

# Narmada Macplast Drip Irrigation Systems Ltd.

Regd Office: Plot No. 119-120, Santej- Vadsar Road, At. Santej, Taluka : Kalol,  
Dist.: Gandhinagar : 382721 Ph. No. 079-27498670

07<sup>th</sup> September, 2021

To  
The Listing department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street Fort  
Mumbai - 400 001  
**BSE Script Code: 517431**

Dear Sir,

**SUB: ANNUAL REPORT FOR FINANCIAL YEAR 2020-21 ALONG WITH NOTICE OF TWENTY NINTH ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 30, 2021**

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we are submitting here with the Annual Report for the Financial Year 2020-21 of Narmada Macplast Drip Irrigation Systems Ltd. ("the Company") along with Notice of the 29th Annual General Meeting of the Company scheduled to be held on Thursday, September 30, 2021 at 03.00 pm (IST), through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The said notice forms part of the Annual Report of the Company for the financial year ended March 31, 2021 and are being sent to the shareholders through electronic mode on their registered e-mail addresses and are also available on the website of the Company at [www.narmadadrip.com](http://www.narmadadrip.com)

Yours faithfully,  
For Narmada Macplast Drip Irrigation Systems Limited

  
Jiten Vagharia  
Whole Time Director  
DIN: 02433557



**Correspondence Address :** A-16, Parul Nagar Society, 1<sup>st</sup> Flr, Bhuyangdev Char  
Rasta, Sola Road, Ghatlodia, Ahmedabad : 380 061  
CIN : L25209GJ1992PLC017791

**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**  
**ANNUAL REPORT 2020-21**

DATE OF AGM: 30/09/2021

**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

[CIN: L25209GJ1992PLC017791]  
ANNUAL REPORT 2020-21

BOARD OF DIRECTORS	:	MR. VRAJLAL VAGHASIA MR. JITENKUMAR VAGHASIA MRS. DAXA VAGHASIA MR. VINESH BABARIA MR. KANTIBHAI DEVANI MR. GIRISHBHAI BALDHA
AUDIT COMMITTEE	:	MR. GIRISH BALDHA MR. VINESH BABARIA MR. JITENKUMAR VAGHASIA
NOMINATION AND REMUNERATION COMMITTEE	:	MR. VINESH BABARIA MR. GIRISH BALDHA MR. KANTIBHAI DEVANI
STAKEHOLDERS RELATIONSHIP COMMITTEE	:	MR. VINESH BABARIA MR. GIRISH BALDHA MR. JITENKUMAR VAGHASIA
STATUTORY AUDITORS	:	M/S. HARDIK KADIA & CO., CHARTERED ACCOUNTANTS AHMEDABAD
COMPANY SECRETARY AND COMPLIANCE OFFICER	:	MRS. DIPIKA SONI (W.E.F 20.07.2020)
CHIEF FINANCIAL OFFICER	:	MR. ABHISHEK A PATEL
REGISTERED OFFICE	:	PLOT NO. 119-120, SANTEJ-VADSAR, AT & POST SANTEJ, TALUKA: KALOL, DISTRICT: GANDHINAGAR – 382 721
REGISTRAR & SHARE TRANSFER AGENT	:	PURVA SHAREGISTRY PVT LTD UNIT NO. 9, SHIV SHAKTI IND. ESTATE, J.R. BORICHA MARG, OPP. KASTURBA HOSPITAL LANE, LOWER PAREL (E) MUMBAI 400 011



**NOTICE**

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of M/s. Narmada Macplast Drip Irrigation Systems Limited (CIN: L25209GJ1992PLC017791) will be held on Thursday, 30<sup>th</sup> September, 2021 at 3:00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business: -

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2021, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Daxaben Vaghasia (DIN -07614046) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of the Auditors of the Company and to fix their remuneration and in this regard:

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

**"RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 (including and statutory modifications(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and hereby accorded to appoint M/s. Dharit Mehta & Co., Chartered Accountants, Ahmedabad (firm registration number 137728W) as the Statutory Auditors of the Company for period of five years that is from the conclusion of the 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting to be held in Financial year 2025-26.

**Special Business**

4. **Re-appointment of Mr. Vrajlal Vaghasia (DIN 02442762), as Managing Director of the Company along with increase in his remuneration and to consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vrajlal Vaghasia, as Managing Director of the Company with effect from 05<sup>th</sup> April, 2021 to 04<sup>th</sup> April, 2026 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Vrajlal Vaghasia."



**“RESOLVED THAT**, subject to the provisions of Section 197 the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force ) and pursuant to recommendation of nomination and remuneration committee approval of members be and hereby accorded to increase the fix salary payable to Mr. Vrajlal Vaghasia from Rs. 15000/- per month to Rs. 30000/- per month w.e.f 01<sup>st</sup> April, 2021.”

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

**5. Re-appointment of Mr. Jiten Vaghasia (DIN 02433557), as Whole-time Director of the Company along with increase in his remuneration and to consider and, if thought fit, to pass, with or without modification, the following resolution as SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Jiten Vaghasia, as Whole-time Director of the Company with effect from 05<sup>th</sup> April, 2021 to 04<sup>th</sup> April, 2026, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Jiten Vaghasia.”

**“RESOLVED THAT**, subject to the provisions of Section 197 the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force ) and pursuant to recommendation of nomination and remuneration committee approval of members be and hereby accorded to increase the fix salary payable to Mr. Jiten Vaghasia from Rs. 10000/- per month to Rs. 20,000/- per month w.e.f 01<sup>st</sup> April, 2021.”

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

**6. To reappoint Mr. Vineshkumar Laljibhai Babaria (DIN: 02587890) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulations, Mr. Vineshkumar Laljibhai Babaria (DIN:

02587890), who was appointed as an Independent Director pursuant to Section 161 of the Act subsequently categorized as an Independent Director and holds office only upto the date of this Annual General Meeting, has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing him candidature for the office of Director be and is hereby regularized as an Independent Director of the Company to hold office for 5 (Five) consecutive years from passing of this resolution and further during the tenure of his appointment the said Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."

**"RESOLVED FURTHER THAT** any Director of the Company if authorized to comply with all such formalities and do all such acts deeds and things as may be necessary for his reappointment as an Independent Director."

**7. To reappoint Mr. Kantibhai Devani (DIN: 05302724) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulations, Mr. Kantibhai Devani (DIN: 05302724), who was appointed as an Independent Director pursuant to Section 161 of the Act subsequently categorized as an Independent Director and holds office only upto the date of this Annual General Meeting, has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing him candidature for the office of Director be and is hereby regularized as an Independent Director of the Company to hold office for 5 (Five) consecutive years from passing of this resolution and further during the tenure of his appointment the said Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."

**"RESOLVED FURTHER THAT** any Director of the Company if authorized to comply with all such formalities and do all such acts deeds and things as may be necessary for his reappointment as an Independent Director."

**BY ORDER OF THE BOARD**  
**For NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**  
**Sd/-**  
**VRAJLAL VAGHASIA**  
**MANAGING DIRECTOR**  
**DIN- 02442762**

Date: 07<sup>th</sup>September, 2021  
Place: Ahmedabad



**NOTES:**

1. In view of ongoing COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated 5th May 2020, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" ("SEBI Circular") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Annual General Meeting ("AGM") of the Company is scheduled to be held on Thursday, 30th September 2021, at 3 P.M. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process ("e-Voting").
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [csviralthakrar@gmail.com](mailto:csviralthakrar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [narmadadrip@gmail.com](mailto:narmadadrip@gmail.com)
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ("NSDL") e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Further, due to threat posed by COVID-19 and in terms of the MCA Circulars and the SEBI Circular, the Company is sending this AGM Notice along with the Annual Report for FY2021 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the AGM and the Annual Report for FY2021 has been uploaded on the website of the Company at <https://www.narmadadrip.com> and may also be accessed from the relevant section of the website of the Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
10. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
11. Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
12. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at [narmadadrip@gmail.com](mailto:narmadadrip@gmail.com) before 3.00 p.m. (IST) on Thursday, September 23, 2021. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
13. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to [narmadadrip@gmail.com](mailto:narmadadrip@gmail.com) between Wednesday , September 8, 2021 (9:00 a.m. IST) to Thursday, September 23, 2021 (5:00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who need assistance before or during the AGM, can contact NSDL on their Toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact NSDL officials Mr. Pratik Bhatt at designated email ID: [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) or at telephone nos. : +91-22-24994890.

14. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, September 23, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company/TSR.
15. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25th September, 2021 to Thursday, 30th September, 2021 (both days inclusive).
16. The details of the Directors seeking appointment in forthcoming Annual General Meeting to be provided in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 with the Stock Exchanges is furnished in the Annexure.
17. The Register of Director and Key Managerial Personnel and their shareholding, maintained under section 170 of the companies Act, 2013 ('the Act'), and the Register of Contract or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the member at the AGM.
18. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
19. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting also available at the time of AGM in electronic mode.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
21. Members holding the shares in physical mode are requested to covert there shares in Demat Form and further to notify immediately the change of their address, email id and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address, email id and bank particulars should be given to their respective Depository Participant.
22. **Voting through electronic means:**
  - i. The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in compliance of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the business set out in the notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through e-voting platform of Central Depository Services (India) Limited ("remote e-voting").





- ii. Members whose names are recorded in the Register of members or in the register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 23 September, 2021, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23 September, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- iv. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

#### **SECTION A - E-VOTING PROCESS**

##### **A. The instructions for shareholders voting electronically are as under:**

**The remote e-voting period begins on Monday, September 27, 2021 at 09:00 A.M. and ends on Wednesday, September 29, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2021.**

##### **How do I vote electronically using NSDL e-Voting system?**

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

##### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li>   <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li>   <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**  
**ANNUAL REPORT 2020-21**

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



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

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [csviralthakrar@gmail.com](mailto:csviralthakrar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pratik Bhatt and Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [narmadadrip@gmail.com](mailto:narmadadrip@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [narmadadrip@gmail.com](mailto:narmadadrip@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are

otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [narmadadrip@gmail.com](mailto:narmadadrip@gmail.com). The same will be replied by the company suitably.

