, and being eligible offers himself for re appointment. The Board recommends his re-appointment.

Independent Directors

The provisions of Section 149(4) of the Companies Act, 2013, read with Rules, regarding the appointment of Independent Directors are not applicable to the Company, as the Company does not meet with the requirements as specified.

Board Meetings

During the year the following Board Meetings were convened and held.

Sr. No.	Date of Board Meeting	Total Number of Directors as on the date of Board Meeting	Attendance	
			No. of Directors attended	% of Attendance
1	14.05.2018	3	3	100%
2	28.07.2018	3	2	66.67%
3	15.11.2018	3	2	66.67%
4.	04.02.2019	3	3	100%

Director's Responsibility Statement

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

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the annual accounts on a going concern basis.
5. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Compliance of Secretarial Standard

As per the requirement of the provisions of Section 118(10) read with SS9 of Secretarial Standard 1, the Company has complied with the Secretarial Standard applicable to the Company.

Auditors

Pursuant to provisions of Section 139 of the Companies Act, 2013 M/s Dayal & Lohia Chartered Accountants, Mumbai, the statutory Auditors of the Company, were appointed for five financial years. The term of the Auditor will come to an end with the conclusion of the Annual General Meeting for the financial year 2021-22. As per the provisions of the Companies (Amendment) Act, 2017 the term of the Auditors does not require ratification every year.

Audit Committee

The requirement constitution of an Audit Committee is not applicable to the Company, as the Company does not meet with the requirement as specified.



GPL Finance and Investments Limited

Explanations on Qualifications/ Adverse Remarks contained in the Audit Report

There are no qualifications, reservations or adverse remarks made by the Auditors in their report.

Risk Management Policy

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

Internal Financial Control

The Company maintains adequate Internal Financial controls with reference to Financial Statements.

Annual Evaluation

The provisions of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) Annual Evaluation, are not applicable to the Company, as the Company does not meet with the requirement as specified.

Vigil Mechanism

As per the provisions of Section 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, Vigil mechanism is applicable to the Company, which is listed Company or which has accepted deposits from the public or which has borrowed from banks and public Financial Institution in excess of Rs. 50 Crores. None of the criteria are applicable to the Company.

Conservation of Energy, Technology Absorption and Foreign Earnings and Outgo

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

Related Parties Transactions

During the year under review, there have been no transactions or contracts entered into or arrangements made with related parties pursuant to the provisions of section 188 of the Companies Act, 2013.

Corporate Social Responsibility (CSR)

As per the provisions of Section 135 of the Companies Act, 2013 CSR is not applicable to the Company, as the Company does not meet with the requirements as specified.

Secretarial audit report

As per the provisions of Section 204 of the Companies Act, 2013 a Secretarial Audit is not applicable to the Company.

Significant and material order passed by the Regulators/ courts

During the year, no significant and material order was passed by the Regulators or courts.

Extract of Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is provided in **Annexure I** and is attached to this Report

Disclosure under the Sexual Harassment of Women at workplace (Prevention of, Prohibition and Redressal) Act, 2013

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

Acknowledgements

The Board takes this opportunity in expressing their gratitude to the bankers of the Company. The Board also acknowledges the continuous support received from its shareholders and stakeholders of the Company.

On behalf of the Board
GPL FINANCE AND INVESTMENTS LIMITED

Place : Mumbai
Date : 29th May, 2019

Ms. Urmi. N. Prasad
Director
Din: 00319482

Ms. Charita Thakkar
Director
DIN: 00321561

**Form MGT- 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2019**

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

I. Registration and other details

I)	CIN:-	U65990MH1994PLC076332
II)	Registration Date	31/01/1994
III)	Name of the Company	GPL FINANCE AND INVESTMENTS LTD
IV)	Category / Sub Category of the Company	Company Limited by Shares - India non Govt. company
V)	Address of the Registered office and Contact Details	Plot 195, Ground Floor, Arcadia Building, NCPA Marg, Nariman Point, Mumbai - 400021.
VI)	Whether listed company	Unlisted Company
VII)	Name, address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

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;
(The Company is an investment company, the NIC Code is not available)

Sr. No.	Name and Description of main products/ service	NIC code of the product/ service	% to total turnover of the company
1	Dividend and interest Income	64990	100%

III. Particulars of Holding, Subsidiary and Associate Companies

Sl.No	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associates	% of Shares	Applicable
1.	Gujarat Petrosynthese Limited	L23209KA1977PLC043357	Holding Company	99.99%	2(46)

GPL Finance and Investments Limited

IV. Share Holding Pattern (Equity share capital breakup as percentage of total equity)

1) Category wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 1-4-2018				No. of Shares held at the end of the year 31-3-2019				Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
1. Indian									
a) Individual/ HUF	0	60	60	0.006	0	60	60	0.006	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	999940	999940	99.994	0	999940	999940	99.994	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub – total (A)(1)	0	1000000	1000000	100.00	0	1000000	1000000	100.00	0
2 Foreign									
a) NRIs Individuals	0	0	0	0	0	0	0	0	0
b) other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub – total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter A = (A)(1) + (A)(2)	0	1000000	1000000	100.00	0	1000000	1000000	100.00	0
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(c) Alternate Investment Fund	0	0	0	0	0	0	0	0	0
(d) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(e) Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
(f) Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(g) Insurance Companies	0	0	0	0	0	0	0	0	0
(h) Provident Funds/Pension Funds	0	0	0	0	0	0	0	0	0
(i) Any Others (specify)	0	0	0	0	0	0	0	0	0
Sub Total (B)(1)	0	0	0	0	0	0	0	0	0
2. Central Government/ State Government(s)/									
President of India	0	0	0	0	0	0	0	0	0
Sub Total (B)(2)	0	0	0	0	0	0	0	0	0
3. Non Institutions									
a) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1lakh	0	0	0	0	0	0	0	0	0
b) NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
c) Employee Trusts	0	0	0	0	0	0	0	0	0
d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0
e) Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub Total (B)(3)	0	0	0	0	0	0	0	0	0
Total public Shareholding (B) = (B)(1) + (B)(2)+(B)(3)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	1000000	1000000	100.00	0	1000000	1000000	100.00	0

GPL Finance and Investments Limited

ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year 1-4-2018			Shareholding at the end of the year 31-3-2019			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Gujarat Petrosynthese Limited (as a nominee of GPL)	9,99,940	99.994%	0	9,99,940	99.994%	0	0
2	Ms. Urmil N. Prasad (as a nominee of GPL)	10	0.001	0	10	0.001	0	0
3	Ms. Charita Thakkar (as a nominee of GPL)	10	0.001	0	10	0.001	0	0
4	Mr. Rameshchandra Maganlal Thakkar (as a nominee of GPL)	10	0.001	0	10	0.001	0	0
5	Mrs. Padma. K. Nair (as a nominee of GPL)	10	0.001	0	10	0.001	0	0
6	Mr. Kishore M. Dalvi (as a nominee of GPL)	10	0.001	0	10	0.001	0	0
7	Mrs. Mohini Rajput (as a nominee of GPL)	10	0.001	0	10	0.001	0	0

(iii) Change in Promoters' Shareholding (Please Specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1.	At the beginning of the year	10,00,000	100	10,00,000	100
	Date wise Increase/ decrease in promoters share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No Change			
	At the end of the year	10,00,000	100	10,00,000	100

(iv) Shareholding Pattern of top 10 Shareholders (other than Directors, Promoters and Holders of GDRs & ADRs) (Not Applicable)

Sl. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1.	At the beginning of the year	Not Applicable			
	Date wise Increase/ decrease in promoters share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)				

(v) Shareholding Pattern of Directors and KMP Promoters of GDRs and ADRs

Sl. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1.	At the beginning of the year	30	.003	30	0.003
	Date wise Increase/ decrease in promoters share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No Change			
	At the end of the year	30	.003	30	0.003

GPL Finance and Investments Limited

(V) Indebtedness

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

	Secured 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)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	NIL	NIL	NIL	NIL
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)	NIL	NIL	NIL	NIL

(VI) Remuneration of Directors and Key Managerial Personnel

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

SI No.	Particular of Remuneration	Name of MD/ WTD/ Manager		Total Amount
	Name of MD/ WTD/ Manager			
1.	Gross salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.			
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961.			
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961.			
2	Stocks Option			
3	Sweat Equity			
4	Commission			
	- As % of profit			
	- Other , specify			
5	Others, Please specify			
	Total (A)			
	Ceiling as per the Act			NIL

B. Remuneration to other Directors

(in INR lacs)

SI.No	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors					
	1. Independent Directors					
	• Fees for attending Board committee meetings					
	• Commission					
	• Other, Please specify					
	Total (1)					NIL
2.	Other Non-Executive Directors					
	• Fees for attending board committee meetings					
	• Commission					
	• Other, Please specify					
	Total (2)					NIL
	Total (B) = (1+2)					NIL
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

GPL Finance and Investments Limited

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

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross Salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961.				
	(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				
	- Others, specify				
5.	Other, Please specify				
	Total	NIL	NIL	NIL	NIL

VII Penalties / Punishment / Compounding Offences

Type	Section of the companies Act.	Brief Description Compounding fees imposed	Details of penalty/ Punishment /	Authority (RD/ NCLT/ court)	Appeal made if any (give Details)
A. Company					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
B. Directors					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
C. Other officers in default					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-

On behalf of the Board
GPL FINANCE AND INVESTMENTS LIMITED

Place : Mumbai
Date : 29th May, 2019

Ms. Urmi. N. Prasad
Director
Din: 00319482

Ms. Charita Thakkar
Director
DIN: 00321561

INDEPENDENT AUDITOR'S REPORT

To the Members of

GPL FINANCE AND INVESTMENTS LIMITED

Opinion

We have audited the financial statements of **GPL Finance and Investments Limited** ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- (b) in the case of the Statement of Profit and Loss (including Other Comprehensive Income), of the profit for the year ended on that date;
- (c) in the case of the Statement of Changes in Equity, of the changes in equity for the year ended on that date; and
- (d) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

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

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, and Shareholder's Information, 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 during the course of our 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 Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other 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, the Board of Directors 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for over seeing 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 financial controls 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. 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 companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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, the Statement of Changes in Equity 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 Ind AS 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 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no dues which were required to be transferred to Investor Education and Protection Fund by the company.

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit K. Uchat)
Partner
Membership No: 165557

Place : Mumbai
Date : 29th May, 2019

GPL FINANCE AND INVESTMENTS LIMITED**Annexure A to the Independent Auditors' Report**

The Annexure referred to in our report to the members of GPL Finance and Investments Limited ('the Company') for the year ended on 31st March, 2019.

In our opinion and according to the information and explanations given to us, the nature of the company's business / activities during the year are such that clauses (i) and (ii) of para 3 & 4 of the Order are not applicable to the company.

