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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic mode. In accordance with the circulars issued by the Ministry, Companies can now send various notices and documents including annual report, to its shareholders through electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and in respect of physical holdings with the Company.



Board of Directors

Shri Pankaj Goel	-	Managing Director
Shri Paras Goel	-	Jt. Managing Director
Smt. Nita Goel	-	Non Executive Woman Director
Shri Aman Goel	-	Executive Director
Shri T. Prasad Reddy	-	Independent Director (upto 30.05.2018)
Shri Manohar Ramawat	-	Independent Director
Shri Sandeep Gupta	-	Independent Director
Shri Suresh Kumar Gupta	-	Independent Director

Audit Committee

Shri Manohar Ramawat	-	Chairman
Shri Pankaj Goel	-	Member
Shri Suresh Kumar Gupta	-	Member

CIN: L24134TG1992PLC014419

Registered Office

"E" Block, 5th Floor,
105, Surya Towers, Sardar Patel Road,
Secunderabad, Telangana-500003.

Auditors

M/s Sekhar & Co.
133/4, Rashtrapathi Road,
Secunderabad, Telangana-500003.

Internal Auditors

M/s Luharuka & Associates,
5-4-184/3&4, Soham Mansion,
2nd Floor, M.G. Road,
Secunderabad, Telangana-500003.

Secretarial Auditors

M/s A.S Ramkumar & Associates
IC, 1st Floor, Yeturu Towers,
6-2-47, A C Guards,
Hyderabad, Telangana-500004.

Listing

Bombay Stock Exchange Limited (BSE),
Mumbai.

Works

U-63, Electronic Zone,
MIDC, Hingna Industrial Estate
Nagpur, Maharashtra - 440016

Nomination and Remuneration Committee

Shri Manohar Ramawat	-	Chairman
Shri Sandeep Gupta	-	Member
Shri Suresh Kumar Gupta	-	Member

Stakeholder Relationship Committee

Shri Manohar Ramawat	-	Chairman
Shri Pankaj Goel	-	Member
Shri Paras Goel	-	Member

Company Secretary & Compliance Officer

Mr. Shashank Jain

Chief Financial Officer

Mr. T. Brahmaiah

Bankers

State Bank of India
Secunderabad Branch

Share Transfer Agents

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad -500032, Telangana

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of **Pankaj Polymers Limited** (CIN L24134TG1992PLC014419) will be held on Saturday, the 28th day of September 2019 at 11:00 A.M. at Lions Bhavan, 1-8-179, Lakpath Building, Behind HDFC Bank, Near Paradise Circle, Secunderabad – 500003, Telangana to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss for the year ended on that date along with Cash Flow Statement and the notes forming part of accounts, Auditors' Report and the Report of the Board of Directors thereon.
2. To appoint a Director in place of Mr. Pankaj Goel (DIN: 00010059), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Paras Goel (DIN: 00010086) who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. Rakesh S Jain & Associates, Chartered Accountants, Hyderabad (Firm Regn. No. 010129S) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years i.e., from the conclusion of this Annual General Meeting (AGM) till the conclusion of 32nd AGM of the Company."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Pankaj Goel as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions of the companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with schedule-V of the companies Act, 2013, Articles of Association of the Company and on the recommendation of the Nomination & remuneration committee and the Board of Directors, approval of the members of the company be and is hereby accorded for re-appointment of Mr. Pankaj Goel (DIN 00010059) as Managing Director of the company for a period of 5 years w.e.f. 01.04.2019 at Nil remuneration, who shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. Re-appointment of Mr. Paras Goel as Jt. Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions of the companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with schedule-V of the companies Act, 2013, Articles of Association of the Company and on the recommendation of the Nomination & remuneration committee and the Board of Directors, approval of the members of the company be and is hereby accorded for re-appointment of Mr. Paras Goel (DIN 00010086) as Jt. Managing Director of the company for a period of 5 years w.e.f. 01.08.2019 at Nil remuneration, who shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. Re-appointment of Mr. Manohar Ramawat as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act as amended from time to time, Mr.Manohar Ramawat (DIN 02734520), an Independent Director of the Company, in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for another term of 5 (five) consecutive years (second term) i.e., upto to the 32nd Annual General Meeting of the Company to be held in the calendar year 2024.”

8. Re-appointment of Mr. Suresh Kumar Gupta as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act as amended from time to time, Mr.Suresh Kumar Gupta (DIN 07860307), an Independent Director of the Company, in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for another term of 5 (five) consecutive years (second term) i.e., upto to the 32nd Annual General Meeting of the Company to be held in the calendar year 2024.”

9. Approval for Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Pankaj Polytec Private Limited, a related party within the meaning of Section 2(76) of the Act, for purchase / sale of plastic raw material / plastic products / Iron and steel products on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.10 crores for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

10. Ratification of appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the appointment of M/s. Rakesh S Jain & Associates, Chartered Accountants, Hyderabad (Firm Regn. No. 010129S) as Statutory Auditors of the Company to hold office upto the conclusion of this Annual General Meeting, made by the Board of Directors on 24th July 2019 to fill the Casual Vacancy caused by the resignation of M/s.Sekhar & Co. be and is hereby ratified.”

By Order of the Board

Place: Secunderabad
Date: 09.08.2019

Sd/-
Pankaj Goel
Managing Director
(DIN: 00010059)

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. Such a proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. Proxies in order to be effective must be received by the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

3. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from 22nd September, 2019 to 28th September, 2019 (both days inclusive).
4. Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
5. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses email id, ECS mandate. In case you are holding Company's shares in physical form, please inform Company's Share Transfer Agent viz. M/s. Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, by enclosing a photocopy of blank cancelled cheque of your bank account.
6. M/s. Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. Members holding shares in physical form are informed to furnish their bank account details to the STA to have printed the same on the dividend warrants so as to avoid any possible fraudulent encashment / misuse of dividend warrants by others.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. upto the date of the meeting.
11. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / STA.
14. Electronic copy of the Annual Report for 2018-19 which includes Notice of the 26th Annual General Meeting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication

purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.

15. A route map giving directions to reach the venue of the 27th Annual General Meeting is given at the end of the Report.

E-voting:

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 27th Annual General Meeting. The Company has engaged the services of Karvy Fintech Private Limited to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 21st September 2019 (cut-off date) are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on 24th September, 2019 (9:00 a.m) and will end on 27th September 2019 (5 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

M/s. Sekhar & Co. have tendered their resignation as Statutory Auditors of the Company on 29/06/2019. Therefore the Board of Directors at its meeting held on 9th August 2019 after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Rakesh S Jain & Associates, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 years i.e., from the conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company, at a remuneration of Rs 50,000/- per annum plus out of pocket expenses and taxes at the applicable rates. There is no change in the Audit fees payable to the new Auditors from that paid to the outgoing Auditors.

M/s. Rakesh S Jain & Associates, a Chartered Accountancy Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 010129S. The Firm provides range of services which include Audit & Assurance, Taxation and Accounting.

M/s. Rakesh S Jain & Associates have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution.

Item No. 5

At the 22nd Annual General Meeting of the Company, Mr. Pankaj Goel was appointed as Managing Director for a period of 5 years i.e., upto 31st March 2019. The Board of Directors at their meeting held on 12th February 2019 have re-appointed Mr. Pankaj Goel as Managing Director of the Company, at Nil remuneration, for a period of five years commencing from 1st April 2019, subject to the approval of shareholders.

Mr. Pankaj Goel, aged about 51 years is a B.com graduate and is a successful and dynamic business man with more than three decades of experience in manufacture of PVC Pipes, HDPE/PP Woven Sacks, PP Disposable Wares and EVA Footwear. Mr. Pankaj Goel is at the helm of the affairs of "The Pankaj Group" which has companies dealing in the manufacture of HDPE/PP Woven Sacks/ Fabrics and Plastic moulded industrial accessories.

Mr. Pankaj Goel is presently the President of T.S. Woven Sacks Manufactures Association. Mr. Pankaj Goel has been associated with this association during the last two decades and has played a vital role in representing the association at various forums and in pursuing the objects of the association. Mr. Pankaj Goel is also a member of many Charitable Institutions.

Considering his long and rich experience in the industry, it would be in the interest of the Company to appoint him as Managing Director as recommended by Nomination and Remuneration committee. He is holding 236520 shares in the Company. His other directorships include Pankaj Capfin Private limited, Pankaj Strips Private limited and Pankaj Polytec Private limited.

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. Approval of the members is sought for appointment of Mr. Pankaj Goel as Managing Director as set out in the resolution. The Board recommends his appointment for your approval.

Except Mr. Paras Goel, Mrs. Nita Goel and Mr. Aman Goel, being relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

Additional Disclosure about the appointee as per Schedule V Part II of the Companies Act, 2013:

Nature of Industry:

Pankaj Polymers Limited is in the business of manufacturing Plastic moulded industrial accessories. The Company was incorporated in 1992 and is based in Telangana, India.

Date of Commencement of Commercial Production:

The commercial operations of the Company started during the year 1993.

Financial Performance : Performance of the Company for the last three years is as follows:

Item	2018-19 (Rs.)	2017-18 (Rs.)	2016-17 (Rs.)
Income from Operations	82,10,465	4,67,59,880	5,69,48,658
Profit / (Loss) before Tax	(1,18,77,572)	10,39,458	97,46,183
Profit / (Loss) after Tax	(99,76,851)	8,29,86	94,84,901

- Export Performance and net foreign exchange earnings :NIL
- Foreign Investments or Collaborations, if any : NIL

Nature of Duties:

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

Item No. 6

At the 22nd Annual General Meeting of the Company, Mr. Paras Goel was appointed as Joint Managing Director for a period of 5 years i.e., upto 31st July 2019. The Board of Directors at their meeting held on 22nd May 2019 have re-appointed Mr. Paras Goel as Joint Managing Director of the Company, at Nil remuneration, for a period of five years commencing from 1st August 2019, subject to the approval of shareholders.

Mr. Paras Goel, aged about 49 years is a B.com graduate and is a successful and dynamic business man with around three decades of experience in manufacture of PVC Pipes, HDPE/PP Woven Sacks, PP Disposable Wares and EVA Footwear. Mr. Paras Goel is a part of the affairs of “The Pankaj Group” which has companies dealing in the manufacture of HDPE/PP Woven Sacks/ Fabrics and Plastic moulded industrial accessories.

Considering his long and rich experience in the industry, it would be in the interest of the Company to appoint him as Joint Managing Director as recommended by Nomination and Remuneration committee. He is holding 235660 shares in the Company. His other directorships include Pankaj Capfin Private limited, Pankaj Strips Private limited and Pankaj Polytec Private limited.

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. Approval of the members is sought for appointment of Mr. Paras Goel as Jt. Managing Director as set out in the resolution. The Board recommends his appointment for your approval.

Except Mr. Pankaj Goel, Mrs. Nita Goel and Mr. Aman Goel, being relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

Additional Disclosure about the appointee as per Schedule V Part II of the Companies Act, 2013:

Nature of Industry:

Pankaj Polymers Limited is in the business of manufacturing Plastic moulded industrial accessories. The Company was incorporated in 1992 and is based in Telangana, India.

