



NOTICE:

Notice is hereby given that the 35th Annual General Meeting of Deccan Polypacks Limited will be held on Monday the 30th day of September, 2019 at 10.00 AM at Hotel Aishwarya Grand, 2nd Floor, 208, Plot No. 4, Phase-1, Shapurnagar, IDA Jeedimetla, Hyderabad-55, Telangana State to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2019, Audited Balance Sheet and the Cash Flow Statement as at that date and the Reports of the Director's and Auditor's thereon.
2. To appoint a Director in place of Sri D R S P Raju (Holding DIN No. 00306612) who retires by rotation and being eligible offers himself for appointment as the Director of the Company.

SPECIAL BUSINESS

3. Appointment of Kum. R. Rama Devi as Independent Director:

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

RESOLVED THAT the pursuant to the provisions of Sections 149, 150, 151, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Kum R Rama Devi, in respect of whom the Company has received a notice pursuant to the provisions of section 152 of the Companies Act, 2013 along with the requisite deposit proposing the candidature of Kum R. Rama Devi (Din 00280075) for the office of the Independent Director, be and is hereby appointed as Independent Women Director for a period of 5 years.

4. Appointment of Sri N V S Rao, as Independent Director:

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

RESOLVED THAT the pursuant to the provisions of Sections 149, 150, 151, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Sri N V S Rao, in respect of whom the Company has received a notice pursuant to the provisions of section 152 of the Companies Act, 2013 along with the requisite deposit proposing the candidature of Sri N V S Rao, (Din 02143781) for the office of the Independent Director, be and is hereby appointed as Independent Director for a period of 5 years.

"FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such act, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the above resolution.

On behalf of the Board

For DECCAN POLYPACKS LIMITED

Place: Hyderabad
Date: 30.05.2019

D V Prudvi Raju
Whole Time Director

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. Proxy, in order to be effective must be deposited at the Company's Registered Office at Plot No : A-40, Road NO : 7, IDA, Kukatpally, Hyderabad – 500 037, not less than 48 hours before the time for holding the meeting.
3. The members are requested to please forward all the correspondence relating to transfers, change of address, requests for dematerialization of shares and all matters pertaining to shares to the Registrars and Transfer Agents M/s Karvy Fintech Pvt Ltd, Karvy Selenium Tower, Plot No: 31 -32, Gachibowoli Financial District, Nanakramguda, Hyderabad – 500032, Telangana

4. The Register of members and share transfer books of the Company will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive)
5. The explanatory statement for special business mentioned in the notice is annexed as per the provisions of Section 102(1) of the Companies Act, 2013.
6. Pursuant to Section 108 of the Companies Act, 2013 read with 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting, “AGM” by electronic means and the business may be transacted through e-voting services provided by Karvy Fintech Pvt Ltd , “**KARVY**”

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://evoting.karvy.com> during the following voting period.

Commencement of e-voting: from 10.00 AM IST on 27.09.2019 to 5.00 PM IST on 29.09.2019
7. E-Voting shall not be allowed beyond 5.00 PM on 29.09.2019 During the e-Voting period, shareholders of the Company, holding shares in physical form or in dematerialized form as on 23.09.2019 may cast their vote electronically.
8. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their email IDs with the Company / respective depository participants along with physical copy of the Notice. Those members who have registered their email IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail..
9. The Company has appointed Mr V B S S Prasad, Practicing Company Secretary (FCS No : 4605), as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman / Whole Time Director of the Company.

On behalf of the Board.
for **DECCAN POLYPACKS LIMITED**

Place : Hyderabad
Date:30.05.2019

D V. Prudvi Raju
Whole Time Director

ANNEXURE:**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business****Item No. 3 : Appointment of Kum R. Rama Devi, as Independent Women Director**

Kum. R. Rama Devi is Non-executive Independent Director. She was initially appointed as an Independent Director at the Annual General Meeting held in the year 2014. Being eligible she expressed her willingness to act as an Independent Director for the second time also for a period of 5 years starting from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2024.