**Contact Details**

**Company:**

**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD**

Regd. Office: Plot No.119-120, Santej Vadsar Road Near Alex Cable At.Santej, TI, Kaloln, Gandhinagar-382721

CIN: L25209GJ1992PLC017791

Phone: (079) 27498670

E-mail ID: [narmadadrip@gmail.com](mailto:narmadadrip@gmail.com)

**Registrar and Transfer Agent:**

PURVA SHAREGISTRY PVT LTD

Unit no. 9, Shiv Shakti Industrial Estate, J .R. Boricha Marg

Opp. Kasturba Hospital Lane, Lower Parel (E)

Mumbai 400 011

Phone: (022) 23016761

E-mail: [purvashr@gmail.com](mailto:purvashr@gmail.com)



**e-Voting Agency:**

National Securities Depository Limited  
E-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Scrutinizer: Viral Thakrar – Thakrar & Associates**

Company Secretaries  
E-mail ID: [csviralthakrar@gmail.com](mailto:csviralthakrar@gmail.com)

**BY ORDER OF THE BOARD**

**For NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

**Sd/-**

**VRAJLAL VAGHASIA**

**MANAGING DIRECTOR**

**DIN- 02442762**

Date: 07<sup>th</sup>September, 2021

Place: Ahmedabad





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

Mr. Vrajlal Vaghasia, who was appointed as Managing Director by the members to hold office upto 05<sup>th</sup> April, 2021 by means of special resolution in the year 2016 and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation. Keeping in view that Mr. Vrajlal Vaghasia has rich and varied experience in agricultural Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Vrajlal Vaghasia as Managing Director, therefore Board of Directors in their meeting held on 01<sup>st</sup> July, 2021 proposed to reappoint him for further period of five years that is from 05<sup>th</sup> April, 2021 to 05<sup>th</sup> April, 2026 with Increase Remuneration from 15000 Per Month to 30,000 Per Month.

Your directors proposed to pass following resolution as Special Resolution.

**None of Directors except Mr. Vrajlal Vaghasia, Mr. Jiten Vaghasia and Mrs. Daxaben Vaghasia are concerned or interested in the proposed resolution.**

**Item No. 5**

Mr. Jiten Vaghasia, who was appointed as Whole Time Director by the members to hold office upto 05<sup>th</sup> April, 2021, further in terms of the Corporate Governance guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company vide resolution passed on 01<sup>st</sup> July, 2021 approved re-appointment of Mr. Jiten Vaghasia as Whole Time Director of the Company for the period of five years that is from 05<sup>th</sup> April, 2021 to 05<sup>th</sup> April, 2026 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 read with schedule V of Companies Act, 2013. Approval of the members is also required by way of Special Resolution for appointment and payment of remuneration Increase by 10,000 Per Month to 20,000 Per Month. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Your Directors proposed to pass following resolution as Special Resolution.

**None of Directors except Mr. Vrajlal Vaghasia, Mr. Jiten Vaghasia and Mrs. Daxaben Vaghasia are concerned or interested in the proposed resolution.**

**Item No. 6**

Mr. Vineshkumar Laljibhai Babaria (DIN: 02587890) was appointed by the Board of Directors as an Independent Director of the Company pursuant to provision of Section 149(1) read with Section 161(1) of the Companies Act, 2013.



In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Vineshkumar Laljibhai Babaria, being eligible, offer himself for appointment and is proposed to be appointed as an Independent Directors for a term as stated in the Resolution.

Mr. Vineshkumar Laljibhai Babaria, non-executive Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and under Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 In the opinion of the Board, Mr. Vineshkumar Laljibhai Babaria fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has given her consent to act as Director.

Notice has been received from a member signifying his intention to propose appointment of Mr. Vinesh Babaria along with a deposit of Rs.1,00,000/-.

Brief resume of Mr. Mr. Vineshkumar Laljibhai Babaria, nature of his expertise in specific functional areas and names of the companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

Copy of the letter for the appointment of Mr. Vinesh Babaria as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mr. Vinesh Babaria is interested in the resolutions set out at Item No. 6 of the Notice with regard to his appointment.

The relatives of Mr. Vinesh Babaria may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends this resolution as set out in the Notice for your approval as a Special Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 7**

Mr. Kantibhai Devani (DIN: 05302724) was appointed by the Board of Directors as an Independent Director of the Company pursuant to provision of Section 149(1) read with Section 161(1) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Kantibhai Devani, being eligible, offer himself for appointment and is proposed to be appointed as an Independent Directors for a term as stated in the Resolution.



Mr. Kantibhai Devani, non-executive Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and under Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Kantibhai Devani fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has given her consent to act as Director.

Notice has been received from a member signifying his intention to propose appointment of Mr. Kantibhai Devani along with a deposit of Rs.1,00,000/-.

Brief resume of Mr. Kantibhai Devani, nature of his expertise in specific functional areas and names of the companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

Copy of the letter for the appointment of Mr. Kantibhai Devani as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mr. Kantibhai Devani is interested in the resolutions set out at Item No. 7 of the Notice with regard to his appointment.

The relatives of Mr. Kantibhai Devani may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends this resolution as set out in the Notice for your approval as a Special Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.



**Details of the Directors seeking appointment in forthcoming Annual General Meeting  
(in pursuance of Regulation 36 of SEBI(LODR), Regulations. 2015)**

**1**

Name of Director : Mr. Jiten Vaghasia  
Director Identification No. : 02433557  
Date of Birth : 02/02/1973  
Date of appointment : 05/04/2011  
Relationship with directors : Mr. Vrajlal Vaghasia (Father)  
Mrs. Daxa Vaghasia (wife)  
Expertise in specific functional areas : Rich experience of Plastic industry.  
Qualifications : Graduate  
Shareholding in Narmada Macplast Drip Irrigation Systems Limited as on 31/03/2021 : 88,200 Shares  
List of other Public Companies in which Directorship held as on 31/03/2021 : NA  
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director : Narmada Macplast Drip Irrigation Systems Ltd  
Audit Committee-Member  
Stakeholders Relationship Committee-Member  
Risk Management Committee-Member  
Share Transfer Committee-Chairman

**2**

Name of Director : Mr. Vrajlal Vaghasia  
Director Identification No. : 02442762  
Date of Birth : 02/02/1948  
Date of Appointment : 24/09/1992  
Relationship with directors : Mr. Jiten Vaghasia (Son)  
Mrs. Daxa Vaghasia (Father in Law)  
Expertise in specific functional areas : 20 Years' experience of Marketing, Production and Administration in Drip Irrigation Industry.  
Qualification : Graduate  
Shareholding in Narmada Macplast Drip Irrigation Systems Limited as on 31/03/2021 : 15,66,400 Shares  
List of other Public Companies in which Directorship held as on 31/03/2021 : NIL  
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director : NIL

**DIRECTORS' REPORT**

To  
The Members  
**Narmada Macplast Drip Irrigation Systems Limited**  
Ahmedabad

Your Directors have pleasure in presenting the 29<sup>th</sup> Annual Report of the Company with the audited statements of accounts for the year ended 31<sup>st</sup> March, 2021.

**1. FINANCIAL RESULTS:**

(Rs. In Lakhs)

Particulars	For the Year 2020-21	For the Year 2019-20
Turnover & Other Income	370.48	401.54
Net Profit before Depreciation & amortization	1.88	2.02
<b>Less: Depreciation</b>	1.50	1.71
Net Profit /Loss Before Extra-Ordinary Item	0.38	0.30
<b>Current Tax</b>	0.31	0.08
Net Profit for the year	0.07	0.22

**2. STATE THE COMPANY'S AFFAIRS AND OPERATIONS:**

The Company is engaged in business of drip irrigation system. During the year, your Company had a turnover and earned other income in tune of Rs. 370.48 lakhs as compare to the total revenue of Rs. 401.54 lakhs recorded for the previous year and the net profit before tax for the current year is Rs.0.38 lakhs compared to profit of Rs.0.30 lakhs as recorded in the previous year.

**3. CHANGE IN NATURE OF BUSINESS:**

During the year under Report, there was no change in the nature of business of the Company.

**4. TRANSFER TO RESERVES:**

The Board of Directors has carried profit of Rs. 38079/- to reserve account.

**5. DIVIDEND:**

Your directors have not recommended any dividend.

**6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

There is no dividend declared in the previous year and hence no amount required to transfer to Investor Education and Protection Fund

**7. FIXED DEPOSITS:**

The Company neither has accepted nor invited any deposit from the public, within the meaning of section 73 of the Companies, Act, 2013 and the Rules made thereunder.

## **8. SHARE CAPITAL**

The Authorized Share Capital of the Company is Rs. 5,00,00,000/- and paid-up share capital of the Company is Rs. 3,62,30,000/-. Each share is of Rs. 10/-

## **9. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR**

There are no any material changes and commitments occurred after the end of the financial year, which is affecting the financial position of the Company.

## **10. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:**

There are no holding, subsidiaries, joint ventures or associate company of the Company. During the financial year ended on 31st March, 2021, the performance and financial position of subsidiaries, associates and joint ventures as per rule 8(1) of the Companies (Accounts) Rules, 2014 is not applicable.

## **11. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the period of this report, there being no change in the top management of the Company.

On the basis of recommendation of the Nomination and Remuneration Committee and provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 and Rules made thereunder, tenure of reappointment Mr. Vrajlal Vaghasia, Managing Director and Mr. Jiten Vaghasia, Whole Time Director of the Company was recommended by Nomination and Remuneration committee from 05<sup>th</sup> April, 2021 to 04<sup>th</sup> April, 2026 which was approved by the board of Directors in their meeting held on 01<sup>st</sup> July, 2021 subject to final approval by shareholders. The remuneration of the Managing Director and Whole Time Director was also revised as stated in explanatory statement hereinabove, aggregating it was exceeding 11% of the net profit of the Company, hence special resolution is required to be passed by the members of the Company. The Members are requested to consider their re-appointment.

The Board has proposed reappointment of Mr. Vinesh Babaria and Mr. Kantibhai Devani as an Independent Director of the Company for the period of five (05) years.

Ms. Daxaben Jitenkumar Vaghasia, Director of the Company is liable to retire by rotation at the ensuing AGM in compliance with the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible has offered herself for reappointment.

All the Directors of the Company have Confirmed that they have not disqualified from being appointed a director in terms of section 164 of the Companies Act, 2013



## **12. ANNUAL RETURN:**

The Companies (Management and Administration) Amendment Rules, 2020 has done away the requirement of attaching extract of Annual Return in Form MGT-9 to Board's Report. The annual return in Form MGT-7 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at [www.narmadadrip.com](http://www.narmadadrip.com).

## **13. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY**

The company does not have and subsidiary, holding or associate company. The Company has not come into Joint Venture with any other organization.

