

**25<sup>th</sup>**  
**Annual Report**  

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**2016 - 2017**

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**NARMADA MACPLAST DRIP IRRIGATION  
SYSTEMS LIMITED**

CIN : L25209GJ1992PLC017791



DATE OF AGM: 29-09-2017

**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

[CIN: L25209GJ1992PLC017791]

ANNUAL REPORT 2016 – 17

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. S.D. MEHTA & CO., CHARTERED ACCOUNTANTS AHMEDABAD
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

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**NOTICE**

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of M/s. Narmada Macplast Drip Irrigation Systems Limited (L25209GJ1992PLC017791) will be held on Friday, 29<sup>th</sup> September, 2017 at 4:00 P.M. at the Registered Office of the Company at Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka: Kalol, District Gandhinagar – 382 721 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, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jiten Vaghasia (DIN - 02433557) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Hardik Kadia & Co., Chartered Accountants (Membership Registration No. 179290), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Hardik Kadia & Co., Chartered Accountants (Membership Registration No. 179290) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s S. D. Mehta & Co., Chartered Accountants (Firm Registration no. 137193W), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirtieth Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of out-of-pocket expenses.”

**SPECIAL BUSINESS**

4. To regularize Mr. Girish Baldha (DIN: 07906288) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary 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. Girish Baldha (DIN: 07906288), who was appointed as an Additional Director (Independent) on 12<sup>th</sup> August, 2017 pursuant to Section 161 of the Act subsequently categorized as an Independent Director on 12<sup>th</sup> August, 2017 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 appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing her 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.”

5. To regularize Mrs. Daxa Vaghasia (DIN: 07614046) as a Non-Independent Director and Non-executive and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary 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, Mrs. Daxa Vaghasia (DIN: 07614046), who was appointed as an Additional Director on 30<sup>th</sup> September, 2016 pursuant to Section 161 of the Act subsequently categorized as an Non-Independent and Non-executive Director on 30<sup>th</sup> September, 2016 and holds office only upto the date of this Annual General Meeting, has submitted a declaration that he meets the criteria of Non-Independence and Non-Executive under Section 149 of the Companies Act, 2013 and is eligible for appointment as an Non-Independent and Non-Executive Director and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as Non-Independent Director and Non-executive of the Company.”

**BY ORDER OF THE BOARD**  
**For NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

Date: 12<sup>th</sup> August, 2017  
Place: Ahmedabad

**VRAJLAL VAGHASIA**  
**MANAGING DIRECTOR**  
**DIN- 02442762**

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.** A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. 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.
3. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 3,4 and 5 above is annexed thereto
4. Shareholders are requested to bring their copy of Annual Report to the meeting.
5. Member / proxies / authorized representative should bring the duly filled attendance slip enclosed herewith the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22<sup>nd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive).
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. Members holding the shares in physical mode are requested 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.
13. **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. 22nd September, 2017, 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. 22nd September, 2017, 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:**

- I. The e-Voting period begins on Tuesday , September 26, 2017 (9.00 a.m.) and ends on Thursday , September 28, 2017 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date of September 22, 2017 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- II. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- III. Click on Shareholders.
- IV. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.



VI. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

VIII. After entering these details appropriately, click on “SUBMIT” tab.

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

X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

XII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to
- XV. Change your vote, click on “CANCEL” and accordingly modify your vote.
- XVI. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to
- XX. m-Voting using their e voting credentials to vote for the company resolution(s).

**B. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Contact Details**

**Company:** **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD**  
Regd. Office: Plot No.119-120,Santej Vadsar Road Near Alex Cable  
At.Santej TI.Kalol Gandhinagar  
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: 91-22-2301 6761 / 8261  
E-mail ID: [purvashr@gmail.com](mailto:purvashr@gmail.com)

**e-Voting Agency:**  
Central Depository Services (India) Limited  
E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Scrutinizer:** K Jatin & Co.  
Practising Company Secretary  
E-mail ID: [csjatin@hotmail.com](mailto:csjatin@hotmail.com)

**BY ORDER OF THE BOARD**  
**For NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

Date: 12<sup>th</sup> August, 2017  
Place: Ahmedabad

\_\_\_\_\_  
**VRAJLAL VAGHASIA**  
**MANAGING DIRECTOR**  
**DIN- 02442762**

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

**ITEM NO. 3**

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

The Companies Act, 2013 (“the Act”) was notified effective April 1, 2014, Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditor, M/s. S.D. Mehta & Co., ( Firm registration number : 137193W) has served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three year) at the ensuing 25<sup>th</sup> AGM.

The Audit committee of the company has proposed and the Board has recommended on 12th August, 2017 the appointment of M/s. Hardik Kadia & Co., Chartered Accountants (Membership Registration No. 179290) as the statutory auditor of the company. M/s. Hardik Kadia & Co., Chartered Accountants will hold office for a period of five consecutive years from the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 30th Annual General Meeting to be held in the calendar year 2022. The first year of audit of the financial statement will be for the year ending March 31, 2018 subject to ratification of their appointment at every Annual General Meeting, if so required under the Act

M/s. Hardik Kadia & Co., have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

**ITEM NO. 4**

Mr. Girish Baldha (DIN: 07906288) was appointed by the Board of Directors as an Additional Director (Independent) of the Company at its meeting held on 12<sup>th</sup> August, 2017 pursuant to provision of Section 149(1) read with Section 161(1) of the Companies Act, 2013.

On resignation of Mr. Ketan Baldha, from Independent Director, effective from 30<sup>th</sup> May, 2017, Mr. Girish Baldha was categorised as an Independent Director of the Company by the Board of Directors at its meeting held on 12<sup>th</sup> August, 2017, as the Board was required to fill the vacancy so created within 3 months from the date of such resignation under proviso Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing regulation subject to approval of the Company in General Meeting pursuant to provision of Section 152(5) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Girish Baldha, 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. Girish Baldha, non-executive Independent Director of the Company, has given a declaration to the Board that she 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. Girish Baldha 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. Girish Baldha along with a deposit of Rs.1,00,000/-.

Brief resume of Mr. Girish Baldha, 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.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Director which came into effect from 12<sup>th</sup> August, 2017 the Independent Director shall be appointed for not more than two terms of five years and shall not be liable to retire by rotation. The Term shall be effective prospectively.

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

Mr. Girish Baldha is interested in the resolutions set out at Item No. 4 of the Notice with regard to his appointment.

The relatives of Mr. Girish Baldha may be deemed to be interested in the resolution set out at Item No. 4 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 an Ordinary 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. 05**

Mrs. Daxa Vaghasia (DIN: 07614016) was appointed by the Board of Directors as an Additional Director of the Company at its meeting held on 30<sup>th</sup> September, 2016 pursuant to provision of Section 149(1) read with Section 161(1) of the Companies Act, 2013.

Mrs. Daxa Vaghasia was categorised as Non-Independent and Non-Executive Director of the Company by the Board of Directors at its meeting held on 30<sup>th</sup> September, 2016. And further she has given a declaration to the Board that She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and she has given her consent to act as Director.

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

Brief resume of Mrs. Daxa Vaghasia, nature of her expertise in specific functional areas and names of the companies in which she 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 Mrs. Daxa Vaghasia as Non-Independent and Non-executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mrs. Daxa Vaghasia is interested in the resolutions set out at Item No. 5 of the Notice with regard to his appointment.