Date of Commencement of Commercial Production:

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Financial Performance : Performance of the Company for the last three years is as follows:

Item	2018-19 (Rs.)	2017-18 (Rs.)	2016-17 (Rs.)
Income from Operations	82,10,465	4,67,59,880	5,69,48,658
Profit / (Loss) before Tax	(1,18,77,572)	10,39,458	97,46,183
Profit / (Loss) after Tax	(99,76,851)	8,29,860	94,84,901

- Export Performance and net foreign exchange earnings :NIL
- Foreign Investments or Collaborations, if any : NIL

Nature of Duties:

The JMD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

Item Nos. 7 and 8

Mr. Manohar Ramawat and Mr. Suresh Kumar Gupta (appointed in casual vacancy of Mr. Ishoo Narang) were appointed as Independent Directors of the Company by the Members at the 22nd Annual General Meeting (AGM) held in the year 2014 for a period of FIVE years. As per section 149(10) of the Act, an Independent Director shall hold office for a term upto five years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another (second) term of 5 (five) years, subject to the approval of shareholders by Special Resolution. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes their re-appointment as Independent Directors of the Company to hold office for another 5 (five) (second term) i.e., upto to the conclusion of the 32nd Annual General Meeting of the Company to be held in the calendar year 2024. The Company has, in terms of Section 160(1) of the Act received in writing notice(s) from a Member, proposing their candidature for the office of Director(s).

The Company has received declarations from them to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

A brief justification for their continuation as Independent Directors on the Board of the Company is as under:

Mr. Manohar Ramawat, aged about 56 years and he joined the Board of Directors of the Company on 8th August 2011. He is a Director in New Tek Power Electro Engineering Private Limited. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Manohar Ramawat is a BE Electrical having around three decades of experience in Electrical

Installation and Turnkey Projects for Electrical installation and Real Estate Business in few States. He has been very helpful and instrumental in guiding our Company management for the past decade.

Mr. Suresh Kumar Gupta, aged about 68 years and is a Graduate. He has more than four decades of experience to his credit in Business and Administration. He is not holding any shares in the Company and does not hold any other directorships. He has vast experience in various industries to his credit and will benefit the Company.

The terms and conditions of approval for continuation of their directorship shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that their continued association would be of benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolutions in relation to their appointment as Independent Directors, for the approval by the shareholders by way of special resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

Except Mr. Manohar Ramavat and Mr. Suresh Kumar Gupta, being appointees, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolutions.

Item No. 9

To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with Pankaj Polytec Private Limited (Polytec) which is the related party to your Company. The quantity to be purchased from Polytec will be based on actual price of plastic/ Iron & Steel and conversion charge, thereby reducing the exposure to the volatility of plastic price. The total value of the proposed transaction(s) could reach Rs. 10 crores during financial year 2019-20.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with Polytec comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Polytec in the financial year 2019-20. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Polytec are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Pankaj Polytec Private Limited
2	Name of the Director or KMP who is related	Mr. Pankaj Goel Mr. Paras Goel Ms. Nita Goel Mr. Aman Goel
3	Nature of Relationship	Related party within the meaning of Section 2(76) of the Act.

4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of raw material shall be on a continuous basis. Monetary value of proposed transaction(s) during financial year 2019-20 is expected to be Rs. 10 crores.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Raw material/ finished products available with related Branch party in-house and of desired at market price.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends passing of the resolution as set out at item no. 9 of this Notice as a special resolution.

Item No. 10

M/s. Sekhar & Co., Chartered Accountants, who were appointed as statutory Auditors at the 25th AGM for a period of 5 years have tendered their resignation on 29/06/2019. In accordance with section 139 of the Act, the Board on 24/07/2019, has appointed M/s. Rakesh S Jain & Associates, Chartered Accountants, Hyderabad (Firm Regn. No. 010129S) as Statutory Auditors of the Company in the Casual Vacancy to hold office upto the conclusion of the ensuing Annual General Meeting. The said appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board.

The Board of Directors recommends passing of the resolution as set out at item no. 10 of this Notice as a special resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

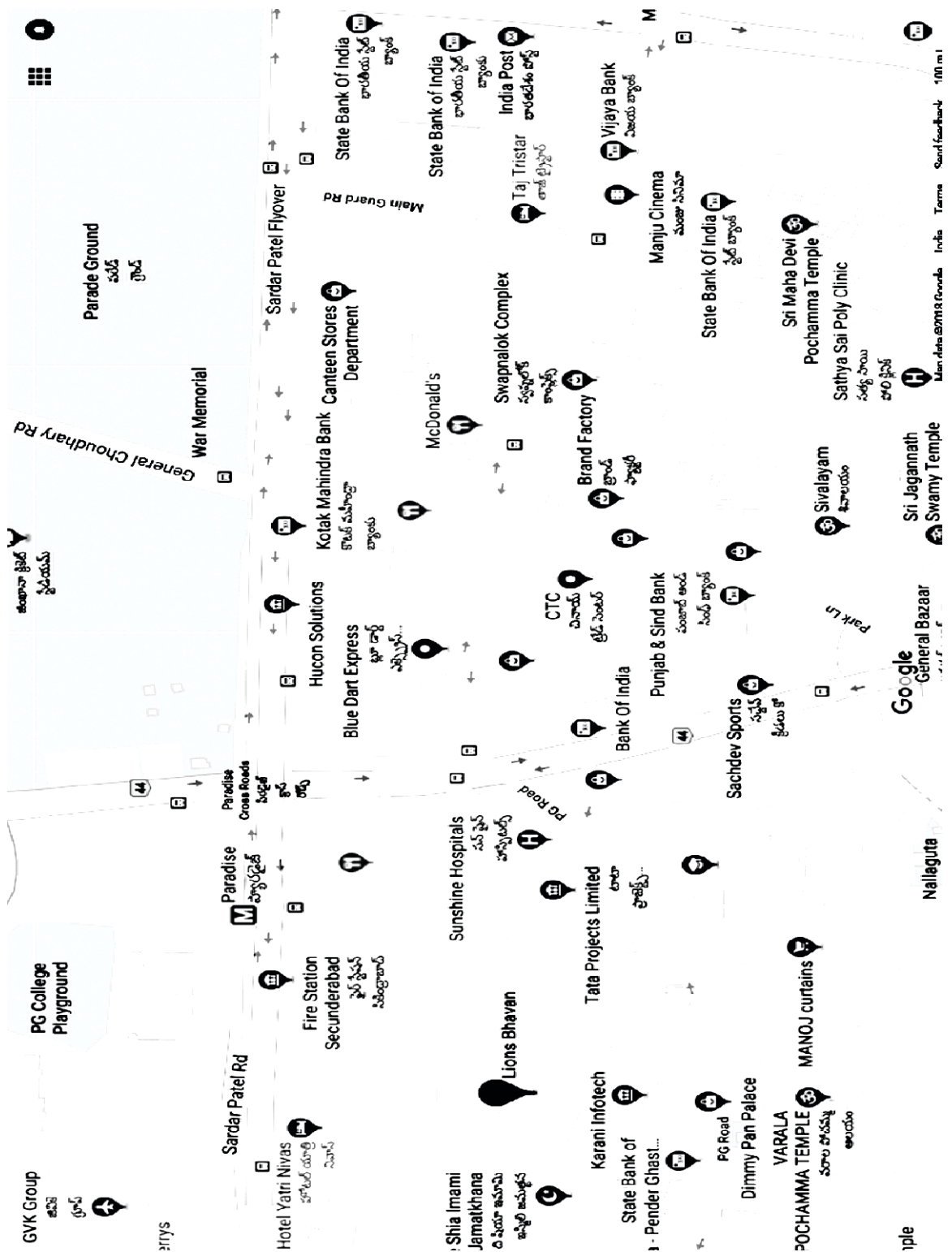
By Order of the Board

Sd/-

Pankaj Goel

Managing Director
(DIN: 00010059)

Place: Secunderabad
Date: 09.08.2019



DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present herewith the 27th Annual Report on the business and operations of the Company and the Audited Accounts for the year ended 31st March, 2019.

1. Financial Results and Operations

The summarized financial results for the year ended 31st March 2019 as compared with the previous year are as under:

₹ in Lakhs

S.No	Particulars	For the Year 2018-19	For the Year 2017-18
a.	Sales	82.10	467.60
b.	Profit before Interest, Depreciation & Tax	(75.79)	81.20
c.	Less: Interest	12.60	30.32
d.	Less: Depreciation	30.39	40.50
e.	Profit before Tax	(118.78)	10.38
f.	Less: Provision for Income Tax	0.00	1.98
g.	Add: Deferred Tax	(19.01)	2.10
h.	Less: MAT Credit Entitlement	0.00	1.98
i.	Net Profit	(99.77)	8.29

The Net sales for the year ended 31st March, 2019 are ₹ 82.10 lakhs, as against ₹ 467.60 lakhs for the previous corresponding year. The Company has incurred a net loss of ₹ 99.77 lakhs as against profit of ₹ 8.29 lakhs for the previous year showing a significant drop in the performance of the Company. The reasons for decrease in turnover includes suspension of operations at Nagpur unit due to adverse market conditions.

The members are aware that the Company has passed resolutions on 10th June 2018 by way of Postal Ballot for Alteration of Main Object Clause of Memorandum of Association of the Company, to make Investment, give Loan, extend Guarantee or provide Security and to Transfer / Sale / Lease of Assets of Nagpur Unit of the Company. The detailed reasons for the business transacted were provided in the Postal ballot notice dated 30th April 2018.

Accordingly, the operations at the Nagpur Unit of the Company have been closed due to adverse market conditions.

2. Dividend

In view of the losses incurred, no dividend was recommended.

3. Deposits from public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

4. Transfer to the Reserves

No amount was transferred to the Reserves for the year ending 31.03.2019.

5. Board of Directors and Key Managerial Personnel

- i. **Composition of Board:** The Company has an Executive Chairman and the Company has optimum combination of Executive and Non-Executive Directors. About half of the Board of Directors are Non-Executive Directors. The Board comprises of three Independent Directors.
- ii. **Board and Committee Meetings:** None of the Directors on the Board is a member of more than 10 committees or Chairman of more than 5 committees across all the Companies in which he is a Director. Necessary disclosures regarding committee positions in other public companies as at 31st March 2019 has been made by the Directors.
- iii. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting and also the number of other directorships and committee memberships held by them are given below:

Name	Category	No. of Board Meetings held during the Year 2018-19		Whether attended last AGM held on 28 th September, 2018	No. of Directorships in all other companies	No. of Committee positions held	
		Held	Attended			Chairman	Member
Shri. Pankaj Goel	Promoter Executive	5	5	Y	4	Nil	2
Shri. Paras Goel	Promoter Executive	5	5	Y	5	Nil	1
Smt. Nita Goel	Promoter Non Executive - Women Director	5	5	Y	1	Nil	Nil
Shri. Aman Goel	Promoter Executive	5	5	Y	1	Nil	Nil
Shri. T Prasad Reddy*	Non Executive - Independent	5	5	Y	3	2	1
Shri. Manohar Ramavat	Non Executive - Independent	5	5	Y	2	2	Nil
Shri. Sandeep Gupta	Non Executive - Independent	5	5	Y	1	Nil	Nil
Shri. Suresh Kumar Gupta	Non Executive - Independent	5	5	Y	1	Nil	1

* Shri T Prasad Reddy, Independent Director of the Company resigned from the directorship on Board from 30.05.2018.

