



# EXCELLENCE REMOULDED

ANNUAL REPORT 2018-19

**BOARD OF DIRECTORS**

Vimal Kedia	Managing Director
Surendra Kedia	Whole Time Director
Shweta Jalan	Additional Director
Pankaj Patwari	Additional Director
Vinod Padikkal	Additional Director
Manu Anand	Additional Director Independent
Jayesh Merchant	Additional Director Independent
Ashok Sudan	Additional Director Independent
Sanjay Kapote	<b>CEO</b>
Basant Kumar Mohata	<b>CFO</b>
Rasmi Ranjan Naik	<b>Company Secretary</b>

**AUDITOR**
**Messrs Singhvi Dev & Unni**

6<sup>th</sup> Floor, trade Centre, #29/4, Race Course Road,  
Bangalore – 560 001

**SECRETARIAL AUDITOR**
**Mr. Vijayakrishna K.T.**

496/4, 2nd Floor, 10th Cross, Sadashivanagar,  
Bangalore- 560 080

**PRINCIPAL BANKERS**

State Bank of India, Industrial Finance Branch  
# 61, Residency Plaza, Residency Road,  
Bangalore-560 025

ICICI Bank Limited, Corporate Banking Group  
# 1, Commissariat Road, Bangalore-560 025

**REGISTRAR & SHARE TRANSFER AGENT**

Integrated Registry Management Services Private Limited  
# 30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram,  
Bangalore-560 003  
Tel: (080) 2346 0815 / 818 fax: (080) 2346 0819  
Email: irg@integratedindia.in

**REGISTERED OFFICE**

# 60 E & F, Bommasandra Industrial Area,  
Hosur Road, Bangalore- 560 099 (Karnataka)

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**WORKS AT**

# 60 E&F, Bommasandra Ind. Area,  
Hosur Road, Bangalore - 560 099.

# 71-72, Bidadi Ind. Area, Phase 2,  
Sector 2, Bidadi, Bangalore - 562109.

Vill- Nizsindurighopa, Chowkigate, Changsari,  
Pin-781101, Kamrup (Rural) Assam

217-218, HPSIDC Industrial Area, Baddi, Dist.Solan,  
Himachal Pradesh - 173 205

Plot No. 22B, 23 & 23A, Sector-2, Integrated Industrial Area,  
Pant Nagar, Distt U.S.Nagar, Uttarakhand -263 153

Plot No. 70 & 71B, 71A & 76, EPIP Phase-I, Jharmajri,Dist.  
Solan, Himachal Pradesh-174103

Plot No. 486, Sector-8, IMT Manesar, Haryana - 122050



Dear Shareholders

I present to you Manjushree's 32nd Annual report for FY-2019. This is perhaps, the biggest and most important landmark report that you would have read as yet. I will explain in detail over the course of the complete report. But let me start of by giving you a flavor of how the company performs over the past year and the state of the Indian economy. Overall, growth has remained sluggish and we have had various ups and downs in the economy, in the run upto elections. If you take stock of the numbers presented by the consumer goods companies of India; you will realise how much better have we performed than such benchmarks. This essentially goes to show that why the economy may be doing single digit growth numbers of your company, as usual beats all such indices to put double digit growth numbers each time, year after year.

I have to admit, that the post GST regime has been phenomenal and has cut down taxation, red tapism and high handedness of the officials to a negligible bit. Over the course of the year we saw rationalization of tax rates and the government putting in all efforts to make the life of everyone comfortable. No wonder the government achieved tax collection numbers of over one lakh crores as reported on 31<sup>st</sup> March 2018. Your company saw various highs and lows during the year and yet put up a very impressive revenue top line of Rs. 1148.90 Cr. with an excellent growth rate that we all will be very proud of. Our EBITDA margins also expanded and so did our PAT (Profit after Tax). The earnings numbers would have been even more spectacular if our main RM – PET prices had not played truant during the H2 of the financial year. Even with all such turbulences we are putting up the best in class performance in the plastic processing industry.

At this point in time I think it is important to point out structural changes in the shareholding of the company going forward. In October of 2018, the promoters of Manjushree Technopack together with Kedaara Capital Advisors sold 77.24 % of equity shares to M/s. Advent International. With this transaction having concluded, Advent is now the major shareholder of the company and Kedaara Capital Advisors having divested their entire 40% stake in this transaction. This ends the fantastic era of bringing the company to thousand crores within 3 years of Kedaara joining hands with us and now a new journey to achieve three thousand crores by 2023 has begun. We call it Manjushree 2.0 and the dream and vision have been strategically aligned to deliver 3X growth in the next 5 years. I would like to take this opportunity to also inform you of the joining of our new CEO, Mr. Sanjay Kapote who will spearhead the company's vision of 2023 under the able guidance of the Directors and the Management Board.

Last year, we undertook a massive expansion exercise at our North facilities. This was done to take advantage of the increase in customer demand in the region and also to bring all the plants to an international working standard with high standards of Safety and GMP. The end result being that we successfully shifted our entire Noida factory to Manesar within the course of period. Our Pantnagar facility underwent a massive expansion again to accommodate Husky Preform moulding machines and other large machines. And of course the completion of the buildings at Baddi factory which will bring about scientific manufacturing and cost reductions when complete in September 2019.

Our Greenfield facility in Guwahati, Assam has performed fabulously and it just strengthens our belief that a quality supplier like Manjushree is welcome and most rewarded, even in an overcrowded market. You will see this phenomenal performance being reflected in our books. We are now a true pan India player with large factories, uniform GMP standards and a fully professional set up to delight our customer far beyond any other packaging convertor. We have put together an even more aggressive growth plan for the coming years and you will see them unfolding soon. With all of this growth, profits and greatness comes with more responsibility towards society, our environment and meaningful sustenance. The plastic packaging industry is getting a lot of bad press in recent times. While, we are not in the ambit of single use plastics; there is a pressing need to

create more awareness within the Indian Consumer on the importance of waste segregation, sustainable waste collection and recycling. You will be surprised to know that India has over 80% recycling rate of rigid plastics which is one of the highest in the world; even further ahead than the US (69%) and Western Europe (75%).

We have taken various steps and initiatives to do our bit. As industry thought leaders, we have put together a novel concept of REUSEUM – a learning center which will create awareness amongst locals and school going children on the importance of plastics and its uses. Reuse of such plastic in alternative forms or shapes and recycling. This is one of its kind, Museum and learning center which will open the doors to a mega learning initiative. In addition to this initiative we are already doing our bit in manufacturing by buying over 70% of our power requirements from renewable sources. The company has also placed orders for roof top solar installations to be installed on two of our large roof facilities in Bangalore. If the project sees good success in a year; we plan to roll out this initiative across all our other plants too. I would like to reiterate my thoughts around banning of plastic products. It is the most simple way of eliminating something which does not quantify collateral damage. If plastics continue to be banned in an adhoc fashion, we will soon plummet into the Stone Age. While you may think of it as a loosely applied joke; please look around you and observe all things made of plastic. I bet you that there are over 50% of items which become useless if the plastic is taken out of such things and hence we need to look at meaningful sustenance going forward.

As discussed earlier, we remain committed to our PQM goals of 2020 and infact we have now designated further goal for FY 2023 with three main benchmarks – Manjushree 2.0 vision, 3X growth by 2023 and 6 Sigma compliance. In order to achieve our vision for 2023, we are onboarding a round of top level executives to spearhead our mission. We aim together to build an all-inclusive growth oriented company with high efficiency, low inventory and controlled costs. Last year we undertook a worker training program called 'Vidya Vikas' to upgrade our workers to supervisory levels. This program was received with resounding success and we now have over 400 applications to join the program. Myself and my team are extremely overwhelmed on this success.

Globally, we are not in the best of times when it comes to exports. Increasing regionalization, trade wars and cross border trade tariffs are making sure that we are not exporting enough. Even if we are exporting our goods, most of it is only at wafer thin margins. However, we have not lost hope and are trying to reinvent our style and scope of selling with an all inclusive strategy. We sincerely hope that this will work in our favor, in the times to come. Another important milestone to be regarded is our foray into retail trade. In this year, we will build a consumer brand to showcase our top quality products which we were supplying to OEM consumer goods companies, up until now.

Your company was awarded many times again last year for its innovative products, thoughts and ideas. Notably, we won The Economic Times Polymers Awards 2018 for Excellence in Packaging, Plastics Award 2018 for Innovative Product in Rigid Packaging, Excellence in Packaging Award for the Creative Packaging designed for Tata Global and United Spirits Ltd., etc.

In conclusion I remain immensely grateful to my team for having delivered world class performance again in this year and undertaken a fresh new challenge for 2023. We will continue to deliver exceptional shareholder value and delight our customers, as always.

I seek your whole hearted support and thank you again for entrusting your support and faith in the company.

Warm Regards

**Vimal Kedia**  
Managing Director

## BOARD'S REPORT

TO THE MEMBERS - MANJUSHREE TECHNOPACK LIMITED

Your Directors have the pleasure of presenting the Thirty-Second Annual Report of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019.

### RESULTS OF OUR OPERATIONS (In accordance with IND AS)

(Rupees in Lakhs except stated otherwise)

Particulars	As on 31 <sup>st</sup> March, 2019	As on 31 <sup>st</sup> March, 2018
<b>Turnover</b> - Domestic	1,10,139.02	87,104.82
- Exports	4,751.20	5,332.29
<b>Total Turnover</b>	<b>1,14,890.22</b>	<b>92437.11</b>
<b>Less - Cost of Sales</b>		
Excise Duty		3,364.63
(Increase) / Decrease in Stocks	1,110.78	(1,252.22)
Materials Consumed	66,977.39	49,860.98
Other Expenditure	18,913.25	15,864.34
<b>Sub Total</b>	<b>87,001.42</b>	<b>67,837.73</b>
<b>Gross Profit</b>	<b>27,888.80</b>	<b>24,599.37</b>
Administrative and Selling Expenses	6,912.69	5,002.16
<b>Operating Profit</b>	<b>20,976.11</b>	<b>19,597.22</b>
Interest and Financial Charges	4,124.59	4,200.44
Depreciation / Write Offs	9,794.59	10375.30
<b>Profit after Interest and Depreciation</b>	<b>7,056.93</b>	<b>5,021.48</b>
Other income	5,48.65	1,79.03
<b>Profit before tax (Including OCI)</b>	<b>7,605.58</b>	<b>5,200.51</b>
Provision for Taxation	2,872.07	2,350.30
Deferred Tax (Provision )/Write Back	(200.20)	(778.72)
<b>Net Profit after Tax</b>	<b>4,933.71</b>	<b>3,628.93</b>
Proposed Dividend for the year (including taxes)	-	-
<b>Retained Surplus</b>	<b>4,933.71</b>	<b>3,628.93</b>
Add: Surplus brought forward from previous year	27,713.91	24,008.60
Less: Interim Dividend and tax thereon Transitional adjustment for Ind As 115	1,175.94	
Adjustment due to restatement in PPE	(159.78)	-76.38
<b>Net Surplus carried to Balance Sheet</b>	<b>31,311.90</b>	<b>27713.91</b>
Paid-up Equity Share capital (FV Rs.10 per Equity Share )	1,354.77	1,354.77
Reserves and Surplus (excluding revaluation reserves)	35,347.23	31,749.22
<b>Weighted Average EPS(Rs.)</b>	<b>36.42</b>	<b>26.79</b>
<b>Book Value per share (Rs.)</b>	<b>271.04</b>	<b>243.91</b>

Your Company had one more year of splendid performance and has maintained its record of increasing growth and profits year after year. The gross turnover for FY 2019 was at Rs. 1,14,890.22 Lakhs (2018 – Rs. 92,437.11 Lakhs) registering an increase of 24.29%. The gross profit during FY 2019 was Rs. 27,888.80 Lakhs (2018 – Rs. 24,599.37 Lakhs) reflecting an increase of 13.37%, while the operating profit stood at Rs.20,976.11 Lakhs (2018 – Rs. 19,597.22 Lakhs). The profit before tax (including OCI) during FY 2019 was at Rs. 7,605.58 Lakhs (2018–Rs. 5,200.51 Lakhs) recording an increase of 46.25 %. After provision for taxation, the net surplus amounted to Rs. 4,933.71 Lakhs (2018–Rs. 3,628.93 Lakhs) resulting in a fully diluted EPS of Rs.36.42 (2018 – Rs. 26.79).

The notes on accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

#### **EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENT**

The Nomination and Remuneration Committee at its meeting held on 08-04-2019 has approved and recommended "Manjushree Technopack Limited-Employee Stock Option Plan 2019 (ESOP2019)" which was approved by the Board of Directors and the same was recommended to the Shareholders. Approval of the Shareholders was also obtained through Postal Ballot in compliance with the Companies Act, 2013.

#### **SUBSIDIARIES/ASSOCIATES/JOINT VENTURES:**

There are no subsidiaries, associates and joint ventures with the company.

#### **CHANGE IN THE NATURE OF BUSINESS:**

There were no changes in the nature of business during the year under review as prescribed in Rule 8(ii) of the Companies (Accounts) Rules, 2014.

#### **DIVIDEND:**

The Board of Directors of the Company had declared Interim Dividend of Rs. 7.20 (Rupees Seven and paise twenty only) per Equity Shares of Rs10/- each(72%) at its meeting held on 19th September, 2018 to the Equity Shareholders whose name stand in the register of members as on 21st September, 2018.

#### **AMOUNTS TRANSFERRED TO RESERVES:**

The Board has not proposed to transfer any amount to its reserves.

#### **CHANGES IN SHARE CAPITAL:**

There is no increase or decrease in the Authorized, Issued and Paid-up Capital of your Company.

The Authorized Share Capital of the Company is Rs. 15,00,00,000 divided into 1,50,00,000 Equity Shares of Rs. 10/- each.

During the year under review, the Company has not issued any shares with differential voting right not granted stock options or Sweat Equity shares. Further, no shares were bought back during the year under review.

#### **BOARD MEETINGS:**

The Meetings of the Board were held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. Additional Meetings of the Board of Directors are held when necessary. During the year under review Eight (8) Meetings were held on 29/06/2018, 10/08/2018, 19/09/2018, 10/10/2018, 20/11/2018, 24/01/2019, 12/03/2019 and 26/03/2019.

The Agenda of the Meetings are circulated to the Directors in advance. Minutes of the Meetings of the Board of Directors are circulated amongst the Members of the Board for their perusal.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year under review there were changes in the composition of the Board of Directors of your Company.

Following Directors resigned due to personal reasons:

1. Mr. Rajat Kedia
2. Mr. Ankit Kedia
3. Mr. Sanjeev Aga
4. Mr. Sunish Sharma
5. Mr. G Vamanachary
6. Mr. N K Sarwgi

Your Board regrets to report that Mrs. Maya Agarwal breathed her last due to ill health.

The Board places on record its deep appreciation for the services rendered by the outgoing Directors during their tenure of offices.

Following Additional Directors were appointed:

1. Mrs. Shweta Jalan
2. Mr. Pankaj Patwari
3. Mr. Vinod Padikkal

Following Additional Directors- Independent were appointed:

1. Mr. Manu Anand
2. Mr. Jayesh Merchant
3. Mr. Ashok Sudan

The Code of Conduct for Directors and to all present senior executives forming a part of the top level Management is available at <http://manjushreeindia.com/investor-relations/code-of-conduct/>.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

In pursuance of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

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

#### **DECLARATIONS FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:**

The Company has received necessary declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 stating that they meet with the criteria of their Independence laid down in Section 149(6). The same is enclosed to this Report as **Annexure I**.

## **EXTRACT OF ANNUAL RETURN:**

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in Form MGT- 9 is annexed to this report as **Annexure-II**.

## **COMPOSITION OF THE COMMITTEES:**

Following are the composition of various Committees:

### **i) Composition of Audit Committee:**

1. Mr. Jayesh Merchant – Chairman
2. Mr. Manu Anand – Member
3. Mr. Vimal Kedia – Member

The Company's Whistle Blower Policy is available at <http://manjushreeindia.com/investor-relations/whistle-blower-policy/>

### **ii) Composition of Nomination and Remuneration Committee:**

1. Mr. Manu Anand – Chairman
2. Mr. Jayesh Merchant – Member
3. Mr. Ashok Sudan – Member

The Company's Nomination and remuneration Policy is available at <http://manjushreeindia.com/investor-relations/nomination-and-remuneration-policy/>.

### **iii) Composition of Stakeholders' Relationship Committee:**

1. Mr. Jayesh Merchant – Chairman
2. Mr. Vimal Kedia – Member
3. Mr. Vinod Padikkal – Member

### **iv) Composition of Corporate Social Responsibility Committee:**

1. Mr. Manu Anand – Chairman
2. Mr. Surendra Kedia – Member
3. Mr. Vinod Padikkal – Member

## **AUDITORS:**

The Auditors Messrs Singhvi, Dev & Unni, Chartered Accountants (registered with ICAI (Firm Registration No.003867S), have been appointed in the Annual General Meeting held on 16.09.2015 for a period of five years i.e up to FY 2019-20. Pursuant to the amended Section 139, the ratification of appointment of Auditors for the FY 2019-20 has not been included in the Notice of the AGM for approval of the Shareholders.

## **SECRETARIAL AUDIT REPORT:**

Secretarial audit report as provided by Mr. Vijayakrishna K. T, Practising Company Secretary in form of MR-3 is annexed to this Report as **Annexure III**.

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

- A.** Statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo is as follows:



**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY****I. POWER AND FUEL CONSUMPTION:**

	31.03.2019	31.03.2018
1. Electricity		
<b>(a) Purchased:</b>		
No. of Units in Lakhs (KWH)*	999.95	962.73
Total Amount Rs. in Lakhs	6,507.21	6,312.12
Rate / Unit (KWH) (Rs.)	6.51	6.56
<b>(b) Own Generation through Diesel Generator</b>		
No. of Units (KWH) Generated in Lakhs	12.69	10.05
Total Amount Rs. In Lakhs	250.61	167.59
Units Per Liter of diesel oil	3.32	3.14
Cost / Unit in Rs.	19.75	16.67
*excluding generation from wind mill of 47.70 Lac units		
2. Coal	—	—
3. Furnace Oil	—	—
4. Others	—	—

**II. CONSUMPTION PER UNIT OF PRODUCTION (to the extent applicable) :**

Particulars	Standard	Unit	31.03.2019	31.03.2018
Production (Containers & Performs)	N.A.	MT	64,198	55,777
Production (Conversion)	N.A.	MT	31,348	29,681
Consumption of Electricity per ton (incl. own generation)	None	KWH	1,059.84	1,138.32
Consumption of Diesel Oil per ton	None	Kilo Litres	3.99	3.74

**B. TECHNOLOGY ABSORPTION:**

(a) Efforts made in technology absorption as per detailed hereunder:

**I. RESEARCH AND DEVELOPMENT (R & D)**

- Specific areas in which R & D carried out by the Company. : The Company is making in-house R & D efforts for introduction / development of value added products.
- Benefits derived as a result of the above R & D : New products have been introduced giving an edge to the Company in present day competitive market.
- Further Plan of action : The Company intends to continue its R & D efforts.

**EXPENDITURE ON R& D:**

The expenditure incurred on Research and Development: **BIDADI UNIT**

(Rs. in Lakhs)

Nature of Expenditure	2018-19	2017-18
Capital Expenditure	17.34	5.29
Revenue Expenditure	635.11	546.29
<b>TOTAL</b>	<b>652.45</b>	<b>551.58</b>
Total R&D expenditure as a percentage of total turnover	1.34%	1.32%

**Expenditure incurred on Research and Development: BOMMASANDRA UNIT**

(Rs. in Lakhs)

Nature of Expenditure	2018-19	2017-18
Capital Expenditure	102.63	20.37
Revenue Expenditure	669.27	470.39
<b>Total</b>	<b>771.90</b>	<b>490.77</b>
Total R&D expenditure as a percentage of total turnover	2.49%	1.80%

Total Expenditure of both Units for financial year 2018-19: Rs. 1,424.35 Lakhs (Previous year: Rs. 1042.35 Lakhs)

Total R&D expenditure as a percentage of total turnover for financial year is 1.78% (FY 18: 1.13%)

**RESEARCH AND DEVELOPMENT (R&D)**

The Company has been continuously putting efforts to develop new products with different challenges. The Company is doing many research activities in the areas of material weight reduction, alternate material, process design, process improvement etc.,

**Benefits derived as a result of R & D:**

- Market expansion and improved competitive position through significantly improved products for new markets.
- Improved competency for designing process & products for customers.
- Up gradation of technical skill of employees for higher productivity & more consistent quality.

**Future Plan of Action:**

Your Company is looking to adapt new and upgraded technologies in order to stay ahead of its competitors. Future R&D efforts will continue along similar lines, as at present, but with more focus, thrust and endeavors.