The relatives of Mrs. Daxa Vaghasia may be deemed to be interested in the resolution set out at Item No. 5 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 an Ordinary 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.

**BY ORDER OF THE BOARD**  
**For NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

Date: 12<sup>th</sup> August, 2017  
Place: Ahmedabad

**VRAJLAL VAGHASIA**  
**MANAGING DIRECTOR**  
**DIN- 02442762**

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

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 31/03/2017	88200
List of other Public Companies in which Directorship held as on 31/03/2017	NA
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director	<u>Narmada Macplast Drip Irrigation Systems Ltd</u> Audit Committee-Member Stakeholders Relationship Committee-Member Risk Management Committee-Member Share Transfer Committee-Chairman

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

Name of Director	Mr. Girish Baldha
Director Identification No.	07906288
Date of Birth	19/08/1968
Date of appointment	12/08/2017
Relationship with directors Expertise in specific functional areas	Rich experience of Plastic industry.
Qualifications	Graduate
Shareholding in Narmada Macplast Drip Irrigation Systems Limited as on 31/03/2017	NIL
List of other Public Companies in which Directorship held as on 31/03/2017	NA
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director	<u>Narmada Macplast Drip Irrigation Systems Ltd</u> Audit Committee-Member Stakeholders Relationship Committee-Member Risk Management Committee-Member Share Transfer Committee-Chairman



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

Name of Director	Mrs. Daxa Vaghasia
Director Identification No.	07614016
Date of Birth	03/06/1976
Date of appointment	30/06/2016
Relationship with directors	Mr. Vrajlal Vaghasia (Father in Law) Mrs. Jiten Vaghasia (Husband)
Expertise in specific functional areas	Rich experience of Plastic industry.
Qualifications	Graduate
Shareholding in Narmada Macplast Drip Irrigation Systems Limited as on 31/03/2017	NIL
List of other Public Companies in which Directorship held as on 31/03/2017	NA
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director	<u>Narmada Macplast Drip Irrigation Systems Ltd</u>

**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

Registered Office: PLOT NO. 119-120, SANTEJ-VADSAR, AT & POST SANTEJ,  
 TALUKA: KALOL, DISTRICT: GANDHINAGAR – 382 721  
**CIN: L25209GJ1992PLC017791**

**ATTENDANCE SLIP**

(To be signed and handed over at the Entrance of the Meeting Venue)

Member's Folio No/ Client Id: \_\_\_\_\_ No. of shares held: \_\_\_\_\_

I certify that I and am a registered Shareholder / Proxy for the registered Shareholder of the Company.

I / We hereby record my / our presence at the 25<sup>th</sup> Annual General Meeting of the above named Company to be held on 29<sup>th</sup> September, 2017 at 4.00 PM at Plot No. 119-120, Santej – Vadsar, At & Post Santej, Taluka: Kalol, District: Gandhinagar – 382 721.

Member's / Proxy Name in BLOCK LETTERS		Member's / Proxy's Signature

-----EAR HERE -----

**FORM OF PROXY**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN:	L25209GJ1992PLC017791
Name of the company:	NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED
Registered office:	Plot no. 119-120, Santej – Vadsar, At & Post Santej, Taluka: Kalol, District: Gandhinagar – 382 721.

Name of the member (s):			
Registered address:			
E-mail Id:			
Folio No/ Client Id:		DP ID:	

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

Name):			
Address			
E-mail Id:		Signature:	

**or failing him**

Name):			
Address			
E-mail Id:		Signature:	

<b>or failing him</b>			
Name):			
Address			
E-mail Id:		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual general meeting of the company, to be held on 29<sup>th</sup> September, 2017 at 4.00 p.m.at Plot no. 119-120, Santej – Vadsar, At & Post Santej, Taluka: Kalol, District: Gandhinagar – 382721 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution No. and description of resolution	For	Against
1	Adoption of the Annual Accounts for the year ended 31st March, 2017 (Ordinary Resolution)		
2	Re-appointment of Mr. Jiten Vaghasia (DIN 02433557), who retires by rotation (Ordinary Resolution)		
3	To appoint Hardik Kadiya & Co., Chartered Accountants (Membership Registration No. 179290), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution		
4	To appoint Mr. Girish Baldha (DIN: 07906288) as an Independent Director. (Special Resolution)		
5	To appoint Mrs. Daxa Vaghasia (DIN: 07614046) as Non – Independent and Non-Executive Director. (Special Resolution)		

Signed this..... day of ..... 2017

Signature of Member(s)		Signature of Proxy holder(s)	
------------------------	--	------------------------------	--

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25<sup>th</sup> Annual General Meeting.
3. It is optional to put “√” in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
4. Please complete all details including detail of member(s) in above box before submission.

**DIRECTORS' REPORT**

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

Your Directors have pleasure in presenting the 25<sup>th</sup> Annual Report of the Company with the audited statements of accounts for the year ended 31<sup>st</sup> March, 2017.

**1. FINANCIAL RESULTS:**

(Rs. In Lacs)

Particulars	For the Year 2016 – 17	For the Year 2015 – 2016
Turnover & Other Income	598.33	40.75
Net Profit before Depreciation & amortization	18.64	8.50
<b>Less:</b> Depreciation	2.17	2.53
Net Profit /Loss Before Extra Ordinary Item	16.46	5.97
<b>Current Tax</b>	1.14	1.37
Net Profit for the year	15.52	4.60

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

The Company is engaged in business of drip irrigation system. During the year, your Company has achieved a turnover and earned other income in tune of Rs. 598.33 Lacs as compare to the turnover of Rs. 40.75 Lacs recorded for the previous year and the net profit for the current year was Rs.15.52 Lacs compared to profit of Rs.4.60 Lac 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 does not propose to carry any amount to reserves.

**5. DIVIDEND:**

Your directors have not recommended any dividend.

**6. 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.

**7. SHARE CAPITAL**

The Authorize 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/-.

**8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION AFTER THE 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.

**9. 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 31<sup>st</sup> March, 2017, none of the companies have become or ceased to be the subsidiaries, joint ventures or associate companies of the Company. 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.

**10. DIRECTORS:**

In accordance with the provisions of the Companies Act, 2013 and the Articles of the Association of the Company, Mr. Ketan Baldha Independent Director of the Company resigned from the company and Mr. Girish Baldha is appointed as Independent Director of the company by the board of Directors and Mrs. Daxa Vaghasia is appointment as Non-Independent and Non-Executive Director, the approval of the shareholders will be taken in the upcoming Annual General Meeting of the Company.

The board of Directors as on 31<sup>st</sup> March, 2017 is Mr. Vrajlal Vaghasia, Mr. Jiten Vaghasia, Mr. Ketan Baldha, Mr. Kantibhai Devani, Mr. Viesh Babariya and Mrs. Daxa Vaghasia.

**11. ANNUAL RETURN:**

The extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is set out in an annexure as 'Annexure I' to this report.

**12. MEETINGS OF BOARD:**

During the financial year 2016-2017, 6 (Six) 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.

**13. 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.

#### 14. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

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

#### 15. 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.

## **16. 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 2016-17, the Board of Directors state:

- a) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March 2017, 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.

## **17. 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.

## 18. 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.

## 19. STATUTORY AUDITORS:

The Companies Act, 2013 ("the Act") was notified effective April 1, 2014, Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two term of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditor, M/s. S.D. Mehta & Co., ( Firm registration number: 137193W) has served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three year) at the ensuing 25<sup>th</sup> AGM.