- iv. Five (5) Board Meetings were held during the year 2018-19 on 30.04.2018, 30.05.2018, 04.08.2018, 13.11.2018 and 12.02.2019. The gap between two meetings did not exceed 120 days.

- v. The details relating to appointment/re-appointment of Directors as required under Regulation 36(3) of SEBI (LODR) Regulation, 2015 are provided in the Notice to the Annual General Meeting.

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association of the Company Shri. Pankaj Goel and Shri Paras Goel, Directors retire by rotation and offers themselves for re-appointment.

Your Board of Directors recommends the re-appointment of Shri. Pankaj Goel, Shri Paras Goel, Shri. Manohar Ramawat and Shri. Suresh Kumar Gupta as detailed in Notice of Annual General Meeting (AGM). Their brief profile has been provided elsewhere in this Annual Report.

Pursuant to the provisions of section 203 of Companies Act, 2013, the key managerial personnel of the Company are – Shri Pankaj Goel, Managing Director, Mr. T. Brahmaiah, Chief Financial Officer and Mr. Shashank Jain, Company Secretary (w.e.f. 12.02.2019)

Statement on Declaration given by Independent Directors under sub-Section (6) of Section 149

The Independent Directors have submitted the Declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in sub-section (6) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

6. Evaluation of the Board's Performance

Pursuant to the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as evaluation of the workings of its Board Committees.

A meeting of the Independent Directors was held on 12th February 2019, which reviewed the performance of Non-Independent Directors, Chairman and the quality of the information and follow up action is being taken on suggestions made therein.

7. Familiarization Program for Independent Directors

The Company has formulated a familiarization program for the Independent Directors to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

8. Nomination and Remuneration Policy

The Company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. The Company while deciding the remuneration package of the management takes into consideration the employment scenario, remuneration package of the industry, financial performance of the Company and talents of the appointee. The Executive Directors and Non Independent Directors of the Company are not entitled to sitting fees.

Details of remuneration paid to the Executive Directors:

Name	Designation	Salary & Commission (₹)	Perquisites (Contribution to P.F) (₹)	Total (₹)
Shri. Pankaj Goel	Managing Director	-	-	-
Shri. Paras Goel	Jt. Managing Director	-	-	-
Shri. Aman Goel	Whole-time Director	960,000	-	960,000

Sitting Fees: Nil

9. Director's Responsibility Statement

In accordance with clause (c) of sub-section 3 of section 134 of the Companies Act, 2013, the Directors of the Company state:

- That in the preparation of the accounts for the financial year ended 31st March, 2019; the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 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 of the Company for the year under review.
- 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 safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the Directors have prepared the accounts for the financial year ended 31st March 2019 on a 'going concern basis'.
- That the Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and operating effectively.
- The Directors had devised proper systems to ensure Compliance with the provisions of all applicable Laws, and that such systems were adequate and operating efficiently.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

10. Auditors

a) Statutory Auditors

M/s. Sekhar & Co., Chartered Accountants, who were appointed as statutory at the 25th AGM for a period of 5 years have tendered their resignation on 29/06/2019. On 24/07/2019, the Board has appointed M/s. Rakesh S Jain & Associates, as Statutory

Auditors of the Company in the Casual Vacancy who shall hold office upto the conclusion of the ensuing Annual General Meeting.

Further the Board recommends the appointment of M/s. Rakesh S Jain & Associates, Chartered Accountants, Hyderabad (Firm Regn. No. 010129S) as Statutory Auditors of the Company for a period of five years. They have consented to the appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

The Auditors' Report to the Shareholders for the year under review does not contain any Qualifications.

b) Internal Auditors

The Board of Directors based on the recommendation of the Audit Committee has re-appointed M/s. Luharuka & Associates, Chartered Accountants, as the Internal Auditors of your Company. The Internal Auditors are submitting their reports on quarterly basis.

c) Secretarial Auditors

The Board has appointed M/s. A.S. Ram Kumar and Associates, Company Secretaries in Practice, to carry out the Secretarial Audit under the provisions of section 204 of the Companies Act, 2013 for the financial year 2018-19. The Report of the Secretarial Auditor is annexed to this report as **Annexure - A**.

11. Particulars of Employees

No employee in the organization was in receipt of remuneration, which requires disclosure under section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

12. Corporate Governance

As per reg. 15 (2) of SEBI (LODR) Regulations, 2015 provisions of Corporate Governance are not applicable to the Company for FY 2018-19. Relevant certificate forms part of this Annual Report.

13. Risk Management Policy

The Company has instituted a proper mechanism for identifying and establishing controls to effectively manage different kinds of risks. At present the threats, risks and concerns being felt are stiff competition in the market, consolidation of manufacturers, who have branded products and fluctuations in prices as well as availability of raw materials.

14. Management Discussion & Analysis Report

Pursuant to the provisions of SEBI (LODR) Regulations, 2015 a report on Management Discussion & Analysis is herewith annexed as **Annexure - B** to this report.

15. Whistle Blower Policy

The Company has in place a Whistle Blower Policy for Vigil Mechanism for Directors and Employees to report to the Management about unethical behavior, fraud, and violation of Company's Code of Conduct. None of the personnel has been denied access to the Audit Committee.

16. Declaration about Compliance with Code of Conduct by Members of the Board and Senior Management Personnel

The Company has complied with the requirements about the Code of Conduct for Board members and Senior Management Personnel. A compliance certificate by the Managing Director forms part of this Report.

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainee) are covered under the Policy. The following is a summary of sexual harassment complaints received and disposed off during each year:

- a) No. of Complaints Received : NIL
- b) No. of Complaints Disposed off : NIL

18. Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

Particulars pursuant to the provisions of Section 134 of Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 are given in the **Annexure – C** to this report.

19. Other Disclosures

i. Extract of Annual Return

An extract of Annual Return prepared in accordance with section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed as **Annexure - D** to this Report.

ii. Change in Share Capital

There was no change in Share Capital during the year 2018-19.

iii. Composition of Audit Committee.

The Audit Committee of the Company was constituted in line with the provisions of Section 177 of the Companies Act, 2013. The Board has re-constituted the Audit Committee, comprising of Shri. Manohar Ramavat, Independent Director as the Chairman, Shri. Pankaj Goel, Managing Director, and Shri. Suresh Kumar Gupta, Independent Director as the members of the committee. During the year 2018-19 the Audit Committee met Four (4) times on 30.05.2018, 04.08.2018, 13.11.2018 and 12.02.2019. All the members were present at the meetings.

iv. Related Party Transactions

All Related Party Transactions are entered on Arm's Length basis and are in compliance of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for transactions which are foreseeable and repetitive in nature. A statement of all Related Party Transactions is presented before the Audit Committee on quarterly basis, specifying the nature, value and terms and conditions of the transactions. Complete details mentioned in the Notes to accounts.

Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure - E** in Form AOC-2 to this report.

v. Loans/ Guarantees/ Investments under section 186 of Companies Act, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

20. Significant and material orders passed by Regulators or Courts

There are no significant material orders passed by the Regulators or Courts which would impact the going concern status of the Company and its future operations.

21. Adequacy of Internal Financial Control Systems with reference to Financial Statements

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal control systems comprising of policies and procedures designed to ensure reliability of financial reporting timely feedback on achievement of operational and strategic goals, compliance with policies procedure, applicable laws and regulations, and that all assets and resources as acquired are used economically.

22. Corporate Social Responsibility

The provisions of Corporate Social Responsibility are not applicable to the Company for the year.

23. Subsidiary / Joint Venture / Associate Companies

The Company does not have subsidiary/joint venture companies. Details of Associate Companies are mentioned in MGT 9 i.e., Extract of Annual Return and financial statements, which form part of this Report.

24. Human Resource

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

25. Acknowledgements

Your Directors wish to express their appreciation for the cooperation and continued support received from the Industrial Development Bank of India, the Company's Bankers. Your Director's also take this opportunity to place on record their appreciation for the dedicated services rendered and sense of commitment shown by the employees at all levels and their contribution towards the performance of the Company.

for and on behalf of the Board of Directors

Place: Secunderabad
Date: 09.08.2019

Sd/- Pankaj Goel Managing Director (DIN 00010059)	Sd/- Paras Goel Jt. Managing Director (DIN 00010086)
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**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 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,
Pankaj Polymers Limited
'E' Block, 5th Floor, 105, Surya Towers,
Sardar Patel Road, Secunderabad – 500 003,
Telangana.

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

Based on our verification of the Pankaj Polymers Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, 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 Pankaj Polymers Limited for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
- (vi) Other laws specifically applicable to the Company:
 - a) The EPF & Misc. Provisions Act, 1952;

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

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

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

- a) **There was a delay of 42 days in appointment of new Company Secretary in the vacancy caused due to resignation of earlier Company Secretary. Hence non-compliance with section 203 of Companies Act, 2013 and Reg. 6(1) of SEBI (LODR) Regulations, 2015.**

We further report that

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

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

All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that:

- there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- there were no such specific events/actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

- As per the information provided by the Company, corporate governance provisions are not applicable to the Company for the year under review, as it's paid up equity share capital is not exceeding Rupees 10 Crore and Net Worth is not exceeding Rupees 25 Crore, as on the day of the Previous Financial Year.

Place: Hyderabad
Date: 09.08.2019

for **A.S.Ramkumar & Associates**
Company Secretaries

Sd/-
N. MADHAVI
Partner
CP No. 11732

This Report is to be read with our letter of even date which is annexed as Annexure A1 and forms an integral part of this report.

'Annexure A1'

To,
The members,
Pankaj Polymers Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. 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 procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 09.08.2019

for **A.S.Ramkumar & Associates**
Company Secretaries

Sd/-
N. MADHAVI
Partner
CP No. 11732

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The information required in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming a part of the Directors' Report for the Year ended 31st March, 2019.

OVERVIEW OF THE ECONOMY

Indian Plastic industry, especially packaging industry is going through a tough phase. Plastic is an eco-friendly product, which is safe guarding the ecological balance of the globe. In our opinion, Plastic is a greatest and major achievement of Human. Right from packaging to Aeronautics, it is used each and everywhere. It is very difficult to imagine a Plastic free world.

The quantum of paper required for packaging needs of the globe is enormous and the world greenery will completely vanish in no time. Similarly, the requirement of Furniture industry and other industries, where Plastics has replaced precious conventional products. Plastic is revolutionary product, which is giving a major economic thrust to the Global economy. However Negative Publicity and Negative marketing have become major threats to this versatile and ecofriendly product.

The increasing consumption of plastic products because of its applications in several end users and the rapid industrialization is increasing the demand for polymers market in India. Also, the expanding sectors such as health, pharmaceuticals and others is one of the factor that is propelling the market. The petrochemical and chemical industry plays a very significant role for the development of economy in a country.

Polymers market is segmented by type, class, source and applications. In terms of number of application and its products polyethylene is dominating the Indian market and followed by that polyvinyl chloride and polypropylene.

The major factor that is increasing the demand for polymers market in India is the financial conditions and favourable macroeconomic conditions. the rural market is one of the growth frontiers for several polymers manufacturing companies in India that provides a huge market to be tapped. The Indian polymer Compound industry is highly fragmented with a large number of producers. The market for Compounds, cables and wires is mainly dominated by the unorganized sector controlling about 70% of the domestic demand. However, after demonetization, the situation is changing. With the slew of advertising and the publicity campaigns targeted at this segment, companies are getting more and more aware about the quality of products in this category too and making queries before deciding on the purchase of cables and wiring.