## **14. MEETINGS OF BOARD:**

During the financial year 2020-21, 05 (Five) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI listing Regulations.

## **15. BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors based on inputs from the directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. Also, the Chairman was also evaluated on the key aspects of his role.

In the separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated. The same was discussed in the Board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committee and individual director was also discussed.

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

The Company has adequate internal financial controls commensurate with the nature & size of business of the Company

## **17. DECLARATION BY INDEPENDENT DIRECTORS:**

**(Pursuant to Provisions of section 149(6) OF the Companies Act 2013)**

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.



- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate Company.
- (4) Who are or were not related to promoters or directors in the company, its holding, subsidiary or associate Company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial Year.
- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lacs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,
- (7) Who neither himself, nor any of his relatives,
  - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.
  - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed of
    - (i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; OR
    - (ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent, or more of the gross turnover of such firm;
    - (iii) Holds together with his relatives two per cent, or more of the total voting power of the company; OR
    - (iv) Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; OR
  - (v) Who possesses such other qualifications as may be prescribed.

## **18. DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of section 134 Clause (C) of Sub-Section (3) of the Companies Act, 2013, in relation to financial statements for the year 2020-21, the Board of Directors state:

- a) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March 2021, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;





- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis; and
- e) The directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **19. DECLARATION BY BOARD AS PER REQUIREMENT OF SECTION 178 (1)**

In compliance with Section 178 (1) of the Companies Act, 2013 the Board of Directors do hereby declare that:

- a. The Company has proper constitution of the Board of Directors including Independent Directors.
- b. The Company has constituted Nomination and Remuneration Committee, Stakeholders Relationship Committee, Audit Committee as per requirements of provisions of the Companies Act 2013.
- c. The Company has the policy for selection and appointment of independent directors who are persons of reputation in the society, have adequate educational qualification, sufficient business experience and have integrity & loyalty towards their duties.
- d. Company pays managerial remuneration to its Managing/Whole Time Director.
- e. The Independent Directors are not paid sitting fee for attending Board and other committee meetings held by the Board from time to time.
- f. The Company is not paying any commission on net profits to any directors.

#### **20. AUDIT COMMITTEE**

The Detail pertaining to composition of audit committee, its scope and attendance of members are included in the Corporate Governance Report, which forms part of this report.



**21. STATUTORY AUDITORS:**

M/s. Hardik Kadia & Co, Chartered Accountants were appointed as Statutory Auditors of the Company for period of Five years from the conclusion of the 25th Annual General Meeting till the conclusion of the 29th Annual general Meeting of the Company, The Company vide letter dated 01<sup>st</sup> September, 2021 conveyed the Statutory auditors proposing their re-appointment for next five years, basis that, the Company received letter from Statutory auditors conveying there pre-occupation in other assignments and hence requested the Company to Change the Statutory auditors, in the upcoming Annual general meeting, the board of directors, on recommendation of audit committee, in their meeting held on 07<sup>th</sup> September, 2021 proposed to appoint M/s. Dharit Mehta & Co, Chartered Accountants (Mem No. 137728W) for the period of five years that is from conclusion of 29th Annual General meeting till the conclusion of 34th Annual general meeting to be held in financial year 2025-26, In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Report given by the Statutory Auditors on the financial statement for the financial year ending on 31<sup>st</sup> March, 2021 of the Company is part of this Report. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, if any, and needs no further explanation.

**22. SECRETARIAL AUDITORS:**

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules, 2014, the Board of Directors appointed CS Viral Hareishbhai Thakrar, proprietor of M/s. Thakrar & Associates, (Membership No. 11299, CP No. 16856) to conduct Secretarial Audit of the Company for Financial Year 2020-21. The Report of the Secretarial Audit Report is set out in an annexure as 'Annexure 'II' to this report.

With regard to observations of the Secretarial Auditor for non-compliances of various provisions of the Companies Act, 2013 and Listing Regulation, it is stated that the Company is not having major operations and the management of the Company is striving hard to operative effectively and taking steps to make necessary compliances under the Companies Act, 2013 and Listing Regulation.

In connection, with the auditors' observation in the Secretarial Audit Report, the explanation / clarifications of the Board of Directors are as under:

Observations by the Secretarial Auditor	Reply to the Observations by the Board
1. The company has not appointed Company secretary and compliance officer within due time limit of LODR	The Company is hardly having major operations and is striving hard to operative effectively, nonetheless the Company made all efforts to find Company Secretary and Compliances officer but was unable to find suitable options of candidates, in the running time due to Covid 19, the government of India had declared the lockdown, due to which the Company was not operating its business for the period from 25th March, 2020 till 30th May, 2020, the Company partially resumed its office w.e.f 01st June, 2020. The Company had

**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**  
**ANNUAL REPORT 2020-21**

	appointed Company Secretary w.e.f 20 <sup>th</sup> July, 2020.
2. The name of Mr. Vineshkumar Laljibhai Babaria, Mr. Kantibhai Devani and Mr. Girish Laxmanbhai Baldha, Independent Director have not been included in the Independent Director's Databank. On account of this, the constitution of the Board of Directors was not in compliance from January 01, 2021 to March 31, 2021	The delay was totally unintentionally, the Company has complied with the requirements and registered Independent Directors in the databank.
3. The Company failed to register for System Driven Disclosures (SDD) under SEBI (SAST) Regulations, 2011 and Monitoring of Foreign Investment limits in listed Indian companies during the year.	The Company has not received any foreign investment during the financial year 2020-21, nonetheless in view to comply with governance requirement, the Company is in process to appoint NSDL as DP for the said business as on the date of our report.

**23. PARTICULARS OF EMPLOYEES:**

The particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is set out in an Annexure 'IV' to this report. On an average during the year total employees in the Company were four excluding Managing Director and Whole time Director of the Company.

The particulars of employees falling under the purview of Section 197 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are - NIL.

**24. DISCLOSURE WHETHER MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013**

Under Section 148 of the Companies Act, 2013, the Central Government has prescribed maintenance and audit of cost records vide the Companies (Cost Records and Audit) Rules, 2014 to such class of companies as mentioned in the Table appended to Rule 3 of the said Rules. The Company does not fall under Maintenance and audit of cost records and accordingly maintenance cost records and audit provisions are not applicable to the Company.

**25. DISCLOSURE ON FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE ACT**

There were no offences involving an instance of fraud reported by the Auditors of the Company under sub-section (12) of Section 143 of the Act other than those which are reportable to the Central Government for the year ended March 31, 2019.

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

Details of Loan, Guarantee and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**27. RELATED PARTY TRANSACTIONS:**

All the transactions entered into with related parties as defined under the Companies Act, 2013 and the Listing Regulation, if any, during the year were on an arm's length price basis and in the ordinary course of business. Such transactions have been approved by the Audit Committee. The Board of Directors of the Company has formulated the Policy on Related Party Transactions.

During the Financial Year 2020-21, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors. In the preparation of financial statements, the Company has followed the Accounting Standards. The significant accounting policies which are applied have been set out in the Notes to Financial Statements. The Board has received disclosures from Key Managerial Personnel, relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.

**28. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The Company production unit is closed since more than three years; hence this clause is not applicable.

**29. CORPORATE GOVERNANCE:**

The Board of Directors of the Company have evolved and adopted a Code of Conduct based on the principles of Corporate Governance and best management practices being followed globally.

Compliance Report, in accordance with the Regulation 27 of the Listing Regulation with Stock Exchanges, on Corporate Governance forms part of the Annual Report. The Auditors' Certificate on the compliance of Corporate Governance Code embodied in Listing Obligation and Disclosure Requirement Regulation, 2015 of the SEBI attached hereto and forms part of this Report.

**30. MANAGEMENT DISCUSSION AND ANALYSIS:**

Pursuant to Listing Obligation and Disclosure Requirement Regulation, 2015 of the SEBI, Management Discussion and Analysis Report are annexed herewith and form part of this Report.

**31. CORPORATE SOCIAL RESPONSIBILITY(CSR) COMMITTEE:**

The provisions for Corporate Social Responsibility Committee and Corporate Social Responsibility activities are not applicable to the Company.

**32. ESTABLISHMENT OF VIGIL MECHANISM:**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has adopted a Whistle-Blower Policy/ Vigil mechanism, which provides a formal mechanism for all employees of the Company to make protected disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. During the year under review, no employee of the Company has been denied access to the Audit Committee.



### **33. BOARD COMMITTEE:**

The Board of Directors of your Company had already constituted various Committees in compliance with the provisions of the Companies Act, 2013 and / or Listing Regulation viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. During the year under review, in compliance with the Listing Regulations.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committee are taken by the Board of Directors.

Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the Corporate Governance Section of the Annual Report.

### **34. INDEPENDENT DIRECTORS MEETING:**

During the year under review, the Independent Directors of the Company met on 18<sup>th</sup> January, 2021, inter alia to discuss:

- i) Evaluation of Performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- ii) Evaluation of performance of the Chairman and / or Managing Director of the Company, taking into views of Executive and Non-executive Directors.
- iii) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

### **35. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

Your Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 is set out in an annexure as 'Annexure III' to this report.

### **36. RISK MANAGEMENT POLICY:**

The Board reviews the risks associated with the Company every year while considering the business plan. Considering the size of the Company and its activities, it is felt that the development and implementation of a Risk management policy is not relevant to the Company and in the opinion of the Board there are no risks which may threaten the existence of the Company.

### **37. IND AS**

The financial statements have been prepared in accordance with Ind AS prescribed under the Companies Act, 2013 as amended from time to time and other relevant provisions of the Act.

### **38. SECRETARIAL STANDRAD OF ICSI**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.



### 39. LOCKDOWN

In view of ongoing covid-19 pandemic. the Company has observed lockdown during certain period of FY 2020-21 as per the directions of Government of Gujarat in line with guidelines of the Ministry of Home Affairs, Govt. Of India during the current financial year.

### 40. SHARES

**A. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

**B. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

**C. BONUS SHARES**

The Company has not issued any Bonus Shares during the year under review.

**D. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

### 41. SEXUAL HARASSMENT POLICY:

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2020-21, no complaints were received by the Company related to sexual harassment.

### 42. APPRECIATION:

Your Directors wish to place on record their sincere appreciation and gratitude for the valuable support and co-operation received from the Customers and Suppliers, various Financial Institutions, Banks, Government Authorities, Auditors and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers of the Company for its success.