The Audit committee of the company has proposed and the Board has recommended on 12<sup>th</sup> August, 2017 the appointment of M/s. Hardik Kadia & Co., Chartered Accountants (Firm Registration No. 100648W) as the statutory auditor of the company. M/s. Hardik Kadia & Co., will hold office for a period of five consecutive years from the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 30<sup>th</sup> Annual General Meeting to be held in the calendar year 2022. The first year of audit of the financial statement will be for the year ending March 31, 2018 subject to ratification of their appointment at every Annual General Meeting, if so required under the Act

The Company has received a certificate from M/s. Hardik Kadia & Co., to the effect that their appointment, if made, shall be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013. Accordingly, the Board recommends appointment of M/s. Hardik Kadia & Co., Chartered Accountants as the statutory auditors of the Company in place of M/s. S.D. Mehta & Co., Chartered Accountants, to hold office from the conclusion of 25<sup>th</sup> AGM until the conclusion of the 30<sup>th</sup> AGM of your Company. Necessary resolution seeking approval of the members for appointment of new statutory auditors has been incorporated in the Notice convening the 25<sup>th</sup> Annual General Meeting.

## 20. 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 **M/s. Thakrar & Associates, Company Secretaries** in Practice to conduct Secretarial Audit of the Company for Financial Year 2016-17. The Report of the Secretarial Audit Report is set out in an annexure as 'Annexure 'II' to this report.

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

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.

**EXPLANATION TO THE SECRETARIAL AUDITORS' REMARKS**

The Directors submit their explanations to then various observations made by the Secretarial Auditors in their report for the year 2015-16. Para nos. of Auditors' Report and reply are us under:

**Basis for Qualified Opinion –**

1.	Non Appointment of Company Secretary/CFO/Internal Auditor	As Company have not major operation and doesn't have sufficient funds to pay salary therefore the Company had not appointed Company Secretary/CFO/ Internal Auditor for the year ended 31 <sup>st</sup> March, 2017, Nevertheless the Company has as on date appointed Company Secretary, Chief Financial Officer and Internal Auditor.
2.	Not provided e-voting facilities and not published advertisement in news paper	Company was unaware regarding evoting requirements, therefore Company failed to comply with e - voting requirements. Nevertheless the Company has facilitated evoting facility for the forthcoming AGM.
3.	Not filed necessary e-forms as prescribed under the Companies Act, 2013	As on 31 <sup>st</sup> March, 2017 company was not in situation to comply with pending requirements, Nevertheless, as on date Company has completed all pending statutory ROC compliances
4	Not submitted quarterly, half yearly and yearly compliances with the Stock Exchange as per SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015	As Board was unaware about the compliance, therefore the Board really apologize for the non-compliance, further the Board wish to inform that, as on date the Company is complying with the said requirement.
5	Not paid BSE Annual Listing Fees for the year 2016-17.	As the company is in revocation procedure the same fees will be paid once the procedure complete.

**21. 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.

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.

**22. 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.

**23. 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 2016-17, 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.

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

- |                                       |       |
|---------------------------------------|-------|
| 1. Conservation of Energy             | : NA  |
| 2. Technology Absorption              | : NIL |
| 3. Foreign Exchange Earning and Outgo | : NIL |

**25. 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.

## 26. 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.

## 27. CORPORATE SOCIAL RESPONSIBILITY(CSR) COMMITTEE:

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

## 28. 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.

## 29. 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.

## 30. INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors of the Company met on 14<sup>th</sup> February, 2017, 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.

**31. 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.

**32. 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.

**33. 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 2016-2017, no complaints were received by the Company related to sexual harassment.

**34. 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**

**VRAJLAL VAGHASIA**  
**MANAGING DIRECTOR**  
**DIN - 02442762**

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

Date: 12<sup>th</sup> August, 2017

Place: Ahmedabad

**“ANNEXURE I “**

Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
For the financial year ended on 31<sup>st</sup> March, 2015  
[Pursuant to section 92(3) of the Companies Act, 2013 and  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L25209GJ1992PLC017791
ii)	Registration Date	9 <sup>th</sup> June, 1992
iii)	Name of the Company	Narmada Macplast Drip Irrigation Systems Limited
iv)	Category / Sub-Category of the Company	Public Company / Company having Share Capital
v)	Address of the Registered office and contact details	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka: Kalol, District Gandhinagar-382721 Tel. 079-27498670 E-mail: narmadadrip@gmail.com
vi)	Whether Listed Company Yes/No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	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

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

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Trading of drip irrigation systems	471	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sl. No.	Name and address of the company	CIN/GL N	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
NOT APPLICABLE					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of shareholder	No. of Shares held at the beginning of the year (i.e. 01 <sup>st</sup> April, 2016)				No. of Shares held at the end of the year (i.e. 31 <sup>st</sup> March, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares*	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individuals / HUF	0	1654600	1654600	45.67	0	1654600	1654600	45.67	0.00
b) Central Govt/	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub - Total (A)(1)</b>	<b>0</b>	<b>1654600</b>	<b>1654600</b>	<b>45.67</b>	<b>0</b>	<b>1654600</b>	<b>1654600</b>	<b>45.67</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Others- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Cor.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub - Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)=A(1)+A(2)</b>	<b>0</b>	<b>1654600</b>	<b>1654600</b>	<b>45.67</b>	<b>0</b>	<b>1654600</b>	<b>1654600</b>	<b>45.67</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	14300	14300	0.39	0	14300	14300	0.39	0.00
b) Banks / FI	0	34400	34400	0.95	0	34400	34400	0.95	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>48700</b>	<b>48700</b>	<b>1.34</b>	<b>0</b>	<b>48700</b>	<b>48700</b>	<b>1.34</b>	<b>0.00</b>
2. Non-Institutions									

a) Bodies Corp.									
i) Indian	22600	61800	84400	2.34	22600	61800	84400	2.34	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	31100	1483300	1514400	41.80	31100	1483300	1514400	41.80	0.00
ii) Individual shareholders nominal share capital in excess of Rs 2 lakh	25000	293100	318100	8.78	25000	293100	318100	8.78	0.00
c) Others									
i) NRI	1500	0	1500	0.04	1500	0	1500	0.04	0.00
ii) HUF	300	1000	1300	0.04	300	1000	1300	0.04	0.00
<b>Sub-total (B)(2):-</b>	<b>80500</b>	<b>1854400</b>	<b>1934900</b>	<b>53.41</b>	<b>80500</b>	<b>1854400</b>	<b>1934900</b>	<b>53.41</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>80500</b>	<b>1968200</b>	<b>2048700</b>	<b>54.75</b>	<b>80500</b>	<b>1887900</b>	<b>1968400</b>	<b>54.75</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>80500</b>	<b>3542500</b>	<b>3623000</b>	<b>100.00</b>	<b>80500</b>	<b>3542500</b>	<b>3623000</b>	<b>100.00</b>	<b>-</b>

(ii) **Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (i.e. 1 <sup>st</sup> April, 2015)			Shareholding at the end of the year (i.e. 31 <sup>st</sup> March, 2016)			% change in share holding during
		No. of Shares	% of total Shares of the company	% of Shares Pledge d / encumb ered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumb ered to total shares	
1	Vrajlal Vaghasia	1566400	43.23	0.00	1566400	43.23	0.00	0.00
2	Jiten Vaghasia	88200	2.43	0.00	88200	2.43	0.00	0.00
	<b>Total</b>	<b>1654600</b>	<b>45.67</b>	<b>0.00</b>	<b>1654600</b>	<b>45.67</b>	<b>0.00</b>	<b>0.00</b>

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

No change in promoter shareholding during the Year.