OPPORTUNITIES AND THREATS:

a. OPPORTUNITIES

The Indian plastic industry clearly has the potential to continue its fast growth. However, over the next few years, competition in the industry is expected to increase considerably, as a result of global trends, which will become applicable to the liberalizing economy of country. To survive the competition, both polymer manufacturers and processors will need to adopt radically new methods and approaches to reduce costs, improve market and customer service and management of performance.

The plastic industry caters to the almost every aspect of daily life such as clothing, housing, construction, furniture, automobiles, household items, agriculture, horticulture, irrigation,

packaging, medical appliances, electronics and electrical items. Increased penetration in all areas is helping the industry grow.

b. THREATS

As the polymer industry faces many challenges in terms of environmental myths, lack of advanced technology, limited infrastructure, and high volatility in feedstock prices, thus becomes more competitive, polymer manufacturers face increasing pressures for production cost reductions and more stringent “polymer quality” requirements. To overcome these challenges, significant efforts will have to be made by all the stakeholders to realize the real potential of this industry.

SEGMENT WISE PERFORMANCE:

As per Accounting Standard AS- 17, the business of the Company falls under only one segment of business; hence segment report is not applied.

RISKS AND CONCERNS:

While the demand for the polymers continues to be strong however the polymers are petrochemical products. The fluctuation in crude prices may increase the cost of polymer production. Global trade balance and inventories will have impact on polymer prices. At present the risk and concerns, being felt and forecasted are, stiff competition in the market, consolidation of manufacturers, who have branded products and fluctuations in prices as well as availability of the raw material. Innovation, rationalization of costs and effective downstream industry management will offer a competitive advantage to polymer manufacturers across the globe.

INDUSTRY OUTLOOK:

Polymers market is segmented by type, class, source and applications. In terms of number of application and its products polyethylene is dominating the Indian market and followed by that polyvinyl chloride and polypropylene.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review the Company has achieved a turnover of ₹ 82.10 lakhs as against ₹ 467.59 lakhs in the previous year. Company has produced 12.657 MTS of Plastic Moulded Industrial Accessories against 197.313 MTS in the previous year. Pet Jars production during the year was 20.601 MT as against 116.169 MT in the previous year. During the year the Company has incurred a Net loss of ₹ 99.77lakhs as against Net Profit ₹ 8.29 lakhs in the previous year.

The Earning per share (EPS) of the Company as on 31.03.2019 was (1.80) as against 0.15 in the previous year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an adequate system of internal controls comprising authorization levels, supervision, checks and balance and procedures through documented policy guidelines and manuals, which provide that all transactions are authorized, recorded and reported correctly and compliance with policies and statutes are ensured. The operational managers exercise their control over business processes through operational systems, procedural manual and financial limits of authority manual, which are reviewed and updated on an ongoing basis to improve the systems and efficiency of operations. The company places prime importance on an effective internal audit

system. The internal control system is supplemented by internal audit, regular review by the management and well-documented policies. The Company has an independent internal audit system to monitor the entire operations and services. The top management and Audit Committee of the Board review the findings of the Internal Auditor and takes remedial actions accordingly.

INDUSTRIAL RELATIONS AND HUMAN RESOURCE DEVELOPMENT:

Industrial Relations continued to be harmonious and cordial throughout the year. The Company always valued its Human Resources and believes in unlimited potential of each employee. The Company has 10 numbers of Employees as on 31st March 2019.

Your directors believe and affirm the importance of developing human resources, which is the most valuable asset of your Company and the key element in bringing all round improvements and achieving growth. The human resource philosophy and strategy of your Company has been designed to attract and retain the best talent. In practice, it creates and nurtures a work environment that keeps employees engaged & motivated. Employee relations during the year under review were peaceful. The contribution and co-operation received from employees across all levels was excellent and the same has been appreciated & supported by the management through its continuous & systematic training programmes.

CAUTIONARY STATEMENT

Statement in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, exceptions or predictions may be forward looking statement and are based on certain assumptions and exception of future events. Actual result could however differ materially from those express or implied. Important factors that could make a difference to the Company's operation including global and domestic demand-supply condition, finished goods process, raw material cost, and availability, changes in government regulations and tax structure, economic development within India and the Countries with which the Company has Business Contracts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statement herein which may undergo changes in future on the basis of subsequent developments, information and events.

ANNEXURE-C

Information under section 134 of the Companies Act, 2013 read with rule 8 of Companies (Accounts) Rules, 2014 and forming a part of Directors' Report.

Conservation of Energy

The Company is striving to conserve energy by adopting innovative measures to reduce wastage and optimize consumption. The adoption of the above helps to control the proportionate increase in total energy usage consequent to overall increase in production. The total energy consumption is given as per Form-A below:

Form A: for Disclosure of Particulars with respect to Conservation of Energy

PARTICULARS	2018-19	2017-18
POWER & FUEL CONSUMPTION		
1. Electricity		
a) Purchased		
Units	89102	500814
Total Amount (₹)	758030	3434823
Rate Per Unit (₹)	8.50	6.86
b) Own Generation		
Through diesel generator		
Units (Litres)	--	--
Total Cost (₹)	--	--
2. Coal (specify quality and where used)		
Quantity	--	--
Total Cost (₹)	--	--
Average Rate (₹)	--	--
3. Furnace Oil		
Quantity (Litres)	--	--
Total Amount (₹)	--	--
Average rate (₹)	--	--
4. Natural gas		
Quantity	--	--
Total Amount (₹)	--	--
Average rate (₹)	--	--
CONSUMPTION PER UNIT OF PRODUCTION:	--	--
The consumption of raw material per Kg.		

FORM B (See Rule 2)

Form for Disclosure of Particulars with respect to Technology Absorption (R&D)

A. Research and Developed (R&D)	—	Not Applicable
B. Technology absorption, adoption and innovation	—	Not Applicable
C. Foreign Exchange Earnings and Outgo:		
	Amount in Rs.	Amount in Rs.
Earnings	NIL	NIL
Outgo	NIL	NIL

For and on behalf of the Board of Directors

Place: Secunderabad
Date: 09.08.2019

Sd/-
Pankaj Goel
Managing Director
(DIN 00010059)

Sd/-
Paras Goel
Jt. Managing Director
(DIN 00010086)

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24134TG1992PLC014419
2.	Registration Date	24/06/1992
3.	Name of the Company	PANKAJ POLYMERS LIMITED
4.	Category/Sub-category of the Company	COMPANY HAVING SHARE CAPITAL
5.	Address of the Registered office & contact details	5th Floor, E- Block, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500003, Telangana. Ph: 040-27897743/44 Email-Id: info@pankajpolymers.com
6.	Whether listed company	YES (LISTED-IN- BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana. Ph: 040 6716 1606 / 1602

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:

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacture of HDPE/PP Woven Sacks/Fabrics Plastic Moulded Industrial Accessories (CFL) Pet Jars	22203 22207	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate company	% Of Shares held	Applicable Section of Companies Act, 2013
1	Pankaj Capfin Private Limited 5 th Floor, E-Block, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500003 Telangana	U67120TG1996PTC023072	Associate	4.04	2 (d)
2	Pankaj Tubes Private Limited 5 th Floor, E-Block, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500003 Telangana	U27106TG1982PTC024346	Associate	-	2 (d)
3	Pankaj Strips Private Limited 5 th Floor, E-Block, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500003 Telangana	U17303TG1998PTC041693	Associate	11.76	2 (d)
4	Aman Tubes Private Limited 5 th Floor, E-Block, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500003 Telangana	U72200TG2006PTC049475	Associate	-	2 (d)
5	Pankaj Polytec Private Limited 5 th Floor, E-Block, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500003 Telangana	U25199TG2011PTC073822	Associate	17.87	2 (d)

6	Vaibhav Ropes Private Limited 105, D Block, 5 TH Floor Surya Towers, S. P Road Secunderabad - 500003 Telangana	U25209TG2017PTC115328	Associate	-	2 (6)
7	Pankaj Polychem Private Limited D-Block, Vth Floor, 105, Surya Towers, S.P. Road Secunderabad – 500003, Telangana	U25203TG2011PTC076262	Associate	14.29	2 (6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

i. Category- wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters and Promoter Group									
(1)Indian									
a)Individual/HUF	945030	0	945030	17.05	945030	0	945030	17.05	0
Central Govt.	0	0	0	0	0	0	0	0	0
State Govt (s)	0	0	0	0	0	0	0	0	0
Bodies Corp.	2027247	0	2027247	36.57	2027247	0	2027247	36.57	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A)(1):-	2972277	0	2972277	53.61	2972277	0	2972277	53.61	0
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	-
b) Other – Individuals	0	0	0	0	0	0	0	0	-
c) Bodies Corp.	0	0	0	0	0	0	0	0	-
d) Banks / FI	0	0	0	0	0	0	0	0	-
e) Any Other....	0	0	0	0	0	0	0	0	-
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2972277	0	2972277	53.61	2972277	0	2972277	53.61	0
B. Public Shareholding									
1.Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	-
b) Banks / FI	0	0	0	0	0	0	0	0	-
c) Central Govt	0	0	0	0	0	0	0	0	-
d) State Govt(s)	0	0	0	0	0	0	0	0	-
e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
f) Insurance Companies	0	0	0	0	0	0	0	0	-

g) FII's	0	0	0	0	0	0	0	0	-
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	-
i) Others (specify)	0	0	0	0	0	0	0	0	-
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	-
2. Non Institutions									
a) Bodies Corp.	663998	13900	677898	12.23	645102	13900	659002	11.89	-0.34
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakhs	983661	294159	1277820	23.05	1056528	291759	1348287	24.32	+1.27
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	596073	0	596073	10.75	547834	0	547834	9.88	-0.87
c) Others: NRIs	19832	0	19832	0.36	16500	0	16500	0.30	-0.06
Sub-total (B)(2):-	2263564	308059	2571623	46.39	2265964	305659	2571623	46.39	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	2263564	308059	2571623	46.39	2265964	305659	2571623	46.39	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5235841	308059	5543900	100	5238241	305659	5543900	100	-

ii. Shareholding of Promoters/ Promoters Group

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pankaj Capfin Private Limited	657617	11.86	0	657617	11.86	0	-
2	Pankaj Strips Private Limited	1005730	18.14	0	1005730	18.14	0	-
3	Pankaj Polytec Private Limited	363900	6.56	0	363900	6.56	0	-
4	Baburam Goel	8540	0.15	0	8540	0.15	0	-
5	Pankaj Goel	236520	4.27	0	236520	4.27	0	-
6	Paras Goel	235660	4.25	0	235660	4.25	0	-
7	Kanchan Goel	259310	4.68	0	259310	4.68	0	-
8	Nita Goel	205000	3.70	0	205000	3.70	0	-
	TOTAL	2972277	53.61	0	2972277	53.61	0	0

iii. Change in Promoters' Shareholding – No changes during the year under review.