- ii) According to the information and explanations given to us and on the basis of our examination of books of account, the Company has granted unsecured loan to company covered in the register maintained under section 189 of the Companies Act, 2013.
 - a. The terms and conditions of the loan given are not prejudicial to the Company's interest.
 - b. Full amount of loan given in previous years were received back during the year.
 - c. There were no outstanding balances of the loans granted to company covered in the registered maintained under the Section 189 of the Companies Act, 2013 as on year ended 31st March 2019.



GPL Finance and Investments Limited

- iv) 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 and investments made. The Company has not given any guarantee or security.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.
- vi) According to the information and explanation given to us, maintenance of cost records have not been prescribed by the Central Government pursuant to Companies (Cost Accounting Records) Rules, 2011 under sub-section (1) of section 148 of the Companies Act.
- vii) a) According to the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2019 for a period of more than six months from the date it became payable.
b) According to the records of the Company and information and explanations given to us there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax on account of any disputes.
- viii) On the basis of our examination of the books and according to the information and explanations given to us, there are no borrowings from financial institutions, banks or debenture holders.
- ix) The Company has not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the records of the Company and information and explanations given to us, there was no managerial remuneration paid by the Company. Therefore, the provisions of para 3(xi) of the said order are not applicable to the Company.
- xii) In our opinion and according to the information and explanations given to us, Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is registered under section 45-IA of the Reserve Bank of India Act 1934 having Certificate of Registration bearing number 13.00856 dated 26.05.1998.

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit K. Uchat)
Partner
Membership No: 165557

Place : Mumbai
Date : 29th May, 2019



GPL Finance and Investments Limited

ANNEXURE – 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF GPL Finance and Investments Limited

Report on the Internal Financial Controls under Para (l) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **GPL Finance and Investments Limited** ("the Company") as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit K. Uchat)
Partner

Membership No: 165557

Place : Mumbai
Date : 29th May, 2019

STANDLONE BALANCE SHEET AS AT 31st MARCH, 2019

(₹ in thousands)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
A ASSETS				
I Non-Current Assets				
Financial Assets:				
Investments	4	21,623	19,843	3,737
Loans	5	10	4,100	4,100
Total Non-Current Assets		21,633	23,943	7,837
II Current Assets				
Financial Assets:				
Cash and cash equivalents	6	5,994	2,824	3,014
Other financial assets	7	2,537	2,530	15,422
Other current assets	8	6	-	-
Total Current Assets		8,537	5,353	18,436
TOTAL ASSETS		30,170	29,297	26,273
B EQUITY AND LIABILITIES				
I Equity				
Equity share capital	9	10,000	10,000	10,000
Other equity	10	20,140	19,212	16,210
Total Equity		30,140	29,212	26,210
Liabilities				
III Current Liabilities				
Financial Liabilities :				
Borrowings				
Trade payables	11	-	85	63
Other current liabilities	12	30	-	-
Total Current Liabilities		30	85	63
Total Liabilities		30	85	63
TOTAL EQUITY AND LIABILITIES		30,170	29,297	26,273
Significant accounting policies	1 to 3			
The accompanying notes form an integral part of the Financial Statements	4 to 19			

As per our report of even date

For Dayal and Lohia

Chartered Accountants
Firm Regn. No. 102200W

Rinkit K Uchat

(Partner)
Membership No.165557

For and on behalf the Board of Directors

R. M. Thakkar
Director
DIN : 00248949

Urmi N. Prasad
Director
DIN : 00319482

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH,2019

(₹ in thousands)

Particulars	Note No.	For the year ended As on 31.03.2019	For the year ended As on 31.03.2018
INCOME			
I Revenue from operations	13	273	279
II Other income	14	38	248
III Total income (I+II)		311	527
IV EXPENSES			
Other expenses	15	164	248
Total expenses (IV)		164	248
V Profit/(loss) before exceptional item and tax (III-IV)		147	279
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		147	279
VIII Tax Expense:			
(1) Current tax		38	118
Less : MAT Credit available to utilise		-	(29)
(2) MAT Credit available to utilise pertaining to previous year		(11)	(2,066)
(3) Deferred tax		-	-
(4) Earlier year taxes		-	(1,179)
IX Profit/(loss) for the year (VII-VIII)		120	3,437
X OTHER COMPREHENSIVE INCOME/(EXPENSE)- (OCI):			
Items that will not be reclassified to profit or loss			
1. Changes in fair values of equity instruments through OCI		808	(435)
3. Income tax effect on above		-	-
Total other comprehensive income (OCI) for the year, net of tax expense		808	(435)
Total Comprehensive Income / (Expense) for the Year (IX+X)		928	3,001
Earnings per equity shares (Face Value of Rs.10/- each)			
Basic and Diluted earnings per share	16	1.20	34.37
Significant accounting policies	1 to 3		
The accompanying notes form an integral part of the Financial Statements	4 to 19		

As per our report of even date

For Dayal and Lohia

Chartered Accountants
Firm Regn. No. 102200W

Rinkit K Uchat

(Partner)

Membership No.165557

For and on behalf the Board of Directors

R. M. Thakkar
Director
DIN : 00248949

Urmi N. Prasad
Director
DIN : 00319482

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

NOTE 1 : EQUITY SHARE CAPITAL

(₹ in thousands)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2017
Balance at the beginning of the year		10,000	10,000	10,000
Changes in equity share capital during the year -		-	-	-
Balance at the end of the year		<u>10,000</u>	<u>10,000</u>	<u>10,000</u>

2. OTHER EQUITY

Particulars	Reserves and Surplus				Other Reserves	Total other Earnings
	Statutory Reserve	Securities Premium	General Reserve	Retained Reserve	FVTOCI-Equity Instruments	
Balance as at 1 April 2017	1,763	-	-	12,194	2,254	16,210
Profit/(loss) for the year					3,437	3,437
Other comprehensive income/(expense)					(435)	(435)
Total comprehensive income/(expense)	-	-	-	3,437	(435)	3,001
Transfer to Statutory Reserve	755			(755)		-
Balance as at 31 March 2018	2,518	-	-	14,875	1,819	19,212
Profit/(loss) for the year				120		120
Other comprehensive income/(loss)					808	808
Total comprehensive income/(expenses)	-	-	-	120	808	808
Transfer to Statutory Reserve	24			(24)		
Balance as at 31 March 2019	2,542	-	-	14,971	2,627	20,140

CAPITAL RESERVE

Pertains to share application money forfeited in the case where remaining amount was not paid. This can be utilised in accordance with the provisions of the Act.

SECURITIES PREMIUM RESERVE

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Act.

GENERAL RESERVE

General Reserve represents amounts transferred from Retained Earnings in earlier years as per the requirements of the erstwhile Companies Act, 1956. The reserve can be utilised in accordance with the provisions of the Act. Declaration of dividend out of such reserve shall not be made except in accordance with the rules prescribed in this behalf under the Act.

Significant Accounting Policies - Note 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

For Dayal and Lohia

Chartered Accountants
Firm Regn. No. 102200W

Rinkit K Uchat

(Partner)

Membership No.165557

For and on behalf the Board of Directors

R. M. Thakkar
Director
DIN : 00248949

Urmi N. Prasad
Director
DIN : 00319482

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Rs. In Thousands

Particulars	As at 31st March, 2019	As at 31st March, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(Loss) before tax	147	279
Operating profit before working capital changes	147	279
Adjustments for :		
Increase /(Decrease) of Financial Liabilities	30	-
Increase /(Decrease) of Non-Financial Liabilities	-	-
Decrease / (Increase) of Financial Assets	4,152	16,104
Decrease / (Increase) of Investments	(972)	(16,541)
Decrease / (Increase) of Non-Financial Assets	(6)	-
Decrease / (Increase) of Trade Receivables	-	-
Increase / (Decrease) of Trade Payables	(85)	22
Decrease / (Increase) of Inventories	-	-
	3,120	(415)
Cash Generated from Operations	3,267	(135)
Income Tax Paid	(96)	(55)
Net cash from Operating Activities (A)	3,171	(190)
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Net cash used in Investing activities (B)	-	-
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Net cash from Financing Activities (C)	-	-
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	3,171	(190)
CASH & CASH EQUIVALENTS AS AT 01.04.2018 (Opening Balance)	2,824	3,014
CASH & CASH EQUIVALENTS AS AT 31.03.2019 (CLOSING)	5,994	2,824
Significant accounting policies	1 to 3	
The accompanying notes form an integral part of the Financial Statements	4 to 19	

As per our report of even date

For Dayal and Lohia

Chartered Accountants
Firm Regn. No. 102200W

Rinkit K Uchat

(Partner)
Membership No.165557

For and on behalf the Board of Directors

R. M. Thakkar
Director
DIN : 00248949

Urmi N. Prasad
Director
DIN : 00319482

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

CORPORATE INFORMATION

GPL FINANCE AND INVESTMENTS LIMITED (“the Company”) is a public limited company, incorporated and domiciled in India having its registered office at Plot 195, 1A, Ground Floor, Arcadia Building, NCPA Marg, Nariman Point, Mumbai 400021. The Company is primarily engaged in the investment activities.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**(i) Basis of preparation:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (“the Act”) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared on historical cost basis except for certain financial assets and liabilities, which are measured at fair value.

The financial statements up to year ended March 31, 2018 were prepared in accordance with the accounting standards notified under section 133 of the Act read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (“Indian GAAP”) and the relevant provisions of the Act as applicable. These financial statements are the first financial statements of the Company under Ind AS. Please refer to Note 3 for information on first time adoption of Ind AS. Current Assets do not include elements which are not expected to be realised within 1 year and Current Liabilities do not include items which are due after 1 year, the period of 1 year being reckoned from the reporting date.

(ii) Fair value measurement

The Company’s accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(iii) Revenue Recognition:

- a. Interest income is recognized on time proportionate basis.
- b. Dividend income from investments is recognized when the right to receive the dividend is established.

(iv) Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset’s or cash generating unit’s (CGU) fair value less costs of disposal and its 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. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

(v) Assets taken on Lease:**Operating Lease**

A Lease in which a significant portion of the risks and rewards of ownership are not transferred to the Company is classified as operating lease. Payments made under operating lease are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease deposits given are financial instruments (financial assets) and need to be measured at fair value on initial recognition. The difference between the fair value and the value of deposits is considered as prepaid rental expenses and recognized over the lease term on a straight line basis. Unwinding of discount is treated as interest income for deposit given and is accrued as per the effective interest rate method.

(vi) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets**Initial recognition and measurement**

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified as under:

i) Financial assets at amortised cost

A financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. Interest income from these financial assets is included in other income using the EIR in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are classified as FVTOCI, if both of the following criteria are met:

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss and recognised in other income/(loss).

iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is recognized in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises.

iv) Equity instruments

All equity instruments are measured at fair value. Equity instruments which are for trading are classified as FVTPL. All other equity instruments are measured at fair value through other comprehensive income (FVTOCI). The classification is made on initial recognition and is irrevocable.

Where the Company's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit and loss when the Company's right to receive payments is established.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies 'simplified approach' for recognition of impairment loss on financial assets for loans, deposits and trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

De-recognition

A financial asset is derecognized when:

- the rights to receive cash flows from the assets have expired or
- the Company has transferred substantially all the risk and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

Financial Liabilities

• Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

• Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments.

• Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

• Derecognition

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

• Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reflected in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(vii) Taxes:

The tax expense comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

i. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

ii. Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amount used for taxation purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(viii) Borrowing Costs:

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

All other borrowing costs are recognized as expense in the period in which these are incurred.

(ix) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(x) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(xi) Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

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

(xii) Dividend

Dividend to the equity shareholders is recognized as a liability in the Company's financial statements in the period in which the dividend is approved by the shareholders.

(xiii) Foreign Exchange Transactions

Foreign currency transactions are accounted for at the exchange rates prevailing on the date of such transactions where these are not covered by forward contracts. Liabilities in foreign currencies as on the date of balance sheet are converted at the exchange rate prevailing on that date.

2. USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed at each reporting date. Any revision to accounting estimates and assumptions are recognised prospectively i.e. recognised in the period in which the estimate is revised and future periods affected.

i. Fair value measurement of financial instruments

When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from the observable market, where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Changes in assumptions relating to these assumptions could affect the fair value of financial instruments.

ii. Deferred taxes

Deferred tax is recorded on temporary differences between tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profit during the periods in which those temporary differences and the tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced.

3. FIRST TIME ADOPTION OF IND AS

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended March 31, 2019, the comparative information presented in these financial statements for the year ended March 31, 2018 and in the preparation of an opening Ind AS balance sheet as at April 01, 2017 (the Company's date of transition to Ind AS). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (as amended) and other relevant provisions of the Act ("Indian GAAP" or "previous GAAP"). The effects of the transition to Ind AS on equity, total comprehensive income and reported cash flows are presented in this section and are further explained in the following notes.

Reconciliation

The following reconciliations provide the effect of transition to Ind AS from previous GAAP in accordance with Ind AS 101:

- a. Equity as at April 01, 2017 and as at March 31, 2018
- b. Total comprehensive income for the year ended March 31, 2018

Reconciliation of total equity as at March 31, 2018 and April 1, 2017

(Rs. In '000)

	As at March 31,2018 (End of last period presented under previous GAAP)	As at April 01,2017 (Date of transition)
Total equity under previous GAAP	17,733	13,957
Fair Value of Investments	1,479	2,253
Total adjustments to equity	1,479	2,253
Total Equity under Ind AS	19,212	16,210

Reconciliation of total comprehensive income for the year ended March 31,2018

	Year ended March 31, 2018 (latest period presented under previous GAAP)
Profit as per previous GAAP	3,775
Adjustments:	
Profit on sale of investment recognised in previous GAAP	(339)
Profit for the year as per Ind AS	3,436
Other comprehensive income for the year (net of tax)	(435)
Total comprehensive income for the year under Ind AS	3,001

4(a) NON-CURRENT INVESTMENTS

(₹ in thousands)

Sr. No.	Particulars	No. of Shares / Bonds				Value ('000)	
		31.03.2019	31.03.2018	01.04.2017	31.03.2019	31.03.2018	01.04.2017
I	Investments in Equity Shares						
	Quoted Investments valued at Fair Value through Profit and Loss						
	Southern Magnesium and Chemicals Limited.		60,400	71,200	-	1,245	3,012
II	Investment in Mutual Funds						
	Quoted Investments through Other Comprehensive Income						
	Bank of Boroda Pioneer Advantage Plan A (Growth)		383	383	2,389	778	725
	HDFC MutualFund		4,951	-	19,234	17,820	-
	Total Current Investments		5,334	383	21,623	19,643	3,737

	31.03.2019	31.03.2018	31.03.2017
Aggregate market value of quoted investments			
Non-Current	-	-	-
Current	-	-	-
Aggregate carrying value of unquoted investments			
Non-Current	-	-	-
Current	-	-	-
Aggregate amount of impairment in value of investments			
	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE 5 : LOANS (NON-CURRENT)		
(Unsecured, considered good)		
Loan to Subsidiary	-	4,100
Security Deposits	10	-
	10	4,100
6 Cash and Cash Equivalents		
Cash in Hand	17	28
Bank Balances		
balance in bank	973	1,294
Cheques, drafts in hand	5,004	1,502
	5,994	2,824
7 Other Financial Asset (Current)		
Advances to Vendors	-	-
Deposits with Banks	-	-
Other Receivables	-	-
Interest Receivables	-	62
Advance Income Tax (net of provisions)	2,537	2,468
	2,537	2,530
8 Other Assets (Current)		
Prepaid Expenses	6	-
	6	-

Particulars	31.03.2019	31.03.2018
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9. EQUITY SHARE CAPITAL

AUTHORISED

10,00,000 (31 March 2018 - 10,00,000)

Equity Shares of '10/- each 10,000 10,000

ISSUED, SUBSCRIBED AND PAID UP

10,00,000 (31 March 2018- 10,00,000)

Equity shares Of 10/- each 10,000 10,000

Total issued, subscribed and fully paid up share capital **10,000** **10,000**

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	31.03.2019		31.03.2018	
	Equity Shares		Equity Shares	
	Number	Value ('000)	Number	Value ('000)
Shares outstanding at the beginning of the year	10,00,000	10,000	10,00,000	10,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,00,000	10,000	10,00,000	10,000

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

b. Terms/rights attached to the equity shares

The Company has one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of the shareholders holding more than 5% shares in the Company

Name of Shareholder	31.03.2019		31.03.2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
GUJARAT PETROSYNTHESE LIMITED	999,940	99.99	999,940	99.99

Particulars	As at 31st March, 2019	As at 31st March, 2018
10. Other Equity		
STATUTORY RESERVE		
Opening balance	2,518	1,763
Addition during the year	24	755
Closing balance	2,542	2,518
RETAINED EARNINGS		
Opening balance	14,875	12,194
Loss for the year	120	3,437
Less : Transferred to Statutory Reserves	(24)	(755)
	14,971	14,875
OTHER COMPREHENSIVE INCOME		
Fair Value through Other Comprehensive Income for equity instruments	1,819	2,254
Changes in Carrying Value of Investments	808	(435)
	2,627	1,819
Total other equity	20,140	19,212

CAPITAL RESERVE

Pertains to share application money forfeited in the case where remaining amount was not paid. This can be utilised in accordance with the provisions of the Act.

GENERAL RESERVE

General Reserve represents amounts transferred from Retained Earnings in earlier years as per the requirements of the erstwhile Companies Act, 1956. The reserve can be utilised in accordance with the provisions of the Act. Declaration of dividend out of such reserve shall not be made except in accordance with the rules prescribed in this behalf under the Act.

11 Trade payables

Trade Payables	-	-
to micro small and medium Enterprise		
Trade Payable to Others (Refer Note 43)	-	85
	-	85

12 Other current liabilities

Advance from Customers	-	-
Statutory Dues Payables	30	-
	30	-

13 Revenue From Operations

Interest on Loan	273	277
Profit on sale of Investment	-	2
	273	279

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	31.03.2019	31.03.2018
14 Other Income		
Interest income on financial assets	38	245
Interest Received from Banks	-	-
FVPTL Gain	-	-
Profit on Sale of Assets	-	-
Profit on Sale of Current Investment	-	-
Fair Value measurement of Investments	-	-
Prior Period Income	-	3
Miscellaneous Income	-	0
	38	248
15 Other Expenses		
Accounting Charges	30	30
Audit Fees	35	30
Filing Fees	6	6
Conveyance Expenses	13	6
Legal & Professional Charges	14	45
Misc. Expenses	20	48
Membership & Annual Fees	44	46
Demat charges	2	9
Printing & Stationery Charges	-	13
STT charges	-	0
Bank Charges	2	1
Prior Period Expenses	-	13
Loss on sale of Investment	-	-
	165	248

- 16 EARNINGS PER SHARE** EPS is calculated by dividing the profit / (loss) attributable to the equity share holders by weighted average number of equity shares outstanding during the year.
For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares, except when the results would be anti-dilutive.

Particulars	31.03.2019	31.03.2018
1. Profit after Tax (In '000')	120	3,437
2. Weighted average number of shares outstanding during the year	100,000	100,000
3. Face value of shares	10	10
4. Basic / Diluted EPS	1.20	34.37

17. FINANCIAL INSTRUMENTS-FAIR VALUE AND RISK MANAGEMENT

a) Accounting classification

The carrying value of financial instruments by categories are as follows:

Particulars	31.03.2019			31.03.2018			31.03.2017		
	At cost	FV/TOCI	Amortised cost	At cost	FV/TOCI	Amortised cost	At cost	FV/TOCI	Amortised cost
Financial Assets									
Investments		21,623			19,843			3,737	
Loans			10			4,100			4,100
Trade receivable									
Cash and cash equivalents			5,994			2,824			3,014
Other financial assets			2,537			2,530			15,422
	-	21,623	8,541	-	19,843	9,453	-	3,737	22,536
Financial Liabilities									
Trade payables	-	-	-	-	-	85	-	-	63
Other financial liabilities	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	85	-	-	63

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

b) Fair value hierarchy and Method of valuation

The following table shows fair value measurement hierarchy. Except for these financial instruments, the Company considers that the carrying value amount recognised in the financial statements approximate their fair value largely due to the short term maturities of these instruments.

Particulars	31.03.2019			31.03.2018			31.03.2017		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investments	21,623	-	-	19,843	-	-	3,737		

- a. Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed mutual funds that have quoted price. The fair value of equity instruments which are traded is valued using the closing price as at the reporting period.
- b. Investment in Government Bonds stated in Financial Statements approximate to its fair value. They are not traded in market and carry a fix coupon rate of 6% p.a.

c) RISK MANAGEMENT FRAMEWORK

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company also holds FVTPL investments. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

d) Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- i) Investment Risk
- ii) Liquidity Risk

i) Investment Risk

Investment risk is the the risk that company may encounter diminution in value of investments. Investments are done after market research and approved by board of directors.

ii) Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

	Carrying amount	Contractual cash flows					INR ('000)
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years	
March 31, 2019 Financial liabilities							
Trade payables	-	-	-				
Other Financial Liabilities	-	-	-				
	-	-	-	-	-	-	-
March 31, 2018 Financial liabilities							
Trade payables	85	85	85				
	85	85	85	-	-	-	-
March 31, 2017 Financial liabilities							
Trade payables	63	63	63				
	63	63	63	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

18. CAPITAL MANAGEMNET

Company is 100% funded by owned funds and it is completely debt free company.