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

Sl. No.	Name of Shareholders	Shareholding at the beginning of the year (i.e. 1 <sup>st</sup> April, 2015)		Cumulative Shareholding during the year -2015-16	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kantibhai Patel	98000	2.70	98000	2.70
2	Prakash Rambhai Patel	65000	1.79	65000	1.79
3	Saurin Indubhai Patel	65000	1.79	65000	1.79
4	Jyotsanaben Patel	45000	1.24	45000	1.24
5	Vinodini Holding & Estate Dev. P. L	37800	1.04	37800	1.04
6	Bank Of India A/C BOI	34400	0.95	34400	0.95
7	Indra Kumar Bagri	25000	0.69	25000	0.69
8	Victory Portfolio Ltd.	22600	0.62	22600	0.62
9	Natubhai Umedbhai Patel	20100	0.55	20100	0.55
10	Stock Holding Corporation Of India	14300	0.39	14300	0.39

\* The total number of shares has increased / decreased due to purchase / sale during the year.

**(v) Shareholding of Directors and Key Managerial Personnel (KMP):**

Sl. No.	Name of Director / KMP	Shareholding at the beginning of the year (i.e. 1 <sup>st</sup> April, 2014)		Cumulative Shareholding during the year -2014-15	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Vrajlal Vaghasia</b>				
	<b>At the beginning of the year</b>	1566400	43.23	1566400	43.23
	Increase / Decrease	0	0.00	1566400	43.23
	<b>At the End of the year</b>	-	-	1566400	43.23
2	<b>Jitenkumar Vaghasia</b>				
	<b>At the beginning of the year</b>	88200	2.43	88200	2.43
	Increase / Decrease	0	0.00	88200	2.43
	<b>At the End of the year</b>	-	-	88200	2.43
3.	<b>Kantibhai Devani</b>				
	<b>At the beginning of the year</b>	0	0.00	0	0.00
	Increase / Decrease	0	0.00	0	0.00
	<b>At the End of the year</b>	-	-	0	0.00
4.	<b>Vinesh Babaria</b>				
	<b>At the beginning of the year</b>	0	0.00	0	0.00
	Increase / Decrease	0	0.00	0	0.00
	<b>At the End of the year</b>	-	-	0	0.00
5.	<b>Ketanbhai Baldha</b>				
	<b>At the beginning of the year</b>	0	0.00	0	0.00
	Increase / Decrease	0	0.00	0	0.00
	<b>At the End of the year</b>	-	-	0	0.00



**V. INDEBTEDNESS:-**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	69,70,975	0	69,70,975
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>69,70,975</b>	<b>0</b>	<b>69,70,975</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	0	0	0	0
• Reduction	0	(24,75,658)	0	(24,75,658)
<b>Net Change</b>	<b>0</b>	<b>(24,75,658)</b>	<b>0</b>	<b>(24,75,658)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	44,95,317	0	44,95,317
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>44,95,317</b>	<b>0</b>	<b>44,95,317</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Vrajesh Vaghia	Mr. Jitenkumar Vaghia	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,78,000	1,20,000	<b>2,98,000</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	<b>0</b>
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	<b>0</b>
2	Stock Option	0	0	<b>0</b>
3	Sweat Equity	0	0	<b>0</b>
4	Commission	0	0	<b>0</b>
	- as % of profit	0	0	<b>0</b>
	- others, specify...	0	0	<b>0</b>
5	Others, please specify	0	0	<b>0</b>
	Total (A)	1,78,000	1,20,000	<b>2,98,000</b>
	Ceiling as per the Act	As per the Companies Act.		

**B. Remuneration to other directors: NIL**

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD: NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

FOR AND ON BEHALF OF THE BOARD

\_\_\_\_\_  
VRAJLAL VAGHASIA  
MANAGING DIRECTOR  
DIN - 02442762

Date: 12<sup>th</sup> August, 2017  
Place: Ahmedabad

“Annexure II”

**SECRETARIAL AUDIT REPORT**

**FORM MR-3**

**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017**

[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**  
Plot No. 119-120, Santej-Vadsar Road,  
At & Post Santej, Taluka: Kalol,  
District Gandhinagar – 382 721

We 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** (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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2017** ('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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2017** according to the provisions of:

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

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 (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); and;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India and company has complied with the standard.
- (ii) The SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015s entered into by the Company with the 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 subject to the following observation:

- 1) *The Company has not submitted quarterly, half yearly and yearly compliances with the Stock Exchange as per SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.*
- 2) *The Company has not appointed Internal Auditor as per section 138 of the Companies Act, 2013, Rule 13 of The Companies (Accounts) Rules, 2014.*
- 3) *The Company has not appointed Company Secretary and Chief Financial Officer which required to be appointed as per section 203 of the Companies Act, 2013, Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
- 4) *The Company has not provided e-voting facilities to the shareholders as per section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014*
- 5) *The Company has not published Advertisement / Notice of Board Meeting, Book Closure Notice for AGM and financial results in newspapers as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015*

- 6) *The Company has not filed necessary e-forms as prescribed under the Companies Act, 2013.*
- 7) *The company has not paid BSE Annual Listing Fees for the year 2016-17.*

**We 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.

**We 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually sent sufficiently in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We 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. Further to that, the Company is in a verge of compliance of all the deficit as on the date of this report.

**We further report that during the audit period, following are the specific events / actions having a major bearing on the Company's affairs:**

The Company is suspended on the Board of BSE Limited

Place : Rajkot  
Date : 08<sup>th</sup> August, 2017

For Thakrar And Associates  
Practicing Company Secretaries

Viral Hareshbhai Thakrar  
Proprietor  
Membership No. : A46235  
CP No. : 16856

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

Annexure "A"

To  
The Members,  
**Narmada Macplast Drip Irrigation Systems Limited**  
Plot No. 119-120, Santej-Vadsar Road,  
At & Post Santej, Taluka: Kalol,  
District Gandhinagar – 382 721

**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.
2. Our responsibility is to express an opinion on these secretarial records and procedures followed by the Company with respect to secretarial Compliance.
3. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records, Books of Accounts and cost records of the company.
5. Wherever required, we 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, wherever required or necessary.
6. 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.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Rajkot**  
**Date : 08<sup>th</sup> August, 2017**

**For Thakrar And Associates**  
**Practicing Company Secretaries**

**Viral Hareshbhai Thakrar**  
**Proprietor**  
**Membership No. : A46235**  
**CP No. : 16856**

**“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 authorised 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.



**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 Vaghshia Chairman & Managing Director	1,78,000	1.998:1	0.00	Net Worth increased by 15.55 % in financial year 2016-17
2	Jitenkumar Vaghasia Whole Time Director	1,20,000	1.347:1	0.00	Net Worth increased by 15.55 % in financial year 2016-17
3	Kantibhai Devani Independent Director	-	-	-	-
4	Vinesh Babaria Independent Director	-	-	-	-
5	Ketanbhai Baldha Independent Director	-	-	-	-

**FOR AND ON BEHALF OF THE BOARD**

Date: 12<sup>th</sup> August, 2017  
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	1	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.