A notice has been received from a member proposing Kum. R. Rama Devi as candidate for the office of Director. Kum. R. Rama Devi is AMIE from Institution of Engineers, Kolkata and MBA from ICAI University and has 23 years experience in the packaging industry and in HVAC Industry. The Board considers that her appointment as Director would be of immense benefit and the Company could avail her rich experience. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director for approval by the shareholders of the Company. Except Kum. R. Rama Devi is none of the Directors and Key Management Personnel of the Company and their relative is concerned, interested financial or otherwise. The Explanatory Statement may also be regarded as disclosure as per the LODR Regulations 2015 as amended from time to time.

As this resolution is proposed to appoint Kum. R. Rama Devi as Independent Women Director for the 2nd consecutive term of 5 years, your directors recommend the resolution as special resolution.

Item No.4: Appointment of Sri. NVS Rao, as Independent Director:

Sri NVS Rao is Non-executive Independent Director. He was initially appointed as an Independent Director at the Annual General Meeting held in the year 2014. Being eligible he expressed his willingness to act as an Independent Director for the second time also for a period of 5 years starting from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2024. A notice has been received from a member proposing Sri NVS Rao as candidate for the office of Director. Sri NVS Rao is Post Graduate in Economics from Osmania University. He has worked in State Bank of India for over 3 decades. He has held Senior Positions during his tenure of service in the Bank. The Board considers that his appointment as Director would be of immense benefit and the Company could avail his rich experience. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director for approval by the shareholders of the Company. Except Sri NVS Rao is none of the Directors and Key Management Personnel of the Company and their relative is concerned, interested financial or otherwise. The Explanatory Statement may also be regarded as disclosure as per the LODR Regulations 2015 as amended from time to time.

As this resolution is proposed to appoint Sri NVS Rao as Independent Director for the 2nd consecutive term of 5 years, your directors recommend the resolution as special resolution.

DIRECTORS' REPORT

Your Directors have pleasure in presenting their 35th Annual Report together with the Audited Accounts and Cash Flow Statements for the year ended 31st March 2019.

The financial results for the year ended 31st March 2019 are summarized below.

Particulars	(Rs. in Lakhs)	
	2018-19	2017-18
Income from operations	-	-
Gross Profit	122.25	78.25
Interest	6.64	47.79
Depreciation	1.98	10.11
Profit/(Loss) before taxation	113.63	20.52
Deferred Tax(Liability)/Asset	-	-
Current tax	44.24	-
Net Profit/(Loss)After Taxation	66.39	20.52
Balance brought forward	(1840.88)	(1861.40)
Balance carried to		
Balance Sheet	(1774.50)	(1841.05)

1. Operations

The Production continued to be suspended during the year under report. The Company has earned incurred net profit/Loss of Rs 66.39 in comparison with net profit of Rs 20.52 Lakhs in the previous year.

2. Erosion of Networth :

The Company submitted report to BIFR regarding erosion of net worth as on 31.03.2016 in February 2016. In terms of provisions of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA).

3. Issues after the Financial year:

There are no significant issues concerning the business activities of the Company which will impact the business operations of the Company after the closure of the financial year ending on 31.03.2019.

4. Discloser as per Regulation 14 of SEBI (LODR) Regulations, 2015.

The company's shares are listed on the Bombay Stock Exchange Ltd., P J Towers, Dalal Street, Fort, Mumbai. It is further informed that the listing fees for the years 2015-16,2016-17,2017-18,2018-19 and 2019-20 has not

been paid to the exchange due to shortage of funds and stoppage of operations.

5. Meetings of the Board of Directors

During the year ended March 31st 2019, 4 (Four) Board Meetings were held. The dates on which the Board Meetings were held are 30.05.2018, 14.08.2018, 14.11.2018, 14.02.2019.

6. Statement on Declaration given by Independent Directors under Section 149(6) :

The Independent Directors have submitted declaration of independence as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in Section 149(6)

7. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee consists of the following directors namely Kum R Rama Devi and Sri N V S Rao.

Brief description of terms of reference :

- Carry on the evaluation of every director's performance
- Formulation of criteria for determining qualification, positive attributes and independence of a Director.
- Recommend policy to the Board relating to remuneration of the directors, key managerial personnel and other employees.
- Devising a policy on board diversity
- Any other matter as the board may decide from time to time.