19. Related party

(i) List of Related Parties as required by Ind AS-24 “Related Party Disclosures” are given below:

(a) Entities under Common Control : Gujarat Petrosynthese Ltd - Holding Company

(b) Key management personnel and their relatives
 Dr. R.M Thakkar
 - Chairman and Non Executive Director
 Mrs. Urmi N. Prasad - Joint Managing Director
 Mrs. Charita Thakkar - Joint Managing Director

(c) Other Related Parties where transactions have taken place during the year
 1) Gujarat Polybutenes Pvt LTd
 Fellow Subsidiary Company

Particulars	Fellow Subsidiary Company 31.03.2019	Fellow Subsidiary Company 31.03.2018
Income		
Interest on loan given to Gujarat Polybutenes Pvt Ltd	272.96	276.75
Gujarat Polybutenes Pvt Ltd - Reimbursement expenses	-74.61	-1.60
Loan given received back - Gujarat Polybutenes Pvt Ltd	4100.00	-
Outstanding		
Gujarat Polybutenes Pvt Ltd - Reimbursement expenses payable	-1.60	
Interest receivable - Gujarat Polybutenes Pvt Ltd	-	61.97
Receivable	-	4100.00

(ii) Transactions with related parties

Type of related party	Description of the nature of transactions	Volume of Transactions during 2018-19 (Rs.in "000")	Volume of Transactions during 2018-17 (Rs.in "000")	Balance as on 31.03.19 Receivable/ (Payable) (Rs.in "000")	Balance as on 31.03.18 Receivable/ (Payable) (Rs.in "000")	Balance as on 31.03.17 Receivable/ (Payable) (Rs.in "000")
Income						
Interest on loan given to Gujarat Polybutenes Pvt Ltd				272.96	276.75	Gujarat
Polybutenes Pvt Ltd - Reimbursement expenses					-74.61	-1.60
Loan given received back- Gujarat Polybutenes Pvt Ltd					4100.00	-

**AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS TO THE
BOARD OF DIRECTORS OF GUJARAT PETROSYNTESES LIMITED**

**To
The Members of
Gujarat Petrosynthese Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Gujarat Petrosynthese Limited** ('the Company') and its subsidiary (collectively referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2019, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting the 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 internal financial control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder:

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statement.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) in the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at March 31, 2019;
- b) in the case of the Consolidated Statement of Profit and Loss, of the consolidated profit for the year ended on that date; and
- c) in the case of the Consolidated Statement of Changes in Equity, of the changes in equity for the year ended on that date; and
- d) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note to the Consolidated Financial statements which, indicates that the one of the subsidiary of the company have disposed/ transferred major Fixed Assets during the year. The said subsidiary company has assigned leasehold land to other company along with buildings, plants & machineries, Lab equipments and vehicles.

Other Matters

- a) In respect of one subsidiary which is Gujarat Polybutenes Private Limited whose financial statements have not been audited by us, the consolidated financial statements include the Group's share of net assets of Rs.23,50,63,890/- out of the total net assets of 31,60,61,462/-for the year ended 31st March, 2019, as considered in the consolidated financial statements,. The financial statements of Gujarat Polybutenes Private Limited has been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditor and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books and the reports of the other auditors;
 - The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015;
 - On the basis of written representations received from the directors of the Company as on 31st March, 2019 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
 - With respect to the adequacy of the internal financial controls over financial reporting of the Group and operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
 - 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:
 - The consolidated financial statements does not have any pending litigations which will impact on the consolidated financial position of the Group;
 - Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit K. Uchat)
Partner
Membership No: 165557

Place: Mumbai.
Date : 29th May, 2019

**ANNEXURE - 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
CONSOLIDATED FINANCIAL STATEMENTS OF GUJARAT PETROSYNTHESE LIMITED AND ITS
SUBSIDIARY COMPANIES**

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

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31st March 2019, we have audited the internal financial controls over financial reporting of **Gujarat Petrosynthese Limited** ("the Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Group's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Group's internal financial control over financial reporting includes those policies and procedures that



Gujarat Petrosynthese Limited

- (1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group;
- (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 Group are being made only in accordance with authorizations of management and directors of the Group; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Group 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.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to onesubsidiary company is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit K. Uchat)
Partner
Membership No: 165557

Place: Mumbai.
Date : 29th May, 2019

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2019

(₹ in thousands)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
A ASSETS			
I Non-Current Assets			
Property, plant and equipment	4	21,601	46,133
Financial Assets:			
Investments	5	31,265	29,245
Loans	6	5,324	5,331
Other financial assets	7	1,523	-
Assets Held for Sale	8	16,700	16,700
Total Non-Current Assets		76,414	97,410
II Current Assets			
Inventories	9	6,132	9,402
Financial Assets:			
Loans	10	126	345
Trade receivables	11	22,906	16,204
Cash and cash equivalents	12	18,237	24,847
Other financial assets	13	334,101	21,879
Other current assets	14	446	702
Total Current Assets		381,947	73,380
TOTAL ASSETS		458,361	170,790
B EQUITY AND LIABILITIES			
I Equity			
Equity share capital	15	59,692	59,692
Other equity	16	316,065	72,385
Total Equity		375,757	132,077
Liabilities			
II Non-Current Liabilities			
Deferred tax Liability (Net)	17	(4,085)	(696)
Total Non-Current Liabilities		(4,085)	(696)
III Current Liabilities			
Financial Liabilities :			
Borrowings	18	5	20,791
Trade payables	19	17,574	12,780
Other financial liabilities	20	3,911	5,278
Short Term Provisions	21	-	-
Other current liabilities	22	65,199	560
Total Current Liabilities		86,689	39,409
Total Liabilities		82,604	38,713
TOTAL EQUITY AND LIABILITIES		458,361	170,790
Significant accounting policies	1 to 3		
The accompanying notes form an integral part of the Financial Statements	4 to 40		

As per our report of even date

For Dayal and Lohia
Chartered Accountants
Firm Regn. No. 102200W

Rinkit K Uchat
(Partner)
Membership No.165557

PLACE : Mumbai
DATE : 29th May, 2019

Charita Thakkar
(Jt. Managing Director)
DIN : 00321561

PLACE : Mumbai
DATE : 29th May, 2019

For and on behalf the Board of Directors

R. M. Thakkar
Chairman &
Non Executive Director
DIN : 00248949

Urmi N. Prasad
Jt. Managing Director & CFO
DIN : 00319482

Ankita Gokani
Company Secretary

PLACE : Mumbai
DATE : 29th May, 2019

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019
(₹ in thousands)

Particulars	Note No.	For the year ended As on 31.03.2019	For the year ended As on 31.03.2018
INCOME			
I Revenue from operations	23	223,270	189,864
II Other income	24	5,039	2,860
III Total income (I+II)		228,308	192,724
IV EXPENSES			
Cost of Materials Consumed	25	180,481	155,289
Changes in Inventories of Finished & WIP Products	26	3,288	8,965
Employee benefits expense	27	28,386	26,743
Finance costs	28	1,161	1,022
Depreciation	29	2,336	2,272
Other expenses	30	32,353	31,832
Total expenses (IV)		248,004	226,124
V Profit/(loss) before exceptional item and tax (III-IV)		(19,696)	(33,399)
VI Exceptional Items	31	332,526	19,784
VII Profit/(loss) before tax (V-VI)		312,830	(13,615)
VIII Tax Expense:			
(1) Current tax		73,359	437
Less : MAT Credit available to utilise		-	(29)
(2) MAT Credit available to utilise pertaining to previous year		(11)	(3,120)
(3) Deferred tax		(3,389)	(6,025)
(4) Earlier year taxes		-	(149)
IX Profit/(loss) for the year (VII-VIII)		242,872	(4,728)
X OTHER COMPREHENSIVE INCOME/(EXPENSE)- (OCI):			
Items that will not be reclassified to profit or loss			
1. Re-measurement gains / (losses) on defined benefit plans		808	(435)
3. Income tax effect on above		-	-
Total other comprehensive income (OCI) for the year, net of tax expense		808	(435)
Total Comprehensive Income / (Expense) for the Year (IX+X)		243,680	(5,163)
Earnings per equity shares (Face Value of Rs.10/- each)			
Basic and Diluted earnings per share	32		
Significant accounting policies	1 to 3		
The accompanying notes form an integral part of the Financial Statements	4 to 40		

As per our report of even date

For Dayal and Lohia
 Chartered Accountants
 Firm Regn. No. 102200W

Rinkit K Uchat
 (Partner)
 Membership No.165557

Charita Thakkar
 (Jt. Managing Director)
 DIN : 00321561

 PLACE : Mumbai
 DATE : 29th May, 2019

 PLACE : Mumbai
 DATE : 29th May, 2019

For and on behalf the Board of Directors

R. M. Thakkar
 Chairman &
 Non Executive Director
 DIN : 00248949

Urmi N. Prasad
 Jt. Managing Director & CFO
 DIN : 00319482

Ankita Gokani
 Company Secretary

 PLACE : Mumbai
 DATE : 29th May, 2019

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

(₹ in thousands)

Particulars	As at 31st March, 2019	As at 31st March, 2018
-------------	---------------------------	---------------------------

NOTE 1 : SHARE CAPITAL

Balance at the beginning of the year	59,692	59,692
Changes in equity share capital during the year	-	-
Balance at the end of the year	<u>59,692</u>	<u>59,692</u>

2. OTHER EQUITY

Particulars	Reserves and Surplus					Total other Equity
	Capital Reserve	Securities Premium	Statutory Reserve	General Reserve	Retained Earnings	
Balance as at 1 April 2017	1,750	20,000	1,763	129,208	(75,173)	77,548
Profit/(loss) for the year					(4,728)	(4,728)
Other comprehensive income/(expense)					(435)	(435)
Total comprehensive income/(expense)	-	-	-	-	(5,163)	(5,163)
Transfer to Statutory Reserve			755		(755)	-
Balance as at 31 March 2018	1,750	20,000	2,158	129,208	(81,091)	72,385
Profit/(loss) for the year					242,872	242,868
Other comprehensive income/(loss)					808	808
Total comprehensive income/(expense)	-	-	-	-	243,680	243,680
Transfer to Statutory Reserve	-	-	24	-	(24)	-
Balance as at 31 March 2018	1,750	20,000	2,542	129,208	162,565	316,065

CAPITAL RESERVE

Pertains to share application money forfeited in the cases where remaining amount was not paid. This can be utilised in accordance with the provisions of the Act.

SECURITIES PREMIUM RESERVE

Securities premium is used to record the premium on issue of shares. This reserve can be utilised in accordance with the provisions of the Act.

GENERAL RESERVE

General Reserve represents amounts transferred from Retained Earnings in earlier years. The reserve can be utilised in accordance with the provisions of the Act. Declaration of dividend out of such reserve shall not be made except in accordance with the rules prescribed in this behalf under the Act.