▪ **Board Meetings:**

Six (6) Board Meetings were held, during the financial year 2016-17, details of Board Meeting are as under:

30th May, 2016	11th August, 2016	14th November, 2016
30th September, 2016	14th February, 2017	10th March, 2017

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.

▪ **Attendance of Directors at the Board Meetings and Last Annual General Meeting:**

<b>Name of Director</b>	<b>Board Meetings Attended</b>	<b>Attendance in AGM (Yes/No)</b>
Mr. Vrajlal Vaghasia	6	YES
Mr. Jitenkumar Vaghasia	6	YES
Mr. Ketanbhai Baldha	6	YES
Mr. Vinesh Babaria	6	YES
Mr. Kantibhai Devani	6	YES
Mrs. Daxaben Vaghasia	3	No

**3. 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. Ketanbhai Baldha & Mr. Vinesh Babaria) and one Executive Director (Mr. Jitenkumar Vaghasia). Mr. Ketanbhai Baldha is a Chairman of the Audit Committee.

▪ **Meeting and the Attendance during the year 2016-17:**

Four (4) Audit Committee meetings were held during the year 2016-17. The Committee also met prior to finalization of accounts for the year ended on 31<sup>st</sup> March, 2017. The details of attendance at the Audit Committee meetings is as under:

<b>Name of Director</b>	<b>Designation</b>	<b>No. of Meetings Attended</b>
Mr. Ketanbhai 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.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

- The Nomination and Remuneration Committee constitutes with Mr. Ketanbhai Baldha, Mr. Vinesh Babaria and Mr. Kantibhai Devani, all are Non-Executive and Independent Directors. Mr. Ketanbhai Baldha is a Chairman of the Committee. The committee was reconstituted on-----

- 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 , 10.03.2017

Name of Director	Position	No. of Meetings	Meetings attended
Mr. Ketanbhai 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 2016-17**

- 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.

**5. 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 and Mr. Ketanbhai Baldha and Mr. Jitenkumar Vaghasia are members of the Committee. During the year 2016-17, committee met four times.

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

## 6. 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 are as under:

Financial Year	Location	Date	Time
2013-2014	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka : Kalol, Dist. : Gandhinagar	30 <sup>th</sup> September, 2014	4.00 P.M.
2014-2015	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka : Kalol, Dist. : Gandhinagar	30 <sup>th</sup> September, 2015	4.00 P.M.
2015-2016	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka : Kalol, Dist. : Gandhinagar	30 <sup>th</sup> September, 2016	4.00 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 the special resolution during the Annual General Meeting of the company in the financial year 2015-16 for the reappoint of Mr. Vrajlal Vaghasia as Managing Director and Mr. Jiten Vaghasia as Whole Time Director

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.

## 7. 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 2016-17 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.

**8. 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.

**9. Compliance Certificate of the Auditors:**

The Certificate from the Auditors of the Company, M/s. S. D. Mehta & 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.

**10. General Shareholder Information:**

**I. Annual General Meeting**

Date and Time : **29<sup>th</sup> September, 2017 at 4.00 P.M.**  
Venue : Plot No. 119-120, Santej-Vadsar Road,  
At & Post Santej, Taluka: Kalol,  
Dist.: Gandhinagar

**II. Financial Calendar (Tentative)**

Financial Year : 1<sup>st</sup> April 2016 - 31<sup>st</sup> March, 2017  
First Quarter Results : Second week of August, 2016  
Second Quarter Results : Second week of November, 2016  
Third Quarter Results : Second week of February, 2017  
Results for the year ending  
31<sup>st</sup> March, 2016 : Last week of May, 2016

**III. Book Closure Date** : **22<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2017**  
(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 2016-17

**VI. Listing of Equity Shares on Stock Exchange:**

Your Company's equity shares are listed on

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	The 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 for the year 2013-14, 2014-15 and 2015-16 have been paid to the BSE. The company is in the revocation procedure, the BSE fees will be paid for the Financial Year 2016-17.

**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 Shareregistry 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 Shareregistry 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.

**X. Distribution of Shareholding (as on 31st March, 2017):**

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	Total No. of Shares Held	% of Shareholding
1-500	2273	82.18	787500	21.74
501-1000	278	10.05	249400	6.88
1001-2000	125	4.52	207200	5.72

2001-3000	44	1.59	117500	3.24
3001-4000	4	0.14	13100	0.36
4001-5000	17	0.61	80700	2.23
5001-10000	11	0.40	78200	2.16
10001 & Above	11	0.51	2089400	57.67
<b>Total</b>	<b>2763</b>	<b>100.00</b>	<b>3623000</b>	<b>100.00</b>

**XI. Categories of Shareholding (as on 31<sup>st</sup> March, 2017):**

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	84400	2.33
Indian Public	1832500	50.58
NRIs	1500	0.04
Any other – (HUF)	1300	0.04
<b>Total</b>	<b>3623000</b>	<b>100.00</b>

**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 equity:**

No GDRs / ADRs / Warrants issued by the company.

**XIV. Investor Correspondence:**

In case any problem or query shareholders can contact at:

**Name** : Mr. Jiten Vaghasia, 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** : +91 9824300528  
**Email** : [naramadadrip@gmail.com](mailto:naramadadrip@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 improved during 2015-16. Also, in view of the Government's commitment to reforms, the economic outlook for FY17 looks positive and a GDP growth of over 8% is expected in FY17 as per the projections of the 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 2015-16.

### 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, 2017 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 statement 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 : 10<sup>th</sup> August, 2017

\_\_\_\_\_  
Managing Director

\_\_\_\_\_  
Whole Time Director

## Independent Auditor's Certificate on Corporate Governance

To the Members of  
Narmada Macplast Drip Irrigation Systems Limited

We, M/s. S. D. Mehta & 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 March 2017, 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, 2017.

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, S. D. Mehta & Co.**  
*Chartered Accountants*  
**F.R. No. 137193W**

**Date: 10<sup>th</sup> August, 2017**  
**Place: Ahmedabad**

**Shaishav Mehta**  
**Partner**  
**M. No. 32891**

## **Independent Auditors' Report**

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### **To the Members of Narmada Macplast Drip Irrigation Systems Ltd**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Narmada Macplast Drip Irrigation Systems Ltd.** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and Cash Flow Statement, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 presentation 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.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, its profit for the year ended and Cash Flow Statement on that date.

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of 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.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (e) 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
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For, S. D. MEHTA & CO  
Chartered Accountants  
FRN:137193W

Date : 30<sup>th</sup> May, 2017

Place : Ahmedabad

Shaishav D. Mehta  
Partner  
M.No.032891

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**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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The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March 2017, we report that;

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

- a. The Company is 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. Physical Verification of Inventory is conducted at reasonable intervals by the management during the year and no material discrepancies have been noticed on such verification.

3. The Company has not granted any loans secured or unsecured to any companies, firms or other parties covered in the register required to be maintained under section 189 of the Companies Act, 2013.

4. The Company has complied with the provisions of section 185 and section 186 of the Companies Act 2013 in respect of the loans, investments, guarantees and securities, if any.

5. The Company has not accepted any deposits from the public.

6. The Company is not required to maintain cost records under sub section (1) of section 148 of the Companies Act, 2013 so this clause is not applicable to Company.