**Form for disclosure of particulars with respect to absorption**
**II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

- Efforts in brief made towards technology absorption, adaptation and innovation. : Does not arise.
- Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc. : Does not arise.
- In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished :
  - Technology imported : None
  - Year of Import : N.A.
  - Has technology been fully absorbed? : N.A.
  - If not fully absorbed, area where this has not taken place reason thereof and future plan of action. : N.A.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO :**

- Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services export plans. : The Company does exports and is continuing to make efforts on an ongoing basis to explore suitable export opportunities, as and when it arises for any particular application

(Rupees in Lakhs except stated otherwise)

<b>(b) Total foreign exchange used and earned:</b>		<b>31.03.2019</b>	<b>31.03.2018</b>
<b>A.</b>	<b>FOREIGN EXCHANGE EARNINGS:</b>		
	Export Sales (including exchange difference & excluding Rupee exports)	4,615.34	3,838.33
<b>B.</b>	<b>FOREIGN EXCHANGE OUTGO:</b>		
	Capital Equipment	1,904.70	2,130.94
	Raw Materials	5,970.95	2,768.64
	Spares & Consumables	-	-
	Travelling Expenses	26.73	67.51
	Bank Charges (Import and FBC)	6.07	6.75
	Interest on Loans	393.94	895.98
	Membership and Subscription	1.87	1.61
	Professional Fees	-	0.23
	Exhibition	-	13.91
	Advertisements	5.01	7.16
	Others		0.59
	<b>TOTAL (B)</b>	<b>8,309.27</b>	<b>5,893.32</b>

**DISCLOSURE RELATING TO REMUNERATION OF EMPLOYEES:**

Statement pursuant to sub Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure IV.

**DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

The Company is following adequate Internal Financial Controls with reference to the Financial Statements.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not given any Loan, Guarantees and not invested its funds during the period under review; hence, the compliance under the provisions of Section 186 of the Companies Act, 2013 does not arise.

**CORPORATE SOCIAL RESPONSIBILITY POLICY:**

The Current CSR Committee comprising Mr. Manu Anand (Independent Director) as Chairman and Mr. Surendra Kedia, Mr. Vinod Padikkal as other members. The CSR Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

The earlier CSR Committee comprising Mr. N K Sarawgi (Chairman) Mr. Surendra Kedia and Mr. Vimal Kedia, Members recommended the Board to initiate the action for spending on the CSR activities to comply with the provisions of the Companies Act, 2013. The details of the spending on CSR activities are attached as Annexure-V to this Report.

Company's CSR Policy is available at <http://manjushreeindia.com/corporate-social-responsibility-policy/>.

**RELATED PARTY TRANSACTIONS:**

Particulars of contracts or arrangements with related parties referred to in Section 188(1) are enclosed in the prescribed

format, Form AOC-2, as Annexure-VI. The Transactions are in the ordinary course of business and at arm's length terms. The Company's Policy on Related Party Transactions is available at <http://manjushreeindia.com/investor-relations/related-party-transaction-policy/>.

**TRANSFER TO IEPF:**

Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules"), the Company had sent individual notices and also advertised in the newspapers seeking action from the Shareholders who have not claimed their dividends for past seven consecutive years i.e. for final dividend of the financial year ended 2010-2011, and thereafter, had transferred such unpaid or unclaimed dividends and corresponding 1,761 Equity Shares held by 12 Shareholders to the IEPF Authority on March 22, 2019. Shareholders /claimants whose shares, unclaimed dividend, have been transferred to the aforesaid IEPF Suspense Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. Further, the Company shall be transferring the unclaimed Dividend for the financial year 2011-2012 to the IEPF Account on or before August 31, 2019.

**DETAILS RELATING TO DEPOSITS :**

Your Company has not invited/accepted/renewed any deposits from the public as defined under the provisions of the Companies Act, 2013 and accordingly, there were no deposits which were due for repayment on or before 31st March, 2019.

**RISK MANAGEMENT:**

Your Company has a well-structured Risk Management system. An efficient Management team identifies various risks and takes necessary mitigation actions against the same.

**INDUSTRIAL RELATIONS:**

Industrial relations have been cordial and constructive, which has helped your Company to achieve production targets.

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

A policy on Prevention of Sexual Harassment at Workplace has been released by the Company. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. Three member Internal Complaints Committee (ICC) was set up from the senior management with women employees constituting majority. The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

No complaints pertaining to sexual harassment was reported during the year.

**MATERIAL ORDER PASSED BY ANY COURT OR REGULATOR OR TRIBUNALS IMPACTING GOING CONCERN STATUS OF COMPANY:**

No order was passed by any court or regulator or tribunal during the period under review which impacts going concern status of the Company.

**FRAUD REPORTING (REQUIRED BY COMPANIES AMENDMENT BILL, 2014):**

No case or instance of fraud was reported to the Audit Committee during the year under report.

**ACKNOWLEDGEMENTS:**

The Directors wish to place on record their sincere gratitude for the co-operation, guidance, support and assistance provided during the year by its Bankers, Registrars and Industries Dept. of Govt., Local Authorities, Suppliers, Contractors, Customers and Vendors. Your Directors also wish to express their deep sense of appreciation for the dedicated services rendered by the staff at all levels towards its successful operations. The Directors also thank the Shareholders of the Company for reposing their faith in the Company and for giving their dedicated and ever-willing support towards taking the Company forward on the path of progress and growth.

for and on behalf of the Board

Bengaluru  
31st May 2019

**Vimal Kedia**  
Managing Director  
DIN: 00072923

**Surendra Kedia**  
Executive Director  
DIN: 00072926

**Annexure-I**

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

To,

THE BOARD OF DIRECTORS  
MANJUSHREE TECHNOPACK LIMITED

Dear Sirs & Madam

We undertake to comply with the conditions laid down in Section 149 of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) We declare that up to the date of this certificate, apart from receiving commission for attending Board and Committee Meetings, we did not have any material pecuniary relationship or transactions with the Company, its Promoters, its Directors, Senior Management or its Holding Company, its Subsidiary and Associates as named in the Annexure thereto which may affect our independence as Director on the Board of the Company. We further declare that we will not enter into any such relationship/transactions. However, if and when we intend to enter into such relationships/transactions, whether material or non-material we shall keep prior approval of the Board. We agree that we shall cease to be an Independent Director from the date of entering into such relationship/transaction.
- (b) We declare that we are not related to Promoters or Persons occupying management positions at the Board level or at one level below the Board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) We were not a partner or an executive or were also not partner or executive during the preceding three years, of any of the following:
  - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the Company
- (d) We have not been a material supplier, service provider or customer or lessor or lessee of the Company, which may affect independence of the Director, and was not a substantial Shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You

Yours faithfully

Date : 31-05-2019

Place: Bengaluru

**Manu Anand**

Addl. Director Independent  
DIN: 00396716

**Jayesh Merchant**

Addl. Director Independent  
DIN: 00555052

**Ashok Sudan**

Addl. Director Independent  
DIN:02374967

**Annexure – II**

Form No. MGT - 9

**EXTRACT OF ANNUAL RETURN****As on the Financial Period ended on March 31, 2019**

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

**I. REGISTRATION AND OTHER DETAILS:**

Sl. No.	Particulars	Details
i)	CIN:	U67120KA1987PLC032636
ii)	Registration Date:	13th November, 1987
iii)	Name of the Company:	Manjushree Technopack Limited
iv)	Category /Sub-Category of the Company:	Company limited by shares and Indian Non-Government Company.
v)	Address of the registered office and contact details:	No. 60E & F, Bommasandra Industrial Area, Hosur Road, Bangalore – 560 099
vi)	Tel. :	080-4343 6200
vii)	Fax. :	080-2783 2245
viii)	Email :	info@manjushreeindia.com
ix)	Website :	www.manjushreeindia.com
x)	Whether listed company:	No
xi)	Details of stock exchanges where the shares are listed:	Not Applicable
xii)	Name, Address and Contact details of Registrar and Transfer Registrars:	Integrated Registry Management Services Private Limited # 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003. Tel: (080) 2346 0815 / 818 Fax: (080) 2346 0819

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% total turnover of the company
1	PET / PP Jars, Bottles, Preforms, Closures & Shrink Film	22203	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - Not Applicable**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)**
**A. Category wise Share Holding:**

Category of Shareholders	No. of shares held at the beginning of the year (as on 01-Apr-18)				No. of shares held at the end of the year (as on 31-Mar-19)				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. PROMOTERS</b>									
<b>1) Indian</b>									
a) Individual / HUF	1,019,451	-	1,019,451	7.52	595,315	-	595,315	4.39	3.13
b) Central Government									
c) State Govt.(s)									
d) Bodies Corporates	6,735,309	-	6,735,309	49.72	2,114,225	-	2,114,225	15.61	34.11
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)(1)	7,754,760		7,754,760	57.24	2,709,540	-	2,709,540	20.00	<b>37.24</b>
<b>2) Foreign</b>									
a) Individual / HUF									
b) Bodies Corporate									
Total shareholding of Promoter (A)(2)									
Total Shareholding Promoter & Promoter Group (A)=(A)(1)+(A)(2)	7,754,760		7,754,760	57.24	2,709,540	-	2,709,540	20.00	<b>37.24</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>1) Institutions</b>									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt.(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital funds									
i) Others (specify)	-	-	-	-	10,464,450	-	10,464,450	77.24	77.24
Sub-total(B)(1)	-	-	-	-	10,464,450	-	10,464,450	77.24	77.24
<b>2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	5,427,808	400	5,428,208	40.07	26,480	400	26,880	0.20	<b>39.87</b>
ii) Overseas									



Category of Shareholders	No. of shares held at the beginning of the year (as on 01-Apr-18)				No. of shares held at the end of the year (as on 31-Mar-19)				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>b) Individuals</b>									
i) Individual share - holders holding normal share capital up to Rs.1lakh	255,686	62,465	318151	2.34	246,785	53,467	300,252	2.21	0.13
ii) Individual share-holders holding normal share capital in excess of Rs.1 lakh	10,600	-	10,600	0.08	10,600	-	10,600	0.08	-
<b>c) Others (specify)</b>									
Non-Resident Indians	7,954	-	7954	0.06	6,820	-	6,820	0.05	<b>0.01</b>
Overseas Corporate Bodies									
Foreign Nationals									
Clearing members	744	-	744	0.01	114	-	114	0.00	<b>0.01</b>
Trusts / Escrow Account	-	-	-	-					
IEPF	27,283	-	27,283	0.20	29,044	-	29,044	0.21	0.01
Foreign Bodies - D R									
Sub-total (B)(2)	5,730,075	62,865	5,792,940	42.76	10,784,293	53,867	10,838,160	80.00	37.24
Total Public shareholding (B)=(B)(1)+(B)(2)	5,730,075	62,865	5,792,940	42.76	10,784,293	53,867	10,838,160	80.00	37.24
<b>C. SHARES HELD BY CUSTODIAN for GDRs &amp; ADRs</b>									
Grand Total (A+B+C)	13,484,835	62,865	<b>13,547,700</b>	<b>100.00</b>	13,493,833	53,867	<b>13,547,700</b>	<b>100.00</b>	

**B. Share Shareholding of Promoters:**

Sl No.	Shareholder's Name	Shareholding at the beginning of the period			Shareholding at the end of the period			% change in share -holding during the period
		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	Anchi Devi Kedia	95,095	0.70	-	0	-	-	-
2	Ankit Kedia	107,063	0.79	-	107,063	0.79	-	0
3	Hitech Creations Pvt. Ltd.	1,722,246	12.71	-	950,768	7.02	-	5.69
4	Jai Govind Kedia & Sons (HUF)	18,700	0.14	-	0	-	-	-
5	Jai Govind Kedia & Sons	18,700	0.14	-	0	-	-	-
6	Jai Govind Vimal Kumar	200	0.00	-	0	-	-	-
7	Manjushree Fincap Pvt. Ltd.	1,807,785	13.34	-	0	-	-	-
8	Mphinite Solutions Pvt. Ltd.	1,163,457	8.59	-	1,163,457	8.59	-	-
9	Mphinite Technologies Pvt. Ltd.	293,838	2.17	-	0	-	-	-

Sl No.	Shareholder's Name	Shareholding at the beginning of the period			Shareholding at the end of the period			% change in share holding during the period
		% of total Shares of the company	% 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	
10	Nidhi Kedia	173,047	1.28	-	0	-	-	0.00
11	Puja Kedia	1,144	0.01	-	0	-	-	0.00
12	Rajat Kedia	243,549	1.80	-	243,549	1.80	-	0.00
13	Sashi Kedia	203,090	1.50	-	203,090	1.50	-	0.00
14	Savita Kedia	7,868	0.06	-	7,868	0.06	-	0.00
15	Shruti Financial Services Pvt. Ltd.	1,747,983	12.90	-	0	-	-	0.18
16	Shruti Kedia	9,600	0.07	-	0	-	-	0.00
17	Surendra Kedia	14,432	0.11	-	1,4582	0.11	-	0.00
18	Surendra Kumar Kedia & Sons	44,800	0.33	-	0	-	-	0.00
19	Vimal Kedia	19,163	0.14	-	19,163	0.14	-	0.00
20	Vimal Kumar Kedia & Sons (HUF)	25,300	0.19	-	0	-	-	0.00
21	Vimal Kumar Kedia & Sons	25,300	0.19	-	0	-	-	0.00
22	Vrinda Kedia	12,400	0.09	-	0	-	-	0.00
	<b>Total</b>	<b>7,754,760</b>	<b>57.24</b>	<b>-</b>	<b>2,709,540</b>	<b>20.00</b>	<b>-</b>	<b>37.24</b>

**Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.	Shareholder's Name	Share holding at the beginning of the year 01-04-2018		Date	Increase/Decrease in Share Holding	Reason	Cumulative Share holding during the year - 31-03-2019	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	Anchi Devi Kedia	95,095	0.70	01.04.2018	SOLD			
				31.03.2019				
2	Ankit Kedia	107,063	0.79	01.04.2018	NO CHANGE DURING THE YEAR			
				31.03.2019				
3	Hitech Creations Pvt. Ltd.	1,722,246	12.71	01.04.2018	PARTIALLY SOLD			
				31.03.2019				
4	Jai Govind Kedia & Sons (HUF)	18,700	0.14	01.04.2018	SOLD			
				31.03.2019				
5	Jai Govind Kedia & Sons	18,700	0.14	01.04.2018	SOLD			
				31.03.2019				
6	Jai Govind Vimal Kumar	200	0.00	01.04.2018	SOLD			
				31.03.2019				
7	Manjushree Fincap Pvt. Ltd.	1,807,785	13.34	01.04.2018	SOLD			
				31.03.2019				
8	Mphinite Solutions Pvt. Ltd.	1,163,457	8.59	01.04.2018	NO CHANGE DURING THE YEAR			
				31.03.2019				

**Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.	Shareholder's Name	Share holding at the beginning of the year 01-04-2018		Date	Increase/Decrease in Share Holding	Reason	Cumulative Share holding during the year - 31-03-2019	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
9	Mphinite Technologies Pvt. Ltd.	293,838	2.17	01.04.2018	SOLD			
				31.03.2019			0	0
10	Nidhi Kedia	173,047	1.28	01.04.2018	SOLD			
				31.03.2019			0	0
11	Puja Kedia	1,144	0.01	01.04.2018	SOLD			
				31.03.2019			0	0
12	Rajat Kedia	243,549	1.80	01.04.2018	NO CHANGE DURING THE YEAR			
				31.03.2019			243,549	1.80
13	Sashi Kedia	203,090	1.50	01.04.2018	NO CHANGE DURING THE YEAR			
				31.03.2019			203,090	1.50
14	Savita Kedia	7,868	0.06	01.04.2018	NO CHANGE DURING THE YEAR			
				31.03.2019			7,868	0.06
15	Shruti Financial Services Pvt. Ltd.	1,747,983	12.90	01.04.2018	SOLD			
				31.03.2019			0	0
16	Shruti Kedia	9,600	0.07	01.04.2018	SOLD			
				31.03.2019			0	0
17	Surendra Kedia	14,582	0.11	01.04.2018				
				31.03.2019			14,582	0.11
18	Surendra Kumar Kedia & Sons	44,800	0.33	01.04.2018	SOLD			
				31.03.2019			0	0
19	Vimal Kumar Kedia	19,163	0.14	01.04.2018	NO CHANGE DURING THE YEAR			
				31.03.2019			19,163	0.14
20	Vimal Kumar Kedia & Sons (HUF)	25,300	0.19	01.04.2018	SOLD			
				31.03.2019			0	0
21	Vimal Kumar Kedia & Sons	25,300	0.19	01.04.2018	SOLD			
				31.03.2019			0	0
22	Vrinda Kedia	12,400	0.09	01.04.2018	SOLD			
				31.03.2019			0	0

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

Sl. No.	Shareholders Name	Share holding at the beginning of the Year - 01.04.2018		Date	Increase/Decrease in Share Holding	Reason	Cumulative Share holding during the year - 31.03.2019	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	Ladoga Holdings Limited.	5,204,120	38.41	10.10.2018		SOLD		
				31.03.2019				
2	Kedaara Capital Alternative Investment Fund - Kedaara Capital AIF 1	214,960	1.59	10.10.2018		SOLD		
				31.03.2019				
3	Indira Devi Jain	10,600	0.08	01.04.2018		No Change During The Year		
				31.03.2019				
4	Shree Mangalam Sales & Agencies Pvt Ltd	5,000	0.04	01.04.2018		No Change During The Year		
				31.03.2019				
5	Raj Kumar Patwary	5,000	0.04	01.04.2018		No Change During The Year		
				31.03.2019				
6	Mahesh Kumar Bajaj	4,000	0.03	01.04.2018		No Change During The Year		
				31.03.2019				
7	Radha Krishan Agarwal	4,000	0.03	01.04.2018		No Change During The Year		
				31.03.2019				
8	Bishwanath Bajaj	3,600	0.03	01.04.2018		No Change During The Year		
				31.03.2019				
9	Al Lenarco MIDCO Limited.	10,464,450	77.24	10.10.2018		Purchased		
				31.03.2019				
10	IEPF Account	27,283	0.20	01.04.2018		Shares Transferred to IEPF Account		
				31.03.2019				

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

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Date	Reason
		No. of shares	% of total shares of the company		
1	At the beginning of the year	Vimal Kedia	191,163	0.14	
		Surendra Kedia	14,582	0.11	
		Rajat Kedia	243,549	1.80	
		Ankit Kedia	107,063	0.79	
		<b>TOTAL</b>	<b>384,357</b>	<b>2.84</b>	
3	At the End of the year	Vimal Kedia	19,163	0.14	
		Surendra Kedia	14,582	0.11	
		Rajat Kedia	243,549	1.80	
		Ankit Kedia	107,063	0.79	
		<b>TOTAL</b>	<b>384,357</b>	<b>2.84</b>	

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding / accrued but not due for payment:  
(In accordance with IND AS)

(Rupees in Lakhs except stated otherwise)

Sl. No.	Particulars	31.03.2019	31.03.2018
1	Long Term Debt	25,718.42	32,821.82
2	Short Term Debt	21,173.97	13,174.36
3	Interest Accrued & Due	0.96	167.83
4	Interest Accrued but not due	15.89	24.49
	<b>TOTAL</b>	<b>46,909.24</b>	<b>46,188.50</b>

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

(Rupees in Lakhs except stated otherwise)

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Vimal Kedia	Surendra Kedia	Rajat Kedia	Ankit Kedia	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	195.00	157.50	31.88	31.88	416.26
	(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	—	—	—	—	—
	<b>Total (A)</b>	<b>195.00</b>	<b>157.50</b>	<b>31.88</b>	<b>31.88</b>	<b>416.26</b>
	<b>Ceiling as per the Act</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>

**B. Remuneration to other Directors:**

(Rupees in Lakhs except stated otherwise)

Sl. No.	Particulars of Remuneration	NAME OF DIRECTORS				Total Amount
		N K Sarawagi	G Vamana charya	Maya Agarwal	Sanjeev Aga (Nominee Director)	
1	Independent Directors					
	• Fee for attending board / committee meetings	1.56	1.22	0.17	12.50	15.44
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	<b>TOTAL (1)</b>	<b>1.56</b>	<b>1.22</b>	<b>0.17</b>	<b>12.50</b>	<b>15.44</b>

(Rupees in Lakhs except stated otherwise)

Sl. No.	Particulars of Remuneration	NAME OF DIRECTORS				Total Amount
		N K Sarawagi	G Vamana charya	Maya Agarwal	Sanjeev Aga (Nominee Director)	
2	Other Non-Executive Directors					
	● Fee for attending board / committee meetings	—	—	—	—	—
	● Commission	—	—	—	—	—
	● Others, please specify	—	—	—	—	—
	<b>TOTAL (2)</b>	—	—	—	—	—
	<b>TOTAL (B)=(1+2)</b>	<b>1.56</b>	<b>1.22</b>	<b>0.17</b>	<b>12.50</b>	<b>15.44</b>
	Total Managerial Remuneration	<b>1.56</b>	<b>1.22</b>	<b>0.17</b>	<b>12.50</b>	<b>15.44</b>
	Overall Ceiling as per the Act	—	—	—	—	—