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

Sl. No.	Shareholder Name	Shareholding at the beginning of the year		Share holding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Alaukik Mines And Power P Ltd	350	0.00	239587	4.32
2	Prabha B Kedia	209228	3.77	209228	3.77
3	Garnet International Limited	147076	2.65	147076	2.65
4	Nikul Kumar Pravinbhai Kanani	76000	1.37	76000	1.37
5	Mita Dipak Shah	65810	1.19	65810	1.19
6	Religare Finvest Ltd	60000	1.08	60000	1.08
7	Sheth Commercial Pvt Ltd	50000	0.90	50000	0.90
8	Ashok Humad	46200	0.83	46200	0.83
9	Nirmal Bang Securities Pvt Ltd	0	0.00	45027	0.81
10	Rama Kant Gaggar	42609	0.77	42609	0.77

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Pankaj Goel				
	At the beginning of the year	236520	4.27	236520	4.27
	Change during the year	0	0	0	0
	At the End of the year	236520	4.27	236520	4.27
2	Paras Goel				
	At the beginning of the year	235660	4.25	235660	4.25
	Change during the year	0	0	0	0
	At the End of the year	235660	4.25	235660	4.25
3	Nita Goel				
	At the beginning of the year	205000	3.70	205000	3.70
	Change during the year	0	0	0	0
	At the End of the year	205000	3.70	205000	3.70
4	Manohar Ramawat				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0
5	Sandeep Gupta				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0
6	Aman Goel				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0
7	Suresh Kumar Gupta				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0

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	22451006	-	-	22451006
ii) Interest due but not paid	227584	-	-	227584
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	22678590	-	-	22678590
Change in Indebtedness during the financial year		-	-	
*Addition	-	-	-	-
*Reduction	22678590	-	-	22678590
Net Change	-22678590	-	-	-22678590
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 TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director.

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Pankaj Goel	Paras Goel	Aman Goel	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	960,000	960,000
	(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	Others (Contribution to P.F)	-	-	-	-
	Total (A)	-	-	960,000	960,000
	Ceiling as per the Act				

B. Remuneration to Other Directors:

S. No.	Particulars of Remuneration	Name of Directors				TOTAL AMOUNT (₹)
		T.Prasad Reddy	Manohar Ramavat	Sandeep Gupta	Suresh Kumar Gupta	
1	Independent Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act					

C. Remuneration To Key Managerial Personnel other than MD/Manager/WTd:

SN	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	-	39,715	3,60,000	3,99,715
	(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	Others, please specify	-	-	-	-
	TOTAL	-	39,715	3,60,000	3,99,715

VII. PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENSES

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

Place: Secunderabad
Date: 09.08.2019

Sd/
Pankaj Goel
Managing Director
(DIN:00010059)

Sd/ -
Paras Goel
Jt. Managing Director
(DIN: 00010086)

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

S. No.	Particulars	
1.	Details of contracts or arrangements or transactions not at arm's length basis:	NIL
	(a) Name(s) of the related party and nature of relationship:	
	(b) Nature of contracts/arrangements/transactions:	
	(c) Duration of the contracts / arrangements/transactions:	
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
	(e) Justification for entering into such contracts or arrangements or transactions	
	(f) Date(s) of approval by the Board:	
	(g) Amount paid as advances, if any:	
2.	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	NIL
	Details of material contracts or arrangement or transactions at arm's length basis:	
	(a) Name(s) of the related party and nature of relationship:	
	(b) Nature of contracts/arrangements/transactions:	
	(c) Duration of the contracts / arrangements/transactions:	
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
	(e) Date(s) of approval by the Board, if any:	
	(f) Amount paid as advances, if any:	

For and on behalf of the Board of Directors

Place: Secunderabad
Date: 09.08.2019

Sd/-
Pankaj Goel
Managing Director
(DIN 00010059)

Sd/-
Paras Goel
Jt. Managing Director
(DIN 00010086)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Pankaj Polymers Limited
“E” Block, 5th Floor, 105, Surya Towers,
Sardar Patel Road, Secunderabad,
Telangana-500003

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Pankaj Polymers Limited having CIN L24134TG1992PLC014419 and having registered office at “E” Block, 5th Floor, 105, Surya Towers, Sardar Patel Road, Secunderabad, Telangana-500003 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	PANKAJ GOEL	00010059	24.06.1992
2	PARAS GOEL	00010086	22.06.1998
3	NITA GOEL	00014507	30.03.2015
4	MANOHAR RAMAWAT	02734520	08.08.2011
5	SANDEEP GUPTA	05185175	10.08.2015
6	AMAN GOEL	07729553	11.02.2017
7	SURESH KUMAR GUPTA	07860307	26.06.2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 09.08.2019

for **A.S.Ramkumar & Associates**
Company Secretaries in Practice
Sd/-
N. MADHAVI
Partner
CP No. 11732

CERTIFICATE

To
The Share holders
Pankaj Polymers Limited

Sub: Non-applicability of Corporate Governance provisions of SEBI (LODR) Regulations – reg.

This is to certify that in terms of Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, 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 shall not apply, in respect of :-

- a. The listed entity having a paid up equity share capital not exceeding Rupees 10 Crore and Net Worth not exceeding Rupees 25 Crore, as on the day of the Previous Financial Year.

In this connection, we hereby certify that paid up capital of Pankaj Polymers Limited as on 31st March, 2018 is Rs. 5,54,39,000 (Rupees Five Crore Fifty Four Lakhs Thirty Nine Thousand) and Net Worth is Rs. 9,12,39,467 (Rupees Nine Crore Twelve Lakhs Thirty Nine Thousand Four Hundred and Sixty Seven only), which is not exceeding the limits specified in Regulation 15(2) of SEBI (LODR), Regulations 2015. Hence the Corporate Governance provisions are not applicable to the Company for FY 2018-19.

Place: Hyderabad
Date: 09.08.2019

for **A.S.Ramkumar & Associates**
Company Secretaries in Practice

Sd/-
N. MADHAVI
Partner
CP No. 11732

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Pursuant to Regulation 26 and Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and Senior Management Personnel are aware of the provisions of the Code of Conduct laid down by the Board. I hereby confirm that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct.

Place: Secunderabad
Date: 09.08.2019

Sd/-
Pankaj Goel
Managing Director
DIN: 00010059

**COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF
FINANCIAL OFFICER (CFO)**

We, Pankaj Goel, Managing Director and T. Brahmaiah, CFO of Pankaj Polymers Limited, to the best of our knowledge and belief, certify that:

We have reviewed the financial statements and the cash flow statement for the year under review and to the best of our knowledge and belief:

- these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
- these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and disclosed to the auditors and audit committee, the deficiencies in the design and operation of such internal controls and the steps taken to rectify these deficiencies.

We have indicated to the auditors and the audit committee that

- there are no significant changes in internal control over financial reporting during the year.
- there are no significant changes in accounting policies during the year .
- there are no frauds of which we are aware, that involves management or other employees who have a significant role in the Company's internal control system.

Sd/-

Sd/-

Place: Secunderabad
Date: 22.05.2019

Pankaj Goel
Managing Director

T.Brahmaiah
CFO

INDEPENDENT AUDITOR'S REPORT**To the Members of M/s Pankaj Polymers Limited****Report on the Ind AS Financial Statements****Opinion**

1. We have audited the accompanying Ind AS Standalone financial statements of **PANKAJ POLYMERS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the statement of change in Equity for the year then ended and notes to the standalone financial statements, including the summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and total comprehensive income (comprising of profit and other comprehensive income) its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibility under those standards are further described in the 'Auditor's Responsibility 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 provision of the Act 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.

Emphasis of matter

4. *Without qualifying our report, we draw our attention that the company has temporary suspended its manufacturing unit on commercial expediency. No adjustment has been made and the financial statement has been prepared on going concern basis as the management is of opinion that appropriate steps will be taken to effectively utilize the existing assets.*

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our Audit of Financial Statements of the current period, these matters were addressed in the context of our Audit of the Standalone Financial Statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there is no key audit matters to communicate in our report.

Other Information

5. The company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does include the Standalone financial statements and our auditor's report thereon.

6. Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the standalone 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 obtain in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with the governance for the financial statements.

8. 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Indian Accounting Standards) Rule, 2015, as amended. 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating 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.

Auditors Responsibilities for the audit of Financial Statements.

10. Our objectives are to obtain reasonable assurance about whether the Standalone 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.
11. 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.

- 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 with reference to financial statements 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.
12. 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.
 13. 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.
 14. 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

15. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" statement on the matters Specified in paragraphs 3 and 4 of the Order.
16. As required by section 143(3) of the Act, we further 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 purpose of our audit.

- b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. on the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 A”; and
- g. With respect to 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 has made provision, as required under the applicable law or accounting standard, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - III. During the year the Company has transfer the required amount to the Investor Education and Protection Fund and there is no delay in transferring of such sum.

For Sekhar & Co

Chartered Accountants

Firm Reg No: 003695S

Sd/-

KC Devdas

(Partner)

Membership No:014966

Place: Secunderabad

Date: 22.05.2019

Annexure A - to the Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls with reference to Standalone Financial Statements of **PANKAJ POLYMERS LIMITED** ("the Company") as of 31 March 2019 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to Standalone financial statements were operating effectively as at 31 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 Sekhar & Co

Chartered Accountants

Firm Reg No: 003695S

Sd/-

KC Devdas

(Partner)

Membership No:014966

Place: Secunderabad

Date: 22.05. 2019

‘Annexure- B’ referred to in Independent Auditors’ Report to the members of the Company on the financial statements for the year ended 31 st March, 2019, we report that

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanation given us, no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable property held in the name of company.
- (ii) (a) The inventories have been physically verified at reasonable intervals by the management.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (iii) The company had granted loan to one of its wholly owned subsidiary company as covered in the register maintained under section 189 of the Companies Act, 2013.
 - (a) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant for such Loan are not prejudicial to the Company’s interest.
 - (b) In respect of the aforesaid loans, the schedule of repayment of principle and interest has been stipulated, repayment of principal and interest has been regular as per the stipulation.
 - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- (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.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the cost records maintained by the company prescribed by the Central Government of India under section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been maintained. We have , however , not made a detailed examination of the cost records with a view to determine whether they are accurate or complete .
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, , Employees’ State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other statutory dues, as applicable, with the appropriate authorities in India;
- (b) According to the information and explanations given to us and based on the records of the company examined by us, no undisputed amounts payable in respect

of Provident Fund, Income Tax, Sales Tax, Wealth Tax and other material statutory dues for a period of more than six months from the date they become payable.