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

- a. In our opinion and according to the information and explanations given to us, Company is generally regular in depositing the undisputed statutory dues of Income- tax, Sales Tax, Provident Fund, ESI etc. to the respective Government Authorities, whenever applicable.
- b. According to the information and explanation given to us, there were no dues of sales tax, Income tax and Cess which have not been deposited on account of any dispute.

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

9. To the best of our knowledge and according to the information and explanation given to us, no material fraud on or by the company has been noticed or reported during the year.

10. The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

11. The Company is not a Nidhi Company. Accordingly paragraph 3(xii) of the order is not applicable.
12. All transactions with the related parties are in compliance with section 177 and 188 of Companies Act 2013 and the details of related parties transactions have been disclosed in the Financial Statements as required by the applicable accounting standard.
13. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
14. The Company has not entered into any non cash transactions with directors and accordingly paragraph 3 (xv) is not applicable on the Company.
15. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For S. D. Mehta & Co.**  
**Chartered Accountants**

**Shaishav D Mehta**  
Partner  
M. NO. 032891

Date : 30<sup>th</sup> May, 2017  
Place : Ahmedabad

#### **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")

We have audited the internal financial controls over financial reporting of **Narmada Macplast Drip-irrigation Systems** Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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.

Date: 30<sup>th</sup> May, 2017  
Place: Ahmedabad

For, **S. D. Mehta & Co.**  
Chartered Accountants  
(Registration No. 137193W)

**Shaishav D. Mehta**  
Partner  
M No.: 032891



**NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED** | 55  
**ANNUAL REPORT**

Balance Sheet as at 31st March, 2017

Particulars	Note no.	Figures as at the end of current reporting period (2016-17)		Figures as at the end of previous reporting period (2015-16)	
<b>ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Property, Plant & Equipment	1.1	3,143,648	<b>3,143,648</b>	3,315,100	3,315,100
(b) Capital work-in-progress					
(c) Investment Property					
(d) Goodwill					
(e) Other Intangible Assets					
(g) Biological Assets other than bearer plants					
<b>(h) Financial Assets :</b>					
(i) Investments	1.2	7,314,799		7,016,159	
(ii) Trade receivables					
(iii) Loans	1.3	755,436		522,639	
(iv) Others (to be specified)					
(i) Deferred tax assets (net)		19,637			
(j) Other non-current assets					
			<b>8,089,872</b>		<b>7,538,798</b>
<b>(2) Current assets</b>					
(a) Inventories	1.4	299,742		1,022,000	
<b>(b) Financial Assets :</b>					
(i) Investments					
(ii) Trade receivables	1.5	6,149,740		6,127,827	
(iii) Cash and cash equivalents	1.6	3,516		73,348	
(iv) Bank balances other than (iii) above	1.7	2,898,010		976,535	
(v) Loans	1.8	16,033,691		16,619,261	
(vi) Others (to be specified)					
(c) Current Tax Assets (Net)					
(d) Other current assets					
			<b>25,384,699</b>		<b>24,818,971</b>
<b>Total Assets</b>			<b>36,618,219</b>		<b>35,672,869</b>
<b>I. EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
(a) Equity Share capital	1.9	36,230,000		34,815,000	
(b) Other Equity	1.10	(14,182,697)	<b>22,047,303</b>	(15,734,953)	<b>19,080,047</b>
<b>LIABILITIES</b>					
<b>(1) Non-Current Liabilities</b>					
<b>(a) Financial Liabilities</b>					
(i) Borrowings					
(ii) Trade Payables					
(iii) Other financial liabilities (other than those specified in item (b), to be specified)					
<b>(b) Provisions</b>					
<b>(c) Deferred tax liabilities (Net)</b>					
<b>(d) Other non-current liabilities</b>					
<b>(2) Current Liabilities</b>					
<b>(a) Financial Liabilities</b>					
(i) Borrowings					
(ii) Trade payables	1.11	8,629,774		9,058,887	
(iii) Other financial liabilities (other than those specified in item (c))					
<b>(b) Other current liabilities</b>					
(c) Provisions	1.12	5,671,317		7,533,375	
<b>(d) Current Tax Liabilities (Net)</b>					
	1.13	269,825		560	
			<b>14,570,916</b>		<b>16,592,822</b>
<b>Total Equity and Liabilities</b>			<b>36,618,219</b>		<b>35,672,869</b>
Notes to Financial Statements	1				
Significant Accounting Policies	2				

As per our report of even date attached herewith.

For, S. D. Mehta & Co.  
Chartered Accountants  
FRN: 137193W

Shaishav D. Mehta  
Partner  
M.No. 032891  
Date: 30/05/2017  
Place: Ahmedabad

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

Vajubhai Vagharia  
Managing Director  
(DIN: 02442762)

Jinendra Shah  
Chief Financial Officer

Jitenbhai Vagharia  
Whole Time Director  
(DIN: 02433557)

Rajesh Parmar  
Company Secretary

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**Statement of Profit and Loss for the year ended on 31st March, 2017**

Particulars	Note No.	Figures for the current reporting period (2016-17)	Figures for the previous reporting period (2015-16)
(I) Revenue from operations	1.14	59,476,868	3,721,040
(II) Other Income	1.15	356,542	353,929
<b>(III) Total Income (I+II)</b>		<b>59,833,410.00</b>	<b>4,074,969.00</b>
<b>(IV) EXPENSES</b>			
Cost of Materials Consumed			
Purchase of Stock -in-Trade		50,882,861	0
Changes in Inventories of Finished goods, Work-in-Progress and by products	1.16	722,258	1,409,000
Employee Benefits Expense	1.17	973,675	714,684
Finance Costs	1.18	117,241	453
Depreciation and Amortization Expense		217,442	253,113
Other Expenses	1.19	5,273,516	1,100,495
<b>Total Expenses (IV)</b>		<b>58,186,993</b>	<b>3,477,745</b>
(V) Profit / (Loss) Before Exceptional Items & Tax ( III-IV)		<b>1,646,417</b>	<b>597,224</b>
(VI) Exceptional Items		0	0
(VII) Profit / (Loss) Before Tax ( V-VI)		<b>1,646,417</b>	<b>597,224</b>
(VIII) Tax Expenses :			
(1) Current tax		113,798	137,199
(2) Deferred tax		(19,637)	
(IX) Profit / (Loss) for the period from Continuing Operation (VII-VIII)		<b>1,552,256</b>	<b>460,025</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)		1,552,256	460,025.00
(XIV) Other Comprehensive Income			-
<b>Earning per equity share of face value of Rs. 10 each</b>			
Basic & Diluted (In Rs.)	1.20	0.43	0.14
Notes to Financial Statements	1		
Significant Accounting Policies	2		

As per our report of even date attached herewith.