**C. REMUNERATION TO OTHER DIRECTORS**

(Rupees in Lakhs except stated otherwise)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Manu Anand	Jayesh Marchant	Ashok Sudan	
1	Independent Directors				
	● Fee for attending board / committee meetings	—	—	—	—
	● Commission	2.74	1.37	1.37	5.48
	● Others, please specify	—	—	—	—
	<b>TOTAL (1)</b>	<b>2.74</b>	<b>1.37</b>	<b>1.37</b>	<b>5.48</b>
2	Other Non-Executive Directors				
	● Fee for attending board / committee meetings	—	—	—	—
	● Commission	—	—	—	—
	● Others, please specify	—	—	—	—
	<b>TOTAL (2)</b>	—	—	—	—
	<b>TOTAL (B)=(1+2)</b>	<b>2.74</b>	<b>1.37</b>	<b>1.37</b>	<b>5.48</b>
	Total Managerial Remuneration	<b>2.74</b>	<b>1.37</b>	<b>1.37</b>	<b>5.48</b>
	Overall Ceiling as per the Act	—	—	—	—

**C. Remuneration to Company Secretary, CFO & CEO :**

(Rupees in Lakhs except stated otherwise)

Sl. No.	Particulars of Remuneration	Company Secretary	CFO	CEO	Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11.27	51,14	96.43	158.84
	(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	—	—		
	<b>TOTAL (A)</b>	<b>11.27</b>	<b>51,14</b>	<b>96.43</b>	<b>158.84</b>
	<b>Ceiling as per the Act</b>	-		-	-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:****N I L**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>	<b>N I L</b>				
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>	<b>N I L</b>				
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>	<b>N I L</b>				
Penalty					
Punishment					
Compounding					

Bengaluru  
31.05. 2019

for and on behalf of the Board

**Vimal Kedia**  
Managing Director  
DIN: 00072923

**Surendra Kedia**  
Executive Director  
DIN: 00072926

**Annexure- III**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2019**

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

To  
The Members,  
MANJUSHREE TECHNOPACK LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Manjushree Technopack Limited bearing CIN: U67120KA1987PLC032636 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2019 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2019 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 there under;
- (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) There were no industry specific laws applicable to the Company from the list provided by the Institute of Company Secretaries of India.
- (vi) The other general laws as may be applicable to the Company including the following:

**(1) Employer/Employee Related laws & Rules:**

- i. Industries (Development & Regulation) Act, 1951
- ii. The Factories Act, 1948
- iii. The Apprentices Act, 1961
- iv. The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- v. The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- vi. The Employees State Insurance Act, 1948
- vii. The Workmen's Compensation Act, 1923
- viii. The Maternity Benefits Act, 1961
- ix. The Payment of Gratuity Act, 1972
- x. The Payment of Bonus Act, 1965
- xi. The Industrial Disputes Act, 1947
- xii. The Trade Unions Act, 1926
- xiii. The Payment of Wages Act, 1936
- xiv. The Minimum Wages Act, 1948



- xv. The Child Labour (Regulation & Abolition) Act, 1970
- xvi. The Contract Labour (Regulation & Abolition) Act, 1970
- xvii. The Industrial Employment (Standing Orders) Act, 1946
- xviii. Equal Remuneration Act, 1976
- xix. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Services) Act, 1979
- xx. The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- xxi. Persons with Disabilities (Equal Opportunities, Protection of Rights and Full Participation) Act, 1996
- xxii. Prohibition of Employment as Manual Scavengers and their Rehabilitation Act, 2013
- xxiii. The Industrial Establishments (National and Festival Holidays) Act, 1963
- xxiv. The Karnataka Daily Wage Employees Welfare Act, 2012
- xxv. Dangerous Machines (Regulation) Act, 1983
- xxvi. Indian Boilers Act, 1923
- xxvii. The Labour Welfare Fund Act, 1965
- xxviii. For majority of Central Labour Laws the State has introduced Rules [names of each of the Rules is not included here]

**(2) Environment Related Acts & Rules:**

- i. The Environment Protection Act, 1986
- ii. The Water (Prevention & Control of Pollution) Act, 1974
- iii. The Air (Prevention & Control of Pollution) Act, 1981
- iv. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
- v. The Karnataka Ground Water (Regulation for Protection of Sources of Drinking Water) Act, 1999

**3) Economic/Commercial Laws & Rules:**

- i. The Competition Act, 2002
- ii. The Indian Contract Act, 1872
- iii. The Sales of Goods Act, 1930
- iv. The Forward Contracts (Regulation) Act, 1952
- v. The Indian Stamp Act, 1899
- vi. The Transfer of Property Act, 1882

I have also examined compliances with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meetings i.e. SS - 1 and SS – 2.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above as may be applicable during the year under review. Certain non material findings made during the course of the audit relating to the provisions of Companies Act and Labour Laws were addressed suitably by the Management.

I further state that during the period under the review and based on my verification of the records maintained by the Company and also on the review of compliance reports/statements by respective department heads/Chief Financial Officer/ Company Secretary taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process and control mechanism exist in the Company to monitor and ensure compliance with applicable Labour Laws, environmental laws and other applicable laws as mentioned above.

Further, I report that with regard to financial and taxation matters, I have relied up on the Audit Reports, Limited Review Reports and the Internal Audit Reports provided by the Statutory/Internal Auditors, as the case may be.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

As per the information received from the Company Secretary, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

I 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.

Place: Bangalore

Date: 31.05.2019

**(Vijayakrishna KT)**

FCS No.: 1788

C P No.: 980

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

### **'Annexure'**

My 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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.

I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under The Income Tax Act, The Customs Act, The Goods and Services Tax Act.

3. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc. as applicable from time to time.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
5. 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: Bangalore

Date: 31.05.2019

**(Vijayakrishna KT)**

FCS No.: 1788

C P No.: 980

## **Annexure IV**

Statement pursuant to sub Rule 5(2) of the Companies  
 (Appointment and Remuneration of Managerial Personnel) Rules, 2014

### **Remuneration to Managerial Personnel:**

(In Rupees)

#### **Top Ten Employees except Directors and KMPs**

<b>Name</b>	<b>Designation</b>	<b>Age</b>	<b>DOJ</b>	<b>Place of Work</b>	<b>Salary Rs.</b>	
S Satish	Chief Sales & Marketing Officer	48 Years	01-Mar-19	India	908,310	Per Month
V K Baheti	Director - Operations	69 Years	04-Apr-02	India	1,1037,531	Per Annum

**Annexure - V****CORPORATE SOCIAL RESPONSIBILITY POLICY :**

(Pursuant to Section 135 of the Companies Act, 2013)

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:****Composition of the CSR Committee:**

1. Mr. Manu Anand : Chairman
2. Mr. Surendra Kedia : Member
3. Mr. Vinod Padikkal : Member

**Rs. In lakhs**

<b>Particulars</b>	<b>FY-18-19</b>	<b>FY-17-18</b>
Average Net Profit of the Company for the last three financial years	7,336.21	7,248.79
Prescribed CSR expenditure (2% of Average Net Profits)	146.72	144.98
Details of CSR spend for the financial period	191.00	200.00
Amount unspent, if any	NIL	NIL
Reason of amount unspent	NA	NA

- a) The CSR Committee has taken up initiatives for spending CSR amount for the purpose of Swachh Bharat Mission and spreading education among poor class of society. To fulfil this object, the Company has contributed Rs. 1.91 Crores (Rupees One Crore Ninety One Lakhs Only) during the Financial Year 2018-19 with Pandit Deendayal Upadhyay Smriti Sansthan of Rs. 1.90 Crores for promoting the Swachh Bharat Mission and M/s Ananda Social & Educational Trust of Rs. 1.00 lakh for promoting education.

**b) Manner in which amount spent during the financial year:**

CSR project / activity identified	Sector in which the Project is covered	Projects / Programs 1) Local area or other 2) specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project / program wise	Amount spent on the project / programs Sub-heads: 1) Direct expenditure on projects or programs 2) Overheads	Cumulative spend upto the reporting period	Amount spent (Direct / implementing agency)
Please refer to note (a) above						

**Annexure - VI**  
**FORM NO. AOC.2**

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL
2. Details of material contracts or arrangement or transactions at arm's length basis :

SL. NO.	PARTICULARS	Details
(a)	Name(s) of the related party and nature of relationship	: Mr. Rajat Kedia and Mr. Ankit Kedia both are sons of Mr. Vimal Kedia, Managing Director
(b)	Nature of contracts / arrangements / transactions	: They are in employment with the Company
(c)	Duration of the contracts/arrangements/transactions	: Two Years
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: They are in employment with the Company and taking salary which is coming under thresh hold limit.
(e)	Justification for entering into such contracts or arrangements or transactions	: They are looking in to the business development of the Company.
(f)	Date(s) of approval by the Board	: 10-10-2018
(g)	Amount paid as advances, if any:	: NIL
(h)	Date on which the ordinary resolution was passed in general meeting/postal ballot as required under first proviso to section 188.	: 12-11-2018

for and on behalf of the Board

Bengaluru  
 31-05-2019

**Vimal Kedia**  
 Managing Director  
 DIN: 00072923

**Surendra Kedia**  
 Executive Director  
 DIN: 00072926

## INDEPENDENT AUDITORS' REPORT

TO

**THE MEMBERS OF MANJUSHREE TECHNOPACK LIMITED**

**Report on the Audit of the Ind AS Standalone Financial Statements**

### **Opinion**

1. We have audited the accompanying Indian Accounting Standards (Ind AS) Standalone financial statements of **Manjushree Technopack Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including other comprehensive income), Statement of Cash Flows and Statement of Changes in Equity for the year ended, and a summary of 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 Ind AS Standalone Financial Statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, its profit (financial performance including 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 responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Responsibility of Management for the Ind AS Standalone Financial Statements**

4. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 these Ind AS Standalone Financial Statements that give a true and fair view and are free from material mis statement, whether due to fraud or error.
5. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. Those Board of Directors are also responsible for over seeing the Company's financial reporting process.

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

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

SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - d) 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.
  - e) 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.
9. 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.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

11. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 of the Order.
12. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Ind AS Standalone Financial statements dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the Directors as on 31 March 2019 taken on record by the Board of Directors, none of the Directors are disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in the standalone financial statements;
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**for Singhvi, Dev & Unni LLP**  
**Chartered Accountants**

Firm Registration No. 003867S / LLPIN : AAP-3305

**Manoj Nair**

Partner

Membership No.: 049426

Bengaluru

31 May 2019

## ANNEXURE A TO THE AUDITORS' REPORT

(As referred to in paragraph 12 of the Independent Auditors' report of even date)

(i)

- (a) The Company has maintained proper records showing full particulars, including quantitative details of fixed assets. Further, the Company is in the process of updating its fixed assets register with respect to location of fixed assets.
- (b) As explained to us the Company has a phased program for physical verification of the fixed assets to cover all locations over a period of three years. In our opinion, the frequency of verification is reasonable, considering the size of the Company and nature of its fixed assets. Pursuant to the program of the physical verification of fixed assets, physical verification of the assets has been carried out during the year and certain differences were noticed, which were not significant. The Company is in the process of reconciling these differences to align the books of account with physical assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company, except certain freehold land having carrying value of Rs. 15.02 lacs as at 31 March 2019, which is held in the name of other parties and as explained to us is in the process of being transferred to the Company.

(ii)

- a) As per the information and explanations provided to us, the physical verification of inventories has been conducted by the management at reasonable intervals.
  - b) As per the information and explanations provided to us, no material discrepancies have been noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership, or other parties covered in the register maintained under Section 189 of the Act.
- (iv) The Company has not given/made any loans, investments, guarantees, and security under the provisions of section 185 and 186 of the Act. Consequently, comment on clause (iv) of the Order is not applicable.
- (v) According to the information and explanations provided to us, the Company has not accepted deposits. Thus, paragraph 3(v) of the Order is not applicable.
- (vi) Maintenance of cost records under sub section (1) of section 148 of the Act has not been prescribed for the Company by the Central Government. The Company is not covered under the Companies (Cost Records and Audit) Rules, 2014. Consequently, comment on clause 3(vi) of the Order is not applicable.

(vii)

- (a) As per the information and explanations provided to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, goods and service tax, cess and any other statutory dues with the appropriate authorities and there does not exist, any arrears of outstanding statutory dues, as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of excise, value added tax, cess and goods and service tax which have been not deposited on account of any dispute.



- (viii) In our opinion and according to information and explanations provided to us, the Company has not defaulted in repayment of loans and borrowings from any financial institution or banks. The Company does not have any loans from Government and has not issued any debentures during the year.
- (ix) The Company did not raise monies by way of initial public offer, further public offer (including debt instruments). According to information and explanation given to us, the term loan taken by the Company have been applied for the purpose for which they were raised.
- (x) As per the information and explanations provided to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) As per the information and explanations provided to us, managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company. Thus paragraph 3(xii) of the order is not applicable to the Company.
- (xiii) As per the information and explanations provided to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of clause 3(xiv) of the Order are not applicable.
- (xv) In our opinion and according to the information and explanations provided to us, during the year the Company has not entered into any non-cash transactions with Directors or persons connected with them and hence provisions of section 192 of the Act are not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

for **Singhvi, Dev & Unni LLP**  
**Chartered Accountants**

Firm Registration No. 003867S / LLPIN : AAP-3305

**Manoj Nair**

Partner

Membership No.: 049426

Bengaluru

31 May 2019

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

**(As referred to in paragraph 13(f) of the Independent Auditors' report of even date)**

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

1. We have audited the internal financial controls over financial reporting of **Manjushree Technopack Limited** ("the Company") as of 31 March 2019 in conjunction with our audit of the Ind AS 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 (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

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 and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that
  - (a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- (b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

- 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.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

**Emphasis of Matter**

The Company's internal audit scope should include northern and eastern regions. Further, it has to strengthen its internal control over maintenance of records and recording of transactions with respect to property, plant and equipment in northern units.

Our opinion is not modified in respect of above matter.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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.

for **Singhvi, Dev & Unni LLP**  
**Chartered Accountants**  
Firm Registration No. 003867S / LLPIN : AAP-3305

**Manoj Nair**  
Partner  
Membership No.: 049426  
Bengaluru  
31 May 2019

**BALANCE SHEET AS AT 31 MARCH, 2019**

(₹ in lakhs except stated otherwise)

Particulars	Note No.	As at March 2019	As at 31 March 2018
<b>I. Assets</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	2	36,112.49	38,907.19
(b) Capital work-in-progress	2	3,325.22	1,597.84
(c) Intangible assets	2	4,009.24	5,970.76
(d) Investment properties	2	2,495.23	-
(e) Financial assets			
(i) Loans & advances	3	480.50	527.62
(ii) Other financial assets	4	3.10	17.90
(f) Other non-current assets	5	893.67	952.14
(g) Deferred tax assets (net)	16	197.76	-
<b>Current assets</b>			
(a) Inventories	6	21,316.33	18,475.36
(b) Financial assets			
(i) Trade receivables	7	24,082.58	20,443.23
(ii) Cash and cash equivalents	8	42.31	36.04
(iii) Other bank balances	9	671.08	642.32
(iv) Other financial assets	10	285.13	33.02
(c) Other current assets	11	5,086.30	3,098.54
Assets held for sale	2	233.00	230.58
<b>Total Assets</b>		<u>99,233.94</u>	<u>90,932.54</u>
<b>II. Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	12	1,371.86	1,371.86
(b) Other equity		35,347.23	31,749.23
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	13	18,217.45	25,495.64
(ii) Other financial liabilities	14	157.78	37.61
(b) Provisions	15	596.23	295.91
(c) Deferred tax liabilities (net)	16	-	2.44
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	21,173.97	13,174.36
(ii) Trade payables	18	8,652.66	5,973.37
(iii) Other financial liabilities	19	10,827.67	11,034.18
(b) Provisions	20	841.78	1,339.48
(c) Other current liabilities	21	2,047.31	458.46
<b>Total Equity and liabilities</b>		<u>99,233.94</u>	<u>90,932.54</u>
Company profile and background	1.A		
Significant accounting policies	1.B		
Notes on financial statements and other explanatory information	1.C		

The notes referred to above form an integral part of the balance sheet.  
 As per our report of even date

**for and on behalf of the Board**

**for Singhvi, Dev & Unni LLP**  
 Chartered Accountants  
 Firm Regn. No. 003867S/LLPIN : AAP-3305

**Sanjay Kapote**  
 Chief Executive Officer

**Vimal Kedia**  
 Managing Director  
 DIN: 00072923

**Surendra Kedia**  
 Executive Director  
 DIN: 00072926

**Manoj Nair**  
 Partner  
 Membership No.: 049426  
 Place : Bengaluru  
 Date : May 31, 2019

**Basant Kumar Mohata**  
 Chief Financial Officer

**Rasmi Ranjan Naik**  
 Company Secretary

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

Particulars	Note No.	(₹ in lakhs except stated otherwise)	
		As at March 2019	As at 31 March 2018
<b>I. Revenue from operations</b>	<b>22</b>	114,890.22	93,813.53
Net revenue		<b>114,890.22</b>	<b>93,813.53</b>
<b>II. Other income</b>	<b>23</b>	548.65	179.03
<b>III. Total income (I +II)</b>		<b>115,438.87</b>	<b>93,992.56</b>
<b>IV. Expenses</b>			
(a) Cost of materials consumed	<b>24</b>	66,977.39	49,860.99
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	<b>25</b>	1,110.78	(1,252.22)
(c) Excise duty		-	3,364.63
(d) Employees' benefit expenses	<b>26</b>	6,037.08	5,291.12
(e) Power and fuel expenses	<b>27</b>	6,756.44	6,170.08
(f) Other manufacturing expenses	<b>28</b>	6,039.87	4,329.31
(g) Finance cost	<b>29</b>	4,124.59	4,200.44
(h) Depreciation and amortisation expenses	<b>2</b>	9,794.59	10,375.30
(i) Other expenses	<b>30</b>	5,549.88	5,361.90
(j) Research & development expenses	<b>31</b>	1,304.38	1,016.68
<b>Total expenses</b>		<b>107,695.00</b>	<b>88,718.23</b>
<b>V. Profit before exceptional and tax (III-IV)</b>		<b>7,743.87</b>	<b>5,274.33</b>
<b>VI. Exceptional items</b>	<b>46</b>	58.43	-
<b>VII. Profit/(Loss) before extraordinary items and Tax (V - VI)</b>		<b>7,685.44</b>	<b>5,274.33</b>
<b>VIII. Extraordinary Items</b>	-	-	-
<b>IX. Profit/(loss) before tax (VII-VIII)</b>		<b>7,685.44</b>	<b>5,274.33</b>
<b>X. Tax expense:</b>			
(i) Current tax		3,207.90	2,445.55
(ii) Income tax for prior year		(307.93)	(69.70)
(iii) Deferred tax expense/(income)		(200.20)	(778.72)
<b>XI. Profit/(Loss) for the year (IX-X)</b>		<b>4,985.67</b>	<b>3,677.20</b>
<b>XII. Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of net employee benefits plans		<b>(79.86)</b>	<b>(73.82)</b>
(ii) Income tax relating to net employee benefit plans		<b>27.90</b>	<b>25.55</b>
<b>XIII. Total comprehensive income</b>		<b>4,933.71</b>	<b>3,628.93</b>
Earnings (basic and diluted) per share in rupees, (face value of ₹ 10/- each).		<b>36.42</b>	<b>26.79</b>

Company profile and background 1.A

Significant accounting policies 1.B

Notes on financial statements and other explanatory information 1.C

The notes referred to above form an integral part of the statement of profit and loss

As per our report of even date

**for and on behalf of the Board**

**for Singhvi, Dev & Unni LLP**

Chartered Accountants

Firm Regn. No. 003867S/LLPIN : AAP-3305

**Manoj Nair**

Partner

Membership No.: 049426

Place : Bengaluru

Date : May 31, 2019

**Sanjay Kapote**

Chief Executive Officer

**Basant Kumar Mohata**

Chief Financial Officer

**Vimal Kedia**

Managing Director

DIN: 00072923

**Rasmi Ranjan Naik**

Company Secretary

**Surendra Kedia**

Executive Director

DIN: 00072926

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019 (Contd...)**

(₹ in lakhs except stated otherwise)

<b>A. Equity Share Capital (Refer Note 12)</b>					
Balance as at		Changes in equity share capital during the year		Balance as at	
1 April 2017	1 April 2018	2017-18	2018-19	31 March 2018	31 March 2019
1,371.86	1,371.86	-	-	1,371.86	1,371.86

**B. Other Equity**

Particulars	Reserves and Surplus			Other Comprehensive Income	Total
	Securities Premium Reserve	General Reserve	Retained Earnings		
<b>Balance as at 1 April 2017</b>	2,735.32	1,300.00	24,008.60		<b>28,043.92</b>
Profit/(Loss) for the year	-	-	3,677.20		3,677.20
Other comprehensive income	-	-	-	(48.27)	(48.27)
Adjustment on restatement of PPE*			76.38		76.38
<b>Balance as at 31 March 2018</b>	<b>2,735.32</b>	<b>1,300.00</b>	<b>27,762.18</b>	<b>(48.27)</b>	<b>31,749.23</b>
Profit/(Loss) for the year	-	-	4,985.68		4,985.68
Transitional adjustment of Ind AS-115 (note no.45)			(159.78)		(159.78)
Other comprehensive income	-	-	-	(51.95)	(51.95)
Dividend (net of tax)			(975.44)		(975.44)
Tax on dividend			(200.51)		(200.51)
<b>Balance as at 31 March 2019</b>	<b>2,735.32</b>	<b>1,300.00</b>	<b>31,412.13</b>	<b>(100.22)</b>	<b>35,347.23</b>