Significant Accounting Policies - Note 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

For Dayal and Lohia
Chartered Accountants
Firm Regn. No. 102200W

Rinkit K Uchat
(Partner)
Membership No.165557

Charita Thakkar
(Jt. Managing Director)
DIN : 00321561

For and on behalf the Board of Directors

R. M. Thakkar
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Non Executive Director
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Jt. Managing Director & CFO
DIN : 00319482

Ankita Gokani
Company Secretary

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

PLACE : Mumbai
DATE : 29th May, 2019

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Rs. In Thousands

Particulars	As at 31st March, 2019	As at 31st March, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(Loss) before tax	312,830	(14,051)
Adjustments for :		
Add:		
Depreciation	2,336	2,272
Interest Expense	1,161	3,496
1,022		
Less:		
Profit/Loss on sale of assets	(335,151)	(19,784)
Profit/Loss on sale of Investment	(139)	(268)
Fair Value masurement of Investment	(136)	383
Dividend Income	(164)	
Interest Income	(2,097)	(1,106)
	<u>(337,687)</u>	<u>(17,481)</u>
Operating profit before working capital changes	(21,361)	(31,532)
Adjustments for :		
Increase /(Decrease) of Financial Liabilities	(1,647)	716
Increase /(Decrease) of Other Financial Liabilities		91
Decrease / (Increase) of Loans and Advances	7	-
Decrease / (Increase) of Other financial assets (Non Current)	(1,523)	457
Decrease / (Increase) of Other financial assets (Current)	(317,348)	14,548
Decrease / (Increase) of Other Current Assets	256	-
Decrease / (Increase) of Other Current Liabilities	64,639	-
Decrease / (Increase) of Trade Receivables	(6,698)	3,879
Decrease / (Increase) of Trade Payables	4,794	(224)
Decrease / (Increase) of Inventories	3,270	9,366
	<u>(254,250)</u>	<u>28,833</u>
Cash Generated from Operations	(275,611)	(2,699)
Income Tax Paid (Net of refund received)	<u>(68,860)</u>	<u>(370)</u>
Net cash from Operating Activities (A)	(344,472)	(3,068)
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchases of fixed assets	(2,670)	(676)
Sale of Fixed Asset	360,018	21,000
Amount Receivable towards sale of asset		2,476
Amount Received in previous year for sale of fixed asset		(1,250)
Amount Received in advance for sale of fixed asset		-
Sale of Investment	15,000	14,700
Purchase of Investment	(14,800)	(25,383)
Dividend Income	164	-
Interest Income	2,097	359,809
	<u>359,809</u>	<u>1,106</u>
Net cash used in Investing activities (B)	359,809	11,973
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Short Term Borrowings	(20,786)	7,264
Interest Paid on borrowings	(1,161)	(1,022)
Net cash from Financing Activities (C)	(21,947)	6,242
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(6,610)	15,147
CASH & CASH EQUIVALENTS AS AT 01.04.2018 (Opening Balance)	24,847	13,301
CASH & CASH EQUIVALENTS AS AT 31.03.2019 (CLOSING)	18,237	28,448
Significant accounting policies	1 to 3	
The accompanying notes form an integral part of the Financial Statements	4 to 40	

As per our report of even date

For Dayal and LohiaChartered Accountants
Firm Regn. No. 102200W**Rinkit K Uchat**(Partner)
Membership No.165557**Charita Thakkar**
(Jt. Managing Director)
DIN : 00321561

For and on behalf the Board of Directors

R. M. Thakkar
Chairman &
Non Executive Director
DIN : 00248949**Urmi N. Prasad**
Jt. Managing Director & CFO
DIN : 00319482**Ankita Gokani**
Company SecretaryPLACE : Mumbai
DATE : 29th May, 2019PLACE : Mumbai
DATE : 29th May, 2019PLACE : Mumbai
DATE : 29th May, 2019



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

CORPORATE INFORMATION

Gujarat Petrosynthese Limited (“the Company”) is a public limited company, incorporated and domiciled in India having its registered office at No. 24, II Main Phase I, Doddanekkundi Industrial Area, Mahadevpura Post, Bengaluru – 560 048, Karnataka, India. The equity shares of the Company are listed on BSE Limited. The Company is into real estate development. The Company is primarily engaged in the business of plastic polymers and blends.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of preparation:

The consolidated financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (“the Act”) read together with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The consolidated financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities, which are measured at fair value.

(ii) Principles of consolidation

• Subsidiary

The Consolidated Financial Statement comprises of Gujarat Petrosynthese Limited (“the Company”) and its subsidiaries GPL Finance and Investments Ltd. and Gujarat Polybutene Private Limited.

Subsidiary companies are incorporated in India. The Company holds 100% equity in both of its subsidiaries company.

The financial statements of the Company and its subsidiary companies have been on line by line basis added together of like items of assets, liabilities, income and expenses after fully eliminating inter-company balances and inter-company transactions resulting in unrealized profits or losses.

(iii) Fair value measurement

The Company’s accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(iv) Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized when all significant risk and rewards of ownership in goods are transferred to customers and recovery of consideration from customer is probable and revenue can be estimated reliably. Revenue is recognized net of trade discounts and indirect taxes.

Revenue from rendering services is recognized when performance of agreed contractual task is completed.

Interest income is recognized on accrual basis on time proportion basis using effective interest rate.

Dividend income is accounted when right to receive is established.

(v) Property, Plant and Equipment:**Recognition and measurement:**

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment includes purchase price, including freight, duties, taxes and expenses incidental to acquisition and installation. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment are derecognized from financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence.

Subsequent expenditures:

Subsequent expenditures related to an item of property, plant and equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured. All other repair and maintenance costs are recognized in the Statement of Profit and Loss during the year in which they are incurred.

Depreciation:

Depreciation is provided on all property, plant and equipment on straight-line method in the manner and useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions/deletion is provided on pro-rata basis with reference to the date of addition/deletion as the case may be.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 01 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Company has adopted cost model for all class of items of Property Plant and Equipment.

(vi) Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its 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. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

(vii) Assets taken on Lease:**Operating Lease**

A Lease in which a significant portion of the risks and rewards of ownership are not transferred to the Company is classified as operating lease. Payments made under operating lease are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease deposits given are financial instruments (financial assets) and need to be measured at fair value on initial recognition. The difference between the fair value and the value of deposits is considered as prepaid rental expenses and recognized over the lease term on a straight line basis. Unwinding of discount is treated as interest income for deposit given and is accrued as per the effective interest rate method.

(viii) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability

or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified as under:

i) Financial assets at amortized cost

A financial asset is measured at the amortized cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. Interest income from these financial assets is included in other income using the EIR in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are classified as FVTOCI, if both of the following criteria are met:

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss and recognised in other income/(loss).

iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is recognized in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises.

iv) Equity instruments

All equity instruments are measured at fair value. Equity instruments which are for trading are classified as FVTPL. All other equity instruments are measured at fair value through other comprehensive income (FVTOCI). The classification is made on initial recognition and is irrevocable.

Where the Company's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit and loss when the Company's right to receive payments is established.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies 'simplified approach' for recognition of impairment loss on financial assets for loans, deposits and trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

De-recognition

A financial asset is derecognized when:

- the rights to receive cash flows from the assets have expired or
- the Company has transferred substantially all the risk and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortized cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

Derecognition

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reflected in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(ix) Inventories:

Raw Materials and consumables are valued at cost on First in First out (FIFO) basis or net realizable value whichever is lower. Raw material and consumables 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. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

Work in progress is valued at cost basis or net realizable value whichever is lower. They are not written down below cost if the finished products are expected to be sold at or above cost.

Finished goods are valued at lower of cost or net realizable value. The cost is computed on specific identification basis

Stores and spares are charged to revenue in the year of purchase.

Consumables are charged to revenue on actual consumption basis.

(x) Taxes:

The tax expense comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

i. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

ii. Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amount used for taxation purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(xi) Employee benefits:**Short term employee benefits:**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Defined contribution plans:

The Company's contribution to Provident Fund, Pension, Superannuation and Employees State Insurance Contribution are considered as defined contribution plans, as the Company does not carry any further obligations apart from the contribution made to the respective fund/scheme and are charged as an expense based on the amount of contribution required to be made.

Defined benefit plans:

The liability recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period.

The liability of gratuity to the employees is covered under the Group Gratuity scheme with the Life Insurance Corporation of India. The annual service cost on basis of valuation received from LIC, the amount is paid to LIC of India and debited to Profit and Loss Account.

Long Term Compensated Absences

The liability of leave encashment of employees is covered with LIC. On basis of Actuarial Valuations, the present value of liability is accounted and paid to the LIC of India.

(xii) Borrowing Costs:

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

All other borrowing costs are recognized as expense in the period in which these are incurred.

(xiii) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(xiv) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(xv) Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

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

(xvi) Dividend

Dividend to the equity shareholders is recognized as a liability in the Company's financial statements in the period in which the dividend is approved by the shareholders.

(xvii) Foreign Exchange Transactions

Foreign currency transactions are accounted for at the exchange rates prevailing on the date of such transactions where these are not covered by forward contracts. Liabilities in foreign currencies as on the date of balance sheet are converted at the exchange rate prevailing on that date.

2. USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed at each reporting date. Any revision to accounting estimates and assumptions are recognised prospectively i.e. recognised in the period in which the estimate is revised and future periods affected.

i. Recognition and measurement of defined benefit obligations

The cost of defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuations using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increase and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

ii. Fair value measurement of financial instruments

When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from the observable market, where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Changes in assumptions relating to these assumptions could affect the fair value of financial instruments.

iii. Deferred taxes

Deferred tax is recorded on temporary differences between tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profit during the periods in which those temporary differences and the tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced.

Reconciliation of total equity as at March 31, 2017 and April 1, 2016

(Rs. In '000)

	Notes	As at March 31,2017 (End of last period presented under previous GAAP)	As at April 01, 2016 (Date of transition)
Total equity under previous GAAP		1,34,645	1,17,683
Fair Value of Investments	a	10,191	9,710
Reversal of depreciation on classified as assets held for sale	b	194	-
Recognition of Prior Period Income by restating it in last presented financial statements	c	270	-
Recognition of Prior Period Expense by restating it in last presented financial statements	c	(173)	-
Change in Profit on Sale of Investments	a	(7,940)	-
Deferred Tax impact on fair value of investments	e	(22)	-
Total adjustments to equity		2,520	9,710
Total Equity under Ind AS		1,37,165	1,27,393

Reconciliation of total comprehensive income for the year ended March 31,2017

	Notes	Year ended March 31, 2017 (latest period presented under previous GAAP)
Profit as per previous GAAP		16,962
Adjustments:		
Fair Value of Investments	a	556
Reversal of depreciation on classified as assets held for sale	b	194
Recognition of Prior Period Income by restating it in last presented financial statements	c	270
Recognition of Prior Period Expense by restating it in last presented financial statements	c	(173)
Change in Profit on Sale of Investments	a	(7,940)
Deferred Tax impact on fair value of investments	e	(22)
Profit for the year as per Ind AS		9,848
Other comprehensive income for the year (net of tax)		
Total comprehensive income for the year under Ind AS		9,848

Impact of Ind AS adoption on the Statement of Cash Flow for the year ended March 31, 2017

There were no material differences between the Cash Flow Statement presented under Ind AS and the previous GAAP.