For, S. D. Mehta & Co.  
Chartered Accountants  
FRN: 137193W

Shaishav D. Mehta  
Partner  
M.No. 032891

Date: 30/05/2017  
Place: Ahmedabad

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

Vajubhai Vaghasia  
Managing Director  
(DIN: 02442762)

Jinendra Shah  
Chief Financial Officer

Jitenbhai Vaghasia  
Whole Time Director  
(DIN: 02433557)

Rajesh Parmar  
Company Secretary

**Note: 1 Notes on Financial Statements for the year ended 31st March 2017**

**1.1 Fixed Assets**

Sr. No.	Description	Gross Block			Depreciation and Amortisation			Net Block	
		As at April 1, 2016	Additions during the year	Dispos als during the year	As at April 1, 2016	For the year	On Dispos als during the year	As at March 31, 2017	As at March 31, 2016
	<b>Tangible Assets</b>								
1	<u>Land</u> Land	829,241						829,241	829,241
2	<u>Building</u> Building	8,028,383			6,139,532	91,987		1,796,864	1,888,851
3	<u>Plant and Machinery</u> Plant & Machinery	14,496,845			13,965,573	96,160		435,112	531,272
4	Air Conditioner	20,444	45,990		14,890	9,329		42,215	5,554
5	Mobile	8,125			5,919	399		1,807	2,206
6	Dye	15,300			11,144	752		3,404	4,156
7	<u>Furniture and Fixture</u> Furniture & Fixture	415,160			409,360	1,502		4,298	5,800
8	<u>Laboratory Equipment</u> Laboratory Equipments	481,134			461,627	5,050		14,457	19,507
9	<u>Motor Car</u> Four Wheeler	37,000			33,657	1,044		2,299	3,343
10	<u>Motor Vehicle</u> Vehicle	572,658			510,102	2,751		63,805	17,554
11	<u>Computer</u> Computer	589,599			576,985	7,967		4,647	12,614
	<b>Total</b>	25,443,889	45,990		22,128,789	217,442		3,143,648	3,315,100

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**ANNUAL REPORT**

**1.2 NON CURRENT INVESTMENTS**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	<b>Investment in Shares (Unquoted)</b>				
	Investment in Equity	2,623,090		2,623,090	
	Shares of Bank	62,500		62,500	
	Fixed Deposit with Bank	4,629,209		4,330,569	
			7,314,799		7,016,159
	<b>TOTAL</b>		<b>7,314,799</b>		<b>7,016,159</b>

**1.3 Long- Term Loans & Advances**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	(Unsecured and Considered good)				
	Deposits	238,851		265,323	
	Balance with Revenue Authorities (VAT)	-		8,000	
	Balance with Revenue Authorities (Income Tax)	516,585		249,316	
			755,436		522,639
	<b>TOTAL</b>		<b>755,436</b>		<b>522,639</b>

**1.4 Inventories**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	Finished Goods	299,742		1,022,000	
			299,742		1,022,000
	<b>TOTAL</b>		<b>299,742</b>		<b>1,022,000</b>

**1.5 Trade Receivable**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	(Unsecured and considered good)				
	Over six Months	6,149,740		6,127,827	
	Others	-		-	
			6,149,740		6,127,827
	<b>TOTAL</b>		<b>6,149,740</b>		<b>6,127,827</b>

**1.6 Cash & cash equivalents**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	<b>Cash &amp; cash Equivalents</b>				
	Cash on hand	3,516		73,348	
			3,516		73,348
	<b>TOTAL</b>		<b>3,516</b>		<b>73,348</b>

**1.7 Bank Balances**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	<b>Bank Balance</b>				
	In Current Accounts	2,898,010		976,535	
			2,898,010		976,535
	<b>TOTAL</b>		<b>2,898,010</b>		<b>976,535</b>

**1.8 Short Term Loans & Advances**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	<b>Unsecured Advances</b>				
	Balance with Custom, Central Excise & Income tax authorities	-		-	
	Advances to suppliers	-		-	
	Others*	16,033,691		16,619,261	
			16,033,691		16,619,261
	<b>TOTAL</b>		<b>16,033,691</b>		<b>16,619,261</b>

\*Includes, prepaid expenses, Interest/ other income receivable, advances to staffs and others

**2016 - 2017**

**1.9 Share Capital**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
(a)	<b>Authorised Share Capital :</b> 50,00,000 Equity Shares of Rs. 10/- each	50,00,000		50,00,000	
			<b>50,00,000</b>		<b>50,00,000</b>
(b)	<b>Issued, Subscribed and Paid Up Share Capital :</b> 36,23,000 Equity Shares of Rs. 10 each fully paid up Less: 283,000 Calls unpaid at Rs.5/- on equity share	36,23,000		36,23,000 1,415,000	
	<b>TOTAL</b>		<b>36,230,000</b>		<b>34,815,000</b>

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

Name of Shareholder#	As at 31/03/2017		As at 31/03/2016	
	No. of Share	% Held	No. of Share	% Held
Vrajlal Vagharia	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 31/03/2017 No. of Shares	As at 31/03/2016 No. of Shares
Equity shares at the beginning of the year	3623000	3340000
<b>Add:</b> Shares issued during the year	-	-
<b>Equity shares Outstanding at the end of the year</b>	<b>3623000</b>	<b>3,340,000</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.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of shares held by the shareholders.

**1.10 Other Equity**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	<b>Profit &amp; Loss Account</b> As per last Balance Sheet	(15,734,953)		(16,151,938)	
	<b>Less:</b>				
	Adjustment related to fixed assets	-		-	
	Preliminary expense	-		43,040	
	<b>Add: Profit during the year</b>	1,552,256		460,025	
			(14,182,697)		(15,734,953)
	<b>TOTAL</b>		<b>(14,182,697)</b>		<b>(15,734,953)</b>

**1.11 TRADE PAYABLE**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	Trade payables				
	-For Goods	8,358,015		9,058,887	
	-For Expenses	271,759		-	
			8,629,774		9,058,887
	<b>TOTAL</b>		<b>8,629,774</b>		<b>9,058,887</b>

**1.12 Other Current Liabilities**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	Loans and Advances	4,495,317		6,970,975	
	Security and Deposit	521,000		521,000	
	Other payables	655,000		41,400	
			5,671,317		7,533,375
	<b>TOTAL</b>		<b>5,671,317</b>		<b>7,533,375</b>

**1.13 Short Term Provisions**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	For Expenditure	155,000		-	
	For Tax	114,825		560	
			269,825		560
	<b>TOTAL</b>		<b>269,825</b>		<b>560</b>

**1.14 Revenue from Operations**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	Sale of Products	54,456,694		1,073,004	
	Other Operating Revenues	5,020,174		2,648,036	
			59,476,868		3,721,040
	<b>TOTAL</b>		<b>59,476,868</b>		<b>3,721,040</b>

**1.15 Other Income**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	Interest on FDr	332,169		351,159	
	Interest on Income Tax Refund	23,235		2,770	
	Vat	1,138		-	
			356,542		353,929
	<b>TOTAL</b>		<b>356,542</b>		<b>353,929</b>

**1.16 Change in Inventories of Finished Goods, Stock In Process and By Products**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	<b>Inventories (at close)</b>				
	Finished Goods	299,742	299,742	1,022,000	1,022,000
	<b>Inventories (at commencement)</b>				
	Finished Goods	1,022,000	1,022,000	2,431,000	2,431,000
	<b>TOTAL</b>		<b>722,258</b>		<b>1,409,000</b>

**1.17 Employee Benefits Expense**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	Salaries	620,504		389,330	
	Bonus	55,171		27,354	
	Directors Remuneration	298,000		298,000	
			973,675		714,684
	<b>TOTAL</b>		<b>973,675</b>		<b>714,684</b>

**1.18 Finance Cost**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	Bank and other Financial Charges	117,241		453	
	<b>TOTAL</b>		<b>117,241</b>		<b>453</b>

**1.19 Other Expenses**

(In Rs.)