\* It relates to opening balance restatement of property, plant and equipments for previous financial year

As per our report of even date

**for and on behalf of the Board**
**for Singhvi, Dev & Unni LLP**  
 Chartered Accountants  
 Firm Regn. No. 003867S/LLPIN : AAP-3305

**Sanjay Kapote**  
 Chief Executive Officer

**Vimal Kedia**  
 Managing Director  
 DIN: 00072923

**Surendra Kedia**  
 Executive Director  
 DIN: 00072926

**Manoj Nair**  
 Partner  
 Membership No.: 049426  
 Place : Bengaluru  
 Date : May 31, 2019

**Basant Kumar Mohata**  
 Chief Financial Officer

**Rasmi Ranjan Naik**  
 Company Secretary

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH, 2019**

(Rs. in lakhs except stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>A. Cash flow from operating activities</b>		
<b>Profit/(Loss) before tax</b>	7,685.44	5,274.33
Adjustments for:		
Depreciation and amortisation expense	10,062.35	10,753.27
Loss/(profit) on sale/disposal of fixed assets (net)	(61.28)	109.34
Interest income	(119.85)	(60.93)
Dividend income on short terms securities	-	-
Finance costs	4,124.59	4,200.44
<b>Operating profit before working capital changes</b>	<b>21,691.25</b>	<b>20,276.45</b>
Adjustments for:		
Trade and other receivables	(6,373.27)	(3,111.59)
Inventories	(2,840.97)	(4,295.84)
Trade payables and other liabilities	3,757.68	(14.05)
<b>Cash generated from operations</b>	<b>16,234.69</b>	<b>12,854.97</b>
Direct taxes paid	(3,876.50)	(2,350.30)
<b>Net cash generated from operating activities</b>	<b>12,358.19</b>	<b>10,504.67</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets and capital work-in-progress	(9,697.49)	(6,697.12)
Sale of fixed assets	230.05	89.31
Advance towards sale of fixed assets	1,400.00	-
Dividend received	-	-
Interest received	119.85	60.93
<b>Net cash (used in) / generated from investing activities</b>	<b>(7,947.59)</b>	<b>(6,546.88)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from long term borrowings	-	6,463.68
Repayment of long term borrowings	(7,103.40)	(4,556.93)
Dividend and tax thereon	(1,175.94)	-
Proceeds from/(repayment) of short term borrowings (net)	7,999.61	(2,115.76)
Interest and financing charges paid	(4,124.59)	(3,902.07)
<b>Net cash (used in) / generated from financing activities</b>	<b>(4,404.32)</b>	<b>(4,111.08)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>6.28</b>	<b>(153.30)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	36.04	189.33
<b>Cash and cash equivalents at the end of the year (refer Note No. 8)</b>	<b>42.31</b>	<b>36.04</b>

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH, 2019 (Contd...)**

(Rs. in lakhs except stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Notes:</b>		
1. Cash and cash equivalents at the end of the year comprises of:		
Cash on hand	38.83	29.69
Balance with banks:	-	-
(i) Current accounts	3.48	6.35
(ii) Fixed deposits		
<b>Total</b>	<b>42.31</b>	<b>36.04</b>
1. The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 "Statement of Cash Flows".		
2. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.		

As per our report of even date

**for and on behalf of the Board**
**for Singhvi, Dev & Unni LLP**  
 Chartered Accountants  
 Firm Regn. No. 003867S/LLPIN : AAP-3305

**Sanjay Kapote**  
 Chief Executive Officer

**Vimal Kedia**  
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 DIN: 00072926

**Manoj Nair**  
 Partner  
 Membership No.: 049426  
 Place : Bengaluru  
 Date : May 31, 2019

**Basant Kumar Mohata**  
 Chief Financial Officer

**Rasmi Ranjan Naik**  
 Company Secretary



**NOTES FROMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd...)****NOTE '2' : Property, plant & equipment, intangible assets, investment properties, capital work in progress** (₹ in lakhs except stated otherwise)

(I) Other than research &amp; development

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block			
	Opening as at 1 April 2018	Additions	Forex Loss / (Gain)	Total Additions	Disposals/Reclassifications	Closing at 31-03-2019	Opening as at 1 April 2018	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as at 31 March 2019	As At March 31, 2019	As At March 31, 2018
<b>A. Property, plant &amp; equipment</b>												
1. Freehold land	606.03	-	-	-	28.41	577.62	-	-	-	-	577.62	606.03
2. Leasehold land	3,361.21	770.94	-	770.94	998.53	3,133.62	-	-	-	-	3,133.62	3,361.21
3. Building & civil works	11,834.89	619.78	-	619.78	2,636.85	9,817.82	3,767.52	773.26	982.95	3,577.83	6,239.99	8,067.37
4. Plant & machinery	50,962.68	5,497.14	157.32	5,654.46	362.56	56,254.58	28,830.82	6,000.41	194.76	34,636.47	21,618.11	22,131.86
5. Utility installations	5,795.60	558.80	-	558.80	70.92	6,283.48	3,494.58	609.52	51.31	4,012.79	2,270.69	2,341.02
6. Computer systems	160.36	29.23	-	29.23	4.05	185.54	116.69	27.19	3.85	140.03	45.51	43.67
7. Furniture & fixture	617.80	48.40	-	48.40	0.73	665.47	310.95	84.88	0.66	395.17	270.30	306.85
8. Vehicles	357.36	-	-	-	6.85	350.51	210.37	44.65	6.50	248.52	101.99	146.99
9. Other equipments	1,780.23	352.31	-	352.31	44.77	2,087.77	853.44	257.88	33.71	1,077.61	1,010.16	926.79
<b>Total - A</b>	<b>75,476.16</b>	<b>7,876.60</b>	<b>157.32</b>	<b>8,033.92</b>	<b>4,153.67</b>	<b>79,356.41</b>	<b>37,544.37</b>	<b>7,797.79</b>	<b>1,253.74</b>	<b>44,088.42</b>	<b>35,267.99</b>	<b>37,931.79</b>
<b>Previous year(A)</b>	<b>69,165.26</b>	<b>6,736.70</b>	<b>137.44</b>	<b>6,874.14</b>	<b>674.55</b>	<b>75,364.85</b>	<b>29,312.37</b>	<b>8,372.00</b>	<b>177.34</b>	<b>37,507.03</b>	<b>37,857.82</b>	<b>39,852.89</b>
<b>B. Intangible assets</b>												
10. Computer software	138.13	1.05	-	1.05	-	139.18	117.02	9.60	-	126.62	12.56	21.12
11. Patents, trade marks, brand & customer contracts	9,916.01	34.25	-	34.25	-	9,950.26	3,966.38	1,987.20	-	5,953.58	3,996.68	5,949.63
<b>Total - B</b>	<b>10,054.14</b>	<b>35.30</b>	<b>-</b>	<b>35.30</b>	<b>-</b>	<b>10,089.44</b>	<b>4,083.40</b>	<b>1,996.80</b>	<b>-</b>	<b>6,080.20</b>	<b>4,009.24</b>	<b>5,970.75</b>
<b>Grand total (A+B)</b>	<b>85,530.30</b>	<b>7,911.90</b>	<b>157.32</b>	<b>8,069.22</b>	<b>4,153.67</b>	<b>89,445.85</b>	<b>41,627.77</b>	<b>9,794.59</b>	<b>1,253.74</b>	<b>50,168.62</b>	<b>39,277.23</b>	<b>43,902.54</b>
<b>Previous year(B)</b>	<b>9,976.37</b>	<b>77.90</b>	<b>-</b>	<b>77.90</b>	<b>0.23</b>	<b>10,054.04</b>	<b>2,082.30</b>	<b>2,003.31</b>	<b>0.22</b>	<b>4,085.39</b>	<b>5,968.65</b>	<b>7,894.07</b>
<b>Previous year(A+B)</b>	<b>79,141.63</b>	<b>6,814.60</b>	<b>137.44</b>	<b>6,952.04</b>	<b>674.78</b>	<b>85,418.89</b>	<b>31,394.67</b>	<b>10,375.30</b>	<b>177.56</b>	<b>41,592.42</b>	<b>43,826.48</b>	<b>47,746.94</b>
<b>Resrch and Development</b>												
<b>A. Property, plant &amp; equipment</b>												
1. Building & civil works	167.48	-	-	-	-	167.48	20.85	7.14	-	27.99	139.49	146.63
2. Plant & machinery	1,559.80	119.38	16.89	136.27	-	1,696.07	859.94	227.74	-	1,087.68	608.39	699.86
3. Computer systems	0.80	-	-	0.59	-	0.80	0.76	0.76	-	0.76	0.04	0.04
4. Furniture & fixture	166.58	0.59	-	0.59	-	167.17	90.81	19.62	-	110.43	56.74	75.77
5. Other equipments	117.96	-	-	-	-	117.96	64.86	13.26	-	78.12	39.84	53.10
<b>Total</b>	<b>2,012.62</b>	<b>119.97</b>	<b>16.89</b>	<b>136.86</b>	<b>-</b>	<b>2,149.48</b>	<b>1,037.22</b>	<b>267.76</b>	<b>-</b>	<b>1,304.98</b>	<b>844.50</b>	<b>975.40</b>
<b>Previous year</b>	<b>1,986.64</b>	<b>16.06</b>	<b>9.60</b>	<b>25.67</b>	<b>-</b>	<b>2,012.31</b>	<b>659.24</b>	<b>377.97</b>	<b>-</b>	<b>1,037.21</b>	<b>975.10</b>	<b>0.30</b>
<b>Grand Total(I+II)</b>												
<b>A. PPE</b>	<b>77,488.78</b>	<b>7,996.57</b>	<b>174.21</b>	<b>8,170.78</b>	<b>4,153.67</b>	<b>81,505.89</b>	<b>38,581.59</b>	<b>8,065.55</b>	<b>1,253.74</b>	<b>45,393.40</b>	<b>36,112.49</b>	<b>38,907.19</b>
<b>B. Intangible asset</b>	<b>10,054.14</b>	<b>35.30</b>	<b>-</b>	<b>35.30</b>	<b>-</b>	<b>10,089.44</b>	<b>4,083.40</b>	<b>1,996.80</b>	<b>-</b>	<b>6,080.20</b>	<b>4,009.24</b>	<b>5,970.75</b>
<b>Grand total(I+II)</b>	<b>87,542.92</b>	<b>8,031.87</b>	<b>174.21</b>	<b>8,206.08</b>	<b>4,153.67</b>	<b>91,595.33</b>	<b>42,664.99</b>	<b>10,062.35</b>	<b>1,253.74</b>	<b>51,473.60</b>	<b>40,121.73</b>	<b>44,877.94</b>
<b>Previous year</b>	<b>81,128.27</b>	<b>6,830.66</b>	<b>147.04</b>	<b>6,977.71</b>	<b>674.78</b>	<b>87,431.20</b>	<b>32,053.91</b>	<b>10,753.28</b>	<b>177.56</b>	<b>42,629.62</b>	<b>44,801.58</b>	<b>49,074.34</b>

Note 1 : Freehold land includes land valuing ₹ 15.02 lakhs for which the title deeds are pending to be transferred in the name of the Company.

Note 2 : Intangible assets includes brands, patent, trade marks and customer contract acquired under the business combination.

Note 3 : KIADB land, which is classified as leasehold land, will be transferred in the name of the Company on completion of lease period of 10 years.

Note 4 : In the current year, Company's land including buildings at unit 143C, Bommasandra amounting to ₹ 233 lakhs has been classified as held for sale.

Note 5 : In the current year, addition to patents, trade marks, brand &amp; customer contracts of ₹ 34.25 lakhs represents adjustment on account of purchase consideration of business combination.

Note 6 : Opening balance of property, plant, equipments and intangible assets have been restated with an increase in total net book value of assets by ₹ 76.38 lakhs. The corresponding effect has been given in equity.

## NOTES FROMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd....)

### NOTE “2 (III)” : Investment properties

(₹ in lakhs except stated otherwise)

ITEM	Gross Block					Accumulated Depreciation And Amortization				Net Block		
	Opening as at 1 April 2018	Reclassifications Additions	Forex Loss / (Gain)	Total Additions	Disposals/ Reclassifications	Closing as at 31 March 2019	Transfer of Accumulated Depreciation	Depreciation & Amortization for the Year	Eliminated on disposal of assets/ Re-classification	Closing as at 31 March 2019	As At 31 March 2019	As At 31 March 2018
Leasehold land	998.53	998.53		998.53		998.53	-	-	-	-	998.53	-
Building & civil works	2,102.07	2,102.07		2,102.07		2102.07	534.64	80.70	615.34	615.34	1486.73	-
Utility installations	26.19	26.19		26.19		26.19	14.48	1.74	16.22	16.22	9.97	-
	-	<b>3,126.79</b>	-	<b>3,126.79</b>	-	<b>3,126.79</b>	<b>549.12</b>	<b>82.44</b>	-	<b>631.56</b>	<b>2,495.23</b>	-

### NOTE 2(III) (A) : ADDITIONAL NOTES

Investment properties comprises of a factory at Harohalli, Karnataka and the fit outs thereon, that is leased to third parties. The property has been leased for the period of 9 years with initial lock in period of 3 years. Subsequent renewals will be negotiated with the lessee depending on the market condition of Company's business.

- i) Amounts recognised in profit and loss for investment properties 31-Mar-19
- |                                                                    |          |
|--------------------------------------------------------------------|----------|
| Rental income derived from investment properties                   | 157.55   |
| Less: depreciation                                                 | 82.44    |
| Profit arising from investment properties before indirect expenses | 75.11    |
| Fair value                                                         | 4,300.00 |

#### Estimation of fair value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, accessibility, frontage and visibility. The aforesaid fair value is based on valuations performed by an accredited independent valuer.

#### Methodology adopted

The underlying land parcel of the subject property has been valued using the Direct Comparison Approach and the value of built-up structures & site improvements in the property has been estimated using Depreciated Replacement Cost Method. The fair value measurement is categorised in level 2 fair value hierarchy.

#### Premises given on operating lease:

The Company has given certain investment properties on operating lease. This lease arrangements is for the period 9 years beginning from September 2018.

The leases are renewable for further period on mutually agreeable terms

The total future minimum lease rentals receivable at the Balance Sheet date are as under:

Particulars	Amount (₹)
For a period not later than one year	300
For a period later than one year and not later than five years	1,355
For a period later than five years	1,200

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd...)**

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2019	As at 31 March 2018
<b>NOTE “2” (IV) : CAPITAL WORK IN PROGRESS</b>		
<b>Assets under Installation</b>		
Building	1,936.16	831.77
Plant & machinery	1,364.23	763.81
Computers	20.00	-
Furnitures & Fixtures	4.83	2.26
<b>Total</b>	<b>3,325.22</b>	<b>1,597.84</b>
<b>NOTE “2” (V) : ASSETS HELD FOR SALE</b>		
Land & Building*	233.00	-
Lease hold land at Manesar	-	216.92
Plant and machinery	-	13.66
<b>Total</b>	<b>233.00</b>	<b>230.58</b>
The Management intends to dispose off a parcel of the Company’s Land including buildings located at Bommasandra Industrial Area, Bangalore. The Company has already entered into an MOU for the sale of above land and building including fittings. Accordingly, the asset has been classified as assets held for sale. Subsequent to the Balance Sheet date, the sale deed of the said property was registered on 17 May 2019 in the name of purchaser (Mr. Ankit Kedia).		
<b>Financial assets</b>		
<b>NOTE “3” : LOANS &amp; ADVANCES</b>		
<b>Non-current</b>		
(Unsecured, considered good)		
Security deposits	321.36	417.67
Rental deposits	159.14	109.95
<b>Total</b>	<b>480.50</b>	<b>527.62</b>
<b>NOTE “4” : OTHER FINANCIAL ASSETS</b>		
<b>Non-current</b>		
Deferred rent expenses	3.10	17.90
<b>Total</b>	<b>3.10</b>	<b>17.90</b>
<b>NOTE “5” : OTHER NON-CURRENT ASSETS</b>		
<b>Non-current</b>		
Capital advances	893.67	952.14
<b>Total</b>	<b>893.67</b>	<b>952.14</b>
<b>Current assets</b>		
<b>NOTE “6” : INVENTORIES</b>		
(As taken, valued and certified by the management- at cost or net realisable value whichever is lower)		
Raw materials	10,026.32	7,655.47
Finished and semi finished goods	8,559.54	9,265.37
Stores, spares and consumables	846.65	673.92
Packing materials	804.14	512.55
Traded goods	266.96	368.05
Goods in transit	812.72	-
<b>Total</b>	<b>21,316.33</b>	<b>18,475.36</b>

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd...)**

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Financial assets</b>		
<b>NOTE "7" : TRADE RECEIVABLES</b>		
<b>Current</b>		
Outstanding for a period less than six months		
Unsecured, considered good	24,082.58	20,443.23
Outstanding for a period more than six months		
Unsecured, considered doubtful	153.93	114.91
	24,236.51	20,558.14
Less : Expected credit loss provision	153.93	114.91
<b>Total</b>	<b>24,082.58</b>	<b>20,443.23</b>
<b>NOTE "8" : CASH AND CASH EQUIVALENTS</b>		
Cash on hand	38.83	29.69
<b>Balances with banks</b>		
In Current accounts	3.48	6.35
<b>Total</b>	<b>42.31</b>	<b>36.04</b>
<b>NOTE "9" : OTHER BANK BALANCES</b>		
Margin deposits against letter of credits	612.57	588.26
Margin deposits against bank guarantees	46.29	43.12
Term deposit with SBI	0.25	0.25
Unclaimed dividend	11.97	10.69
<b>Total</b>	<b>671.08</b>	<b>642.32</b>
<b>NOTE "10" : OTHER FINANCIAL ASSETS</b>		
<b>Current</b>		
Interest accrued but not received	14.92	25.57
Rental deposit	-	4.50
Deferred rent expenses	4.05	2.95
Export incentives scrips	43.97	-
Receivable for sale of plant & machinery	222.19	-
<b>Total</b>	<b>285.13</b>	<b>33.02</b>
<b>NOTE "11" : OTHER CURRENT ASSETS</b>		
Balances with Government authorities		
Service tax and excise duty balance	-	0.04
Cenvat and VAT. input credit	-	25.54
Advance tax (net of provision for tax)	708.60	-
VAT refundable	3.44	3.44
Income tax refundable for earlier years	1,301.72	1,301.10
Income tax demand under protest (AY 2002-03)*	2.00	2.00
GST receivable	292.88	182.49
Other deposit	17.69	28.94
<b>Total A</b>	<b>2,326.33</b>	<b>1,542.55</b>

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd..)**

(₹ in lakhs except stated otherwise)

Particulars	As at	As at
	31 March 2019	31 March 2018
Other loans and advances		
Prepaid expenses	126.04	59.80
Advance to employees	27.53	28.29
Advance to suppliers	2,526.33	1,397.77
Rental advance	59.60	-
Earnest money deposit	19.80	46.46
Insurance claim receivable	-	23.00
Unutilised license fees	0.67	0.67
<b>Total B</b>	<b>2,759.97</b>	<b>1,555.99</b>
<b>Total (A+B)</b>	<b>5,086.30</b>	<b>3,098.54</b>

\*Relates to Income Tax Demand paid under protest (AY 2002-03) since Tribunal set aside the order of Commissioner and decision has been given in the favour of the Company with an instruction to reassess, which is still pending.

(₹ in lakhs except stated otherwise)

Particulars	As at		As at	
	31 March 2019		31 March 2018	
	No. of Shares	Amount	No. of Shares	Amount
<b>NOTE "12" : SHARE CAPITAL</b>				
<b>Authorised capital</b>				
Equity shares of ₹ 10/- each (previous year ₹ 10/- each)	15,000,000	1,500.00	15,000,000	1,500.00
<b>Issued, subscribed and paid-up capital</b>				
Equity shares of ₹ 10/- each (previous year ₹ 10/- each)				
Fully called up and paid up in cash	13,547,700	1,354.77	13,547,700	1,354.77
Add: Forfeited shares (amount originally paid up)	239,500	17.09	239,500	17.09
(239,500 equity shares have been forfeited on 30.09.1997 for non-payment of allotment money.)				
<b>Total</b>		<b>1,371.86</b>		<b>1,371.86</b>

**(i) Reconciliation of no. of equity shares outstanding at the beginning and at the end of the current period:**

Particulars	No. of Shares		Amount	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity shares of face value ₹ 10/- each</b>				
As at beginning of the year	13,547,700	1,354.77	13,547,700	1,354.77
Add: number of shares issued during the year	-	-	-	-
Less: number of shares bought back during the year	-	-	-	-
<b>As at end of the year</b>	<b>13,547,700</b>	<b>1,354.77</b>	<b>13,547,700</b>	<b>1,354.77</b>

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd...)**

(₹ in lakhs except stated otherwise)

**(ii) Share holders holding more than 5% equity shares in the Company:**

Class of share / Name of the shareholder	No of Shares held	% of Shares held	No of Shares Held	% of Shares held
Equity shares of face value ₹ 10/- each				
Ladoga Holdings Private Limited	-	-	5,204,120	38.41%
Manjushree Fincap Private Limited	-	-	1,807,785	13.34%
Shruti Financial Services Private Limited	-	-	1,747,983	12.90%
Hitech Creations Private Limited	950,768	7.02%	1,722,246	12.71%
Mphinite Solutions Private Limited	1,163,457	8.59%	1,163,457	8.59%
Al Lenarco Midco Limited	10,464,450	77.24%	-	-

(iii) Company has only one class of shares referred to as Equity shares of ₹ 10/- each. Each equity share holder is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, 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 distribution of all preferential amounts, in proportion to their shareholding.