- (viii) According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of loans from any financial institution or banks and has not issued debenture.
- (ix) The Company did 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 information and explanations give to us and based on our examination of the records of the Company, the Company has provided for managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Sekhar & Co
Chartered Accountants
Firm Reg No: 003695S

Sd/-
KC Devdas
(Partner)
Membership No:014966

Place: Secunderabad
Date: 22.05.2019

PANKAJ POLYMERS LIMITED
Balance Sheet as at 31st March 2019

PARTICULARS	Note No.	As at 31st March, 2019	As at 31st March, 2018
ASSETS			
Non-current assets			
(i) Property, plant and equipment	5	22,873,093	38,505,262
(ii) Financial Assets			
- Investments	6	22,117,148	10,395,463
- Deposits	7	514,941	501,803
		45,505,182	49,402,528
Current assets			
(i) Inventories	8	-	8,007,300
(ii) Financial assets			
- Trade receivables	9	5,056,765	10,702,903
- Cash and cash equivalents	10	838,239	430,190
(iii) Current Tax Assets (net)	11	2,780,962	2,923,943
(iv) Other current assets	12	31,495,134	49,635,507
		40,171,100	71,699,843
TOTAL ASSETS		85,676,282	121,102,371
EQUITY AND LIABILITIES			
Equity			
(i) Equity share capital	13	55,439,000	55,439,000
(ii) Other Equity	14	25,545,301	35,800,467
Total Equity		80,984,301	91,239,467
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings	15	613,942	2,504,713
		613,942	2,504,713
Current liabilities			
Financial liabilities			
(i) Current Borrowings	16	-	16,486,801
(ii) Other financial liabilities	17	969,355	3,459,492
(iii) Trade Payables	18	294,823	2,677,400
(iv) Other current liabilities	19	652,416	353,982
(v) Provisions	20	75,000	393,350
(vi) Deferred Tax Liabilities	21	2,086,445	3,987,166
		4,078,039	27,358,191
Total liabilities		4,691,981	29,862,904
TOTAL EQUITY AND LIABILITIES		85,676,282	121,102,371

Summary of significant accounting policies 1 to 4

The accompanying notes are an integral part of the financial statements. 29 to 38

As per our report of even date attached

For Sekhar & Co
Chartered Accountants,

Sd/-
(K C Devdas)
Partner
M.No.014966
Firm Regn. No. 003695S
Place: Secunderabad
Date: 22.05.2019

for and on behalf of the Board,

Sd/-
Pankaj Goel
Managing Director
DIN:00010059
Sd/-
T. Brahmaiah
Chief Financial Officer

Sd/-
Paras Goel
Jt. Managing Director
DIN:00010086
Sd/-
Shashank Jain
Company Secretary
Membership No. A55269

PANKAJ POLYMERS LIMITED
Statement Of Profit & Loss Account for the Year ended 31st March, 2019

PARTICULARS	Note No.	As at 31st March, 2019	As at 31st March, 2018
Income			
Revenue from Operations	22	8,210,465	46,759,880
Other Income	23	3,140,814	8,954,026
Total Income (I)		11,351,279	55,713,906
II) Expenses			
Cost of materials consumed	24	4,814,321	28,257,619
Changes in Inventories	25	5,608,790	1,630,510
Employee benefits expense	26	1,884,610	2,726,125
Finance Costs	27	1,260,380	3,031,925
Depreciation and amortization expense	5	3,039,497	4,050,196
Other expenses	28	6,621,253	14,978,073
Total Expenses (II)		23,228,851	54,674,448
III) Profit before Taxation (I-II)		-11,877,572	1,039,458
IV) Tax Expenses			
Current Tax		-	198,069
Deferred Tax		-1,900,721	209,599
Mat credit entitlement		-	198,069
Total Tax Expenses (IV)		-1,900,721	209,599
V) Profit for the year (III-IV)		-9,976,851	829,860
VI) Other Comprehensive Income (OCI)			
Items not to be reclassified to profit or loss :			
a) Equity investments through OCI		-278,315	398,790
b) Income tax effect on above items		-	-
Other Comprehensive Income for the year, net of tax		-278,315	398,790
VII) Total Comprehensive Income for the year (V+VI)		(10,255,166)	1,228,650
Earnings per share - Basic and Diluted (in INR)		(1.80)	0.15

Summary of significant accounting policies 1 to 4

The accompanying notes are an integral part of the financial statements. 29 to 38

As per our report of even date attached

For Sekhar & Co
Chartered Accountants,

Sd/-
(K C Devdas)
Partner
M.No.014966
Firm Regn. No. 003695S
Place: Secunderabad
Date: 22.05.2019

for and on behalf of the Board,

Sd/-
Pankaj Goel
Managing Director
DIN:00010059
Sd/-
T. Brahmaiah
Chief Financial Officer

Sd/-
Paras Goel
Jt. Managing Director
DIN:00010086
Sd/-
Shashank Jain
Company Secretary
Membership No. A55269

PANKAJ POLYMERS LIMITED
Cashflow Statement for the Year Ended 31st March 2019

PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit (Loss) before Tax	(11,877,572)	1,039,458
Adjustments for Non-Operating Activities:		
Bad Debts Written off		
Depreciation	3,039,497	4,050,196
Loss/ (Profit) on Sale of Assets	1,606,672	(5,435,659)
Finance Cost (Including Preference dividend)	1,260,380	3,031,925
Interest Received	(3,140,814)	(3,253,367)
	2,765,735	(1,606,905)
Operating Profit before Working Capital Changes	(9,111,837)	(567,447)
Adjustments for Working Capital Changes:		
Inventories	8,007,300	1,818,770
Trade Receivables	5,646,138	7,696,867
Other Assets	18,926,109	(7,691,445)
Provisions	(318,350)	(883,854)
Other financial liabilities	(2,490,137)	773,292
Other current Liabilities	298,434	(3,770,459)
Trade payable	(2,382,577)	517,307
Cash Generation From Operations	27,686,917	(1,539,522)
Direct Taxes Paid (Net)	(655,893)	(397,252)
Net Cash from Operating Activities	17,919,187	(2,504,221)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of Fixed Assets (including capital work in progress)	-	(2,965,280)
Proceeds from Sale of Fixed Assets	1,098,6001	8,095,000
Interest Received	3,140,814	3,253,367
Purchase of Investment	(12,000,000)	(1,500,000)
Net Cash from Investing Activities	2,126,815	6,883,087
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(1,260,380)	(3,031,925)
Repayment of Borrowings	(18,377,572)	(1,450,309)
Net Cash from Financing Activities	(19,637,952)	(4,482,234)

Net Increase (Decrease) in Cash and Cash Equivalent (A+B+C)	408,049	(103,368)
Cash and Cash Equivalent (Opening)	430,190	533,559
Cash and Cash Equivalent (Closing)	838,239	430,190
Components of cash and cash equivalents		
Balances with Banks:		
In Current Accounts	-	
in Deposit Accounts		
Cheques in hand		
Cash on Hand	838,239	430,190
Earmarked Balances with Banks:		
Against Unpaid Dividend		
Against Fractional Share Entitlements		

As per our report of even date attached
For Sekhar & Co
Chartered Accountants,

Sd/-
(K C Devdas)
Partner
M.No.014966
Firm Regn. No. 003695S

Place: Secunderabad
Date: 22.05.2019

For and on behalf of the Board

Sd/-
Pankaj Goel
Managing Director
DIN:00010059

Sd/-
T. Brahmaiah
Chief Financial Officer

Sd/-
Paras Goel
Jt. Managing Director
DIN:00010086

Sd/-
Shashank Jain
Company Secretary
Membership No. A55269

A. Equity Share capital

Particulars	No of shares	In Rupees
Balance as at 1 April 2017	5,543,900	55,439,000
Changes in equity share capital during 2017-18	-	-
Balance as at 31 March 2018	5,543,900	55,439,000
Balance as at 1 April 2018	5,543,900	55,439,000
Changes in equity share capital during 2018-19	-	-
Balance as at 31 March 2019	5,543,900	55,439,000

B. Other equity

Particulars	Reserves and surplus				Other Comprehensive Income	Total
	Retained earnings	General Reserve	Securities premium	Special capital incentive	FVTOCI Equity Instrument	
Balance at 1 April 2017(A)	22,090,715	1,016,409	6,841,900	5,305,100	(682,307)	34,571,817
Profit for the year(B)	829,860	-	-	-	-	829,860
Other Comprehensive Income (net of tax)(C)	-	-	-	-	398,790	398,790
Total comprehensive income for the year (D=B+C)	22,090,715	-	-	-	398,790	1,228,650
Balance at 31 March 2018 (A+D)	22,920,575	1,016,409	6,841,900	5,305,100	(283,517)	35,800,467
Balance at 1 April 2018 (E)	22,920,575	1,016,409	6,841,900	5,305,100	(283,517)	35,800,467
Profit for the year (F)	(9,976,851)	-	-	-	-	(9,976,851)
Other Comprehensive Income (net of tax) (G)	-	-	-	-	(278,315)	(278,315)
Total Comprehensive Income for the year (F + G)						
Balance at 31 March 2019 (E+I)	12,943,724	1,016,409	6,841,900	5,305,100	(561,832)	25,545,301

**As per our report of even date attached
For Sekhar & Co
Chartered Accountants,**

Sd/-
(K C Devdas)
Partner
M.No.014966
Firm Regn. No. 003695S

Place: Secunderabad
Date: 22.05.2019

For and on behalf of the Board

Sd/-
Pankaj Goel
Managing Director
DIN:00010059

Sd/-
T. Brahmaiah
Chief Financial Officer

Sd/-
Paras Goel
Jt. Managing Director
DIN:00010086

Sd/-
Shashank Jain
Company Secretary
Membership No. A55269

5 **Property, Plant and Equipment**

Following are the changes in the carrying value of Property, Plant and Equipment for the Year Ended 31st March 2019

(amount in Rupees)

Particulars	Land- Freehold	Building (Factory)	Building (Office)	Plant & Machinery	Electrical Installation	Furniture & Fixtures	Vehicles	Office Equipment	Generators	Computers/Soft ware	Moulds	Total
Gross carrying Value as of April 01, 2018	2228371	6430058	7483764	57481014	4,948,249	1726780	21098437	2196310	1288625	3132812	4979948	112,994,368
Additions	-	-	-	-	-	-	-	-	-	-	-	-
Deletions	1860600	3262967	11852749	11852749	4,948,249	1726780	957,201	2196310	1,288,625	3,132,812	4,979,948	17,933,517
Gross carrying Value as of March 31, 2019	367,771	3,167,091	7,483,764	45,628,265	4,948,249	1726780	20,141,236	2,196,310	1,288,625	3,132,812	4,979,948	95,060,851
Accumulated depreciation as of April 01, 2018	-	2,407,389	1,055,782	45,057,419	4,282,458	1,650,830	12,081,646	2,111,152	988,156	3,066,782	1,787,494	74,489,108
Depreciation	-	66,716	125,546	336,975	144,959	2,806	2,045,887	12,339	33,042	49,594	221,633	3,039,497
Accumulated depreciation on deletions	-	799,682	38,48421	38,48421	-	-	692,741	-	-	-	-	5,340,844
Accumulated depreciation as of March 31, 2019	-	1,674,423	1,181,328	41,545,973	4,427,417	1,653,636	13,434,792	2,123,491	1,021,198	3,116,376	2,009,127	72,187,761
Carrying Value as of March 31, 2019	367,771	1,492,668	6,302,436	4,082,292	520,832	73,144	6,706,444	72,819	267,427	16,436	2,970,821	22,873,093
Gross carrying Value as of April 01, 2017	2228371	6430058	8955485	57415734	4,948,249	1726780	20581143	2196310	1288625	3132812	8098267	117,001,834
Additions	-	-	-	65,280	-	-	2,900,000	-	-	-	-	2,965,280
Deletions	-	0	1,471,721	-	-	-	2,382,706	-	-	-	3,118,319	6,972,746
Gross carrying Value as of March 31, 2018	2,228,371	6,430,058	7,483,764	57,481,014	4,948,249	1726780	21,098,437	2,196,310	1,288,625	3,132,812	4,979,948	112,994,368
Accumulated depreciation as of April 01, 2017	-	2,236,122	1,751,734	44,015,632	4,137,499	1,502,143	11,935,160	2,078,679	955,114	3,017,187	3,123,047	74,752,317
Depreciation	-	171,267	128,150	1,041,787	144,959	148,687	1,888,461	32,473	33,042	49,595	411,775	4,050,196
Accumulated depreciation on deletions	-	-	824,103	-	-	-	1,741,975	-	-	-	1,747,327	4,313,405
Accumulated depreciation as of March 31, 2018	-	2,407,389	1,055,781	45,057,419	4,282,458	1,650,830	12,081,646	2,111,152	988,156	3,066,782	1,787,495	74,489,108
Carrying Value as of March 31, 2018	2,228,371	4,022,669	6,427,983	12,423,595	665,791	75,950	9,016,791	85,158	300,469	66,030	3,192,453	38,505,263