Notes:

- Under the previous GAAP current investments were measured at lower of cost or fair value. Under Ind AS, these financial assets have been designated as measured at FVTPL. On the date of transition to Ind AS, these financial assets have been measured at their fair value which is higher than the cost as per the previous GAAP, resulting in an increase in the carrying amount by Rs. 10,191,000/- as at March 31, 2017. Also, due to restatement of investments at fair value as on 01st April, 2016, the profit on sale of investment have accordingly restated as compared to that reported under previous GAAP.
- Depreciation of Rs. 1,94,000/- charged to Statement of Profit and Loss is reversed on those assets that were classified as "Fixed Asset" as per Previous GAAP and now classified as "Assets held for Sale" in accordance with Ind AS.
- In accordance with IND AS prior period items is to be restated in previous period if they are pertaining to periods that are presented as comparative figures to financial Statements. Thus accordingly the prior period items are restated.
- Deferred taxes have been recognized on adjustments made on transition to Ind AS.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

3 (a) Non-Current Investments

Details of Investments - (valued at cost, unless stated otherwise)

(₹ in thousands)

Sr. No.	Particulars	Subsidiary	Face Value fully Paid	No. of Shares / Bonds		Value ('000)	
				31.03.2019	31.03.2018	01.04.2019	31.03.2018
I	Investment in Government Bonds Unquoted Investments valued at Amortized Cost Rural Electrification Corporation Bonds		10,000	470	470	4,700	4,700
II	Investments in Shares Quoted Southern Magnesium and Chemicals Limited.			-	60,400	-	1,245
II	Investments in Mutual Funds Quoted Investments valued at Fair Value through Profit and Loss Bank of Baroda Pioneer Advantage Plan A (Growth) Bank of Baroda Pioneer Advantage Plan A (Growth) ICICI Prudential			1,376 723 4,792	480 217 33,115	2,987 1,475 480	975 411 3,316
	Investments valued at Fair Value through Other Comprehensive Income Bank of Baroda Pioneer Advantage Plan A (Growth) Bank of Baroda Pioneer Advantage Plan A (Growth)			1,101.02 4,951.26	382.56 4,951.26	2,389 19,234	778 17,820
Total Non-Current Investments						31,265	29,245
						31.03.2019	31.03.2018
Aggregate market value of quoted investments							
Non-Current						26,565	24,545
Current						-	-
Aggregate carrying value of unquoted investments							
Non-Current						4,700	4,700
Current						-	-
Aggregate amount of impairment in value of investments						-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT

(₹ in thousands)

Particulars	Freehold Land	Leasehold Land	Buildings	Laboratory Equipments	Vehicle	Office Equipments	Furniture & Fixtures	Computers	End User Devices	Plant and Machinery	Electrical Installations	Jigs and Moulds	Total
GROSS BLOCK													
As at 1st April 2017	4,419	-	3,919	116	4,573	316	284	43	90	11,288	-	100	25,147
Additions	-	-	73	-	-	15	47	32	-	510	-	-	676
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2018	4,419	2,760	13,480	3,123	6,954	4,052	1,422	1,042	90	44,159	-	100	81,600
Additions	-	-	-	-	940	204	88	22	7	1,408	-	-	2,670
Disposals/Adjustments	-	2,760	3,303	180	142	18	18	-	-	18,464	-	-	24,867
As at 31st March 2019	4,419	-	10,177	2,943	7,752	4,256	1,493	1,064	97	27,103	-	100	59,403
DEPRECIATION													
As at 1st April 2017	-	-	317	116	686	53	53	43	-	1,184	-	100	2,550
Charge for the Year	-	-	319	-	581	60	49	-15	69	1,208	-	-	2,272
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2018	-	-	6,822	2,943	3,506	3,644	1,138	957	69	16,288	-	100	35,467
Charge for the Year	-	-	319	-	613	98	47	10	15	1,232	-	-	2,336
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2019	-	-	7,141	2,943	4,119	3,743	1,185	967	84	17,520	-	100	37,802
NET BLOCK													
As at 31st March 2019	4,419	-	3,036	-	3,633	513	308	97	12	9,583	-	-	21,601
As at 31st March 2018	4,419	-	6,659	180	3,447	407	284	86	21	27,871	-	-	46,133

*Company have opted for IND AS 101 exemption by considering carrying amount of property plant and equipments as its deemed cost

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018	
NOTE 6 : LOANS (NON-CURRENT)			
(Unsecured, considered good)			
Loan to Subsidiary	-	-	
Security Deposits	5,324	5,331	
	5,324	5,331	
7 Other Financial Assets (NON-CURRENT)			
(Unsecured, considered good)			
Advance for Capital Goods	1,523	-	
	1,523	-	
8 Assets Held for Sale			
	Lease Hold Land	Building	Total
	INR ('000')	INR ('000')	INR ('000')
As at 1st April 2017	15,734	2,181	17,916
Additions	-	-	-
Disposals/Adjustments	(208)	(1,008)	(1,216)
As at 31st March 2018	15,526	1,173	16,700
Additions	-	-	-
Disposals/Adjustments	-	-	-
As at 31st March 2019	15,526	1,173	16,700
Particulars	As at 31st March, 2019	As at 31st March, 2018	
9 Inventories			
Raw Materials and Consumables*	3,713	3,696	
Finished Goods and Work in Progress*	2,419	5,706	
*(Mode of Valuation is specified in Note 1 (viii) of Significant Accounting Policies)			
	6,132	9,402	
10 Loans (Current)			
(Unsecured, considered good)			
Loans to Employees	126	345	
	126	345	
11 Trade Receivables			
Unsecured and considered good			
Trade Receivable for more than six months	346	-	
Trade Receivable for less than six months	22,560	16,204	
	22,906	16,204	
12 Cash and Cash Equivalents			
Cash in Hand	92	94	
Bank Balances	-	-	
Balance in bank	18,144	12,379	
Cheques, drafts in hand	-	12,375	
	18,237	24,847	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018
13 Other Financial Asset (Current)		
Advances to Vendors	870	5
Deposits with Banks	323,169	7,899
Other Receivables	1,689	1,050
Interest Receivables	295	369
Advance Income Tax (net of provisions)	8,077	12,557
	334,101	21,879
14 Other Assets (Current)		
Prepaid Expenses	241	245
Indirect Taxes Credit Recoverable	205	457
	446	702
16 Other Equity		
CAPITAL RESERVE		
Opening balance	1,750	1,750
Addition during the year	-	-
Closing balance	1,750	1,750
STATUTORY RESERVE		
Opening balance	2,518	1,763
Addition during the year	24	755
Closing balance	2,542	2,518
SECURITIES PREMIUM ACCOUNT		
Opening balance	20,000	20,000
Addition/(utilisation) during the year	-	-
Closing balance	20,000	20,000
GENERAL RESERVE		
Opening balance	129,208	124,759
Addition/(utilisation) during the year	-	4,449
Closing balance	129,208	129,208
RETAINED EARNINGS		
Opening balance	(81,091)	(75,173)
Loss for the year	242,872	(4,728)
Items of other comprehensive income recognised directly in retained earnings:		
Profit for the year transferred to Statutory Reserve	808	(435)
	(24)	(755)
Closing balance	162,565	(81,091)
Total other equity	316,065	72,385

CAPITAL RESERVE

Pertains to share application money forfeited in the case where remaining amount was not paid. This can be utilised in accordance with the provisions of the Act.

SECURITIES PREMIUM RESERVE

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Act.

GENERAL RESERVE

General Reserve represents amounts transferred from Retained Earnings in earlier years as per the requirements of the erstwhile Companies Act, 1956. The reserve can be utilised in accordance with the provisions of the Act. Declaration of dividend out of such reserve shall not be made except in accordance with the rules prescribed in this behalf under the Act.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	31.03.2019	31.03.2018
15. EQUITY SHARE CAPITAL		
AUTHORISED		
80,00,000 (31 March 2018 - 80,00,000) Equity Shares of 10/- each	80,000	80,000
ISSUED, SUBSCRIBED AND PAID UP		
59,69,166 (31 March 2018- 59,69,166) Equity shares Of 10/- each	59,692	59,692
Total issued, subscribed and fully paid up share capital	59,692	59,692

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	31.03.2019		31.03.2018	
	Equity Shares		Equity Shares	
	Number	Value ('000)	Number	Value ('000)
Shares outstanding at the beginning of the year	59,69,166	59,692	59,69,166	59,692
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,969,166	59,692	5,969,166	59,692

b. Terms/rights attached to the equity shares

The Company has one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of the shareholders holding more than 5% shares in the Company

Name of Shareholder	31.03.2019		31.03.2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
YASHASHREE COMMERCIAL SERVICES PRIVATE LIMITED	800,000	13.4	800,000	13.4
LIFE INSURANCE CORPORATION OF INDIA	538,498	9.02	538,498	9.02
CHARITA THAKKAR	485,417	8.13	485,417	8.13
MULTICHEM PRIVATE LIMITED	456,914	7.65	394,840	6.61
URSULA RAMESHCHANDRA THAKKAR	352,906	5.91	352,906	5.91
N RAJENDER PRASAD	3,19,564	5.35	3,19,564	5.35

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	31.03.2019	31.03.2018	
17 Deferred tax Liability (Net)			
<u>Deferred Tax Liabilities :</u>			
On Property Plant and Equipment	1,594	1,401	
On Fair Value of Investments	-	13	
<u>Deferred Tax Asset :</u>			
On Carry forward losses	-5,679	-2,110	
	-4,085	-696	
a) Movement in deferred tax balances			
Movement in deferred tax during the year March 31, 2019	Opening balance as at 01.04.2018 INR ('000')	Recognized in Profit and Loss INR ('000')	Closing balance as at 31.03.19 INR ('000')
Property, plant and equipment	1,401	193	1,594
Unused tax credit/losses	-2,110	-3,569	-5,679
On Fair Value of Investments	13	13	-
Net deferred tax liability (net)	-696	-3,389	-4,085
Movement in deferred tax during the year ended March 31, 2018	Opening balance as at 01.04.2017 INR ('000')	Recognized in Profit and Loss INR ('000')	Closing balance as at 31.03.18 INR ('000')
Property, plant and equipment	8,614	-7,212	1,401
Unused tax credit/losses	-3,307	1,196	2,110
On Fair Value of Investments	22	-9	13
Net deferred tax liability (net)	5,329	-6,025	-696
b) Income tax recognised in profit or loss	31.03.2019	31.03.2018	
Current tax	73,359	437	
In respect of current year	-	(149)	
In respect of earlier years	(11)	(3,120)	
In respect of earlier years - MAT Credit			
Deferred tax			
Relating to origination and reversal of temporary differences	(3,389)	(6,025)	
Total income tax recognised for the year	69,958	(8,857)	
d) The income tax expense for the year can be reconciled to the accounting profit as follows:	31.03.2019	31.03.2018	
Profit or (loss) before tax	INR ('000')	INR ('000')	
Tax expense/(income) calculated at 25.75% (2016-17:30.9%)	312,830	(13,615)	
Effect of excess deferred tax liability recognised in previous years	81,336	(3,506)	
Effect of short deferred tax asset recognised in previous years	-	(6,843)	
Tax impact due to utilisation of tax losses	-	503	
Expenses not deductible under income tax	-	(271)	
Income taxable / Expenses deductible additionally under income tax	126	3	
Adjustment due to changes in tax rates	-	411	
Other	(7)	(127)	
	(11,492)	996	
Adjustments recognised in the current year in relation to the current tax of earlier years	69,962	(8,834)	
Income tax expense recognised in profit or loss	69,962	(8,857)	

The tax rate used for the above reconciliations is the corporate tax rate of 25.75% for the year 2018-19 and 0.90% for the year 2016-17 payable by corporate entities based on the turnover criteria on taxable profits under Indian Income Tax Laws as on financial statements signing date.