(iv) The disclosure regarding number of shares held by the Holding Company is given above.

Particulars	As at		As at	
	31 March 2019		31 March 2018	
	Current	Non Current	Current	Non Current

**Financial liabilities**
**NOTE "13" : NON-CURRENT BORROWINGS**
**Secured**
**Term loans**

(i) Rupee term loan (refer Note 13.1 below)	7,500.97	15,555.91	4,978.68	12,467.16
(ii) FCNRB term loan (refer Note 13.2 below)	-	-	2,225.96	9,390.20
(iii) Buyer's credit (for capital goods) (refer Note 13.3 below)	-	2,661.54	-	3,628.39

**Term loan from other parties**

(i) Export development of Canada (EDC) (refer Note 13.4 below)	-	-	109.56	-
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**Vehicle loan**

(i) Kotak Mahindra Prime Limited (refer Note 13.5 below)	-	-	8.98	9.89
(ii) Toyota Financial Services India Limited (refer Note 13.6 below)	-	-	3.01	-

<b>Total</b>	<b>7,500.97</b>	<b>18,217.45</b>	<b>7,326.19</b>	<b>25,495.64</b>
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Note 13.1: Term Loans from State Bank of India (SBI) and from ICICI Bank are secured by way of Hypothecation of Company's present and future movable fixed assets comprising Plant and Machineries, Equipment, etc. along with equitable mortgage of immovable properties located at Bengaluru, Baddi, Noida, Pantnagar, Manesar and Guwahati. It is further secured by way of personal guarantee of two Directors. The SBI term loan carried an interest rate of 8.95% p.a till 09 January 2019 and a revised rate of 9.50 % p.a with effect from 10th January 2019 and is repayable in monthly installments. The last installment is due in June 2023. The ICICI Bank term loan carried an interest rate of 9.6 % p.a and is repayable on quarterly installments, last of which is due in December 2022.

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd...)**

Note 13.2 : ICICI FCNRB term loans was secured by way of Hypothecation of Company's present and future movable fixed assets comprising Plant and Machineries Equipment, etc. along with equitable mortgage of immovable properties located at Bengaluru, Baddi, Noida, Pantnagar, Manesar and Guwahati further secured by way of personal guarantee of two Directors. The loan carried an interest rate of 3.53 % p.a and was repayable on quarterly installments. The ICICI FCNRB loan was converted to Rupee term loan in November 2018 with revised terms and conditions (refer note 13.1 above).

Note13.3: Buyer's Credit on capital goods represents vendor liability settled on the basis of letters of credit issued by State Bank of India, security for the said Buyer's credit are same as stated in Note 13.1. Buyer's Credit shall be substituted by term loan to be disbursed upon maturity of buyer's credit.

Note 13.4: Term Loan from Export Development of Canada was an External Commercial Borrowing secured by way of hypothecation of specified machineries financed by them. The rate of interest on the loan was 3.78% p.a and was repayable in 6 years (semi - annual instalments) and the repayment commenced from December 2012. The loan was fully repaid on 29th May 2018.

Note13.5: Vehicle loan from Kotak Mahindra Prime Limited was secured by way of hypothecation of the vehicle financed. The rate of interest on the loan was 9.78% p.a and was repayable in 60 monthly installments commencing from April 2015 and ending in March 2020. However the loan was fully repaid in May 2018.

Note13.6: Vehicle loan from Toyota Financial Services India Limited was secured by way of hypothecation of vehicle financed. The rate of interest on the loan was 9.69% p.a and was repayable in 36 monthly installments commencing from July 2015 and ending in June 2018, however the loan was fully repaid in May 2018.

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2019	As at 31 March 2018
<b>NOTE "14" : OTHER FINANCIALS LIABILITIES</b>		
<b>Non-Current</b>		
Rental deposit	122.72	12.61
Security deposit	25.00	25.00
Deferred rent income	10.06	-
<b>Total</b>	<b>157.78</b>	<b>37.61</b>
<b>NOTE "15" : NON-CURRENT PROVISIONS</b>		
<b>Provision for employees benefits</b>		
Gratuity	223.44	66.75
Compensated absences	372.79	229.16
<b>Total</b>	<b>596.23</b>	<b>295.91</b>
<b>NOTE "16" : DEFERRED TAX ASSETS/LIABILITIES (NET)</b>		
Deferred tax assets		
Provision for gratuity	124.33	91.79
Provision for compensated absences	164.76	138.12
Other employee benefits	152.21	120.72
Provision for doubtful debts	19.55	9.93
<b>Total A</b>	<b>460.85</b>	<b>360.56</b>
<b>Deferred tax liabilities</b>		
Depreciation on fixed assets	263.09	363.00
<b>Total B</b>	<b>263.09</b>	<b>363.00</b>
<b>Deferred tax (assets)/liabilities (net) (B-A)</b>	<b>(197.76)</b>	<b>2.44</b>

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd...)**

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Financial Liabilities</b>		
<b>NOTE "17" : CURRENT BORROWINGS</b>		
<b>Current,secured ( refer Note 17.1 below )</b>		
Working capital loans	21,173.97	13,174.36
<b>Total</b>	<b>21,173.97</b>	<b>13,174.36</b>
<b>NOTE 17.1 : Working Capital loans from Bank :</b>		
Working capital loans are secured against present and future movable assets of the Company i.e Inventory, Trade Receivable, Plant and Machineries.		
<b>NOTE "18" : TRADE PAYABLE</b>		
<b>Current</b>		
Due to micro enterprises and small enterprises (refer note below )	102.61	75.34
Other than micro enterprises and small enterprises	8,550.05	5,898.03
<b>Total</b>	<b>8,652.66</b>	<b>5,973.37</b>
<b>Note :</b>		
<b>Due to micro enterprises and small enterprises</b>		
Details relating to dues to Micro and Small enterprises as per Micro, Small and Medium Enterprises Development Act, 2006 is on the basis of such parties having been identified by the Management. The Company has not received any claim for interest from any supplier under the said Act. The following table provides the details:		
The principal amount due thereon remaining unpaid to any supplier as at the end of each accounting year.	102.61	75.34
Interest due there on remaining unpaid to any supplier at the end of each accounting year.	-	-
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
The amount of interest accrued and remaining unpaid at the end of the year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.		
<b>NOTE "19" : OTHER FINANCIAL LIABILITIES</b>		
<b>Current</b>		
Current maturities of long term borrowings	7,500.97	7,326.18
Interest accrued and due on borrowings	0.96	167.83
Interest accrued but not due on borrowings	15.89	24.49
Creditors for capital goods	976.35	507.58
Creditors for others	101.84	112.19



**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31 MARCH, 2019 (Contd...)**

(₹ in lakhs except stated otherwise)

<b>Particulars</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Derivatives on foreign exchange forward contracts	254.53	298.39
Deferred purchase consideration	514.51	1,141.51
Deferred interest income	-	55.58
Employees' benefits	901.53	542.29
Unpaid dividends	11.97	10.69
Other expenses payable	541.56	847.45
Deferred rent income	7.56	-
<b>Total</b>	<b>10,827.67</b>	<b>11,034.18</b>
<b>NOTE "20" : PROVISIONS</b>		
<b>Current</b>		
<b>Provisions for employees benefits</b>		
Gratuity	132.35	191.55
Compensated absences	98.72	159.53
Other employees' benefits	610.71	479.22
<b>Provisions for others</b>		
Provision for income tax (net of advance tax)	-	509.18
<b>Total</b>	<b>841.78</b>	<b>1,339.48</b>
<b>NOTE "21" : OTHER CURRENT LIABILITIES</b>		
(i) Tax deducted at source	49.37	48.91
(ii) Other statutory liabilities	89.30	53.13
(iii) Advance from customers	508.64	356.42
(iv) Advance from related parties (towards assets held for sale)	1,400.00	-
<b>Total</b>	<b>2,047.31</b>	<b>458.46</b>

**NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2019**

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>NOTE "22" : REVENUE FROM OPERATIONS</b>		
<b>Products</b>		
Domestic ( Refer notes below)	102,586.18	81,331.47
Exports	4,751.20	5,332.29
<b>Other operating income</b>		
Job-work income	7,202.89	6,742.40
High sea sales (Net)	107.87	141.12
Duty drawback	2.00	9.48
Trading of export incentive scrips	142.21	66.36
Storage and goods handling income	36.28	161.74
Design and development	61.59	28.67
<b>Total</b>	<b>114,890.22</b>	<b>93,813.53</b>
<b>Notes</b>		
Note 1: Includes sale of moulds amounting to ₹ 632.57 lakhs (31 March 2018: ₹ 602.83 lakhs)		
Note 2: Includes sale of scrap amounting to ₹ 411.56 lakhs (31 March 2018: ₹ 294.84 lakhs)		
<b>NOTE "23" : OTHER INCOME</b>		
<b>A. Interest</b>		
On margin deposits with bank	43.20	38.09
On other deposits	76.66	22.84
<b>Total (A)</b>	<b>119.86</b>	<b>60.93</b>
<b>B. Other non-operating Income</b>		
Profit on sale of fixed assets	116.51	-
Discount	25.72	14.11
Rental income	157.55	3.41
Foreign currency exchange gain (Net)	107.67	84.65
Miscellaneous receipts	21.34	15.93
<b>Total (B)</b>	<b>428.79</b>	<b>118.10</b>
<b>Total (A+B)</b>	<b>548.65</b>	<b>179.03</b>
<b>NOTE "24" : COST OF MATERIALS CONSUMED</b>		
Opening stock - raw materials	8,023.53	4,581.31
Opening stock - packing materials	512.55	395.53
Add: Purchase of raw materials (net of returns)	66,118.01	49,565.06
Add: Purchase of packing materials (net of returns)	4,233.44	3,855.16
	<b>78,887.53</b>	<b>58,397.06</b>
Less: Closing stock - raw materials*	10,839.04	7,655.47
Less: Closing stock - stock in trade	266.96	368.05
Less: Closing stock - packing materials	804.14	512.55
<b>Sub Total</b>	<b>66,977.39</b>	<b>49,860.99</b>
<b>* Closing stock of raw material includes in-transit Inventories of ₹ 812.72 lakhs</b>		
<b>Cost of materials consumed</b>	<b>66,977.39</b>	<b>49,860.99</b>

**NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2019 (Cond.)**

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>NOTE "25" : CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS</b>		
Opening stock of finished goods (net of excise duty)	9,670.32	8,992.49
Add: Purchase of finished goods	-	-
Less : Closing stock of finished goods	8,559.54	9,265.37
Excise duty difference on stock differential	-	(979.34)
<b>Net (Increase) / Decrease</b>	<b><u>1,110.78</u></b>	<b><u>(1,252.22)</u></b>
<b>NOTE "26" : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, wages and allowances	4,580.86	3,854.58
Directors' remuneration	428.75	498.25
Contribution to provident and other funds (refer note below)	241.45	309.68
Bonus	319.23	272.38
Gratuity	86.48	77.64
Compensated absences	84.04	65.04
Staff welfare expenses	296.27	213.56
<b>Total</b>	<b><u>6,037.08</u></b>	<b><u>5,291.12</u></b>
<b>NOTE "27" : POWER AND FUEL EXPENSES</b>		
Power and fuel charges	6,756.44	6,170.08
<b>Total</b>	<b><u>6,756.44</u></b>	<b><u>6,170.08</u></b>
<b>NOTE "28" : OTHER MANUFACTURING EXPENSES</b>		
<b>Repairs &amp; Maintenance</b>		
Building & civil works	157.98	136.97
Plant & machinery	256.82	227.79
Others	146.32	97.50
<b>Others</b>		
Job work charges	166.39	125.85
Labour charges	3,425.55	2,665.99
Water charges	5.42	5.20
Consumable & stores	1,474.70	827.07
Freight and transportation	278.37	164.05
Factory rent	128.32	78.89
<b>Total</b>	<b><u>6,039.87</u></b>	<b><u>4,329.31</u></b>
<b>NOTE "29" : FINANCE COST</b>		
<b>A) Interest cost</b>		
Interest on rupee loans - term loans	1,564.67	799.43
Interest on rupee loans - working capital loans	1,383.44	1,122.76

**NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2019 (Cond.)**

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest on FCNRB loans - term loans	330.84	839.56
Export packing credit interest	0.51	0.77
Buyer's credit interest	90.25	77.46
Interest on ECB loan from EDC	0.78	8.26
Interest on bill discounting	365.37	236.75
Interest - others	4.16	-
Realised loss on forward contracts	86.04	699.45
Mark to market loss on forward contracts	253.83	298.39
<b>B) Other borrowing cost</b>		
Bank commission and charges	44.70	117.61
<b>Total</b>	<b>4,124.59</b>	<b>4,200.44</b>

**NOTE "30" : OTHER EXPENSES**

Rent	282.88	550.74
Rates, taxes and other fees	66.99	87.23
Insurance premium	108.73	87.70
Conveyance	114.63	166.95
Vehicles running and maintenance	122.26	129.14
Telephone charges	51.20	57.30
Printing and stationery	39.78	40.09
Postage and telegrams	51.53	50.48
Professional charges	458.05	270.56
Sitting fees	2.94	0.30
Electricity charges	32.42	34.42
Membership and subscription	18.67	26.65
Miscellaneous expenses	38.79	35.02
Share registry	2.56	1.43
Computer maintenance	59.44	59.11
Hire charges of equipments	2.46	9.83
<b>Auditors remuneration</b>		
- as auditor	16.00	16.00
- for taxation matters	4.00	4.00
- for other services	6.45	11.35
Security service charges	124.79	101.38
Travelling expenses	301.07	300.18
Provision for doubtful receivables	55.95	27.95
Bad debts written off	-	0.07
Loss on sale of fixed assets (net)	21.39	30.55

**NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2019 (Cond.)**

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Loss on discarded/demolished assets	33.84	78.80
Corporate social responsibility	191.11	200.00
Advertisement, publicity and sales promotion	67.72	121.56
Seminar/event management	52.17	75.66
Freight outwards	3,119.17	2,736.20
Sales commission	15.75	10.37
Staff quarter expenses	12.76	5.01
Discount and rebates	-	20.59
Brokerage/commission	62.08	7.26
Lab testing expenses	12.30	8.02
<b>Total</b>	<b>5,549.88</b>	<b>5,361.90</b>
<b>NOTE "31" : RESEARCH AND DEVELOPMENT EXPENSES</b>		
Employees cost	634.56	461.92
Material cost ( net of R&D sales of ₹ 26.93 lakhs, previous year: ₹ 59.21 lakhs)	372.33	124.37
Depreciation	267.76	377.97
Other expenditure	29.73	52.42
<b>Total</b>	<b>1,304.38</b>	<b>1,016.68</b>

**NOTE: 32 FINANCIAL INSTRUMENTS - FAIR VALUE MEASUREMENT**

(₹ in lakhs except stated otherwise)

**(a) Accounting classifications and fair values**

The financial assets and financial liabilities of the Company are of Level III category except for forward contracts derivative instruments which are classified as Level II.

The following table shows the carrying amounts and fair values of the financial assets and liabilities.

PARTICULARS	As at 31 March 2019 Carrying amount / Fair Value	As at 31 March 2018 Carrying amount / Fair Value
<b>Financial assets measured at amortized cost</b>		
Trade receivables	24,082.58	20,443.23
Cash and cash equivalents	42.31	36.04
Other bank balance	671.08	642.31
Security deposits	321.36	417.67
Rental deposits	159.14	109.95
Other financial assets	288.23	50.93
<b>Total</b>	<b>25,564.70</b>	<b>21,700.13</b>
<b>Financial liabilities measured at amortized cost</b>		
Borrowings	46,892.39	45,996.18
Lease deposits	122.72	12.61
Security deposits	25.00	25.00
Deferred rent	10.06	-
Trade payables	8,652.67	5,973.37
Other financial liabilities	3,072.16	3,409.60
<b>Financial Liabilities measured at fair value</b>		
Forward contracts payable (net of receivable)	254.53	298.39
<b>Total</b>	<b>59,029.53</b>	<b>55,715.15</b>

**NOTE: 32(I)**

The Management assessed that cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

**NOTE: 32 (II)**

The Forward contracts have been taken by the Company for hedging its foreign currency exposures for both receivable and payable in USD, and its fair value has been determined based on the forward rate provided by the bank for outstanding forward contracts.

**NOTE: 33 FINANCIAL INSTRUMENTS - RISK MANAGEMENT**

The Company has exposure to the following risks arising from financial instruments: - credit risk (refer note (b) below)- liquidity risk (refer note (c) below)- market risk (refer note (d) below)

**(a) Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations

(₹ in lakhs except stated otherwise)

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

**(b) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans to related parties and cash and cash equivalents. The carrying amount of financial assets represents the maximum credit exposure.

**i) Trade and other receivables:**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Deposits mainly consist of deposits made to government entities.

***Expected credit loss (ECL) assessment for customers as at 31 March 2018 and 31 March 2019***

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to repay the company, as per the agreed terms. The Company makes 100% provision on a loan or receivable aging more than a year unless its recoverability is confirmed. Where loans or receivables have been written off, the Company continues to engage in recovery of the receivables due. Where recoveries are made, these are recognized in Statement of Profit or Loss.

**NOTE: 34 FINANCIAL INSTRUMENTS - RISK MANAGEMENT (CONTINUED)*****Expected credit loss (ECL) assessment for customers as at 31 March 2018 and 31 March 2019***

All receivables above six months are considered to be doubtful and provision is created for any amount outstanding in excess of security deposit received, if any.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables

PARTICULARS	As at 31 March 2019 Gross Carrying amount	As at 31 March 2018 Gross Carrying amount
More than 180 days	153.93	310.78
Up to 180 days	24,082.58	20,247.36
Less: Expected credit loss provision	153.93	114.91
	<b>24,082.58</b>	<b>20,443.23</b>

**(b) Cash and cash equivalents**

The Company holds cash and cash equivalents of ₹42.31 lakhs at 31 March 2019 (31 March 2018: ₹ 36.04 lakhs). The cash and cash equivalents are mainly held with nationalised banks which have a very low risk of default.

**(c) Liquidity risk**

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

Most of the borrowings of the Company are lease rental discounting loans, where the servicing of the debt is backed up by lease rentals received from customers and through escrow mechanism.

(₹ in lakhs except stated otherwise)

**ii) Maturities of financial liabilities**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted contractual cash flow, and include contractual interest payments and exclude the impact of netting agreements.

	Carrying amount	Total	0–12 months	1–2 years	2–5 years	More than 5 years
<b>As at 31 March 2019</b>						
Borrowings	46,892.39	46,892.39	28,674.94	7,640.97	10,576.48	-
Lease deposits	122.72	122.72	-	-	122.72	-
Security deposits	25.00	25.00	25.00	-	-	-
Trade payables	8,652.67	8,652.67	8,652.67	-	-	-
Other payables	3,326.69	3,326.69	3,326.69	-	-	-
	<b>59,019.47</b>	<b>59,019.47</b>	<b>40,679.30</b>	<b>7,640.97</b>	<b>10,699.20</b>	<b>-</b>

**NOTE: 34 FINANCIAL INSTRUMENTS - RISK MANAGEMENT (CONTINUED)**
**ii) Maturities of financial liabilities (continued)**

	Carrying amount	Total	0–12 months	1–2 years	2–5 years	More than 5 years
<b>As at 31 March 2018</b>						
Borrowings	45,996.18	45,996.18	20,546.97	7,510.86	17,304.35	634.00
Lease deposits	12.61	12.61	-	-	12.61	-
Security Deposit	25.00	25.00	25.00	-	-	-
Trade payables	5,973.37	5,973.37	5,973.37	-	-	-
Other payables	3,707.99	3,707.99	3,707.99	-	-	-
	<b>55,715.15</b>	<b>55,715.15</b>	<b>26,545.34</b>	<b>7,510.86</b>	<b>17,316.95</b>	<b>634.00</b>

**NOTE: 35 MARKET RISK**

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

**i) Currency risk**

Majority of the transactions entered into the company are denominated in INR. However, for certain transactions which are entered in foreign currency, the Company enters into forward exchange contract to mitigate the risks associated with foreign currency fluctuations.