Nomination and Remuneration Policy :

The objective of the policy :

- Lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors and persons who may be appointed as key managerial persons and to senior management positions.
- To provide reward directly linked to their effort performance, dedication and achievement relating to company's operations.

- c) To retain, motivate, promote talent to ensure long term sustainability of talented managerial persons and create competitive advantage.

- d) Determine remuneration based on company's size and financial positions and trends and practices.

8. Particulars of Loans, Guarantees and Investments under Section 186

The Company has not given any loan, or guarantee, or provided any security in connection with a loan to any other body corporate or person during the financial year.

9. Particulars of contracts or arrangements with related parties referred to in Section 188(1) :

The particulars of contracts or arrangements with related parties referred to Sec.188(1) is prepared in Form No : AOC-2 pursuant to Sec 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 and the same is enclosed as **Annexure-2** to this report.

10. Extract of Annual Return :

The extract of Annual Return is prepared in Form MGT-9 as per the provisions of Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 and the same is enclosed as **Annexure -3** to this report.

11. Corporate Governance

The Company has implemented the Corporate Governance Code during the year under report. A detailed report is enclosed and form part of this Annual Report.

12. Directors Responsibility Statement

The Board of Directors of the Company hereby declares and states that :

- a) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 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 31.03.2019 and a profit of the Company for the period ended 31.03.2019

- 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 not been prepared the annual accounts on a going concern basis as the Company suspended the activities from 15th July, 2014.

- e) The Directors 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 had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Energy, Technology and Foreign Exchange

Additional information on conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed in terms of Section 134(M) read with Companies (Accounts) Rules 2014) is as per **annexure 1** hereto and forms part of this report.

14. Risk Management Committee :

Risk Management Committee consists of the following Directors

- a) Kum R Rama Devi
b) Sri D V Prudvi Raju
c) Sri N V S Rao

Risk Management Policy :

The Company has taken steps to mitigate the following risks.

Raw Material Price :

As the Company suspended the activities, there is no raw material.

Competition and price pressure :

Our being a packaging industry there are many players and there is severe competition and price cutting indulged by competitors. Action of one player is followed by other to either increase market share or offer low price to retain the volumes, which leads to suspension of production activity of the company.

Foreign Currency Risks :

The Company's exposure to foreign currency is low. The export volumes are nil. The impact of foreign exchange fluctuation is almost negligible considering the volume of transactions in foreign currency.

15. Statutory Auditors

At the Annual General Meeting held on 29th September, 2017 M/s K P Rao & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2022.

Auditors Report:

There are no qualifications, reservations or adverse remarks made by M/s K P Rao & Co., Chartered Accountants, Hyderabad Chartered Accountants (ICAI Reg. No : 003135S) Statutory Auditors in their report for the Financial Year ended March 31, 2019.

16. Board of Directors:

Sri D R S P Raju, Director is liable to retire by rotation at this Annual General Meeting and being eligible, offers him for appointment as the Director of the Company.

17. Secretarial Audit Report:

Copy of the Secretarial Audit Report issued by Sri VBSS Prasad, Practicing Company Secretary (CP No: 4605) for the year under report in Form MR-3 is attached as **Annexure -4** to this report. There are qualifications in the Secretarial Audit Report which were the result of financial crunch the company is facing due to suspension of operations

18. Particulars of appointment and remuneration of Managerial Personnel:

The statement of particulars of Appointment and Remuneration of Managerial Personnel in terms of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure 5 to this report.

19. Insurance:

All remaining properties and insurable interests of the company have been fully insured

20. Change in nature of Business:

There is no change in the Companies nature of business during the financial year ending 31.03.2019

21. Internal Control System and their adequacy:

Considering the size of business and nature of operations, the internal control systems and procedure adopted by the Company are reviewed periodically by the Board and Audit Committee. The existing control systems are adequate.

22. Significant and Material orders passed by Regulators:

No such orders have been received during the year under review.