- e) The company has recognized deferred tax asset for unutilised tax losses. The company as per forecast budgets and business plans has concluded that it will be able to utilise the tax losses which are available to be sett off in coming five to six years as per tax laws .

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	31.03.2019	31.03.2018
18 Borrowings (Current)		
Secured		
Overdraft Facility From Bank	5	(1)
(Secured against pledge of fixed deposits with bank @ 1% incremental rate than interest received on fixed deposits)		
Unsecures		
Loan from Directors	-	6,364
Loan from Other related parties	-	14,428
	5	20,791
19 Trade payables		
Trade Payables to micro small and medium Enterprise	5,936	-
Trade Payables to Others	11,638	12,780
(Refer Note 43)	17,574	12,780
20 Other financial liabilities (Current)		
Other Payables	3,911	5,278
	3,911	5,278
21 Provisions (Short Term)		
Provision for Employee Benefits : For Gratuity	-	-
	-	-
22 Other current liabilities		
Advance from Customers	32	46
Statutory Dues Payables	65,167	513
	65,199	560
23 Revenue From Operations	2018-19	2017-18
Sale of products	220,551	187,410
Sale of Services : Job Work	2,719	2,454
	223,270	189,864
24 Other Income		
Interest income on financial assets:		
Interest Received from Banks	333	543
Interest Received from Others	2,097	563
Interest on Income Tax Refund	1,576	-
Profit on Sale of Current Investment	139	268
Dividend for Investments	164	213
Fair Value measurement of Investments	136	52
Sundry Balances Written Back	227	135
Miscellaneous Income	365	1,086
	5,039	2,860

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	2018-19	2017-18
25 Cost of Materials Consumed		
Opening Stock of Raw Materials	3,696	3,960
Purchase of Raw Materials	180,499	155,025
Less : Closing Stock of Raw Materials	3,713	3,696
	180,481	155,289
26 Changes in Inventory		
Opening Stock of Finished Goods and Working in Progress	5,706	14,809
Less: Closing Stock of Finished Goods and Work in Progress	2,419	5,706
Less : Changes in Excise Duty on Finished Stock	-	137
	3,288	8,965
27 Employee Benefit Expenses		
Salaries and wages	24,270	23,184
Contribution to provident and other funds	1,347	1,840
Gratuity Expenses	1,949	352
Leave Encashment Expenses	527	883
Staff welfare expenses	293	484
	28,386	26,743
28 Finance Costs		
Interest to Bank	7	3
Interest to Others	1,155	1,019
Total finance costs	1,161	1,022

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	2018-19	2017-18
29 Other Expenses		
Bank Charges	119	80
Brokerage	-	-
Computer Expenses	139	112
Director's Sitting Fees	245	75
Discount and Rebate Given	12	12
Donations	11	13
Audit Remuneration	-	-
Audit Fees	235	239
Tax Audit Fees and Other Services	75	68
Exchange Rate Difference	-6	1
Fees and Subscription Expenses	471	643
Foreign Travelling Expenses	764	517
Freight Inward Expenses	1,353	1,910
Freight Outward Expenses	737	9
General Expenses	1,606	1,413
Insurance Expenses	451	491
Legal and Professional Fees	5,926	5,947
Pollution Control Expense	420	443
Meeting Expense	210	244
Postage & Courier Expenses	887	387
Power and Fuel Expenses	9,103	8,024
Printing and Stationery Expenses	668	549
Rates & Taxes	954	684
Rental Expenses	1,187	1,270
Repair & Maintenance - Building	-	951
Repair & Maintenance - Other	2,109	2,533
Security Expenses	2,326	2,509
Sundry Balances Written Off	-	70
Telephone Expense & Mobile Expense	296	483
Travelling and Conveyance Expenses	867	891
Vehicle Maintenance Expenses	1,190	1,262
	32,353	31,832

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	2018-19	2017-18
30 Exception Items		
Profit on sale of asset	335,151	19,784
Brokerage Expenses	-2,625	-
	332,526	19,784

** Exception items pertains to the land and buildings sold during the year.

31 EARNINGS PER SHARE EPS is calculated by dividing the profit / (loss) attributable to the equity share holders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares, except when the results would be anti-dilutive.

Particulars	2018-19	2017-18
1. Profit after Tax (In '000)	242,872	(4,728)
2. Weighted Average Number of shares outstanding during the year	5,969,166	5,969,166
3. Face Value of Shares	10	10
4. Basic / Diluted EPS	40.69	(0.79)

32. FINANCIAL INSTRUMENTS-FAIR VALUE AND RISK MANAGEMENT**a) Accounting classification**

The carrying value of financial instruments by categories are as follows:

Particulars	INR ('000)					
	31.03.2019			31.03.2018		
	At cost	FVTOCI	Amortised cost	At cost	FVTOCI	Amortised cost
Financial Assets						
Investments in Bonds			4,700			4,700
Investments in Mutual Funds		26,565			23,300	
Loans			5,450			5,676
Trade receivable			22,902			16,204
Cash and cash equivalents			18,237			24,847
Other financial assets			335,624			21,879
	-	26,565	386,913	-	23,300	73,307
Financial Liabilities						
Borrowings		-	-	5	-	20,791
Trade payables		-	-	17,574	-	12,780
Other financial liabilities		-	-	3,911	-	5,278
		-	-	21,490	-	38,850

b) Fair value hierarchy and Method of valuation

The following table shows fair value measurement hierarchy. Except for these financial instruments, the Company considers that the carrying value amount recognised in the financial statements approximate their fair value largely due to the short term maturities of these instruments.

Particulars	31.03.2019			31.03.2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investments in Mutual Funds	26,565	-	-	23,300	-	-

- a. Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed mutual funds that have quoted price. The fair value of equity instruments which are traded is valued using the closing price as at the reporting period.
- b. Investment in Government Bonds stated in Financial Statements approximate to its fair value. They are not traded in market and carry a fix coupon rate of 6% p.a.

c) RISK MANAGEMENT FRAMEWORK

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company also holds FVTPL investments. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

d) Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- i) Credit Risk
- ii) Liquidity Risk
- iii) Market Risk

i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans given to related parties and others

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. To manage, this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition and ageing of account receivables.

No impairment is observed on the carrying value of trade receivables.

Other Financial Assets

Credit risk from balances with banks, loans, investments is managed by Company's finance department. Investments of surplus funds are made only with approved counterparties.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

ii) Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds, bank loans.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

INR ('000)

	Carrying amount	Contractual cash flows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
March 31, 2019						
Financial liabilities						
Borrowings	5	5	5			
Trade payables	17,574	17,574	17,574			
Other Financial Liabilities	3,911	3,911	3,911			
	21,490	21,490	21,490	-	-	-
March 31, 2018						
Financial liabilities						
Borrowings	20,791	20,791	20,791			
Trade payables	12,780	12,780	12,780			
Other Financial Liabilities	5,278	5,278	5,278			
	38,850	38,850	38,850		-	- -

iii) Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is not material, as the Company's primary business activities are within India and does not have any exposure in foreign currency.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to risk of changes in market interest rate is not material as the Company borrowing from banks are very minimal

Commodity price risk

Company is exposed to fluctuation in prices of its inputs. The company in effect of changes in prices of inputs, have a process to revise its selling price accordingly.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019
33. CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt and the total equity of the Company. For this purpose, net debt is defined as total borrowings less cash and cash equivalents.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirements are met through short-term/long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The Company's net debt to equity ratio is as follows:

	March 31,2019	March 31,2018
Borrowing	5	20,791
Cash & cash equivalents	(18,237)	(24,847)
Net Debt (restricted to zero, if cash and cash equivalents are greater than borrowings)	-	-
Total equity	205,951	216,888
Debt/Equity ratio	0%	0%

34. LEASES

Lease expenses are recognised on a straight-line basis over the period of lease. The particulars of the premises given under operating leases are as under:

Particulars	As at March 31,2019	As at March 31,2018
Future minimum lease rental receivable under operating leases are as follows:		
Not later than 1 year	1,205	1,200
Later than 1 year not later than 5 years	1,320	-
Later than 5 years	-	-

35. Disclosure Pursuant to Micro Small and Medium Enterprise Act, 2006 :

Particulars	As at March 31,2019	As at March 31,2018
a) The principal amount remaining unpaid to any supplier as at the end of accounting year.	813,610	-
aa) The interest due remaining unpaid to any supplier as at the end of accounting year.	3,611	-
b) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
d) The amount of interest accrued and remaining unpaid at the end of accounting year; and	3,611	-
d) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	2,407	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

36. Additional Disclosure

a) Pursuant to Schedule III

c. Value of Imported and Indigenous Raw Material Consumed during the year	2018-19		2017-18	
	Value	%	Value	%
Import	112	0.06%	265	0.17%
Indigenous	180,324	99.94%	154,870	99.83%
	180,436		155,135	
d. C.I.F, Value of Imports				
Raw Materials		246.20		207.25
Spares		-		-
		246.20		207.25
b) Other disclosures				
a. Details of Turnover				
Alloys & Blends :				
	Qty (M.T)	Value	Qty (M.T)	Value
Sales	1,661	218,194	1,516	186,449
Job Work	81	2,719	86	2,431
		220,912		188,880
b. Consumption of Raw Materials				
	Qty (M.T)	Value	Qty (M.T)	Value
Products / Plastics of Different Types	1,660	180,436	1,519	155,135
		180,436		155,135

37. EMPLOYEE BENEFITS

I) Defined Contribution Plans

- Provident fund
- Superannuation fund and Pension scheme,1995
- Employer's contribution to Employees State Insurance

II) Defined Benefit Plans

GRATUITY

- The liability of gratuity to the employees is covered under the Group Gratuity scheme with the Life Insurance Corporation of India.
- Company have created two different plans for their employees of different offices, termed as Plan A and Plan B
- Life Insurance Corporation of India provides valuation on basis of Projected Unit Credit Method.
- Disclosures are made to extent of informations received from LIC of India :

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Membership Data:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Number of Members	18	15	9	10
Average Age	42.72	43.53	46.33	50
Average Monthly Salary	16,438	15,968	38,161	45,652
Average Past Service	12.28	13.60	11.11	9.10

Actuarial Assumptions:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Mortality Rate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
Withdrawal Rate	1% to 3% depending on age	1% to 3% depending on age	1% to 3% depending on age	1% to 3% depending on age
Discount Rate	7.5% p.a	7.5% p.a	7.5% p.a	7.5% p.a
Salary Escalation	6%	6%	6%	4%

Results of Valuation:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Present Value of Past Service Benefit	1,969,633	1,672,046	1,966,422	994,651
Current Service Cost	141,110	114,991	43,764	29,414
PV of Defined Benefit Obligation	2,110,743	1,787,037	2,010,186	1,024,065
Fund Value	2,110,743	1,787,037	2,875,530	3,456,397

Amount Recognized in Balance Sheet:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Present value of defined benefit obligation at end of the year	2,110,743	1,787,037	2,010,186	1,024,065
Fair value of plan assets at end of the year	2,110,743	1,787,037	2,875,530	3,456,397
Net liability / (asset) recognized in the Balance Sheet	-	-	NIL***	NIL***

***Excess of contributions over gratuity liability are charged off in Statement of Profit and Loss in earlier years and thus no fund asset is recognised in balance sheet for excess contributions.