Notes forming part of the Financial Statements

(All amounts in Indian Rupees, unless otherwise stated)

6. Investments

Particulars	No. of shares	As at 31st March, 2019	No. of shares	As at 31st March, 2018
Equity Investments carried at fair value through other comprehensive income				
Unquoted Investment in Companies (Equity Shares of Rs.10/- fully paid)				
(i) Pankaj Polychem Pvt Ltd	300,000	2,980,413	300,000	2,969,332
(ii) Pankaj Strips Pvt Ltd	246,590	4,383,327	246,590	4,682,226
(iii) Pankaj Capfin Pvt Ltd	184,625	2,753,408	184,625	2,743,905
(ii) Pankaj Polytec Pvt Ltd	800,000	12,000,000	-	-
Total		22,117,148		10,395,463

7. Loans

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured , Considered good		
Security Deposits	514,941	501,803
Total	514,941	501,803

No loan and advances are due from directors or other officers of the company or private companies in which any director is a partner , member or Director ,either severally or jointly with any other person.

8. Inventories

Particulars	As at 31st March, 2019	As at 31st March, 2018
(As valued & certified by management)		
Raw Materials	-	2,398,510
Work-in-progress/at jobwork	-	1,498,855
Finished goods	-	4,109,935
Consumable Stores	-	-
Total	-	8,007,300

9. Trade Receivables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured Considered Good	5,056,765	10,702,903
Considered Doubtful	-	-
Total (A)	5,056,765	10,702,903
Less : Provision for doubtful debts & Advances (B)	-	-
Total (A-B)	5,056,765	10,702,903

No trade or other receivable are due from directors or any other officers of the company .Further ,no trade or other receivable are due from firms or private companies in which any director is a partner or director or member

10. Cash and Cash Equivalents

Particulars	As at 31st March, 2019	As at 31st March, 2018
Cash in Hand	765,668	430,190
Balances with Banks - In Current Accounts	72,571	-
Total	838,239	430,190

11. Current Tax Assets(net)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance Tax	-	100,000
Income tax receivable	655,893	896,943
MAT Credit Entitlement	2,125,069	2,125,069
(Less): Provision for taxation	-	(198,069)
Total	2,780,962	2,923,943

12. Other Current Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, considered good)		
Interest receivable	2,595,134	2,785,507
Advance to suppliers	-	11,350,000
Other Advances	28,900,000	35,500,000
Total	31,495,134	49,635,507

13. Share Capital

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares	Amount	Number of shares	Amount
a. Authorized Capital 1,50,00,000 equity share of Rs.10/-each	15000000	150000000	15000000	150000000
b. Issued, subscribed and paid-up Capital 55,43,900 (55,43,900) Equity Shares of Rs.10/- each	5,543,900	55,439,000	5,543,900	55,439,000
Total	5,543,900	55,439,000	5,543,900	55,439,000

Terms & Conditions :

The Company has only one class of issued shares i.e. Equity Shares having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share and ranks pari passu. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

(b) Reconciliation of shares outstanding at the beginning & at the end of the Reporting Period

Particulars	No.	As at March 2019	No.	As at March 2018
Share outstanding at the beginning of the year	5,543,900	55,439,000	5,543,900	55,439,000
Additional issue of shares during the year	-	-	-	-
Share outstanding at the end of the year	5,543,900	55,439,000	5,543,900	55,439,000

(c) Particulars of shares holding more than 5% of Issued Share Capital (5% of 55,43,900 shares)

Name of the shareholder	As at March 2019		As at March 2018	
	%	No. of shares	%	No of shares
Pankaj Capfin (P) Ltd	11.86	657,617	11.86	657,617
Pankaj Strips (P) Ltd	18.14	1,005,730	13.27	735,730
Pankaj Polytec Pvt Ltd	6.56	363,900	6.56	363,900
Balaram Chainrai Anita Chainrai Advani	6.41	355,187	6.41	355,187
Baburam Goel	0.15	8,540	5.02	278,540
Total	43.13	2390974	43.13	2390974

14. Other equity

Particulars	Reserves and surplus				Other Comprehensive Income	Total
	Retained earnings	General Reserve	Securities premium	Special capital incentive	FVTOCI Equity Instrument	
Balance at 1 April 2017(A)	22,090,715	1,016,409	6,841,900	5,305,100	(682,307)	34,571,817
Profit for the year(B)	829,860	-	-	-	-	829,860
Other Comprehensive Income (net of tax) (c)	-	-	-	-	398,790	398,790
Total comprehensive income for the year (D=B+C)	829,860	-	-	-	398,790	1,228,650
Balance at 31 March 2018 (A+D)	22,920,575	1,016,409	6,841,900	5,305,100	(283,517)	35,800,467
Balance at 1 April 2018 (E)	22,920,575	1,016,409	6,841,900	5,305,100	(283,517)	35,800,467
Profit for the year (F)	(9,976,851)	-	-	-	-	(9,976,851)
Other Comprehensive Income (net of tax) (G)	-	-	-	-	(278,315)	(278,315)
Total Comprehensive Income for the year (F + G)	(9,976,851)	-	-	-	(278,315)	(278,315)
Balance at 31 March 2019 (E+I)	12,943,724	1,016,409	6,841,900	5,305,100	(561,832)	25,545,301

Description , Nature and Purpose of each reserve with in equity are as follows :

General Reserve : This reserve is the retained earnings of the company , which are kept aside out of the company's profit to meet future (known or unknown) obligations

Security Premium : Securities premium account is used to record the premium on issue of equity shares. The same is utilised in accordance with the provisions of The Companies Act, 2013.

Special capital incentive: Special capital incentive which are kept aside out of the company's profit to meet future obligations. IT is utilised in accordance with the provisions of the companies act 2013

15. Borrowings

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Non - Current	Current Maturities	Non - Current	Current Maturities
Secured				
i) Term Loan From Banks (Secured against all the current assets of the company, both present and future, equitable mortgage against hypothecation of immovable property and personally guaranteed by three directors of the company)	-	-	1,085,750	2,304,000
ii) Vehicle Loan From Banks (secured against hypothecation of vehicle)	613,942	969,355	1,418,963	1,155,942
Total	613,942	969,355	2,504,713	3,459,492
Amount disclosed under the head "Other Current Financial Liabilities" (Refer Note. 17)	-	969,355	-	3,459,492
Total	613,942	-	2,504,713	

16 . Current Borrowings

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
Working Capital Loan From Bank (Secured against all the current assets of the company, both present and future, equitable mortgage against hypothecation of immovable property and personally guaranteed by three directors of the company)	-	16,486,801
Total	-	16,486,801

Particulars of Nature of security:

Secured against all the current assets of the company , both present and future, equitable mortgage against hypothecation of immovable property and personally guaranteed by three directors of the company.

17. Other Current Financial Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current maturities of long term debt (Refer Note no -15)		
Term Loan	-	2,304,000
Vehicle loan	969,355	1,155,492
Total	969,355	3,459,492

18. Trade Payables

Particulars	As at 31st March, 2019	As at 31st March, 2018
For Goods & Services		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	294,823	2,677,400
Total	294,823	2,677,400

19. Other Current Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Other Payables	652,416	353,982
Total	652,416	353,982

20. Provisions

Particulars 31st March, 2019	As at 31st March, 2018	As at
Provision for Employee benefits	-	165,766
Other provisions	75,000	227,584
Total	75,000	393,350

21. Deferred Tax Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a)Deferred tax liability at the beginning of the year	3,987,166	3,777,567
Add/(Less):Deferred Tax (Asset)/Liability for the year on account of timing difference	(1,900,721)	209,599
(b) Others		
Total	2,086,445	3,987,166

22 Revenue From Operations

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Sale of Products and Services		
Plastic Moulded	8,210,465	46,759,880
Wastage	-	-
Total (A)	8,210,465	46,759,880

23 Other Income

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Income		
Interest (TDS Rs.2,12,533/-) (PY TDS 2,59,242/-)	3,140,814	3,253,367
Other Non Operating Income		
Profit on disposal of fixed assets(Net)	-	5,435,659
Miscellaneous Income	-	150,000
Rental Income	-	115,000
	3,140,814	8,954,026

24 Cost of raw material consumed

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Raw material consumed:		
Opening stock	2,398,510	2,336,770
Add: Purchases	2,415,811	28,319,359
	4,814,321	30,656,129
Less: Closing stock	-	2,398,510
Cost of raw material consumed	4,814,321	28,257,619

25 Changes in Inventories.

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Opening Stock :		
Finished Goods	4,109,935	5,974,005
Work-in-progress	1,498,855	1,265,295
	5,608,790	7,239,300
Less: Closing Stock		
Finished Goods	-	4,109,935
Work-in-progress	-	1,498,855
	-	5,608,790
Increase / (Decrease) in Inventories of		
Finished Goods & WIP	5,608,790	1,630,510

26 Employee Benefit Expenses

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries, Wages & Bonus	1,684,361	2,360,139
Contribution to Provident and Other Funds	200,249	365,986
	1,884,610	2,726,125

27 Finance Cost

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Expenses		
On Term Loans	145,136	566,397
On Working Capital Loans	707,239	2,332,641
Other Financial Charges	408,005	132,887
	1,260,380	3,031,925

28 Other Expenses

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Consumption of stores & spares	654,077	4,436,437
Power and fuel	1,211,610	3,912,065
Rates and Taxes	396,054	364,862
Insurance	211,167	296,831
Telephone expenses	50,181	239,140
Printing and Stationery	45,210	51,847
Travelling expenses	74,658	774,637
Legal expenses	59,500	542,116
Advertisement Expenses	52,731	1,145,999
Outward Cartage	121,250	995,917
Miscellaneous expenses (b)	2,039,099	750,929
Directors Sitting fees	7,500	8,500
Remuneration to Auditors:		
Audit Fees	65,000	65,000
Tax Audit Fees	10,000	10,000
Loss On Sale of Assets	1,606,672	-
REPAIRS & MAINTAINANCE		
-Machinery	-	781,426
-Others	16,544	602,367
	6,621,253	14,978,073

29 Financial Instruments by Category

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximates of fair values:

(Rupees in Lakhs)

Particulars	Carrying value			Fair value		
	31-Mar-19	31-Mar-18	31-Mar-17	31-Mar-19	31-Mar-18	31-Mar-17
1) Investments	22,678,980	10,678,980	9,178,980	22,117,148	10,395,463	8,496,673
2) Deposits	514,941	501,803	501,803	514,941	501,803	501,803
Total Financial Assets	23,193,921	11,180,783	9,680,783	22,632,089	10,897,266	8,998,476
1) Borrowings	613,942	2,504,713	3,955,022	613,942	2,504,713	3,955,022
Total Financial Liabilities	613,942	2,504,713	3,955,022	613,942	2,504,713	3,955,022

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

1. Corporate Information

Pankaj Polymers Ltd ("the company") is a Company registered under the companies act, 1956. It is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE). It was incorporated on 24th June, 1992 having its registered office at 5th Floor, Surya Towers, Sardar Patel Road, and Secunderabad-500003. The company's CIN No. is L24134TG1992PLC014419. The company is engaged in the manufacture of various plastic articles like HDPE/PP Woven Sacks, PP Disposable Containers, and Injection Moulded Plastic articles.