**ON BEHALF OF THE BOARD  
FOR NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

Sd/-

**VRAJLAL VAGHASIA**  
**MANAGING DIRECTOR**  
**DIN: 02442762**

Sd/-

**JITEN VAGHASIA**  
**WHOLE TIME DIRECTOR**  
**DIN: 02433557**

Date: 07<sup>th</sup> September, 2021  
Place: Ahmedabad



**SECRETARIAL AUDIT REPORT**

**FORM MR-3**

**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021**

[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  
**Narmada Macplast Drip Irrigation Systems Limited**  
**(CIN: L25209GJ1992PLC017791)**

**Regd. Office:**

Plot No.119-120, Santej Vadsar Road  
Near Alex Cable  
At. Santej TI. Kalol  
Gandhinagar-382721

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Narmada Macplast Drip Irrigation Systems Limited (CIN: L25209GJ1992PLC017791)** (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 **Narmada Macplast Drip Irrigation Systems Limited** books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2021** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2021** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - (Not applicable to the Company during the Audit Period);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 - (Not applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not applicable to the Company during the Audit Period);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (Not applicable to the Company during the Audit Period);
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

**I further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- (a) The Plastic Manufacture, Sale and Usage Rules, 1999 and Rules made thereunder;
- (b) The Essential Commodities Act, 1955 and Rules made thereunder;
- (c) The Environment (Protection) Act, 1986 and Rules made thereunder;
- (d) The Water (Prevention and Control of Pollution) Act, 1974 and rules made thereunder;
- (e) The Air (Prevention and Control of Pollution) Act, 1981 and the Rules made thereunder.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India and the Company has complied with the standard.
- (ii) The Listing Agreements entered into by the Company with BSE Limited/Stock Exchanges.

During the period under review the Company has broadly complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the company has not appointed Company secretary and compliance officer within due time limit, the name of Mr. Vineshkumar Laljibhai Babaria, Mr. Kantibhai Devani and Mr. Girish Laxmanbhai Baldha, Independent Director have not been included in the Independent Director's Databank. On account of this, the constitution of the Board of Directors was not in compliance from January 01, 2021 to March 31, 2021 for the year under review. Moreover, the Company failed to register for System Driven Disclosures (SDD) under SEBI (SAST) Regulations, 2011 and Monitoring of Foreign Investment limits in listed Indian companies during the year. However, the Company has already appointed CS and Compliance Officer and registered Independent Directors in the databank and in process to appoint NSDL as DP for the said business as on the date of our report.





For the purpose of other laws applicable specially to the Company, we have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliance under other laws as may be applicable specially to the Company and verification of document and records.

**I further report that** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by the statutory financial audit and other designated professionals.

**I further report that**

- The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors except our comment mentioned as above. The changes in the composition of the Board of Directors that took place during the period under review if any were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings. Except where consent of the directors was received for scheduling meeting at a shorter notice, agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried out unanimously as recorded in the minutes of their meetings of the Board of Directors while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** the management of the Company taking necessary steps so that there would be adequate systems and processes in the Company commensurate with its size and operations, and would be done proper monitoring and compliances with all applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, the Company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Thakrar And Associates**  
**Company Secretary in Practice**  
**Sd/-**  
**Viral HareshbhaiThakrar**  
**Proprietor**  
**Membership No.: F11299**  
**CP No.: 16856**  
**UDIN: F011299C000902301**

**Place** : Rajkot  
**Date** : 07.09.2021

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



To  
The Members  
**Narmada Macplast Drip Irrigation Systems Limited**  
**(CIN: L25209GJ1992PLC017791)**

**Regd. Office:**

Plot No.119-120, Santej Vadsar Road  
Near Alex Cable  
At. Santej TI. Kalol  
Gandhinagar-382721

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

1. The Management of the Company is responsible for maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively. My responsibility is to express an opinion on these secretarial records and procedures followed by the Company with respect to secretarial Compliance.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the processes and practices I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records, Books of Accounts and cost records of the company.
4. Wherever required and necessary, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, secretarial records and other factual position which cannot be otherwise verified.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Thakrar And Associates**  
**Company Secretary in Practice**  
**Viral Hareshbhai Thakrar**  
**Sd/-**  
**Proprietor**  
**Membership No.: F11299**  
**CP No.: 16856**  
**UDIN: F011299C000902301**

**Place** : Rajkot  
**Date** : 07.09.2021

**“Annexure III”**

**REMUNERATION POLICY FOR DIRECTORS, KMPS AND OTHER EMPLOYEES**

The philosophy for remuneration of Directors, KMP and all other employees of 'Narmada Macplast Drip Irrigation Systems Limited ("Company") is based on commitment demonstrated by the Directors, KMPs and other employees towards the Company and truly fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy. The Company endeavours to attract, retain, develop and motivate the high-calibre executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and the Listing Regulation. In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law. While formulating this Policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

- i. "the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and;
- iii. remuneration to Directors, KMP involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals".

➤ **Remuneration to Independent Directors and Non-Independent Non-Executive Directors:**

- Independent Directors ("ID") and Non-Independent Non-Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- The aggregate commission payable to all the IDs and NEDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

➤ **Remuneration for Managing Director /Executive Directors /KMP/ rest of the employees:**

- The remuneration / compensation / commission, etc., as the case may be, to the Managing Director / Executive Director (Whole-time Director) will be governed by the relevant provisions of the Act and applicable Rules and Regulations and will be determined by the NRC and recommended to the Board for approval.
- The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- The Company pays remuneration to its Managing Director / Executive Directors way of salary, perquisites and allowances. In addition to the salary, perquisites and allowances, the Company provides Managing Director / executive Directors such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197of the Act.
- The Managing Director and Executive Directors, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.
- Further, the Managing Director of the Company is authorized to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, if any, based on the standard market practice and prevailing HR policies of the Company.
- The company provides retirement benefit as applicable.
- The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.

➤ **Remuneration payable to Director for services rendered in other capacity:**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless:

- The services rendered are of a professional nature; and
- The NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

➤ **Policy implementation:**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

➤ **Review of the Policy:**

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.



**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**  
**ANNUAL REPORT 2020-21**

**Annexure IV**

The particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

Sr. No.	Name of the Director/ KMP* and Designation	Remuneration of Directors for financial year 2014-15 (in Rs.)	Ratio of Remuneration to Median Remuneration of Employees	% increase in Remuneration	Comparison of the Remuneration of KMP against Company's Performance
1	Vrajlal Vaghsia Chairman & Managing Director	1,78,000	1.76	0.00	The remuneration paid to the KMP is viable in regards to performance of the company
2	Jitenkumar Vaghasia Whole Time Director	1,20,000	1.19	0.00	The remuneration paid to the KMP is viable in regards to performance of the company
3	Kantibhai Devani Independent Director	-	-	-	-
4	Vinesh Babaria Independent Director	-	-	-	-
5	Girishbhai Baldha Independent Director	-	-	-	-

**FOR AND ON BEHALF OF THE BOARD**

Sd/-

Date: 07<sup>th</sup> September, 2021  
Place: Ahmedabad

**VRAJLAL VAGHASIA (DIN: 02442762)**  
**CHAIRMAN & MANAGING DIRECTOR**



**REPORT ON CORPORATE GOVERNANCE**

**1. Company's Philosophy on Corporate Governance:**

The Company is committed to good corporate governance and taking steps for implementing corporate governance norms as prescribed by SEBI. The Company respects the rights of its shareholders to incorporation on the performance of the company and considers itself a trustee of its shareholders.

**2. Board of Directors:**

▪ **Composition & category of Directors and their other Directorships and Committee Memberships:**

The Board of Directors of the Company is having optimum combination of executive and Non-Executive Directors in compliance of Listing Regulation.

The Board of Directors of the Company comprises Six Members – Two (2) Executive Director and Three (3) Non-Executive and independent Directors and One (1) of Non-Executive Director. The composition of Board of Directors, the number of other Directorships or Board Committees of which he is a Member / Chairman is as under:

Name of Director	Category	Other Directorships/Board Committees	
		Directorships	Board Committee
Mr. Vrajlal Vaghasia	Promoter & Executive Director	2	NIL
Mr. Jitenkumar Vaghasia	Promoter & Executive Director	NIL	NIL
Mr. Kantibhai Devani	Non-Executive & Independent Director	NIL	NIL
Mr. Vinesh Babaria	Non-Executive & Independent Director	NIL	NIL
Mrs. Daxaben J. Vaghasia	Non-Executive & Non-Independent Director (Woman director)	NIL	NIL
Mr. Girishbhai Baldha	Non-Executive & Independent Director	NIL	NIL

- Directorships in other Companies mentioned above exclude Directorships in Private Limited Companies, foreign companies and companies under Section 8 of the Companies Act, 2013.
- While calculating the number of Membership / Chairmanship in Committees of other Companies, Membership / Chairmanship of only Audit Committee and Shareholders' / Investors' Grievance Committee have been considered pursuant to the Listing Regulation. None of the Director is a Member in more than ten Committees and acts as a Chairman in more than five Committees across all companies in which he is a Director.
- Mr. Vrajlal Vaghasia, Mrs. Daxaben J. Vaghasia and Mr. Jitenkumar Vaghasia are relatives of each other.



### 3. Board Meetings:

Five (05) Board Meetings were held, during the financial year 2020-21, details of Board Meeting are as under:

30 <sup>th</sup> June, 2020	20 <sup>th</sup> July, 2020	05 <sup>th</sup> September, 2020
09 <sup>th</sup> November, 2020	13 <sup>th</sup> February, 2021	NIL

All the meetings of Board of Directors of the Company are scheduled well in advance and the Board meets at least once in a quarter to review the quarterly performance and the financial results. Agenda of the meeting were prepared and all necessary papers were circulated to Members of the Board in advance. All Members of the Board have access to all information of the Company and are free to recommend inclusion of any matter in the Agenda for discussions.

### 4. Attendance of Directors at the Board Meetings and Last Annual General Meeting:

Name of Director	Board Meetings Attended	Attendance in AGM (Yes/No)
Mr. Vrajlal Vaghasia	5	Yes
Mr. Jitenkumar Vaghasia	5	Yes
Mr. Vinesh Babaria	5	Yes
Mr. Kantibhai Devani	5	No
Mrs. Daxaben Vaghasia	5	Yes
Mr. Girish Baldha	5	No

### 5. AUDIT COMMITTEE:

#### Terms of Reference:

The Audit Committee has been mandated with the same terms of reference specified in Clause 49 II of the Listing Regulations with the Stock Exchange, as revised from time to time and as well as those stipulated by SEBI Guidelines.