Material changes and commitments :

There are no material changes and commitments in the business operations of the Company during the year under review except that the production continues to remain suspended since 15th July 2014

23. Policy on Sexual Harassment:

The Company has no employees on its roles and specifically no women employee in the employment of the Company. The Company is in the process of framing and formulating policy on sexual harassment at workplace in accordance with Sexual Harassment of Women at workplace (prevention prohibition and Redressal) Act, 2013. During the year under review the Company has not received any complaints pertaining to Sexual Harassment.

24. Acknowledgements:

The Board has expressed its gratitude to the State Bank of India, various departments of the State and Central Government, customers, vendors and shareholders for their valuable support to the company, staff and employees.

On behalf of the Board.
for **DECCAN POLYPACKS LIMITED**

Place : Hyderabad
Date: 30.05.2019

D V. Prudvi Raju
Whole Time Director

CORPORATE GOVERNANCE REPORT

I. The Corporate Governance Code

The Company is implementing the Corporate Governance Code as per the guidelines issued by the Stock Exchange. The Company has consistently practiced good corporate governance. The Company creates an environment for the efficient conduct of the business and to enable management to meet its obligations to all its stakeholders, including amongst others, customers, employees and the community in which the Company operates.

II. Board of Directors ("Board")

The Board comprises of Four Directors of whom one is executive, and two are independent and non-executive directors and one is Promoter and Non-Executive Director.

a) Composition of the Board

Name of the Director	Status
Sri D V Prudvi Raju	Whole Time Director & Executive
Kum. R Rama Devi	Independent, Non-Executive Women Director
Sri N V S Rao	Independent and Non-Executive
Sri D R S P Raju	Promoter and Non-Executive

b) Board Meetings :

The meetings of the Board of Directors are held at the Registered Office of the Company at Hyderabad and agenda for which is circulated at least 7 days in advance. Senior Management of the Company is invited to attend the Board Meetings, to make presentations and provide clarifications as and when required. The Board meets at least once a quarter to review the quarterly performance and financial results.

c) Number of Board Meetings

During the year from 1st April 2018 to 31st March 2019 the Board met Four times on the following dates.

Sl.No	Date	Board Strength	No. of Directors present
01	30.05.2018	4	2
02.	14.08.2018	4	2
03.	14.11.2018	4	2
04.	14.02.2019	4	2

d) Attendance of Directors

Name of the Director	No. of Board Meetings held	No. of Board Meetings attended	Attendace at the last Annual General Meeting	No. of Directorships in other Board as on 31.03.2019	No. of memberships in other Board Committees as on 31.03.2019
Sri D V Prudvi Raju	4	4	Yes	2	Nil
Kum R. Rama Devi	4	4	Yes	2	Nil
Sri DRSP Raju	4	-	No	5	Nil
Sri NVS Rao	4	-	No	-	Nil

III. Committees of Directors :

The Board has constituted Committees which comply with the requirements of SEBI(Listing Obligations and Disclosure Requirement) Regulations 2015.

a: Audit Committee

i) The committee comprises of the following non-executive members of the Board.

1. Kum R Rama Devi	Chairman
2. Sri D V Prudvi Raju	Member
3. Sri DRSP Raju	Member
4. Sri NVS Rao	Member

During the year 1st April 2018 to 31st March 2019 the committee had four meetings.

Sl. No	Date
1	30.05.2018
2	14.08.2018
3	14.11.2018
4	14.02.2019

ii) Attendance of the Directors in the Audit Committee Meeting :

Name of the Director	No. of Meetings held	No. of meetings attended
Kum R Rama Devi	4	4
Sri D V Prudvi Raju	4	4
Sri DRSP Raju	4	-
Sri NVS Rao	4	-

iii) Terms of reference:

The Audit Committee has powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary. The terms of reference of the Audit Committee also include the following:-

- 1) Overseeing of the company's financial reporting process and the disclosure of the financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other service.
- 3) Reviewing with management the annual financial statements before submission to the Board, focusing primarily on :
 - a) Any changes in accounting policies and practices
 - b) Major accounting entries based on exercise of judgment to management.
 - c) Qualifications in draft audit report
 - d) Significant adjustments arising out of audit
 - e) Compliance with accounting standards
 - f) Compliance with stock exchanges and legal requirement concerning financial statements.
 - g) Any related party transactions.