2. Basis of preparation

The financial statements are separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). For all periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

3. Recent accounting pronouncements and Use of estimates and judgments:

Use of estimates and judgments: The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements

A) Recent accounting pronouncements

Ind AS 116 Leases : On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases.

Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of

the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or

An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

The effect on adoption of Ind AS 116 would be insignificant in the financial statements.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments : On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition –

Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and

Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

Amendment to Ind AS 12 – Income taxes : On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement- On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

To recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019.

The Company does not have any impact on account of this amendment.

B) Significant Accounting Policies:

a) Revenue Recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. The Company has evaluated and there is no material impact of this amendment on the Financial Statement of the Company.

Other income:

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain/loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

b) Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). All significant costs relating to the acquisition and installation of property, plant and equipment are capitalized. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset.

Depreciation for identified components is computed on straight line method based on useful lives, determined based on internal technical evaluation. Freehold land is carried at cost.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

c) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both is classified as investment property. Investment Property is measured at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Investment Properties are depreciated using the straight-line method as per the provisions of Schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment.

d) Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

e) Depreciation and amortization:

Depreciation is provided on the straight-line method over the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. Depreciation for assets purchased/sold during a period is proportionately charged.

f) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is: -

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- The Company classifies all other liabilities as non-current.

g) Financial assets

Financial assets comprise of cash and cash equivalents.

Initial recognition:

All financial assets are recognised initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

Subsequent Measurement:

- (i) Financial assets measured at amortised cost: Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following at amortised cost:

- a) Trade receivable
- b) Cash and cash equivalents
- c) Other Financial Asset

Impairment of Financial Assets:

Financial assets are tested for impairment based on the expected credit losses.

De-recognition of Financial Assets:

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

h) **Impairment of Non-Financial Assets**

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

l) **Cash and Cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Deposits with banks are subsequently measured at amortized cost and short term investments are measured at fair value through statement of profit & loss account.

j) **Financial liabilities**

Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent measurement:

These liabilities include are borrowings and deposits. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-recognition of financial liabilities:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

k) **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

l) **Employee Benefits**

Employee benefits are charged to the Statement of Profit and Loss for the year.

Provident Fund

Retirement benefits in the form of Provident Fund are defined contribution scheme and such contributions are recognised, when the contributions to the respective funds are due. There are no other obligation other than the contribution payable to the respective funds.

Gratuity

The Company has not created any gratuity fund. However adequate provisions have been made in the accounts for gratuity liability. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

m) Income Taxes

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the end of reporting period. Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income.

Minimum Alternative Tax (MAT)

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

n) Leases

As a lessee

Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease-hold land:

Leasehold land that normally has a finite economic life and title which is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted for as leasehold land use rights (referred to as prepaid lease payments in Ind AS 17 "Leases") and is amortized over the lease term in accordance with the pattern of benefits provided.

o) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- 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 of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

p) Fair value measurement

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date. Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

q) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

r) Cash dividend to equity holders of the Company

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Notes Forming part of Financial Statements

30. Related Party Disclosure

i. Name of the Related Parties and related party relationship

Enterprises owned or significantly influenced by key management personnel or their relatives:

- | | |
|---------------------------------------|------------------------------------|
| (i) Pankaj Capfin Private limited | (ii) Pankaj Tubes Private Limited |
| (iii) Pankaj Strips Private limited | (iv) Aman Tubes Private Limited |
| (v) Pankaj Polytec Private limited | (vi) Vaibhav Ropes Private Limited |
| (vii) Pankaj Polychem Private Limited | |

Key Managerial Personnel

- | | | |
|-----------------|-----------------|-----------------|
| (i) Pankaj Goel | (ii) Paras Goel | (iii) Aman Goel |
|-----------------|-----------------|-----------------|

ii. The following transactions were carried out with related parties in the ordinary course of business during the year:

Figures in Rupees

Nature of Transaction	Name of the Related Parties	2018-19	2017-18
Remuneration-KMP	Mr. Aman Goel	9,60,000	8,70,000/-

Nature of Transaction	Name of the Related Parties	2018-19	2017-18
Sale of Machinery		11,56,400/-	
Sale of Raw Material	Pankaj Polytec Private limited	14,72,144/-	
Purchase of Granules		4,38,370/-	
	Pankaj Strips Private limited		
	Opening Balance	Nil	4,96,000
	Add: Given During the year		Nil
	Less: Repaid During the year		4,96,000
	Closing Balance		Nil
	Pankaj Strips Private Limited	46,82,226/-	46,82,226/-
	Pankaj Capfin Private Limited	27,43,905/-	27,43,905/-
	Pankaj Polychem Private Limited	29,69,332/-	29,69,332/-
	Pankaj Polytec Private Limited	1,20,00,000/-	-

31. In the opinion of Board of Directors and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business, would not be less than the amount at which the same are stated in the Balance Sheet.

32. Earnings Per Share (EPS)

Figures in Rupees

Particulars	2018-19	2017-18
Net Profit after Tax	(99,76,851)/-	8,29,860
Net Profit after Tax available for equity share holders - For Basic and Diluted EPS	(99,76,851)/-	8,29,860
Weighted Average No. Of Equity Shares For Basic / Diluted EPS (No.s)	55,43,900	55,43,900
Nominal Value of Equity Shares	10/-	10/-
Basic/ Diluted Earnings Per Equity Share		0.12

33. Operations at Nagpur Unit has been temporarily suspended due to adverse market condition.

34. Retirement and Other Employees Benefits

The Company's employee benefits primarily cover provident fund, gratuity and leave encashment.

Provident fund is a defined contribution scheme and the company has no further obligation beyond the contribution made to the fund. Contributions are charged to the Profit & Loss account in the year in which they accrue.

35. Disclosure required under Section 186(4) of the Companies Act 2013

For details of loans, advances and guarantees given and securities provided to related parties refer **Note 30.**

36. Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances and refundable deposits that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits

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 the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade receivables

- i. Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- ii. Receivables resulting from other than sale of properties: The firm has established credit limits for customers and monitors their balances on ongoing basis. Credit Appraisal is performed before leasing agreements are entered into with customers. The risk is also marginal due to customers placing significant amount of security deposits for lease and fit out rentals.

Financial Instrument and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's Finance department in accordance with the Company's policy. Investments of surplus funds are reviewed and approved by the Company's Board of Directors on an annual basis. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2018 and 2017 is the carrying amounts.

C. Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans. The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Figures in Rupees)

Year Ended	On Demand	3 to 12 Months	1 to 5 Years	>5 Years	Total
31-Mar-19 Borrowings	0	9,69,355	6,13,942		15,83,297
	0	9,69,355	6,13,942		15,83,297
31-Mar-18 Borrowings	16,486,801	3,459,492	2,504,713	-	22,451,006
	16,486,801	3,459,492	2,504,713	-	22,451,006
31-Mar-17 Borrowings	18,477,065	2,686,200	3,955,022		2,51,18,287
	18,477,065	2,686,200	3,955,022		2,51,18,287

37. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Figures in Rupees

Particulars	31 Mar 2019	31 Mar 2018
Borrowings (Long term and Short term including Current maturity of Long term Borrowings) Note 16 & 17	15,83,297	22,451,456
Other Payable (current and non-current, excluding current maturity of long term borrowings) Note 18,19,20 & 21	10,22,239	3,424,732
Less Cash and Cash Equivalents	8,38,239	4,30,190
Net Debt	17,67,297	2,54,45,998
Equity Share capital	5,54,39,000	5,54,39,000
Other Equity	2,58,23,616	3,58,00,467
Total Capital	8,12,62,616	9,12,39,467
Capital and Net debt	8,30,29,913	11,66,85,465
Gearing ratio (in %)	2.13	21.80

38. Previous year's figures have been regrouped and rearranged, wherever found necessary.

**As per our report of even date attached
For Sekhar & Co
Chartered Accountants,**

Sd/-
(K C Devdas)
Partner
M.No.014966
Firm Regn. No. 003695S

Place: Secunderabad
Date: 22.05.2019

For and on behalf of the Board

Sd/-
Pankaj Goel
Managing Director
DIN:00010059

Sd/-
T. Brahmaiah
Chief Financial Officer

Sd/-
Paras Goel
Jt. Managing Director
DIN:00010086

Sd/-
Shashank Jain
Company Secretary
Membership No. A55269



PANKAJ POLYMERS LIMITED

Regd. Office: 'E' Block, Vth Floor, 105, Surya Towers
Sardar Patel Road, Secunderabad – 500 003.

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I/We hereby record my/our presence at the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the Company, at Lions Bhavan, 1-8-179, Lakhapath Building, Behind HDFC Bank, Paradise Circle, Secunderabad-500 003 at 11.00 A.M. on Saturday, the 28th day of September 2019 and at any adjournment thereof.

Signature of the Shareholder(s)/Proxy's: _____

Shareholders/Proxy's Full Name (In Block Letters): _____

Folio No./Client ID: _____

No. of Shares Held: _____

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip/Proxy from as the case may be and handover the same at the entrance, duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.
3. A Proxy need not be a member of the company.
4. In case of Joint holders, the vote of the senior who tends a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

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]

CIN : L24134TG1992PLC014419

Name of the company: PANKAJ POLYMERS LIMITED

Registered office : 'E' Block, 5th Floor, 105, Surya Towers, S.P Road, Secundrabad,
Telangana - 500003

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:



I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the company, to be held on the 28th day of September, 2019 at 11:00A.M. at Lions Bhavan, 1-8-179, Lakhapath Building, Behind HDFC Bank, Paradise Circle, Secunderabad- 500 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	RESOLUTION
1	To receive consider and adopt the Audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss for the year ended on that date along with Cash Flow Statement and notes forming parts of accounts, Auditors' Report and the Reports of the Board of Directors thereon
2	To re-appoint Mr. Pankaj Goel as Director
3	To re-appoint Mr. Paras Goel as Director
4	Appointment of M/s. Rakesh S Jain & Associates, Chartered Accountants, Hyderabad as Statutory Auditors of the Company
5	Re-appointment of Mr. Pankaj Goel as Managing Director of the Company
6	Re-appointment of Mr. Paras Goel as Jt. Managing Director of the Company
7	Re-appointment of Mr. Manohar Ramawat as an Independent Director of the Company
8	Re-appointment of Mr. Suresh Kumar Gupta as an Independent Director of the Company
9	Approval for Related Party Transactions
10	Ratification of appointment of Statutory Auditors

Signed this _____ day of September 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Re.1/-
Revenue
Stamp

Note: 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.



PANKAJ POLYMERS LIMITED

**27th Annual Report
2018-19**

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PANKAJ POLYMERS LIMITED
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E-mail: info@pankajpolymers.com