Sr. No.	Particulars	As at 31/03/2017		As at 31/03/2016	
	Power & Fuel	14,410		19,795	
	Preliminary Expenses	43,040		64,560	
	Transport Charges	1,478,700			
			<b>1,536,150</b>		<b>84,355</b>
	<b>Administrative Expenses</b>				
	Payment to Auditor				
	As Auditor :				
	Statutory Audit Fees	20,000		20,000	
	Legal , Professional & Consultancy Expenses	597,610		85,401	
	Office & Godown Rents	-		-	
	Computer expense	8,700		14,985	
	Conveyance expense	27,584		21,685	
	Membership & Subscription Exp.	11,000		2,103	
	Kasar & Vatav expense	11		-	
	Petrol & Diesel	1,000		-	
	Postage and Courier expense	5,011		1,674	
	Printing and Stationery expense	20,304		4,373	
	Telephone expense	77,075		81,728	
	Licence Fees	11,947		235,025	
	Other Administrative Expenses	2,957,124		549,166	
			<b>3,737,366</b>		<b>1,016,140</b>
	<b>TOTAL</b>		<b>5,273,516</b>		<b>1,100,495</b>

**1.20 Earning Per Share**

Sr. No.	Particulars	As at 31/03/2017	As at 31/03/2016
(i)	Net profit after tax as per statement of profit and loss attributable to Equity Shareholders (Rs. in Lakhs)	1,552,256	460,025
(ii)	Weighted Average number of equity shares used as denominator for calculating EPS	3,623,000	3,340,000
(iii)	Basic & Diluted Earning per share (Rs.)	0.43	0.14
(iv)	Face value per equity share (Rs.)	10	10

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<b>Cash flow statement for the year ended 31st March' 2017</b>				
(Amount in Rupees)				
Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
	Amount	Amount	Amount	Amount
<b>(A) Cash flow from operating activities</b>				
<b>(1) Net profit after tax and extraordinary items</b>		1,552,256		460,025
ADD: (i) Depreciation Written off	.217,442		253,113	
(ii) Provision for income tax	113,798			
(iii) Preliminary Expense	-		64,560	
(iv) Loss from partnership firm				
LESS: (i) Deferred tax Asset	19,637		-	
		311,603		317,673
<b>(2) Operating profit before working capital changes</b>	-	1,863,859	-	777,698
<b>Working capital changes</b>				
Add: (i) Decrease in Current Assets (Except Cash & Cash Equivalents)	1,307,828		249,797	
(ii) Increase in Current Liabilities	269,265		-	
Less: (i) Decrease in Current Liabilities	2,291,171		85,952	
(ii) Increase in Current assets (Except Cash & Cash Equivalents)	21,913	(735,991)	-	163,845
<b>(3) Cash generated from operating before tax</b>		1,127,868		941,543
Less: Income Tax Paid	113,798			
		113,798		-
<b>(4) Cash flow before extraordinary items</b>		1,014,070		941,543
Add/ (less) extraordinary items		-		-
<b>Net cash inflow / outflow from operating activities After tax &amp; extraordinary items</b>		<b>1,014,070</b>		<b>941,543</b>
<b>(B) Cash flow from investing activities</b>				
Add : Proceeds on account of changes in Investments				
Less : Purchase of Fixed assets & Investments	344,630		418,497	
<b>Net Cash inflow / outflow from investing activities</b>		<b>(344,630)</b>		<b>(418,497)</b>
<b>( C ) Cash flow from financing activities</b>				
Add : Changes in Long term Loans & Advances			-	
Proceeds of Share Capital	1,415,000		-	
Less : Advances given	232,797		-	
Less : Repayment of Loans	-		360,539	
<b>Net cash inflow / outflow from financing activities</b>		1,182,203		(360,539)
(D) net increase / decrease in cash & cash equivalent		1,851,643		162,507
(E) Add: Cash & Cash Equivalents in the beginning of the year		1,049,883		887,376
<b>(F) Cash &amp; Cash Equivalents at the end of the year</b>		<b>2,901,526</b>		<b>1,049,883</b>

For, S. D. Mehta & Co.  
Chartered Accountants  
FRN: 137193W

Shaishav D. Mehta  
Partner  
M.No. 032891  
Date: 30/05/2017  
Place: Ahmedabad

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

Vajubhai Vaghasia  
Managing Director  
(DIN: 02442762)

Jinendra Shah  
Chief Financial Officer

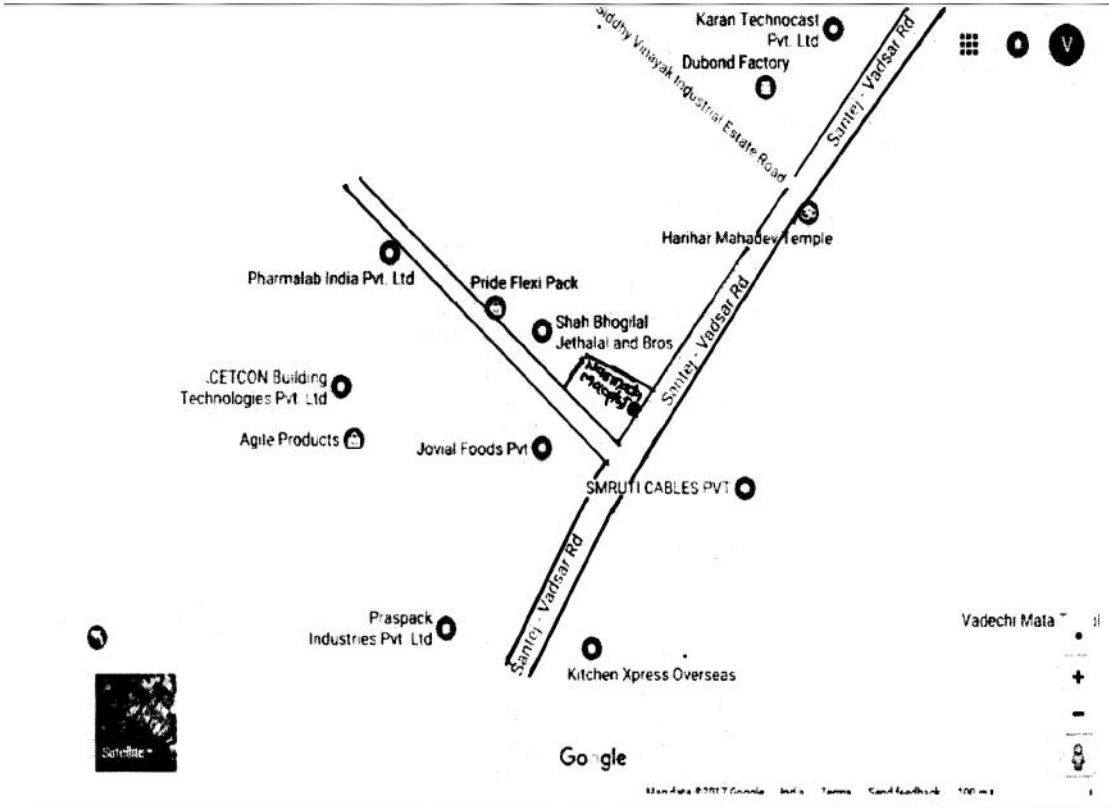
Jitenbhai Vaghasia  
Whole Time Director  
(DIN: 02433557)

Rajesh Parmar  
Company Secretary

2016 - 2017



MAP OF THE VENUE OF ANNUAL GENERAL MEETING



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