#### Composition:

Presently, the Audit Committee comprises two Non-Executive and Independent Directors Mr. Girish Baldha & Mr. Vinesh Babaria and one Executive Director - Mr. Jitenkumar Vaghasia. Mr. Girishbhai Baldha is a Chairman of the Audit Committee.

#### Meeting and the Attendance during the year 2020-21:

Four (4) Audit Committee meetings were held during the year 2020-21. The Committee also met prior to finalization of accounts for the year ended on 31<sup>st</sup> March, 2021. The details of attendance at the Audit Committee meetings is as under:

Name of Director	Designation	No. of Meetings Attended
Mr. Girishbhai Baldha	Chairman	4
Mr. Vinesh Babaria	Member	4
Mr. Jitenkumar Vaghasia	Member	4

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

**6. NOMINATION AND REMUNERATION COMMITTEE:**

- The Nomination and Remuneration Committee constitutes with Mr. Girishbhai Baldha, Mr. Vinesh Babaria and Mr. Kantibhai Devani, all are Non-Executive and Independent Directors. Mr. Girishbhai Baldha is a Chairman of the Committee.
- The Remuneration Committee recommends to the Board the compensation, terms of Executive Director(s) and its responsibilities include:
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity.
- During the period under review, one Nomination and Remuneration Committee meetings were held respectively on 23.11.2020

<b>Name of Director</b>	<b>Position</b>	<b>No. of Meetings</b>	<b>Meetings attended</b>
Mr. Girishbhai Baldha	Non-Executive and Independent Directors	1	1
Mr. Vinesh Babaria	Non-Executive and Independent Directors	1	1
Mr. Kantibhai Devani	Non-Executive and Independent Directors	1	1

The remuneration committee has been constituted to recommend/review the remuneration package of the Managing/ Whole Time Directors based on performance and defined criteria.

**DETAILS OF REMUNERATION PAID TO DIRECTORS DURING 2020-21**

- The Company paid remuneration to Managing Director and Whole Time Director.
- The Company does not have scheme for grant of stock option to the directors.

**7. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholder Relationship Committee, specifically, deals with the matters relating to redressal of shareholder and investor complaints such as transfer of shares, non-receipt of annual report, non-receipt of declared dividend etc.





The Committee comprises of three directors. Mr. Vinesh Babaria is the Chairman of the Committee, Mr. Girish Baldha and Mr. Jitenkumar Vaghasia are members of the Committee. During the year 2020-21, committee met four times.

During the year under review, the Company has not received any compliant.

## 8. DETAILS OF GENERAL MEETINGS

### ▪ Annual General Meeting:

The last three Annual General Meeting of the Company were held within the statutory time period and the details of the same areas under:

Financial Year	Location	Date	Time
2017-2018	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka: Kalol, Dist.: Gandhinagar	29 <sup>th</sup> September, 2018	4.00 P.M.
2018-2019	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka: Kalol, Dist.: Gandhinagar	29 <sup>th</sup> September, 2019	4.00 P.M.
2019-20	Video Conferencing	30 <sup>th</sup> September, 2020	03.00 P.M.

### ▪ Extra Ordinary General Meeting:

During the last three years, No Extra Ordinary General meeting (EGM) was held.

### ▪ Special Resolutions passed during last three years:

The Company has passed no special resolution in last three financial year.

There were no resolutions put through postal ballot last year. There is no business at the ensuing AGM requiring implementation of the postal ballot under the applicable rule.

## 9. Disclosures:

- Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large. There are no materially significant related party transactions during the Financial Year 2020-21 that may have potential conflict with the interest of the Company at large.
- Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority(ies), on any matter related to capital markets, during the last three years. The company has received notices from BSE Limited for non-submission of various compliances under the Listing Regulations.
- Corporate Governance certificate: The Managing Director of the Company has furnished the requisite certificate to the Board of Directors under Listing Regulation.

- Whistle Blower Policy/ Vigil mechanism: The Company has adopted a Whistle-Blower Policy/ Vigil mechanism, which provides a formal mechanism for all employees of the Company to make protected disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. No employee of the Company has been denied access to the Audit Committee.

#### **10. Means of Communication:**

- Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirement the Listing Regulation.
- No presentation has been made to Institutional Investors or to analysts.
- The Management Discussion and Analysis Report is attached with the Director's report in this Annual Report.

#### **11. Compliance Certificate of the Auditors:**

The Certificate from the Auditors of the Company, M/s. Hardik Kadia & Co., Chartered Accountants, Ahmedabad, confirming compliance with the conditions of Corporate Governance as stipulated under Listing Regulation, is attached to the Directors' Report forming part of the Annual Report. This Certificate has also been forwarded to the Stock Exchanges where the securities of the Company are listed.

#### **12. General Shareholder Information:**

##### **I. Annual General Meeting**

Date and Time : 30<sup>th</sup> September, 2021 at 3.00 P.M.  
Venue : Through video conferencing/virtual meeting

##### **II. Financial Calendar (Tentative)**

Financial Year : 1<sup>st</sup> April 2020 - 31<sup>st</sup> March, 2021  
First Quarter Results : Second week of August, 2020  
Second Quarter Results : Second week of November, 2020  
Third Quarter Results : Second week of February, 2021  
Results for the year ending  
31<sup>st</sup> March, 2021 : Last week of June, 2021

**III. Book Closure Date** : 25th September, 2021 to 30th September, 2021  
(Both days inclusive)

**IV. Registered Office** : Plot No. 119-120, Santej-Vadsar Road,  
At & Post Santej, Taluka: Kalol, Dist.: Gandhinagar

**V. Dividend Payment Date** : No dividend is recommended for the financial year 2020-21

**VI. Listing of Equity Shares on Stock Exchange:**  
Your Company's equity shares are listed on



**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**  
**ANNUAL REPORT 2020-21**

Sr. No.	Name of Stock Exchange	Address of Stock Exchange
1	The Ahmedabad Stock Exchange Ltd.	Kamdhenu Complex, Opp. Sahajanand College, Ambawadi, Ahmedabad – 380 015
2	BSE Ltd.	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001
3	The Saurashtra Kutch Stock Exchange Ltd	Popatbhai Sorathiya bhawan, Sardar Bazar, Rajkot – 360 001
4	Madras Stock Exchange Ltd	No. 30, Second Line Beach, Chennai – 600 001

Annual Listing Fees have been paid to the BSE till date.

**VII. Stock Code:**

- |  |                 |
|--|-----------------|
| a) The Ahmedabad Stock Exchange Limited, Ahmedabad | : 39200         |
| b) The BSE Limited, Mumbai                         | : 517431        |
| c) The Saurashtra Kutch Stock Exc. Ltd.            | : Not Available |
| d) The Madras Stock Exchange Ltd.                  | : Not Available |

**VIII. Registrar & Share Transfer Agent:**

The Company has appointed M/s. Purva Sharegistry Pvt. Ltd. as the Registrar and Share Transfer Agent for Demat shares w.e.f November, 2011 having their Registered Office at:

Unit no. 9, Shiv Shakti Ind. Estate,  
J .R. Boricha marg, Opp. Kasturba Hospital Lane  
Lower Parel (E) Mumbai 400 011  
Tel: 91-22-2301 6761 / 8261  
Fax: 91-22-2301 2517

**IX. Share Transfer System:**

Trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. 23<sup>rd</sup> March, 2001 as per circular issued by the Securities and Exchange Board of India (SEBI).

The transfer of shares in physical form is processed and completed by M/s. Purva Sharegistry Pvt. Ltd., Registrar & Share Transfer Agent, within the statutory stipulated period. In case where shares are held in electronic form, the transfers are processed by CDSL through the Depository Participants and Registrar.

**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**  
**ANNUAL REPORT 2020-21**

**X. Distribution of Shareholding (as on 31st March, 2021):**

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	Total No. of Shares Held	% of Shareholding
1-5000	2259	82.63	779880	21.53
5001-10000	281	10.28	251550	6.94
10001-20000	107	3.91	173670	4.79
20001-30000	43	1.57	114800	3.17
30001-40000	4	0.15	13100	0.36
40001-50000	15	0.55	70700	1.95
50001-100000	10	0.37	72600	2.00
1,00,001 and Above	15	0.55	214670	59.25
<b>Total</b>	<b>2734</b>	<b>100.00</b>	<b>3623000</b>	<b>100.00</b>

**XI. Categories of Shareholding (as on 31st March, 2021):**

Category of Holder	No. of Shares	% of Shareholding
Promoters / Persons acting in concert	1654600	45.67
Banks / Institutions / Mutual Funds	48700	1.34
Private Corporate Bodies	61800	1.71
Indian Public	1854600	51.18
NRIs	2000	0.05
Any other – (HUF)	1300	0.04
Totals	3623000	100.00

**XII. Details on use of public funds obtained in the last three years:**

No funds have been raised from the public during the last three years.

**XIII. Outstanding GDR / ADRs / Warrants and Convertible bonds, conversion date and likely impact on the eqssuity:** No GDRs / ADRs / Warrants issued by the company.

**XIV. Investor Correspondence:**

In case any problem or query shareholders can contact at:

**Name** : Mrs. Dipika Soni, Compliance officer  
**Address** : Naramada Macplast Drip Irrigation Limited,  
16/A Parulnagar Society, 1<sup>st</sup> floor, Bhuyandev Char Rasta,  
Opp. Mahakali Temple, Sola Road, Gathlodia, Ahmedabad - 380061  
**Phone** : +919016428484 **Email** : narmadadrip@gmail.com

**Shareholders may also contact Company's Registrar & Share Transfer Agent at:**

**RTA: PURVA SHAREGISTRY PVT LTD**

Unit no. 9, Shiv Shakti Ind. Estate,  
J.R. Boricha marg, Opp. Kasturba Hospital Lane  
Lower Parel (E) Mumbai 400 011  
Tel: 91-22-2301 6761 / 8261  
Fax: 91-22-2301 2517



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **ECONOMY OVERVIEW:**

Overall, the macroeconomic situation in India and in view of ongoing pandemic Covid 19 during 2020-21. Also, in view of the Government's commitment to reforms, the economic outlook for FY 2021-22 looks positive and a GDP growth was 9% and in FY 2020-21 as per the projections of the 3% Government.