**Outstanding forward contracts**

i. Outstanding short term forward exchange contracts entered into by the Company on account of payables:

As at	No. of Contracts	Currency	Amount
31 March 2019	34	USD	8,425.26
31 March 2018	22	USD	236.01

ii. Outstanding Short Term Forward Exchange Contracts entered into by the Company on account of receivables:

As at	No. of Contracts	Currency	Amount
31 March 2019	4	USD	252.50
31 March 2018	5	USD	10.32



(₹ in lakhs except stated otherwise)

**ii) Interest rate risk**

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

**Exposure to interest rate risk**

The exposure of the Company's borrowing to interest rate changes at the end of the year are as follows :

	31 March 2019	31 March 2018
Variable rate borrowings	46,892	45,996
Fixed rate borrowings	-	-
<b>Total Borrowings</b>	<b>46,892</b>	<b>45,996</b>

**Cash flow sensitivity analysis for variable-rate instruments**

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Impact on Profit or Loss
	1% increase or decrease
<b>31 March 2019</b>	
Variable rate borrowings	468.92
<b>31 March 2018</b>	
Variable rate borrowings	459.96

**NOTE "36":**

Figures of the previous year have been reclassified and regrouped, wherever required, to comply with the Ind AS presentation.

**NOTE "37":**

Balances in debtors, creditors and advances accounts as appearing in the books of account at the close of relevant accounting year are subject to external confirmation/reconciliation after the year end as per standard practice followed by the Company.

**NOTE "38": CAPITAL COMMITMENTS**

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Estimated amount of contracts remaining to be executed on capital account (net of advances)	4,649.84	2,436.15

**NOTE "39": RELATED PARTY DISCLOSURES****l) List of related parties and their relationship****A) Enterprises in which director have significant influence**

- a) Mphinite Technologies Private Limited
- b) Mphinite Solutions Private Limited
- c) Manjushree Fincap Private Limited
- d) Shruti Financial Services Private Limited
- e) Hitech Creations Private Limited
- f) Jinvani Trading and Investment Company Private Limited
- g) SNT Merchants Private Limited

(₹ in lakhs except stated otherwise)

- h) Prapti Vinimay Private Limited
- i) Manjushree Extrusion Employees Group Gratuity Trust
- B) Al Lenarco Midco Limited, Holding company
- C) **Key managerial person (KMP)**
  - a) Vimal Kedia, Managing Director
  - b) Surendra Kedia, Executive Director
  - c) Rajat Kedia, Director-Marketing
  - d) Ankit Kedia, Director-Marketing
  - e) Sanjay Kapote, CEO (w.e.f.- November 15, 2018 )
  - f) Basant Kumar Mohata, Chief Financial Officer
  - g) Rashmi Ranjan Naik, Company Secretary
  - h) Sanjeev Aga (upto Septembe 2018)

Nature of transactions and related parties	Year Ended March 31, 2019	Year Ended March 31, 2018
(i) Remuneration paid to KMP*	659.76	543.89
(ii) Rent paid	6.55	317.47
(iii) Advance received towards Sale of assets	1,400.00	-

  

Nature of transactions and related parties	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>Payable to related parties</b>		
(i) Key managerial persons	40.00	8.63
(ii) Rental payable	0.55	28.57
(iii) Advance received	1,400.00	-
<b>Receivable from related parties</b>		
(i) Key managerial persons	-	1.48

Note - Remuneration to KMP does not include provision for gratuity and compensated leave expenses as per actuarial valuation.

#### NOTE "40": BUSINESS COMBINATION

- A) The Company in the year 2016-17 has acquired in scheme of slump sale a rigid packing manufacturing running units of Varahi Limited situated at Himachal Pradesh, Uttarakhand, Delhi and Uttar Pradesh pursuant to Business Transfer Agreement signed on 1 August 2016, at a consideration of Rs. 23,514.18 lakhs. The acquisition method of accounting is used to account for the Business Combinations. The consideration transferred for the acquisition comprises of: (i) Fair values of the assets transferred, reduced by (ii) Liabilities incurred to the former owners of the acquired business. The fair value of the identifiable assets and liabilities of acquired units as at the date of acquisition were:

Particulars	Fair value recognized on acquisition (Net of taxes)
<b>Assets</b>	
Property, plant and equipment	11,066.73
Intangible assets (patent, trade marks, customer contracts and brand)	9,656.77

(₹ in lakhs except stated otherwise)

Particulars	Fair value recognized on acquisition (Net of taxes)
Capital work-in-progress	4.89
Financial assets	3,936.63
<b>Total assets</b>	<b>24,665.02</b>
<b>Liabilities</b>	
Financial liabilities	1,150.84
<b>Total liabilities</b>	<b>1,150.84</b>
<b>Total identifiable net assets at fair value</b>	<b>23,514.18</b>
<b>Purchase consideration</b>	<b>23,514.18</b>

C) The Company has recognised fair value of assets and liabilities as above in the Balance Sheet in the year 2016-17.

#### D) Deferred consideration

As per terms of the Business Transfer Agreement, amount of ₹1,500 lakhs were deferred which was agreed to be paid on meeting certain terms and conditions in two installments of ₹300 lakhs and ₹1,200 lakhs, respectively. Further, deferred consideration of ₹1,200 lakhs (non-current financial liability) has been discounted to present value and recognized at amortised cost in the books as per Ind AS 109 as at 31 March 2018. The balance purchase consideration of ₹ 514.51 lakhs as at 31 March 2019 has been shown as current liability.

#### NOTE “41”: CONTINGENT LIABILITIES NOT PROVIDED FOR IN BOOKS OF ACCOUNTS:

Particulars	As on 31 March 2019			As on 31 March 2018		
	Total liability	Margin/ deposits	Net liability	Total liability	Margin/ deposits	Net liability
Disputed liability towards income tax under appeal	777.26	-	-	201.98	-	201.98
Customs duty on unfulfilled export obligations against imports vide licenses.	7.05	-	7.05	4.02	-	4.02
Bank guarantees outstanding	158.08	17.80	140.28	160.29	18.02	142.27
Unexpired letter of credit	752.05	25.19	726.86	31.61	31.60	0.01
<b>Total</b>	<b>1,694.45</b>	<b>42.99</b>	<b>874.19</b>	<b>397.90</b>	<b>49.62</b>	<b>348.28</b>

The Honourable Supreme Court, has passed a decision on 28th February, 2019 in relation to inclusion of certain allowances within the scope of “Basic wages” for the purpose of determining contribution to provident fund under the Employees’ Provident Funds & Miscellaneous Provisions Act, 1952. The Company is awaiting further clarifications in this matter in order to reasonably assess the impact on its financial statements, if any for period before March 2019. Accordingly, the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered, and resultant impact on the past provident fund liability, cannot be reasonably ascertained, at present. However, the Company has computed the additional provision of PF prospectively for the month of March 2019 and made the provision for the same in the books.

#### Note “42”: EMPLOYEE BENEFITS

Gratuity: In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan (“The Gratuity Plan”) covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on

(₹ in lakhs except stated otherwise)

retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by life Insurance Companies under their respective Group Gratuity Schemes.

**The disclosure in respect of the defined gratuity plan are given below:**

**Table showing changes in present value of obligations:**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Present value of the obligation at the beginning of the period	413.87	341.81
Interest cost	28.97	23.98
Current service cost	68.40	63.23
Past service Cost	-	7.82
Benefits paid (if any)	(21.48)	(10.97)
Actuarial (gain)/loss	11.28	(4.17)
Present value of the obligation at the end of the period	501.04	413.88

**Bifurcation of total actuarial (gain)/loss on liabilities**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Actuarial gain / losses from changes in Demographics assumptions (mortality)	Not Applicable	Not Applicable
Actuarial (gain)/ losses from changes in financial assumptions	4.79	(7.99)
Experience adjustment (gain)/ loss for plan liabilities	6.49	3.82
Total amount recognised in other comprehensive Income	11.28	(4.17)

**Key result (The amount to be recognised in the Balance sheet):**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Present value of the obligation at the end of the period	501.04	413.88
Fair value of plan assets at end of period	145.26	155.58
Net liability/(asset) recognized in Balance Sheet and related analysis	355.79	258.30
Funded status - surplus/ (deficit)	(355.79)	258.29

**Expense recognized in the statement of profit and loss:**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest cost	28.97	23.98
Current service cost	68.40	63.23
Past service cost	-	7.82
Expected return on plan asset	(10.89)	(9.57)
Expenses to be recognized in P&L	86.48	77.64

(₹ in lakhs except stated otherwise)

**Other comprehensive (income) / expenses (remeasurement)**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Cumulative unrecognized actuarial (gain)/loss opening.	3.66	
B/F	-	-
Actuarial (gain)/loss - obligation	11.28	(7.99)
Actuarial (gain)/loss - plan assets	3.85	3.82
Total actuarial (gain)/loss	15.13	(4.17)
Cumulative total actuarial (gain)/loss. C/F	18.79	

**Net Interest Cost**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest cost on defined benefit obligation	28.97	23.98
Interest income on plan assets	7.04	5.74
Net interest cost (Income)	21.93	18.24

**Table showing changes in the fair value of planned assets:**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Fair value of plan assets at the beginning of the period	155.58	131.98
Expected return on plan assets	10.89	9.57
Contributions	4.12	28.83
Benefits paid	(21.48)	(10.97)
Actuarial gain/(loss) on plan assets	(3.85)	(3.82)
Fair value of plan asset at the end of the period	145.26	155.58

**Table showing Fair value of planned assets:**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Fair value of plan assets at the beginning of the period	155.58	131.98
Actual return on plan assets	7.04	5.74
Contributions	4.12	28.83
Benefits paid	(21.48)	(10.97)
Fair value of plan assets at the end of the period*	145.26	155.58

\*100% of fund is managed by Insurance Company.

**Actuarial (gain)/loss on planned assets:**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Actual return on plan assets	7.04	5.74
Expected return on plan assets	10.89	9.57
Actuarial gain/ (Loss)	(3.85)	(3.82)

**Experience adjustment:**

(₹ in lakhs except stated otherwise)

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Experience adjustment (gain ) /loss for plan liabilities	6.49	(7.99)
Experience adjustment gain/(loss ) for plan assets	(3.85)	(3.82)

**Summary of membership data at the date of valuation and statistic based thereon:**

Period	Year Ended March 31, 2019	Year Ended March 31, 2018
Number of employees	1,453.00	1,631.00
Total monthly salary	187.32	170.88
Average past service(years)	4.40	3.70
Average future service (year)	24.00	25.10
Average Age(Years)	34.00	32.90
Weighted average duration (based on discounted cash flows) in years	17.00	17.00
Average monthly salary in Rs.	12,892.00	10,477.00

**The assumptions employed for the calculations are tabulated:**

Discount rate	7.00 % per annum	7.25% per annum
Salary Growth Rate	8.00 % per annum	8.00 % per annum
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Withdrawal rate (Per Annum)	22.00% p.a.	22.00% p.a

**Benefits valued**

Normal retirement age	58 Years	58 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting period	5 Years of service	5 Years of service
Benefits on normal retirement	15/26 * Salary * Past Service (yr)	15/26 * Salary * Past Service (yr)
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	20.00	20.00

**Current Liability (Expected payout in next year as per schedule III of the Companies Act, 2013):**

Particulars	As at March 31, 2019	As at March 31, 2018
Current liability(short term)*	132.35	109.23
Non current liability (long term)	368.70	304.65
Total liability	501.04	413.88

**Note “43”: RESEARCH AND DEVELOPMENT EXPENDITURES**

The Company has an in-house research and development (R&D) centre located at Bidadi and Bommasandra. The Company has obtained recognition from Department of Scientific and Industrial Research w.e.f. 28 January 2014 at Bidadi and w.e.f 1 April 2016. It is involved in development activities for new products, improvement in existing products and process improvements.

(₹ in lakhs except stated otherwise)

Details of expenditure incurred on research and development are detailed below:

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Employees cost	634.56	461.92
Material cost	372.33	124.37
Travelling & conveyance expenses	-	-
Depreciation	267.76	377.97
Other expenditure directly related to R&D	29.73	52.42
<b>Total (A)</b>	<b>1,304.38</b>	<b>1,016.68</b>
Capital expenditure (B)	119.97	25.67
<b>Total (C)</b>	<b>1,424.35</b>	<b>1,042.35</b>

The Company claims deduction u/s 35(2AB) of the Income-tax Act, 1961 from its total income at the time of filling of returns. The deduction for the year ended 31 March 2019 is subject to audit under Section 44AB of the Income-tax Act, 1961.

**NOTE “44”: OPERATING LEASE COMMITMENTS**

The Company's significant leasing arrangements are in respect of operating leases for premises (staff quarters, office, stores, etc.). These leasing arrangements, which are cancellable (other than those specified below), range between 11 months and 10 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Not later than one year	99.84	123.60
Later than one year and not later than five years	339.00	443.99
Later than five years	193.28	230.63

**NOTE “45”: TRANSITIONAL PROVISION- IND AS 115 REVENUE FROM CONTRACTS WITH CUSTOMERS**

The Company has adopted Ind AS-115, Revenue from Contracts with Customers, from 1 April 2018 which resulted to changes in accounting policies and adjustments to the amount recognized in the financial statements. In accordance with the transition provisions in Ind AS -115, the Company has adopted the new rules with modified retrospective method. As a results of change in accounting policies, adjustments to the transition provision has been made in respective item as at 1 April 2018 with corresponding impact to equity. Details of changes made in item along with equity has given in below table.

Particulars	As at 31 March 2018 (Reported as per earlier accounting policies)	Adjustment	As at 1 April 2018(Restated numbers)
Trade Receivable	20,443	(595)	19,848
Inventory	18,475	405	18,880
Equity	33,045	(160)	32,885
Trade Payable	5,973	(30)	5,943

(₹ in lakhs except stated otherwise)

**NOTE “46”:**

Exceptional Items represents the minimum wages provision pertaining to financial year 2017-18 for Karnataka. This provision was made after Karnataka High court has passed an order dated 29 March 2019.

**NOTE “47”: EARNING PER SHARE**

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Profit after tax available for equity shareholders	4,933.70	3,677.20
Weighted average number of equity shares	135.48	135.48
Face value of equity share (1 )	10.00	10.00
Basic and diluted earning per share	36.42	26.79

**NOTE “48”: OPERATING SEGMENT**

The Company is engaged in the manufacture and sale (both domestic & exports) of ‘PET I plastics preforms, containers & blow film,’ which constitutes single business segment. The Chief operating decision maker of the Company evaluates the Company’s performance and allocates resources on overall basis hence no segment reporting disclosures .

As per our report of even date

**for and on behalf of the Board**

**for Singhvi, Dev & Unni LLP**  
 Chartered Accountants  
 Firm Regn. No. 003867S/LLPIN : AAP-3305

**Sanjay Kapote**  
 Chief Executive Officer

**Vimal Kedia**  
 Managing Director  
 DIN: 00072923

**Surendra Kedia**  
 Executive Director  
 DIN: 00072926

**Manoj Nair**  
 Partner  
 Membership No.: 049426  
 Place : Bengaluru  
 Date : May 31, 2019

**Basant Kumar Mohata**  
 Chief Financial Officer

**Rasmi Ranjan Naik**  
 Company Secretary



## NOTE NO. 1

### NOTES AND OTHER EXPLANATORY INFORMATION FORMING PART OF THE INDAS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

#### A. COMPANY PROFILE AND BACKGROUND

Manjushree Technopack Limited (the Company) is a public limited company incorporated in the year 1987 under the Companies Act, 1956. The Company is engaged in providing packaging solutions, manufacturing and selling PET, Plastic Preforms and Containers. These products are sold in domestic markets and also exported. The Company has its production facilities spread across Karnataka, Himachal Pradesh, Uttarakhand, Haryana Assam and Uttar Pradesh. The registered office of the Company is situated in Bengaluru, Karnataka.

#### B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

##### I) STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Indian Accounting Standards(Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the Act) and other relevant provisions.

##### II) FUNCTIONAL AND PRESENTATION CURRENCY

These financial statements are presented in Indian Rupees, which is also the Company's functional currency. All the amounts have been rounded-off to the nearest lakhs, rounded off to 2 decimals unless otherwise indicated.

##### III) BASIS OF PREPARATION

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

##### IV) USE OF ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience, various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

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

#### C. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**I) PROPERTY, PLANT AND EQUIPMENT**

- a) Land, both freehold and leasehold is carried at historical cost.
- b) Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Items such as stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life.

Costs in nature of repairs and maintenance, other than those resulting in enduring benefit and increases the economic life of the asset, are recognized in the Statement of Profit and Loss.

- c) Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss.

**d) Non-current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

**II) INVESTMENT PROPERTIES**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property.

Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided over its useful life using the written down value method, in a manner similar to PPE.

**III) CAPITAL WORK-IN-PROGRESS**

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

**IV) INTANGIBLE ASSETS**

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Intangible assets developed or acquired with finite useful life are amortized on straight line basis.

Intangible assets consists of Patents, Trademark, Brand and Customer Relationship Contracts which were acquired from Varahi.

**V) DEPRECIATION AND AMORTISATION**

Property, plant and equipment are depreciated over the useful life prescribed under Schedule II to the Companies

Act, 2013 under written down value method on a proportionate basis depending upon the period of use. Those assets acquired/discarded during the year are depreciated on pro-rata basis.

Intangible assets (Patents, Trademark, Brand and Customer Relationship Contracts) are amortised over their estimated useful life i.e. five years.

Computer software is amortised as per written down value method prescribed under Schedule II to the Companies Act, 2013.

## **VI) BORROWING COSTS**

Borrowing costs that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and also includes exchange differences to the extent it is regarded as an adjustment to it.

Borrowing costs pertaining to financial assets and liabilities classified under amortised costs are amortized over the tenure of the borrowings using effective interest rate method.

A qualifying asset is an asset that necessarily requires a substantial period of time (presently, management considers 12 months as the time period for such qualifying assets) to get ready for its intended use or sale.

## **VII) VALUATION OF INVENTORIES**

- a) Raw materials, semi-finished goods, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.
- b) In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, first-in, first-out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.
- c) Cost of finished goods and semi-finished goods includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, taxes and duties as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

## **VIII) FOREIGN CURRENCY TRANSACTIONS AND DERIVATIVE INSTRUMENTS**

### **1) Foreign currency transactions**

- a) Initial recognition - Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign currency transactions settled during the year are recognized in the Statement of Profit and Loss.
- b) Measurement of foreign currency items at the Balance Sheet date - Foreign currency monetary assets and liabilities are restated at the closing exchange rates. Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss except those long term foreign currency monetary liabilities which have been taken before 01 April 2016 (i.e., Ind AS

transition date) for which Company has exercised the option mentioned in Note (c) below.

- c) The Company has exercised its option pursuant to Notification GSR914 (E) dated 29 December 2011 issued by MCA for adjusting the exchange gain/loss to the cost of depreciable assets. In terms of notification GSR 913(E) dated 29 December 2011 the option is exercisable till the accounting period/s ending on or before 31 March 2020.

## 2) **Derivative instruments**

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

## IX) **REVENUE RECOGNITION**

- a) Revenue from the sale of goods is recognized on satisfaction of performance obligation upon transfer of control of promised goods to the buyer either at the time of dispatch or delivery or when the risk of loss transfers. The Company recognises revenue at fair value of consideration received or receivable excluding duties and tax collected from customers.

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. 01 April 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets /liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant.

- b) Dividend income is recognized when the right to receive is established.
- c) Interest income is accrued on a time proportionate basis.
- d) Income from sale of scrap is recognized upon dispatch.
- e) Revenue from job work is recognized on completion of service under the contract.
- f) Duty drawback and other export incentives are recognized on accrual basis.
- g) Rental income is recognized based on contractual terms and conditions.

## X) **FINANCIAL INSTRUMENTS**

### 1) **Financial assets**

#### a) **Initial recognition**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through Profit or Loss. Financial assets carried at fair value through Profit or Loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

#### b) **Subsequent measurement**

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through Other Comprehensive Income (OCI) or fair value through Profit or Loss on the basis of:

- i) The entity's business model for managing the financial assets; and
- ii) The contractual cash flow characteristics of the financial asset.

- i) Measured at amortised cost**

- A financial asset is measured at amortised cost, if it is held under "the hold to collect business model" i.e. held with an objective of holding the assets to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest on the principal outstanding.

- Amortised cost is calculated using the effective interest rate ("EIR") method 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 in interest income in the Statement of Profit and Loss.

- The losses arising from impairment of these assets are recognised in the Statement of Profit and Loss.

- On derecognition of these assets, gain or loss, if any, is recognised to Statement of Profit and Loss.

- ii) Measured at fair value through Other Comprehensive Income (FVTOCI)**

- A financial asset is measured at FVTOCI, if it is held under "the hold to collect and sell business model" i.e. held with an objective to collect contractual cash flows and selling such financial asset, and the contractual cash flows are solely payments of principal and interest on the principal outstanding.

- It is subsequently measured at fair value with fair value movements recognised in the OCI, except for interest income which recognised using EIR method.

- The losses arising from impairment of these assets are recognised in the Statement of Profit and Loss.

- On derecognition of these assets, cumulative gain or loss previously recognised in the OCI is reclassified from the equity to Statement of Profit and Loss.