- 4) Reviewing with the management, external and internal auditors, the adequacy of internal control system
- 5) Reviewing the adequacy of internal audit function, Structure, coverage and frequency of internal audit.
- 6) Discussion with internal auditors on significant findings and follow up thereon.
- 7) Reviewing the findings of any internal investigations by the Internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 8) Discussions with external auditors before the audit commences, nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- 9) Reviewing the company's financial and risk management Policies.
- 10) To look into the reasons for substantial defaults in the payment to the depositors, debenture holder, shareholders (in case of non-payment of declared dividends) and creditors.
- 11) Such other matters as may be entrusted to the committee from time to time.

b) Share Transfer Committee

The Committee comprises of the following members of the Board.

Kum R. Rama Devi	Chairman
Sri D V Prudvi Raju	Member
Sri NVS Rao	Member

Terms of Reference :

The Share Transfer Committee ratifies transfer of shares, deals with split and consolidation of shares, issue of duplicate shares etc.

Attendance of Directors in the Share Transfer Committee Meetings :

During the year, there was no share transfer committee was held.

Number of shares pending for transfer : Nil

c) Shareholders Grievances Committee :

The committee comprises of following members Kum R Rama Devi, Sri D V Prudvi Raju and Sri NVS Rao The terms of reference to the committee to look into investor complaints such as non-receipt of Balance Sheet, transfer of shares, non- receipt of declared dividend etc.

Details of Investors letters / Complaints received during the year ended 31st March, 2019.

S.No.	Nature of Letter / Complaints	Received	Disposed	Pending
1.	Non-receipt of share certificates after transfer / exchange / sub-dividend / consolidated /duplicate transfer and transmission	---	----	---
2.	Miscellaneous and others change of address, old share certificates and mandate etc.	---	----	---

All the complaints / letters received during the financial year were replied / resolved to the satisfaction of the shareholders and there are no complaints pending as on 31st March, 2019.

d) Nomination and Remuneration Committee:

- a) Kum R Rama Devi - Chairman
- b) Sri N V S Rao - Member

During the year 1st April 2018 to 31st March 2019, one meeting of the Committee was held.

Terms of Reference:

To Fix the remuneration payable to Key Managerial personnel and such other matters as may be entrusted from time to time.

e) Risk Management Committee :-

Risk Management Committee consists of the following :

- a) Kum R.Rama Devi
- b) Sri D V Prudvi Raju
- c) Sri NVS Rao

Terms of Reference

The committee is evaluate and advise on various types of risks the business is exposed and the measures to mitigate the risks.

f) Non-Executive Directors:

Name	Sitting Fee (Rs.)	No. of Shares
Kum. R. Rama Devi	11,250.00	-
Sri N V S Rao	-	-

No remuneration is paid to the non-executive Directors except sitting fees.

IV. Subsidiary Company

There is no Subsidiary Company.

V. Code of Conduct

- a) The Company has evolved a code of conduct for the Directors and Senior Management Personnel of the Company which has been affirmed for adherence.

General Body Meetings :

- a) The last three Annual General Meetings of the Company were held as under :

FINANCIAL YEAR	Date	Time	Place
2015-2016	29.12.2016	11.00 AM	Regd. Office: Sy No : 142A, Bollaram (Village) Jinnaram Mandal, Sangareddy Dist. Telangana
2016-2017	29.09.2017	11.00 AM	Regd. Office: Sy No : 142A, Bollaram (Village) Jinnaram Mandal, Sangareddy Dist. Telangana
2017-2018	28.09.2018	11.00AM	Regd. Office : Hotel Aiswarya Grand, 2nd Floor, 208, Plot No. 4, Phase -1, Shapurnagar, IDA Jeedimetla, Hyderabad, Telangana.

- i) All the resolutions as set out in the respective notices were passed by the shareholders. Two special resolutions for passed for (i) shifting of registered office of the company (ii) Re-appointment of Sri DV Prudvi Raju as Whole Time Director of the Company.

Disclosures:

The pecuniary disclosure with regard to interested Directors.