### **OPPORTUNITIES AND THREATS**

The rise in the agriculture and infrastructure sectors bode well for the pipe market. The government spends on programmes for safe drinking water; rural sanitation, etc. are expected to generate substantial demand for piping products. Rise in PVC resin prices is the biggest potential threat for the Industry.

### **FUTURE OUTLOOK**

The Company is identifying the various opportunities available with the Company. Looking at the overall scenario of the economic conditions, the company is planning for the maximum utilization of the available resources. The Company expects in raising the demands of the products in which the company is engaged. Thus, the Overall outlook for the coming year looks good and may benefit your company at large.

### **RISKS AND CONCERNS**

The risk associated with the products of the Company is always a cause of concern for the Company. The general risk associated with the competition from large organization as well as from the unorganized and small-scale organizations affects the domestic market to a large extent. Your company is confident of performing better in spite of such business risks.

### **INTERNAL CONTROL SYSTEMS**

The Company does not have any formal internal audit system. The internal policies of the Company ensure efficient use and protection of assets and resources, compliance with policies and reliability of the financial and operational reports. The management is taking steps to introduce the internal audit system commensurate with the size and nature of the business of the company. The Audit Committee of the Board of Directors deals with the adequacy of internal controls and budgeting functions.

### **FINANCIAL PERFORMANCE**

The Company's performance was satisfactory during the year 2020-21.

### **HUMAN RESOURCES**

The Company continued to have cordial and harmonious relations with its employees during the year under review.



**CAUTIONARY STATEMENT**

Statement in this Management Discussion and Analysis report describing the Company's objective, expectations or predictions may be "forward – looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets, changes.



**Annexure to Corporate Governance Report**

**DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

To the Members of  
Narmada Macplast Drip Irrigation Systems Limited

We the undersigned, in our capacities as Managing Director and Whole Time Director of Narmada Macplast Drip Irrigation Systems Limited ("the Company), to the best of our knowledge and belief certify that:

1. We have reviewed the financial statement and the cash flow statement for the financial year ended 31st March, 2021 and that to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further state that to best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violate the company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the company and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a. significant changes, if any, in internal control over financial reporting during the year;
  - b. significant changes, if any, in accounting policies during the quarter and that the same have been disclosed in notes to the financial statements; and
  - c. Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Ahmedabad  
Date : 07<sup>th</sup> September, 2021

Sd/-  
MD (DIN: 02442762)

Sd/-  
WTD (DIN: 02433557)





## **Independent Auditor's Certificate on Corporate Governance**

To the Members of  
Narmada Macplast Drip Irrigation Systems Limited

We, M/s. Hardik Kadia & Co., Chartered Accountants, the Statutory Auditors of Narmada Macplast Drip Irrigation Systems Limited("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31<sup>st</sup> March 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### **MANAGEMENTS' RESPONSIBILITY:**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### **AUDITOR'S RESPONSIBILITY:**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

### **OPINION:**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2021.



**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED** |  
**ANNUAL REPORT 2020-21** |

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For, Hardik Kadia & Co.**  
***Chartered Accountants***  
**F.R. No. 145338W**  
**Sd/-**  
**Hardik Kadia**  
**Proprietor**

**Date: 28<sup>th</sup> June, 2021**  
**Place: Ahmedabad**



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## Independent Auditors' Report

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To the Members of,  
**Narmada Macplast Drip irrigation Systems Ltd**

### 1. **Opinion**

We have audited the accompanying Ind AS financial statements of **Narmada Macplast Drip irrigation Systems Ltd** which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis of Opinion**

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

#### **Key Audit Matters:**

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India; of the state of the affairs of the company as at 31<sup>st</sup> March 2021, and its profits and cash flows for the year ended on that date.

## **2. Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in the section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **3. Auditor's Responsibility for the Financial Statements**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedure that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentations of the financial statements.

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

#### 4. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section (11) of section 143 of the Companies Act, 2015 we give in the "**Annexure-A**" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
- ii. As required by section 143(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on March 31, 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021, 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**"; and
  - 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 accordance to the explanation given to us:
    - i. The company does not have any pending litigations which would impact its financial position.
    - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, **Hardik Kadia & Co.**  
Chartered Accountants  
(Registration No. 145338W)

Date: 28<sup>th</sup> June, 2021  
Place: Ahmedabad

**Hardik Kadia**  
Proprietor  
M. No.: 179290  
UDIN : 21179290AAAABX8256

## **Annexure-A to Independent Auditors' Report**

Referred to in Paragraph 5(i) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

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### **1. In respect of Fixed Assets**

- a. The Company has maintained proper records showing full particulars, including quantitative details and situations of its Fixed Assets.
- b. The fixed assets are physically verified by the management at regular intervals and in our opinion is reasonable having regard to the size of Company and the nature of its assets. Pursuant to the verification a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

### **2. In respect of its inventories:-**

- (a) Inventories have been physically verified by the management at reasonably regular intervals during the year. (b) In my opinion and according to the information and explanation given to me, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to me, there were no material discrepancies noticed on physical verification of inventory as compared to the book.

3 The Company has not granted loans to parties covered in the Register maintained under Section 189 of the Companies Act, 2013. As such reporting requirements under this para are not applicable for the reporting period.

4 In respect of loan, the provisions of section 185 and 186 have been complied with. There are no loans to directors; there are no investments, guarantees and securities requiring compliance u/s 186 of the Companies Act, 2013.

5 During the year, the company has not accepted any deposits from public.

6 Company is not required to maintain cost records pursuant to section 148 (1) of the Companies Act, 2013.

### **7 In respect of Statutory Dues:**

- a. According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Income Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no undisputed dues, payable in respect of above as at 31st March, 2021 for a period of more than six months from the date on which they became payable.
- b. According to the information and explanations given to us and on the basis of our examination of books of account and record, No disputed dues were outstanding as on 31/03/2021.

8 As the Company has not availed any term loan the question of purpose and application does not arise.

- 9 No money has been raised by way of initial public offer or further public offer (including debt instruments).
- 10 To the best of our knowledge and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.
- 11 The Company has not paid or provided managerial remuneration under section 197 of the Companies Act, 2013 and hence, the provision of paragraph 3(xi) of the Order is not applicable to the Company.
- 12 The company is not a Nidhi company. As such The Nidhi rules, 2014 are not applicable.
- 13 All transactions with the related parties are in compliance with the sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by applicable accounting standards.
- 14 The company has not made any preferential allotment or Private placement of shares of fully or partly convertible debentures during the year under review.
- 15 The company has not entered into any non cash transactions with directors or persons connected with it.
- 16 Company is not required to be registered u/s. 45-IA of the Reserve Bank of India Act, 1934.

For, **Hardik Kadia & Co.**  
Chartered Accountants  
(Registration No. 145338W)

Date: 28<sup>th</sup> June, 2021  
Place: Ahmedabad

**Hardik Kadia**  
Proprietor  
M.No.: 179290  
UDIN: 21179290AAAABX8256

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**Annexure-B to Independent Auditors' Report**

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

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We have audited the internal financial controls over financial reporting of **Narmada Macplast Drip irrigation Systems Ltd** ("the Company") as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of



financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **Hardik Kadia & Co.**  
Chartered Accountants  
(Registration No. 145338W)

Date: 28<sup>th</sup> June, 2021  
Place: Ahmedabad

**Hardik Kadia**  
Proprietor  
M.No.: 179290  
UDIN: 21179290AAAABX8256

**Narmada Macplast Drip Irrigation Systems Ltd**

**Balance Sheet as at 31st March, 2021**

**(Amount In Rs.)**

Particulars	Note no.	As at 31st March, 2021		As at 31st March, 2020	
<b>ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Property, Plant & Equipment	4.01	2,851,128	<b>2,851,128</b>	3,001,900	<b>3,001,900</b>
(b) Capital work-in-progress					
(c) Investment Property					
(d) Goodwill					
(e) Other Intangible Assets					
(g) Biological Assets other than bearer plants					
(h) Financial Assets :					
(i) Investments	4.02	8,252,944		8,124,239	
(ii) Trade receivables					
(iii) Other Financial Assets	4.03	6,954,315		6,909,378	
(i) Deferred tax assets (net)		48,398		48,398	
(j) Other non-current assets			<b>15,255,657</b>		<b>15,082,015</b>
<b>(2) Current assets</b>					
(a) Inventories	4.04	-		-	
(b) Financial Assets :					
(i) Investments					
(ii) Trade receivables	4.04	36,536,222		6,647,835	
(iii) Cash and cash equivalents	4.05	2,285,558		415,678	
(v) Others (to be specified)					
(c) Current Tax Assets (Net)					
(d) Other current assets	4.06	747,550		857,913	
			<b>39,569,330</b>		<b>7,921,426</b>
<b>Total Assets</b>			<b>57,676,114</b>		<b>26,005,340</b>
<b>I. EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
(a) Equity Share capital	4.07	36,230,000		36,230,000	
(b) Other Equity	4.08	(13,168,503)	<b>23,061,497</b>	(13,175,482)	<b>23,054,518</b>
<b>LIABILITIES</b>					
<b>(1) Non-Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	4.09	3,506,490		1,523,235	
(ii) Trade Payables					
(iii) Other financial liabilities (other than those specified in item (b), to be specified					
(b) Provisions					
(c) Deferred tax liabilities (Net)					
(d) Other non-current liabilities					
<b>(2) Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings					
(ii) Trade payables	4.10	29,856,234		89,282	
(iii) Other financial liabilities (other than those specified in item (c)					
(b) Other current liabilities	4.11	486,350		552,793	
(c) Provisions	4.12	765,543		785,511	
			<b>34,614,617</b>		<b>2,950,821</b>
<b>Total Equity and Liabilities</b>			<b>57,676,114</b>		<b>26,005,340</b>
Notes to Financial Statements	1				
Significant Accounting Policies	2				

As per our report of even date attached herewith.