Expenses recognised in statement of Profit and Loss:	Plan A		Plan B	
	2018-19	2017-18	2018-19	2017-18
Gratuity Expense recognised	375,152	351,823	194,483	-

In absence of information from LIC regarding quantification for different components of changes in defined benefit obligation and fund assets, disclosures pertaining to movement in defined benefit obligation and fair value of Plan Assets is not provided. Also, No actuarial gain / loss is recognised separately in Other Comprehensive Income in absence of information.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

38. Related party disclosure

(i) List of Related Parties as required by Ind AS-24 "Related Party Disclosures" are given below:

(a) Key management personnel and their relatives	Dr. R.M Thakkar - Chairman and Non Executive Director Mrs. Urmi N. Prasad - Joint Managing Director Mrs. Charita Thakkar - Joint Managing Director
(b) Non Executive/Independent Directors	Mr. T. N. R Rao Mr. M.D Garde Mr. V. Raghu
(c) Where persons mentioned in (b) exercise significant influence	Multichem Private Limited Guardian Finance Ltd

(ii) Transactions with related parties

Type of related party	Description of the nature of transactions	Volume of Transactions during 2018-19	Volume of Transactions during 2017-18	Balance as as on 31.03.19 Receivable/ (Payable)	Balance as as on 31.03.18 Receivable/ (Payable)	Balance as as on 01.04.17 Receivable/ (Payable)
(a) Key management personnel and their relatives	Director's Remuneration and Perks***	-	-	-	-	-
	Mrs. Urmi N. Prasad	3,300	2,765	-	-	-
	Mrs. Charita Thakkar	2,866	2,748	-	-	-
	Loan Taken and Interest Paid thereon					
	Dr. R.M Thakkar	-	71	-	-6,364	0
(b) Non Executive/ Independent Directors	Sitting fees					
	Mr. T. N. R Rao	0	13	-	-	-
	Mr. M.D Garde	72	31	-	-	-
	Mr. V. Raghu	72	31	-	-	-
	Mr. Rajesh Parikh	40	0	-	-	-
(c) Where persons mentioned in (b) exercise significant influence						
	i) Reimbursement of expenses received					
	Multichem Private Limited	309	3	-	-	-
	Guardian Finance Ltd	2	2	-	-	-

*** Contribution towards gratuity and leave encashment is not added as it is not determinable each employee wise

39. Contingent Liability

In one of the subsidiary, the company has received Income Tax Assessment Order for Asst. Year 2014-15. The loss claimed as per Return of Income of Rs. 2,02,07,941/- has been reduced due to disallowance of depreciation of Rs. 33,32,341/- and addition on account of non reconciliation of interest of Rs. 23,81,548/-. Therefore, loss has been reduced to Rs. 1,44,94,052/-. Since, final figure is loss determined, no demand of tax is raised. We have been informed that the company has belatedly filed an appeal against the said assessment order. The penalty proceedings have been completed u/s 271(1)(c) of the Income Tax Act levying penalty of Rs. 19,42,150/-. The part payment of Rs. 4,00,000/- is made against penalty demand till decision of appeal. No provision is made for the said liability.

40. Previous year figures have been regrouped , reclassified and restated as per Ind AS and Schedule III of Companies Act, 2013

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID*, Client ID* & Name of the Shareholder / Joint holders / Proxy in BLOCK LETTERS to be furnished below).

DP ID*	Regd. Folio No. / *Client Id.	No.of Shares held	Name & Address of the registered Shareholder

(*Applicable for Members holding Shares in electronic form)

I hereby record my presence at the 42nd Annual General Meeting of the Members of Gujarat Petrosynthese Limited held on Wednesday, 14th August, 2019 at 3.00 p.m. at No. 24, II Main, Doddadenekundi, Industrial Area, Phase I, Mahadevapura Post, Bengaluru – 560 048.

SIGNATURE OF THE

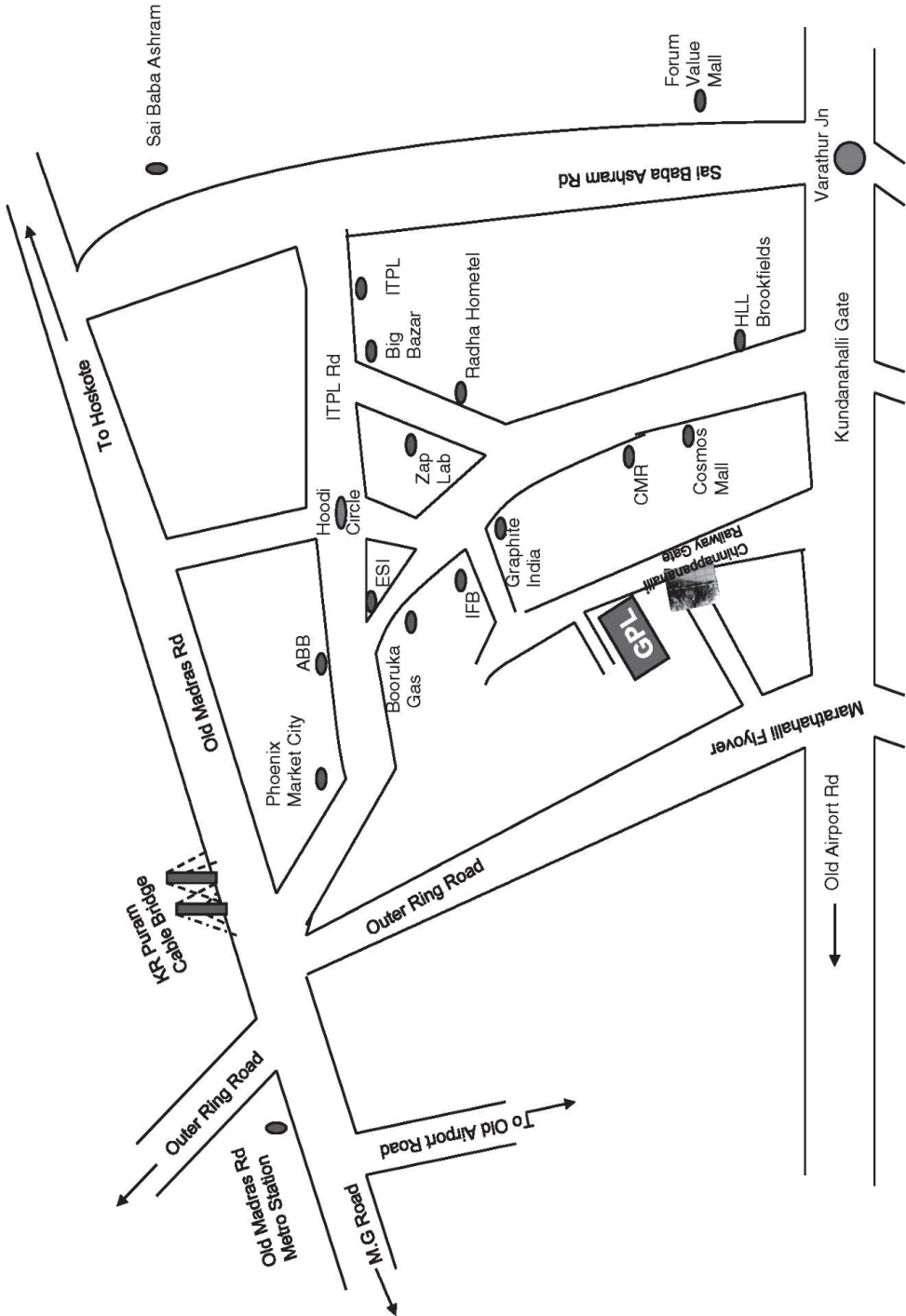
SHAREHOLDER OR PROXY _____

NOTES:

- (1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- (2) Shareholders are requested to advise, indicating their Folio Nos. DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents, at Bigshare Services Pvt. Ltd., Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059.

*Applicable for investors holding shares in Electronic (Demat) Form

Directions to Registered Office of Gujarat Petrosynthese Ltd., Bengaluru





GUJARAT PETROSYNTHESE LIMITED

Reg. Off: No.24, II Main, Doddanekkundi Industrial Area, Phase I, Mahadevpura Post, Bengaluru - 560048.
Ph: 91 – 80 - 28524133 Fax: 91– 80 - 28524171 E-mail : info@gpl.in, Website: www.gpl.in
CIN No. L239KA197720PLC043357



Form No. MGT - 11 PROXY FORM

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

Name of Member(s) :

Registered Address :

E- Mail Id :

Folio No./ Client ID* : _____ DP ID _____

I / We, being the member(s) of holding shares of the above named company, hereby appoint following as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Members of Gujarat Petrosynthese Limited held on Wednesday, 14th August, 2019. at 3.00 p.m at No. 24, II Main, Doddanekkundi, Industrial Area, Phase I, Mahadevpura Post, Bengaluru – 560 048 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Name:..... Address:.....

E- Mail ID:..... Signature:..... or failing him/her

2. Name:..... Address:.....

E- Mail ID:..... Signature:..... or failing him/her

3. Name:..... Address:.....

E- Mail ID:..... Signature:..... or failing him/her

Item No.	Resolution(s)	For Resolution	Against
1.	To consider and adopt: (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the auditors thereon		
2.	To appoint a Director in place of Ms. Charita Thakkar, (DIN 00321561), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.		
3.	To appoint Mr. Rajesh Parikh (DIN 08258755) as an Independent Director.		
4.	To Re-appoint of Ms. Urmi N. Prasad as Joint Managing Director of the Company.		
5.	To Re-appoint of Ms. Charita Thakkar as Joint Managing Director of the Company.		
6.	To Continue the Directorship of Mr. R.M.Thakkar (00248949) as Chairman & non executive Director.		

Signed this day of August, 2019.

Signature of the Shareholder

Signature of Proxy holder(s).....

Affix Re. 1
Revenue
Stamp

Note:

1. This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

BY COURIER



If undelivered, please return to:

GUJARAT PETROSYNTHESE LIMITED

Regd. Office : No. 24, IInd Main, Phase I,

Doddanekkundi Industrial Area, Mahadevapura, Bengaluru - 560 048.

Ph. No. : 080-28524133, E-mail : info@gpl.in