- iii) Measured at fair value through profit or loss (FVTPL)**

- Investment in financial asset other than equity instrument, not measured at either amortised cost or FVTOCI is measured at FVTPL. Such financial assets are measured at fair value and changes in fair value, including interest income and dividend income, if any, are recognised in the Statement of Profit and Loss.

- c) Impairment of financial assets**

- Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

- As per Ind AS 109, for financial assets other than trade receivables, the Company recognises 12 months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses, if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component, and loss allowance on trade receivables is measured at

an amount equal to lifetime expected losses i.e. expected cash shortfall. The Company makes 100% provision on receivable aging more than a year unless their recoverability is confirmed.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

**d) De-recognition**

The Company derecognises a financial asset when the contractual right to the cash flows from the financial asset expires, or it transfers the contractual rights to receive the cash flows from the asset.

**2) Financial Liabilities**

**a) Initial Recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

**b) Subsequent measurement**

Financial liabilities measured at amortised cost are subsequently measured using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

**c) Loans & Borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method.

Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are de-recognized.

**d) De-recognition**

A financial liability is derecognised 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 derecognition 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 and Loss.

**e) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a current enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**XI) FAIR VALUE MEASUREMENT**

a) The Company measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, assuming that market participants act in their economic best interest.

b) A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another

market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

- c) The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

- d) 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 reassessing 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.
- e) For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## **XII) LEASE**

- a) A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. A lease which is not a finance lease is classified as Operating lease. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.
- b) The Company has taken premises under operating lease agreements. The lease agreements generally have an escalation clause and there are no sub-leases. These leases are generally cancellable and are renewable by mutual consent on mutually agreed terms. The Company based on an evaluation of the terms and conditions of the agreements assessed that the escalation are as per the mutually agreed terms and are structured to increase necessarily in line with expected general inflation and hence operating lease payments are continued to be recognised as an expense in the Statement of Profit and Loss on actual basis over the lease term.
- c) The company has provided its premises under operating lease. The lease agreements generally have an escalation clause and are structured to increase necessarily in line with expected general inflation and hence operating lease receipts are recognised as revenue in the Statement of Profit and Loss on actual basis over the lease term.

## **XIII) EMPLOYEE BENEFITS**

### **a) Defined contribution plans**

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, employee provident fund scheme, etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution is made to a government administered fund and charged as an expense to the Statement

of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

**b) Defined benefit plans**

The Company also provides for retirement/post-retirement benefits in the form of gratuity, compensated absences and medical benefits to the employees.

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss).

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

The defined benefit plan surplus or deficit on the Balance Sheet comprises the total for each plan of the fair value of plan assets less the present value of the defined benefit liabilities. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

**c) Other employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance Sheet date determined based on an actuarial valuation.

Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

**XIV) TAXES ON INCOME**

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in Other Comprehensive Income.

a) Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/expenses and penalties, if any, related to income tax are included in current tax expense.

b) Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period.

Deferred tax assets are recognized for all deductible temporary differences and used tax losses only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no



longer probable that the related tax benefit will be realised.

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

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

#### **XV) IMPAIRMENT OF ASSETS**

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

#### **XVI) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### **XVII) CASH AND CASH EQUIVALENTS**

Cash and cash equivalents includes cash on hand, deposits held at call with banks and financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### **XVIII) CASH FLOW STATEMENT**

As per Ind AS 107 Statement of Cash Flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows.

#### **XIX) RESEARCH AND DEVELOPMENT EXPENSES**

Research costs are expensed as incurred. Product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable and the

Company has an intention and ability to complete and use or sell the product and the costs can be measured reliably. Such intangible assets are amortised over its useful life.

**XX) EARNING PER SHARE (EPS)**

Basic EPS is arrived at based on net profit after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

**XXI) BUSINESS COMBINATION**

Business combination has been accounted using the acquisition method under the provisions of Ind AS 103 - Business Combinations.

The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

**XXII) EXCEPTIONAL ITEMS**

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

**XXIII) RECENT ACCOUNTING PRONOUNCEMENT**

**IndAS 116:**

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019, which is applicable with effect from 1st April, 2019. Ind AS 116 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 lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities. The Company is currently evaluating the impact of IndAS 116 in its financial statements for the year 2018-19.

## AUDITED PROFIT &amp; LOSS ANALYSIS

ITEMS	(₹ in Lakhs)									
	31.03.19 (Ind As)	31.03.18 (Ind As)	31.03.17* (Ind As)	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11	31.03.10
<b>INCOME</b>										
Gross Turnover	114890.22	92,437.11	74,694.58	64,403.60	62,075.87	52,454.27	43,701.98	36,078.36	24,185.50	16,005.42
Less: Central Excise Duty	-	3,364.63	10,328.02	10,142.34	9,620.78	8,685.48	7,579.95	5,100.44	2,568.00	1,102.18
<b>Net</b>	<b>114,890.22</b>	<b>89,072.48</b>	<b>64,366.56</b>	<b>54,261.26</b>	<b>52,455.09</b>	<b>43,768.79</b>	<b>36,122.03</b>	<b>30,977.92</b>	<b>21,617.50</b>	<b>14,903.24</b>
Other Income	548.65	179.03	353.31	576.73	351.03	655.14	284.11	171.74	60.84	49.21
Increase / (Decrease) in Stocks	(1,110.78)	1,252.22	3,245.17	(876.04)	(3,112.20)	5,952.38	1,220.40	(801.06)	1,473.58	942.69
<b>Total</b>	<b>114,328.09</b>	<b>90,503.73</b>	<b>67,965.04</b>	<b>53,961.95</b>	<b>49,693.92</b>	<b>50,376.31</b>	<b>37,626.54</b>	<b>30,348.60</b>	<b>23,151.92</b>	<b>15,895.14</b>
<b>EXPENDITURE</b>										
Raw Materials Consumed	67349.72	49,985.35	35,310.87	28,000.91	29,111.58	31,866.94	22,987.65	18,930.84	11,911.38	8,172.59
Manufacturing Expenses	12796.31	10,499.39	7,663.12	6,129.38	3,823.55	4,117.45	3,022.68	2,331.25	4,345.48	3,323.33
Salary & Wages	6,751.50	5,826.87	3,888.01	2,699.53	3,188.56	2,590.01	1,721.05	1,401.40	1,121.31	815.76
<b>Operating Cost</b>	<b>86,897.53</b>	<b>66,311.61</b>	<b>46,862.00</b>	<b>36,829.82</b>	<b>36,123.69</b>	<b>38,574.40</b>	<b>27,731.38</b>	<b>22,663.49</b>	<b>17,378.17</b>	<b>12,311.68</b>
Administrative & Selling Expenses	5579.61	4,037.90	2,498.78	2,144.61	1,905.99	1,399.01	1,716.33	1,419.48	954.76	683.76
Interest & Financial Charges	4124.59	4,200.44	2,679.62	1,508.59	1,994.49	2,167.45	1,204.09	1,102.36	624.36	339.04
Depreciation & Write offs	10062.35	10,753.27	8,112.48	4,762.28	4,725.47	4,303.74	3,193.49	1,968.73	1,934.39	1,003.12
<b>Total Cost</b>	<b>106,664.08</b>	<b>85,303.22</b>	<b>60,152.88</b>	<b>45,245.30</b>	<b>44,749.64</b>	<b>46,444.60</b>	<b>33,845.29</b>	<b>27,154.06</b>	<b>20,891.68</b>	<b>14,337.60</b>
<b>NET PROFIT FOR THE YEAR</b>	<b>7,664.01</b>	<b>5,200.51</b>	<b>7,812.16</b>	<b>8,716.65</b>	<b>4,944.28</b>	<b>3,931.71</b>	<b>3,781.25</b>	<b>3,194.54</b>	<b>2,260.24</b>	<b>1,557.54</b>
Exceptional Items	58.43	-	-	-	(6.01)	(2.09)	-	(161.49)	-	-
<b>PROFIT BEFORE TAXATION</b>	<b>7,605.58</b>	<b>5,200.51</b>	<b>7,812.16</b>	<b>8,716.65</b>	<b>4,938.26</b>	<b>3,929.62</b>	<b>3,781.25</b>	<b>3,033.05</b>	<b>2,260.24</b>	<b>1,557.54</b>
Provision for Taxation	2872.07	2,350.30	2,101.82	2,844.45	1,982.97	1,314.35	877.96	731.35	780.00	283.10
Deferred Tax Provision	(200.20)	(778.72)	(101.24)	98.47	(510.15)	(23.34)	488.92	251.23	0.98	217.18
<b>NET PROFIT AFTER TAXATION</b>	<b>4,933.71</b>	<b>3,628.93</b>	<b>5,611.58</b>	<b>5,773.73</b>	<b>3,465.43</b>	<b>2,638.61</b>	<b>2,414.32</b>	<b>2,050.44</b>	<b>1,479.26</b>	<b>1,057.26</b>
Less: Dividends & Tax thereon	1,175.95	-	-	326.11	161.52	160.61	157.45	157.46	157.98	158.50
<b>Profits after Dividends</b>	<b>3,757.76</b>	<b>3,628.93</b>	<b>5,611.58</b>	<b>5,447.62</b>	<b>3,303.94</b>	<b>2,478.00</b>	<b>2,256.92</b>	<b>1,893.01</b>	<b>1,321.28</b>	<b>898.76</b>
Surplus brought forward from PY	27,713.96	24,008.65	18,137.96	12,690.34	9,386.40	6,908.00	4,651.54	2,758.53	1,437.25	628.49
Ind As adjustment in Opening Reserves as on 01.04.2016*	(159.78)	76.38	59.11	-	-	-	-	-	-	-
Adjustment on restatement of PPE										
Transitional adjustment of IndAs 115										
Less: Transfer to General Reserve										
<b>NET SURPLUS CARRIED TO BS</b>	<b>31,311.94</b>	<b>27,713.96</b>	<b>24,008.65</b>	<b>18,137.96</b>	<b>12,690.34</b>	<b>9,386.40</b>	<b>6,908.46</b>	<b>4,651.54</b>	<b>2,758.53</b>	<b>1,437.25</b>
PAT / Net Sales	0.04	0.04	0.09	0.11	0.07	0.06	0.07	0.07	0.07	0.07
PBT / Net Sales	0.07	0.06	0.12	0.16	0.09	0.09	0.10	0.10	0.10	0.10
PBDIT / Net Sales	0.19	0.23	0.29	0.28	0.22	0.24	0.23	0.20	0.22	0.19
Earnings per share (FV: Rs. 10)	36.42	27.14	42.94	42.62	25.58	19.48	17.82	15.14	10.92	7.80
Cash Accruals	13,820.11	14,382.20	13,924.06	10,536.10	8,196.94	6,944.44	5,607.86	4,180.69	3,413.65	2,060.38

<b>AUDITED BALANCE SHEET ANALYSIS</b>										
ITEMS	31.03.19 (Ind As)	31.03.18 (Ind As)	31.03.17 (Ind As)	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11	31.03.10 (₹ in Lakhs)
<b>SHAREHOLDERS' FUNDS</b>										
Share Capital	1,371.86	1,371.86	1,371.86	1,371.86	1,354.77	1,354.77	1,354.77	1,354.77	1,354.77	1,354.77
Reserves & Surplus	35,347.23	31,672.89	28,043.96	22,173.27	16,742.74	13,438.80	10,960.78	8,703.91	6,810.93	5,489.65
Share Issue Expenses		-	-	-	-	-	-	-	(28.39)	(56.77)
<b>Net Worth</b>	<b>36,719.09</b>	<b>33,044.75</b>	<b>29,415.82</b>	<b>23,545.13</b>	<b>18,097.51</b>	<b>14,793.57</b>	<b>12,315.55</b>	<b>10,058.68</b>	<b>8,137.31</b>	<b>6,787.65</b>
DEFERRED TAX PROVISION	(197.76)	2.44	781.16	882.40	783.94	1,294.08	1,317.42	828.51	577.27	576.29
<b>LOAN FUNDS</b>										
Term Loans	15,555.91	21,867.25	22,460.26	11,168.26	8,579.64	10,211.61	9,994.51	4,766.85	4,056.20	2,341.20
Unsecured / Buyers Credit	2,661.54	3,961.91	4,913.63	1,059.15	4,778.28	5,451.07	4,254.41	4,127.47	3,515.52	1,984.36
<b>Long Term Debt</b>	<b>18,217.45</b>	<b>25,829.16</b>	<b>27,373.89</b>	<b>12,227.41</b>	<b>13,357.92</b>	<b>15,662.68</b>	<b>14,248.92</b>	<b>8,894.32</b>	<b>7,571.72</b>	<b>4,325.56</b>
Cash Credit Limit	21,173.97	13,174.36	15,290.12	6,177.87	6,540.36	11,749.90	8,132.51	4,192.30	3,119.29	2,773.09
<b>Overall Debt</b>	<b>39,391.42</b>	<b>39,003.52</b>	<b>42,664.01</b>	<b>18,405.28</b>	<b>19,898.28</b>	<b>27,412.58</b>	<b>22,381.43</b>	<b>13,086.62</b>	<b>10,691.01</b>	<b>7,098.65</b>
<b>TOTAL</b>	<b>75,912.75</b>	<b>72,050.71</b>	<b>72,860.99</b>	<b>42,832.81</b>	<b>38,779.73</b>	<b>43,500.23</b>	<b>36,014.40</b>	<b>23,973.81</b>	<b>19,405.59</b>	<b>14,462.59</b>
<b>APPLICATION OF FUNDS</b>										
<b>FIXED ASSETS</b>										
Gross Block	91,595.33	87,431.23	81,128.25	50,300.29	40,556.96	37,355.44	34,429.34	22,983.73	15,710.87	13,279.19
Less : Depreciation to date	51,473.60	42,629.65	32,053.90	23,989.38	19,378.25	14,683.05	10,886.60	8,067.40	5,985.85	4,085.75
Capital Work-in-Progress	3,325.22	1,597.84	1,579.87	268.96	2,136.66	1,423.49	531.03	435.85	1,467.05	6.37
<b>Net Block</b>	<b>43,446.95</b>	<b>46,399.42</b>	<b>50,654.22</b>	<b>26,579.87</b>	<b>23,315.37</b>	<b>24,095.88</b>	<b>24,073.77</b>	<b>15,352.18</b>	<b>11,192.07</b>	<b>9,199.81</b>
<b>INVESTMENT PROPERTIES</b>	<b>2,495.23</b>									
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>										
Inventories	21,316.33	18,475.36	14,179.52	8,426.62	8,653.19	10,987.09	4,862.51	3,441.77	5,093.79	2,008.86
Sundry Debtors	24,082.58	20,443.23	17,171.21	10,365.68	8,692.66	7,886.48	6,556.01	4,575.68	3,274.41	2,692.30
Other Current Assets	7,695.09	5,538.16	5,851.88	4,099.09	7,103.38	7,378.53	7,057.59	4,750.00	2,798.48	2,344.11
<b>Total</b>	<b>53,094.00</b>	<b>44,456.75</b>	<b>37,202.61</b>	<b>22,891.39</b>	<b>24,449.23</b>	<b>26,252.10</b>	<b>18,476.11</b>	<b>12,767.45</b>	<b>11,166.68</b>	<b>7,045.27</b>
Current Liabilities & Provisions	23,123.43	18,805.46	14,995.84	6,638.45	8,984.87	6,847.75	6,535.48	4,145.82	2,953.16	1,782.49
<b>Net Current Assets</b>	<b>29,970.57</b>	<b>25,651.29</b>	<b>22,206.77</b>	<b>16,252.94</b>	<b>15,464.36</b>	<b>19,404.35</b>	<b>11,940.63</b>	<b>8,621.63</b>	<b>8,213.52</b>	<b>5,262.78</b>
<b>TOTAL</b>	<b>75,912.75</b>	<b>72,050.71</b>	<b>72,860.99</b>	<b>42,832.81</b>	<b>38,779.73</b>	<b>43,500.23</b>	<b>36,014.40</b>	<b>23,973.81</b>	<b>19,405.59</b>	<b>14,462.59</b>
Current Ratio	1.20	1.39	1.23	1.79	1.57	1.41	1.26	1.53	1.84	1.55
Long Term Debt / Net Worth	0.50	0.78	0.93	0.52	0.74	1.06	1.16	0.88	0.93	0.64
Overall Debt / Net Worth	1.70	1.75	1.96	1.06	1.60	2.32	2.35	1.71	1.68	1.31
Total Assets / Net Worth	2.63	2.75	2.99	2.10	2.64	3.40	3.45	2.80	2.75	2.39
Book Value Per Share (fv: Rs. 10)	271.04	243.91	217.13	173.79	133.58	109.20	90.91	74.25	60.06	50.10

## MANJUSHREE TECHNOPACK LIMITED

CIN: U67120KA1987PLC032636

Registered & Corporate Office: Plot No. 60 E&F, Bommasandra Industrial Area,

Hosur Road, Bengaluru – 560 099

Telephone: 080-43436200 Email: info@manjushreeindia.com Web: www.manjushreeindia.com

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Manjushree Technopack Limited will be held on **Tuesday, 27<sup>th</sup> day of August, 2019 at 11.00 AM at Plot No. 60E, Bommasandra Industrial Area, Anekal Taluk, Hosur Road, Bangalore – 560 099 (Karnataka)** to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019, together with Independent Auditors' Report and the Board's Report thereon.
2. To ratify the interim dividend declared by the Board of Directors.

#### SPECIAL BUSINESS:

3. **Appointment of Mrs. Shweta Jalan as a Director:**

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

“RESOLVED that **Mrs. Shweta Jalan** (DIN: 00291675), who was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> October, 2018, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and who is eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. **Appointment of Mr. Pankaj Patwari as a Director:**

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

“RESOLVED that **Mr. Pankaj Patwari** (DIN: 08206620), who was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> October, 2018, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and who is eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. **Appointment of Mr. Vinod Padikkal as a Director:**

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

“RESOLVED that **Mr. Vinod Padikkal** (DIN: 07765484), who was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> October, 2018, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and who is eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. **Appointment of Mr. Manu Anand as a Director and as an Independent Director of the Company:**

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

“RESOLVED THAT **Mr. Manu Anand** (DIN: 00396716) who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> March, 2019 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), and who is eligible for appointment, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] as amended from time to time, the appointment of **Mr. Manu Anand** (DIN: 00396716), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five)

consecutive years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024 (both days inclusive), be and is hereby approved.”

7. **Appointment of Mr. Jayesh Merchant as a Director and as an Independent Director of the Company:**

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

“RESOLVED THAT Mr. Jayesh Merchant (DIN: 0555052) who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> March, 2019 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] as amended from time to time, the appointment of Mr. Jayesh Merchant (DIN: 0555052), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024 (both days inclusive), be and is hereby approved.”

8. **Appointment of Mr. Ashok Sudan as a Director and as an Independent Director of the Company:**

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

“RESOLVED THAT Mr. Ashok Sudan (DIN 02374967) who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> March, 2019 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] as amended from time to time, the appointment of Mr. Ashok Sudan (DIN 02374967), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024 (both days inclusive), be and is hereby approved.”

9. **Appointment of Mr. Sanjay Kapote, CEO as a Director:**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Sanjay Kapote, (DIN: 07529860) CEO of the Company as a Whole-time Director, designated as Executive Director of the Company, for a period of 3 years with effect from 31<sup>st</sup> May, 2019, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

**Rasmi Ranjan Naik**  
Company Secretary  
FCS: 7599

Bangalore  
31-05-2019

## EXPLANATORY STATEMENT UNDER SECTION 102 FOR SPECIAL BUSINESS

**3. Mrs. Shweta Jalan** was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> October, 2018 by the Board of Directors under Section 161(1) of the Act. In terms of Section 161(1) of the Act, **Mrs. Shweta Jalan** holds office only upto the date of the forthcoming AGM of the Company and is eligible for appointment as a Director, whose office shall be liable to retire by rotation. The Nomination and Remuneration Committee at its meeting held on 31-05-2019 recommended her appointment as Director.

Mrs. Shweta joined Advent International in 2009. She worked for almost a decade at ICICI Venture, which at the time was the largest private equity firm in India. Shweta has experience in sourcing and negotiating transactions, and advising the Management and successful exiting of investments through both sale to strategic buyers and listing of companies. She has experience of working across a wide range of sectors including healthcare, FIG, consumer and IT/BPO. Before joining ICICI Venture, she was working for a year at Ernst & Young in their corporate finance division.

Mrs. Shweta has worked on a large number of investments during her career, four at Advent, including Care Hospitals, Crompton Greaves Consumer Electricals Limited, Quest Technologies, ASK Investment Managers Pvt. Ltd. and the Element K acquisition by Skillsoft. Investments in ICICI Venture included companies like ACE Refractories, Updater Services, Rubamin, Tata Infomedia and VA Tech Wabag. Now she is Director in following Companies:

Crompton Greaves Consumer Electricals Ltd  
Quest Global Services Pte. Ltd.  
Ask Investment Managers Pvt. Ltd  
Dixcy Textiles Pvt. Ltd

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company. Other than **Mrs. Shweta Jalan** and her relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice. **Mrs. Shweta Jalan** is not related to any other Director or KMP of the Company.