For, **Hardik Kadia & Co.**  
Chartered Accountants  
FRN: 145338W

For and on behalf of the board of  
**Narmada Macplast Drip Irrigation Systems Ltd**

**Hardik Kadia**  
Proprietor

**Vrajlal Vaghasia**  
Managing Director  
**DIN:02442762**

**Jitenbhai Vaghasia**  
Whole -time Director  
**DIN:02433557**

Date: 28/06/2021  
Place: Ahmedabad  
**UDIN : 21179290AAAABX8256**

**Dipika Soni**  
Company Secretary  
**ACS-30221**

**Abhishek Patel**  
Chief Financial Officer  
**PAN:ASUPP7440F**

**Narmada Macplast Drip Irrigation Systems Ltd**

**Statement of Profit and Loss for the year ended on 31st March, 2021**

**(Amount In Rs.)**

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
(I) Revenue from operations	4.13	36,719,665	39,735,327
(II) Other Income	4.14	328,404	418,982
(III) <b>Total Income (I+II)</b>		<b>37,048,069.00</b>	<b>40,154,309.00</b>
<b><u>(IV) EXPENSES</u></b>			
Purchase of Stock -in-Trade		34,370,378	34,669,000
Changes in Inventories of Finished goods, Work-in-Progress and by products	4.15	-	-
Employee Benefits Expense	4.16	892,547	783,815
Finance Costs	4.17	158,266	73,035
Depreciation and Amortization Expense		150,772	171,953
Other Expenses	4.18	1,438,027	4,426,433
<b>Total Expenses (IV)</b>		<b>37,009,990</b>	<b>40,124,236</b>
(V) Profit / (Loss) Before Exceptional Items & Tax (III-IV)		<b>38,079</b>	<b>30,073</b>
(VI) Exceptional Items		-	-
(VII) Profit / (Loss) Before Tax (V-VI)		<b>38,079</b>	<b>30,073</b>
(VIII) Tax Expenses :			
(1) Current tax		31,100	7,500
(2) Deferred tax		-	-
(3) Income Tax of Earlier Year			
(IX) Profit / (Loss) for the period from Continuing Operation (VII-VIII)		<b>6,979</b>	<b>22,573</b>
(X) Profit / (Loss) from discontinued operations		-	-
(XI) Tax expense of discontinued operations		-	-
(XII) Profit / (Loss) from discontinued operations (after tax) (X-XI)		-	-
(XIII) Profit / (Loss) for the period (IX+XII)		6,979	22,573
(XIV) Other Comprehensive Income		-	-
<b>Earning per equity share of face value of Rs. 10 each</b>			
Basic & Diluted (In Rs.)	4.19	0.00	0.00
Notes to Financial Statements and significant accounting policies	1		

**As per our report of even date attached herewith.**

**For, Hardik Kadia & Co.**

Chartered Accountants

FRN: 145338W

For and on behalf of the board of  
**Narmada Macplast Drip Irrigation Systems Ltd**

**Hardik Kadia**  
Proprietor

**Vrajlal Vaghasia**  
Managing Director  
DIN:02442762

**Jitenbhai Vaghasia**  
Whole-time Director  
DIN:02433557

Date: 28/06/2021  
Place: Ahmedabad  
UDIN : 21179290AAABX8256

**Dipika Soni**  
Company Secretary  
ACS-30221

**Abhishek Patel**  
Chief Financial Officer  
PAN:ASUPP7440F

## Narmada Macplast Drip Irrigation Systems Ltd

### 4.01 Fixed Assets

(Amount In Rs.)

Sr. No.	Description	Gross Block				Depreciation and Amortisation				Net Block	
		As at April 1, 2020	Additions during the year	Disposals during the year	As at March 31, 2021	As at April 1, 2020	For the year	On Disposals during the year	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
	<b>Tangible Assets</b>							-			
	<b>Land</b>										
1	Land	1,044,241	-	-	1,044,241	-	-	-	-	1,044,241	1,044,241
	<b>Building</b>										
2	Building	8,028,383	-	-	8,028,383	6,481,463	75,335	-	6,556,798	1,471,585	1,546,920
	<b>Plant and Machinery</b>										
3	Plant & Machinery	14,496,845			14,496,845	14,257,815	43,264	-	14,301,079	195,766	239,030
4	Air Conditioner	282,334	-	-	282,334	125,889	28,317	-	154,206	128,128	156,445
5	Mobile	8,125			8,125	7,132	180	-	7,312	813	993
6	Dye	15,300			15,300	13,430	338	-	13,768	1,532	1,870
	<b>Furniture and Fixture</b>										
7	Furniture & Fixture	415,160	-	-	415,160	413,411	453	-	413,864	1,296	1,749
	<b>Laboratory Equipment</b>										
8	Laboratory Equipments	481,134	-	-	481,134	475,250	1,523	-	476,773	4,361	5,884
	<b>Motor Car</b>										
9	Four Wheeler	37,000	-	-	37,000	36,252	234	-	36,486	514	748
	<b>Motor Vehicle</b>										
10	Vehicle	522,658	-	-	522,658	518,871	980	-	519,851	2,807	3,787
	<b>Computer</b>										
11	Computer	589,599	-	-	589,599	589,366	147	-	589,513	86	233
	<b>Total</b>	25,920,779	-	-	25,920,779	22,918,879	150,772	-	23,069,651	2,851,128	3,001,900

**4.02 Investments****(Amount In Rs.)**

Sr. No.	Particulars	As at 31/03/2021		As at 31/03/2020	
	<b>Investment in Shares (Unquoted)</b>				
	Investment in Equity	2,633,735		2,796,654	
	Shares of co-operative Bank	62,500		62,500	
	Term deposits	5,556,709		5,265,085	
			8,252,944		8,124,239
	<b>TOTAL</b>		<b>8,252,944</b>		<b>8,124,239</b>

4.02.a Investment in shares represents investment in unquoted shares of a company to the extent of Rs. 26,23,090/-. Reliable data for working out fair value measurement is not available after reasonable efforts made by the management for such invested shares, and hence the same has been recorded at historical cost.

4.02.b Term deposits include deposits in lien with Punjab National Bank worth Rs. 38,00,000/- and accrued interest thereon.

**4.03 Other Financial Assets**

Sr. No.	Particulars	As at 31/03/2021		As at 31/03/2020	
	(Unsecured and Considered good)				
	Deposits	217,288		217,288	
	Advances	6,737,027		6,692,090	
			6,954,315		6,909,378
	<b>TOTAL</b>		<b>6,954,315</b>		<b>6,909,378</b>

**4.04 Trade Receivable**

Sr. No.	Particulars	As at 31/03/2021		As at 31/03/2020	
	Considered good	36,536,222		6,647,835	
			36,536,222		6,647,835
	<b>TOTAL</b>		<b>36,536,222</b>		<b>6,647,835</b>

**4.05 Cash & cash equivalents**

Sr. No.	Particulars	As at 31/03/2021		As at 31/03/2020	
	<b>Bank Balance</b>				
	In Current Accounts	2,024,753		300,887	
	Cash on hand	260,805		114,791	
			2,285,558		415,678
	<b>TOTAL</b>		<b>2,285,558</b>		<b>415,678</b>

**4.06 Other current assets**

Sr. No.	Particulars	As at 31/03/2021		As at 31/03/2020	
	Balances with revenue authorities	747,550		857,913	
			747,550		857,913
	<b>TOTAL</b>		<b>747,550</b>		<b>857,913</b>

4.06.a Balance with revenue authorities mainly consists of Tax Deducted at Source from the income earned by the company and MAT Credit (under the Income Tax Act) and GST of the company which is in nature of receivable for the company of current and past years.

**4.07 Share Capital**

(Amount in Rs.)

Sr.	Particulars	As at 31/03/2021		As at 31/03/2020	
(a)	<b>Authorised Share Capital :</b> 50,00,000 Equity Shares of Rs. 10/- each	50,000,000		50,000,000	
			50,000,000		50,000,000
(b)	<b>Issued, Subscribed and Paid Up Share Capital :</b> 36,23000 Equity Shares of Rs. 10 each fully paid up	36,230,000		36,230,000	
	<b>TOTAL</b>		<b>36,230,000</b>		<b>36,230,000</b>

**i) The details of shareholders holding more than 5% of Equity shares**

Name of Shareholder	As at 31/03/2021		As at 31/03/2020	
	No. of Share	% Held	No. of Share	% Held
Vrajlal Vaghasia	1,566,400	43.23	1,566,400	43.23

**ii) The reconciliation of the number of shares outstanding is set out below.**

Particulars	As at 31/03/2021 No. of Shares	As at 31/03/2020 No. of Shares
Equity shares at the beginning of the year	3623000	3623000
<b>Add:</b> Shares issued during the year	-	-
<b>Equity shares Outstanding at the end of the year</b>	<b>3623000</b>	<b>3,623,000</b>

**iii) Terms /rights attached to equity shares**

- (i) **Equity** : The company has equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to have one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

**4.08 Other Equity**

(Amount in Rs.)

Sr.	Particulars	As at 31/03/2021		As at 31/03/2020	
	<b>Profit &amp; Loss Account</b> As per last Balance Sheet	(13,175,482)		(13,198,055)	
	<b>Less:</b> Other Adjustments	-		-	
	<b>Add: Profit during the year</b>	6,979		22,573	
			(13,168,503)		(13,175,482)
	<b>TOTAL</b>		<b>(13,168,503)</b>		<b>(13,175,482)</b>

**4.09 Borrowings (Non-current)****(Amount in Rs.)**

Sr.	Particulars	As at 31/03/2021		As at 31/03/2020	
	Long term loans and borrowings		3,506,490		1,523,235
	<b>TOTAL</b>		<b>3,506,490</b>		<b>1,523,235</b>

4.09.a Long term loans and borrowings mainly consists of unsecured loans received from Promoter directors of the company.

**4.10 TRADE PAYABLE****(Amount in Rs.)**

Sr.	Particulars	As at 31/03/2021		As at 31/03/2020	
	Trade payables				
	-For Goods	29,786,234		7,200	
	-For Expenses	70,000		82,082	
			29,856,234		89,282
	<b>TOTAL</b>		<b>29,856,234</b>		<b>89,282</b>

**4.11 Other Current Liabilities****(Amount in Rs.)**

Sr.	Particulars	As at 31/03/2021		As at 31/03/2020	
	Duties and taxes	116,350		40,462	
	Short term borrowings	-		142,331	
	Security and Deposit	370,000		370,000	
			-		
			486,350		552,793
	<b>TOTAL</b>		<b>486,350</b>		<b>552,793</b>

4.11.a Short term borrowings consists of Bank overdraft

**4.12 Short Term Provisions****(Amount in Rs.)**

Sr.	Particulars	As at 31/03/2021		As at 31/03/2020	
	For Expenditure	535,000		618,011	
	For Tax	230,543		167,500	
			765,543		785,511
	<b>TOTAL</b>		<b>765,543</b>		<b>785,511</b>

**4.13 Revenue from Operations****(Amount in Rs.)**

Sr. No.	Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
	Revenue from Sale of Products	34,817,941		34,876,375	
	Revenue from Sale of services	1,901,724		4,858,952	
			36,719,665		39,735,327
	<b>TOTAL</b>		<b>36,719,665</b>		<b>39,735,327</b>

**4.14 Other Income****(Amount in Rs.)**

Sr. No.	Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
	Interest income	328,156		418,970	
	Miscellaneous income	248		12	
			328,404		418,982
	<b>TOTAL</b>		<b>328,404</b>		<b>418,982</b>

**4.15 Change in Inventories of Finished Goods, Stock In Process and By Products****(Amount in Rs.)**

Sr. No.	Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
	<b>Opening stock</b>				
	Traded goods		-		-
	<b>Closing stock</b>				
	Traded goods		-		-
	<b>TOTAL</b>		<b>-</b>		<b>-</b>

**4.16 Employee Benefits Expense****(Amount in Rs.)**

Sr. No.	Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
	Salaries and wages		892,547		783,815
	<b>TOTAL</b>		<b>892,547</b>		<b>783,815</b>

**4.17 Finance Cost****(Amount in Rs.)**

Sr. No.	Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
	Interest expense	158,266		73,035	
	<b>TOTAL</b>		<b>158,266</b>		<b>73,035</b>



**4.18 Other Expenses**

(Amount in Rs.)

Sr. No.	Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
	Power & Fuel	112,457		91,745	
	Transport Charges	-		237,325	
			<b>112,457</b>		<b>329,070</b>
	<b><u>Administrative Expenses</u></b>				
	Payment to Auditor				
	As Auditor :				
	Statutory Audit Fees	10,500		-	
	Legal , Professional & Consultancy Expenses	61,525		262,701	
	Computer expense	9,276		35,945	
	Conveyance expense	31,752		11,280	
	Kasar & Vatav expense	542		3,010	
	Petrol & Diesel	2,240		1,000	
	Postage and Courier expense	420		14,104	
	Printing and Stationery expense	6,126		46,661	
	Telephone expense	64,502		54,860	
	Licence Fees	278,806		22,369	
	Exhibition and Travelling expense	210,000		53,928	
	Listing Fees	300,000		3,300,479	
	Late Payment on Tds	1,156			
	Other Administrative Expenses	348,725		291,026	
			<b>1,325,570</b>		<b>4,097,363</b>
	<b>TOTAL</b>		<b>1,438,027</b>		<b>4,426,433</b>

**4.19 Earning Per Share**

Sr. No.	Particulars	Year ended March 31, 2021	Year ended March 31, 2020
(i)	Net profit after tax as per statement of profit and loss attributable to Equity Shareholders (Rs. in Lakhs)	6,979	6,979
(ii)	Weighted Average number of equity shares used as denominator for calculating EPS	3,623,000	3,623,000
(iii)	Basic & Diluted Earning per share (Rs.)	0.00	0.00
(iv)	Face value per equity share (Rs.)	10	10

## Narmada Macplast Drip Irrigation Systems Limited

Cash flow statement for the year ended 31st March' 2021

(Amount in Rupees)

Particulars	For the year ended 31st March,2021		For the year ended 31st March,2020	
	Amount	Amount	Amount	Amount
<b>(A) Cash flow from operating activities</b>				
<b>(1) Net profit after tax and extraordinary items</b>				
ADD:(I) Depreciation Written off	150,772	38,079	171,953	30,073
(ii) Provision for income tax	-		873,695	
(iii) Preliminary Expense	-		-	
LESS: (i) Other Expense Written off	-		-	
(ii) Deferred tax Asset	-		-	
		150,772		(701,742)
<b>(2) Operating profit before working capital changes</b>				
<b>Working capital changes</b>				
Add: (i) Decrease in Current Assets (Except Cash & Cash Equivalents)	110,363		10,017,258	
(ii) Increase in Current Liabilities	29,766,952		658,357	
Less: (i) Decrease in Current Liabilities	86,411		11,296,802	
(ii) Increase in Current assets (Except Cash & Cash Equivalents)	29,888,387	(97,483)	-	(621,187)
<b>(3) Cash generated from operating activities</b>				
Less: Income Tax Paid	31,100		7,500	
		31,100		7,500
<b>(4) Cash flow before extraordinary items</b>				
Add/ (less) extraordinary items		60,268		(1,300,356)
				-
<b>Net cash inflow / outflow from operating activities</b>				
<b>After tax &amp; extraordinary items</b>				
		<b>60,268</b>		<b>(1,300,356)</b>
<b>(B) Cash flow from investing activities</b>				
Add : Proceeds on account of changes in Investments & Fixed Assets			914,611	
Less : Purchase of Fixed assets & Investments	128,705		34,900	
<b>Net Cash inflow / outflow from investing activities</b>				
		<b>(128,705)</b>		<b>879,711</b>
<b>( C ) Cash flow from financing activities</b>				
Add : Changes in Long term Loans & Advances			145,475	
Proceeds of Share Capital	-		-	
Less : Advances given	44,937		90,600	
Less : Repayment of Loans	(1,983,255)		1,852,680	
<b>Net cash inflow / outflow from financing activities</b>				
		<b>1,938,318</b>		<b>(1,797,805)</b>
<b>(D) net increase / decrease in cash &amp; cash equivalent</b>				
<b>(E) Add: Cash &amp; Cash Equivalents in the beginning of the year</b>				
		1,869,881		(2,218,450)
		415,679		2,634,128
<b>(F) Cash &amp; Cash Equivalents at the end of the year</b>				
		<b>2,285,558</b>		<b>415,679</b>

For, **Hardik Kadia & Co.**  
Chartered Accountants  
FRN: 145338W

For and on behalf of board  
**Narmada Macplast Drip Irrigation Systems Ltd.**

**Hardik M. Kadia**  
Proprietor

**Vrajlal Vaghasia**  
Managing Director  
DIN:02442762

**Jitenbhai Vaghasia**  
Whole -time Director  
DIN:02433557

Place: Ahmedabad  
Date: 28/06/2021  
UDIN : 21179290AAAABX8256

**Dipika Soni**  
Company Secretary  
ACS-30221

**Abhishek Patel**  
Chief Financial Officer  
PAN:ASUPP7440F

# Notes to the financial statements

## 1. Basis of preparation of financial statements

### (i) Statement of compliance and basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of the Indian GAAP (“Previous GAAP”), which included Standards notified under the Companies (Accounting Standards) Rules, 2006. The date of transition to Ind AS is April 1, 2017. Accounting policies have been applied consistently to all periods presented in these financial statements. The financial statements correspond to the classification provisions contained in Ind AS 1, “Presentation of Financial Statements”. For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

### (ii) Basis of measurement

These financial statements have been prepared on a historical cost convention and on an accrual basis.

### (iii) Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

**(a) Revenue recognition:** The Company uses the accrual method for primarily trading and rent income earned.

**(b) Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible.

## 2. Significant accounting policies

### (i) Functional and presentation currency

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company.

### (ii) Financial instruments

#### (a) Non-derivative financial instruments:

Non derivative financial instruments consist of:

- Financial assets, which include cash and cash equivalents, trade receivables, employee and other advances, investments in equity and debt securities and eligible current and noncurrent assets;
- financial liabilities, which include long and short term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset. Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

#### A. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and Demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits are considered as part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under cash and cash equivalents.

#### B. Investments

##### *Investments in equity instruments:*

The Company carries certain equity instruments (unquoted) which are not held for trading. The Company has elected to present such equity instruments at historical costs in the absence of any reliable data with the company in respect of investment.

#### C. Other financial assets:

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less any impairment losses.

These comprise trade receivables, cash and cash equivalents and other assets.

#### D. Trade and other payables

For these financial instruments, i.e. Trade and other payables, the carrying amounts approximate fair value due to the short term maturity of these instruments.

(b) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognise the financial asset and also recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

**(iii) Equity**

(a) Share capital and share premium

The authorized share capital of the Company as of March 31, 2021 is Rs. 5,00,00,000 divided into 50,00,000 equity shares of Rs. 10 each.

The paid-up share capital of the Company as of March 31, 2021 is Rs. 3,62,30,000 divided into 36,23,000 equity shares of Rs. 10 each. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as share premium. Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

The company, in its board meeting held on 5<sup>th</sup> August, 2020 had approved capital reduction of its equity share capital. As a result of the reduction, the face value of the share came to Rs. 6.36/- per share. The shares were further approved to be sub-divided into Rs. 2/- per share. The total number of shares at the end of the above mentioned capital reduction comes down to 1,15,27,260/- shares. The above mentioned proposal is pending with the regulatory authority and is yet to be approved.

(b) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes. The company has only accumulated losses of Rs. 1,31,75,482/- under the head of Retained Earnings.

(c) Other comprehensive income

Changes in the fair value of financial instruments measured at fair value through other comprehensive income and presented within equity as other comprehensive income.

**(iv) Property, plant and equipment**

(a) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

(b) Depreciation

The Company depreciates property, plant and equipment over the estimated useful life on a WDV basis from the date the assets are available for use. Freehold land is not depreciated.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. The cost of property, plant and equipment not available for use as at each reporting date is disclosed under capital work-in-progress.

**(v) Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

**(vi) Revenue**

The Company derives revenue primarily from trading and rent income during the reporting period.

**(vii) Finance cost**

Finance cost comprise of interest cost on borrowings.

**(viii) Income tax**

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

a. Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period.

b. Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

**(ix) Earnings per share**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

### 3. Notes on Transition to Ind AS

These financial statements are prepared in accordance with Ind AS. For years up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Indian GAAP (i.e. Previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS for periods ending on March 31, 2021, together with the comparative period data as at end for the year ended March 31, 2020.

### 4. Related party disclosure

a) The related parties are :

Name of related parties	Nature of relationship
Shri Vrajlal Vaghasia	Chairman & Managing Director
Shri Jitendrabhai Vaghasia	Whole-time Director

b) The Company has the following related party transactions for the year ended March 31, 2021 and 2020:

Transaction	Amount (Rs.)	
	2021	2020
Remuneration	298000	298000

c) The Company has the following balances outstanding as of March 31, 2021 and March 31, 2020:

Balances at the year end	Key managerial personnel	
	2021	2020
Payables	10,70,467/-	11,03,235/-

Above payables are in nature of unsecured loans received by the company from the directors of the company.