**4. Mr. Pankaj Patwari** was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> October, 2018 by the Board of Directors under Section 161(1) of the Act. In terms of Section 161(1) of the Act, **Mr. Pankaj Patwari** holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director, whose office shall be liable to retire by rotation. The Nomination and Remuneration Committee at its meeting held on 31-05-2019 recommended his appointment as Director.

Mr. Pankaj Patwari joined Advent International in 2014. He has spent six years with Bain Capital, where he worked on several transactions in the pharmaceutical and industrial sectors. Prior to Bain, Pankaj spent four years with McKinsey & Co., focusing primarily on financial services.

Mr. Pankaj is a Post Graduate Diploma in Management Sciences from Indian Institute of Management (Lucknow) and is a Chartered Accountant.

Mr. Pankaj has worked on Advent's investments in Crompton Greaves Consumer Electricals Limited and QuEST Global.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company. Other than **Mr. Pankaj Patwari** and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice. **Mr. Pankaj Patwari** not related to any other Director or KMP of the Company.

**5. Mr. Vinod Padikkal** was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> October, 2018 by the Board of Directors under Section 161(1) of the Act. In terms of Section 161(1) of the Act, **Mr. Vinod Padikkal** holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director, whose office shall

be liable to retire by rotation. The Nomination and Remuneration Committee at its meeting held on 31-05-2019 recommended his appointment as Director.

Mr. Vinod Padikkal joined Advent International in 2013. Prior to this he was with Bain Capital, Mumbai where he spent two years working across media, industrials, IT/BPO, healthcare delivery and logistics sectors.

Prior to that, he spent two years at Bain & Company in Mumbai and two years in Verizon Data Services, Hyderabad. He has also spent time as an Intern at Macquarie Group's Investment Banking Division in Mumbai and with Clinton Foundation in Hyderabad.

Mr. Vinod is a Post Graduate Diploma in Management Sciences from Indian Institute of Management, Ahmedabad, India and a B. Tech in Computer Science from Model Engineering College, Cochin, India.

Mr. Vinod has worked on Advent's investments in ASK Investment Managers Private Limited, CARE Hospitals, Crompton Greaves Consumer Electricals Limited, Dixcy Textiles Private Limited and QuEST Global.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company. Other than **Mr. Vinod Padikkal** and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice. **Mr. Vinod Padikkal** not related to any other Director or KMP of the Company.

**6. Appointment of Mr. Manu Anand:** At the Board Meeting of the Company held on 12<sup>th</sup> March, 2019, the Board based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Manu Anand as an Additional Director of the Company with effect from 12<sup>th</sup> March, 2019. In terms of Section 161(1) of the Act, Mr. Anand holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, Mr. Anand be appointed as an Independent Director of the Company for a period of 5 years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024, in accordance with the provisions of Section 149 of the Companies Act, 2013 ('the Act') read with Schedule IV.

Mr. Anand, an experienced General Manager with a proven track record of leading business growth, delivering consistent business results and building winning teams. 36 years of work experience covering a series of diverse assignments with three large multinational organizations – Mondelez, PepsiCo and ICI across India, Asia Pacific and Middle East and Africa.

Started his career with a finance background, transitioned to General Management 20 years ago. He Has built a great track-record of creating winning strategies, driving growth and profitability, managing multi-billion dollar and multi country / multi business P&Ls, building brands and distribution systems, leading change and transformation and building diverse teams.

Mr. Anand, Chartered Accountant has work experience as following:

President Chocolates, Asia Middle East Africa: Singapore - Jan 15 to Sept 18.

President Mondelez South East Asia and Managing Director, Cadbury India, Aug 2013 – Dec 2014 – Mumbai.

Chairman & President, PepsiCo India – Gurgaon:	2011 - 2013
President, PepsiCo South East Asia - Bangkok	2007 - 2010
Managing Director, Frito-Lay, India - Gurgaon	1998 - 2007
Special assignment - M&A project in Australia- Sydney	1997 - 1998
CFO of Frito-Lay, India	1994 - 1997

Mr. Anand has given his consent to act as the Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act. Mr. Anand is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Anand fulfills the conditions



specified under the Act read with Rules thereunder for his appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Anand as an Independent Director.

As per the provisions of Section 149 of the Act, Mr. Anand shall hold office for a term of five consecutive years on the Board of the Company and is not liable to retire by rotation. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept at the venue during the AGM. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 6 of the accompanying Notice in relation to the appointment of Mr. Anand as an Independent Director for a period of 5 years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024 for the approval of the Members.

Except Mr. Anand, none of the Directors or Key Managerial Personnel (KMP) of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice. Mr. Anand is not related to any other Director or KMP of the Company.

**7. Appointment of Mr. Jayesh Merchant:** At the Board Meeting of the Company held on 12<sup>th</sup> March, 2019, the Board based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Jayesh Merchant as an Additional Director of the Company with effect from 12<sup>th</sup> March, 2019. In terms of Section 161(1) of the Act, Mr. Merchant holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, Mr. Merchant be appointed as an Independent Director of the Company for a period of 5 years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024, in accordance with the provisions of Section 149 of the Companies Act, 2013 ('the Act') read with Schedule IV.

Mr. Jayesh Merchant, Chartered Accountant, Company Secretary and Law Graduate presently holds the position of CFO & Company Secretary, President – Industrial JVs of Asian Paints Limited. During his career spanning 37 years in the fields of Finance, Secretarial & Legal, he has held various leadership roles. His expertise lies in managing Treasury functions, Cross Border Mergers & Acquisitions, financial reporting, critical litigations and arbitration matters, general management, strategy and financial planning, implementing internal policies to mitigate risks and instilling governance.

At Asian Paints, he played a significant role in maintaining transparency and enhancing Corporate Governance values in the organization. As a part of the Senior Management, he has spearheaded the implementation of GST regime and played a predictive role of ensuring that the organization is GST ready. As the head of Accounts function, he provides expertise in financial reporting. He is the head of Corporate Legal function of the Company and has led all legal matters. As a Company Secretary his responsibilities are manifold and include instilling governance within the Company handling board meetings, compliance with legal, regulatory and listing requirements, contact with regulatory and external bodies, reports and circulars to shareholders, etc. He heads the Joint Venture companies of Asian Paints with PPG Industries Inc. USA. He is also on the Board of Directors of the group companies of Asian Paints.

Before joining Asian Paints, Mr. Jayesh worked in leadership roles in Finance and Legal, in the manufacturing and service industry.

Mr. Merchant has given his consent to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act. Mr. Merchant is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Merchant fulfills the conditions specified under the Act read with Rules thereunder for his appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the

services of Mr. Merchant as an Independent Director.

As per the provisions of Section 149 of the Act, Mr. Merchant shall hold office for a term of five consecutive years on the Board of the Company and is not liable to retire by rotation. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept at the venue during the AGM. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 7 of the accompanying Notice in relation to the appointment of Mr. Merchant as an Independent Director for a period of 5 years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024 for the approval of the Members.

Except Mr. Merchant, none of the Directors or Key Managerial Personnel (KMP) of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice. Mr. Merchant is not related to any other Director or KMP of the Company.

**8. Appointment of Mr. Ashok Sudan:** At the Board Meeting of the Company held on 12<sup>th</sup> March, 2019, the Board based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Ashok Sudan as an Additional Director of the Company with effect from 12<sup>th</sup> March, 2019. In terms of Section 161(1) of the Act, Mr. Sudan holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, Mr. Sudan be appointed as an Independent Director of the Company for a period of 5 years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024, in accordance with the provisions of Section 149 of the Companies Act, 2013 ('the Act') read with Schedule IV.

Mr. Ashok Sudan has recently retired as Executive Chairman of Verescence, the leading global manufacturer of glass bottles for the Perfumery and Cosmetics Industry. From 2010 to 2016 he was CEO of SGD Group, a Multi-National Company, manufacturing glass containers for the beauty and pharmaceutical markets. From 1977 to 2010 he worked for Graham Packaging, a leading global rigid-plastic packaging company, where he held the position as an Executive Vice President and Managing Director of the \$1.5 billion Food & Beverage packaging business. Ashok holds an MBA from Indiana University, Bloomington, USA and an MS degree in Industrial Engineering from the Georgia Institute of Technology, in Atlanta, USA. He also holds a Bachelor's degree in Mechanical Engineering from IIT Kanpur.

Mr. Sudan is currently on the Boards of Arcade Beauty, a New York based multi-national beauty packaging business and on the Strategic Advisory Committee of Ynsect, a French start-up developing new technologies to produce protein-based feed products.

Mr. Sudan has given his consent to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act. Mr. Sudan is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Sudan fulfills the conditions specified under the Act read with Rules thereunder for his appointment as Independent Non-Executive Director of the Company and is independent of the management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Sudan as an Independent Director.

As per the provisions of Section 149 of the Act, Mr. Sudan shall hold office for a term of five consecutive years on the Board of the Company and is not liable to retire by rotation. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept at the venue during the AGM. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 8 of the accompanying Notice in relation to the appointment of Mr. Sudan as an Independent Director for a period of 5 years commencing from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2024 for the approval of the Members.

Except Mr. Sudan, none of the Directors or Key Managerial Personnel (KMP) of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice. Mr. Sudan is not related to any other Director or KMP of the Company.

**9. Mr. Sanjay Kapote** was appointed as an Additional Director of the Company with effect from 31<sup>st</sup> May, 2019 by the Board of Directors under Section 161(1) of the Act. In terms of Section 161(1) of the Act, **Mr. Kapote** holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director, whose office shall be liable to retire by rotation.

Mr. Kapote is BE and MBA is a Seasoned professional with over 25 years of total experience and more than a decade experience of leading businesses with P & L responsibility with proven track record of delivering more than targeted profitability.

Based on the recommendation of the Nomination and Remuneration Committee, and the Audit Committee of the Board of Directors at their meeting held on May 31, 2019 has approved the appointment of Mr. Sanjay Kapote, (DIN: 07529860) CEO as Additional Director and Whole time Director of the Company with effect from May 31,2019 who holds office upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director, whose office shall be liable to retire by rotation He will be a Key Managerial Personnel of the Company from May 31, 2019. This will however, be subject to the approval of the Shareholders at the ensuing Annual General Meeting.

The appointment of Mr. Sanjay Kapote is appropriate and in the best interests of the Company. The approval of the Members is being sought for the appointment and for the terms, conditions and stipulations for the appointment of Mr. Sanjay Kapote as Whole time Director and the remuneration payable to him. The terms and conditions fixed by the Board of Directors at its meeting held on May 31, 2019 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Whole time Director.

The Board recommends the Resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company.

Other than **Mr. Sanjay Kapote** and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 9 of the accompanying Notice. **Mr. Sanjay Kapote** not related to any other Director or KMP of the Company.

Brief profile of Mr. Sanjay Kapote

Chief executive officer (CEO) – Jindal Poly film India Ltd. Responsible for Rs. 3000 Cr. Turnover

President / CEO-Birla Tyres Kolkata. Responsible for Rs. 2200 Cr turnover

Chief Strategy – International business Escorts Ltd. and President of the board of Farmtrac tractors Europe Ltd. Europe (Poland) Joint Venture Project leader for compact /Orchard tractors <30 HP for Indian Market.

CEO and Board Member Farmtrac Tractors Europe – Poland

Essel Propak Ltd UK Business Head May 2005 to Aug 2010

TVS Motor Company Unit Head Feb 2004 to May 2005

Mahindra and Mahindra Ltd Mumbai Tractor division – Manager – Mfg Support Mar 1999 to Feb 2004

Bosch – Former Kalyani Brakes Ltd AM Mfg Support Aug 1994 Mar 1999

**NOTES:**

1. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll in his/her stead and the proxy need not be a member of the Company. Proxy, in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time fixed for the meeting. For the said purpose Proxy form is enclosed to this Notice.**
2. The Register of Members and Share Transfer books of the Company shall remain closed from August 21, 2019 to August 27, 2019 (both days inclusive).
3. Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should also bring the printed attendance slip duly filled in for attending the meeting.
4. Members are requested to intimate to the Company their queries, if any, regarding the accounts / report at least ten days before the date of ensuing Annual General Meeting to enable the management to keep the information readily available at the meeting.
5. Members are requested to quote the folio number in correspondence with the Company. Members who are holding Equity Shares in identical order of names in more than one folio are requested to write to the Registrar and Share Transfer Agents of the Company to enable the Company to consolidate their holdings in one folio.
6. All the requests for transfer of shares along with relevant Transfer Deeds and Share Certificates besides intimation of any change in their address or non receipt of dividend etc., may be sent by the members either to the Company at its Registered Office or to the Registrar and Share Transfer Agents at the address given below:

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED  
30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road  
Mallechwaram, Bangalore - 560 003.  
Tel: 080 23460815 / 818 Fax: 080-23460819  
Email: [irg@integratedindia.in](mailto:irg@integratedindia.in)
7. The Company's existing Equity Shares are approved for dematerialization by NSDL and CDSL under ISIN: INE435H01015 and the members are requested to avail the **DEMAT facility** in respect of such shares through their respective DPs.
8. As per Section 124 of the Companies Act, 2013, the amount of Dividend remaining unpaid or unclaimed within 30 days from the date of declaration shall be transferred to 'unpaid dividend account' of the Company. Amount transferred to 'unpaid dividend account', which remains unpaid or unclaimed for a period of seven years from the date of transfer, is required to be transferred to the Investor Education and Protection Fund of the Central Government. Similarly, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund.
9. In view of the above, Members, wishing to claim dividends, which remain unclaimed for the financial years 2011-2012 onwards, are requested to write to the Company's Registrar and Transfer Agents, M/s. Integrated Registry Management Services Private Limited 30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Mallechwaram, Bangalore - 560 003, Tel: 080 23460815 / 818 Fax: 080-23460819 Email: [irg@integratedindia.in](mailto:irg@integratedindia.in). Please note that as per Section 125 of the Companies Act, 2013, no claim shall lie against the Company, in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date of payment and no payment shall be made in respect of any such claims by the Company. Further, shares on which the dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF Suspense Account in accordance with the Section 124 of the Act, and the applicable Rules. The shares transferred to the IEPF Suspense Account can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
10. The Equity Shares of the Company have been delisted from Stock Exchange.
11. Board of Directors of the Company has declared interim dividend of Rs. 7.20 (Rupees Seven and paise twenty only) per equity share at their meeting dated 19<sup>th</sup> September, 2018.

## 12. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to exercise their votes electronically through e - voting service arranged through Central Depository Services (India) Limited ("CDSL" ). The facility to cast votes through ballot papers will also be made available at the AGM and members attending personally or through proxy, who have not cast/ exercised their rights to vote by remote e-voting shall be able to exercise their right to vote at the AGM. Members who have cast their votes through remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes. The instructions for remote e-voting are provided herein. Mr. Vijayakrishna K T, Practising Company Secretary, Bengaluru, has been appointed as scrutiner for the purpose of voting.

**Procedures for e-voting are as under:**

- (i) The voting period begins on August 23, 2019 at 9.00 a.m. and ends on August 26, 2019 till 5.00 p.m. During this period, shareholders of 20th 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/ Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions

contained in this Notice.

- (xi) Click on the EVSN of Manjushree Technopack Limited to vote
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Bangalore

By order of the Board  
**Rasmi Ranjan Naik**  
Company Secretary  
FCS: 7599

**MANJUSHREE TECHNOPACK LIMITED**

CIN: U67120KA1987PLC032636

Registered & Corporate Office: Plot No. 60 E & F, Bommasandra Industrial Area,  
Hosur Road, Bengaluru – 560 099

Telephone: 080-43436200

Email: info@manjushreeindia.com Web: www.manjushreeindia.com

Dear Shareholder,

The Ministry of Corporate Affairs, Government of India (“MCA”) has, by its circular dated 21st April, 2011 announced a “Green Initiative in the Corporate Governance “by allowing paperless compliance by companies. In terms of the said circular, service of notice/documents by a Company to its shareholders required to be made under the provisions of the Companies Act, 2013 can be made through the electronic mode.

In line with the above initiative of the MCA, the Company proposes to send documents such as the Notice of the Annual General Meeting, Audited financial statements, Board’s Report, Auditors’ Report, postal ballots etc., henceforth to all its esteemed shareholders, including your good self, in electronic form, through e-mail. To facilitate the same, we request you to furnish your e-mail id, quoting your folio number/DPID/Client ID to our Registrar and Share Transfer Agent at the following address:

**Integrated Registry Management Services Private Limited**

No. 30, Ramana Residency,

4th Cross, Sampige Road,

Malleswaram, Bangalore – 560 003

Phone: 080-23460815-18, Fax: 080-23460819,

E-mail: irg@integratedindia.in

We are sure you would appreciate this welcome initiative taken by the MCA to reduce consumption of paper and thereby, protect the environment. We expect to receive your support and co-operation in helping the Company to contribute its share to the said initiative.

Thanking you,

Yours faithfully,  
for **Manjushree Technopack Limited**

**Rasmi Ranjan Naik**  
Company Secretary

**MANJUSHREE TECHNOPACK LIMITED**

CIN: U67120KA1987PLC032636  
Registered & Corporate Office: Plot No. 60 E & F, Bommasandra Industrial Area,  
Hosur Road, Bengaluru – 560 099  
Telephone: 080-43436200  
Email: info@manjushreeindia.com Web: www.manjushreeindia.com

**ATTENDANCE SLIP**

**This attendance slip duly filled in to be handed over at the entrance of the meeting hall**

Name of the attending Member (in block letters): .....

Members' Folio Number: .....

Client I.D. No. : .....

D.P.I.D No: .....

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members)  
.....

No. of Shares held: .....

I hereby record my presence at the **Thirty-second Annual General Meeting** of the Company held on at Bommasandra Industrial Area, Hosur Road, Bengaluru – 560 099.

To be signed at the time of handing over

Signature of member / Proxy





**MANJUSHREE TECHNOPACK LIMITED**

CIN: U67120KA1987PLC032636  
Registered & Corporate Office: Plot No. 60 E & F, Bommasandra Industrial Area,  
Hosur Road, Bengaluru – 560 099  
Telephone: 080-43436200  
Email: info@manjushreeindia.com Web: www.manjushreeindia.com

**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: **U67120KA1987PLC032636**

Name of the company : **Manjushree Technopack Limited**  
Registered office : **Plot No. 60, E&F, Bommasandra Industrial Area, Bengaluru -560 099**

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 **Thirty-Second Annual General Meeting** of the company, to be held on **Tuesday, 27th day of August, 2019** at Plot No.60 E & F, Bommasandra Industrial Area, Bangalore – 560 099. and at any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS**

- 1. Adoption of Financial Statements for the year ended March 31, 2019.
- 2. Ratification of Interim Dividend declared by the Board of Directors.

**SPECIAL BUSINESS**

- 3 Appointment of Mrs. Shweta Jalan (DIN: 00291675) as a Director
- 4 Appointment of Mr. Pankaj Patwari (DIN: 08206620) as a Director
- 5 Appointment of Mr. Vinod Padikkal (DIN: 07765484) as a Director
- 6 Appointment of Mr. Manu Anand (DIN: 00396716) as a Director and as an Independent Director of the Company
- 7 Appointment of Mr. Jayesh Merchant (DIN: 0555052) as a Director and as an Independent Director of the Company
- 8 Appointment of Mr. Ashok Sudan (DIN 02374967) as a Director and as an Independent Director of the Company
- 9 Appointment of Mr. Sanjay Kapote (DIN 07529860) as a whole time Director

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)



**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.**

## MANJUSHREE TECHNOPACK LIMITED

CIN: U67120KA1987PLC032636

Registered & Corporate Office: Plot No. 60 E&F, Bommasandra Industrial Area, Hosur Road, Bengaluru – 560 099

Telephone: 080-43436200 Email: info@manjushreeindia.com

Web: www.manjushreeindia.com

### Form No. MGT-12 POLLING PAPER

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(i)(c) of the Companies  
(Management and Administration) Rules, 2014]*

Name of the Company : **Manjushree Technopack Limited**

Registered office : Plot No. 60E & F, Bommasandra Industrial Area, Hosur Road, Bengaluru – 560 099

#### BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
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#### ORDINARY BUSINESS

1.	Adoption of Financial Statements for the year ended March 31, 2019			
2.	Ratification of Interim Dividend declared by the Board of Directors.			

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
<b>SPECIAL BUSINESS</b>				
3	Appointment of Mrs. Shweta Jalan (DIN: 00291675) as a Director			
4	Appointment of Mr. Pankaj Patwari (DIN: 08206620) as a Director			
5	Appointment of Mr. Vinod Padikkal (DIN: 07765484) as a Director			
6	Appointment of Mr. Manu Anand (DIN: 00396716) as a Director and as an Independent Director of the Company			
7	Appointment of Mr. Jayesh Merchant (DIN: 0555052) as a Director and as an Independent Director of the Company			
8	Appointment of Mr. Ashok Sudan (DIN 02374967) as a Director and as an Independent Director of the Company			
9	Appointment of Mr. Sanjay Kapote (DIN 07529860) as a whole time Director			

Place:

Date:

(Signature of the shareholder)