



DUTRON POLYMERS LIMITED

Spreading Joy
Enhancing Lives



**37th
Annual Report
2017-2018**

Board of Directors	:	Sudip B. Patel Chairman	Din-00226676
		Rasesh H. Patel Managing Director	Din-00226388
		Alpesh B. Patel Whole Time Director	Din-00226723
		Praful G. Shah Independent Director (Resigned on 10th August, 2018)	Din-02676653
		Mitesh C. Shah Independent Director	Din-06641167
		Kapilaben H. Patel Woman Director	Din-07150359
		Rajendra Desai Independent Director (From 10th August, 2018)	Din-08197675
Auditors	:	Manthan M. Shah & Associates Chartered Accountants B-414, Maradia Plaza, Nr. Associated Petrol Pump, C. G. Road, Ahmedabad - 380 006	
Bankers	:	Corporation Bank Opp. Navrangpura Bus Stop, Navrangpura, Ahmedabad - 380 009	
		The Ahmedabad Mercantile Co-operative Bank Ltd. (Scheduled Bank) Amco House, Stadium Road, Navrangpura, Ahmedabad - 380 009	
		HDFC Bank Ltd Mithakhali Branch, Navrangpura Ahmedabad - 380 009	
Registered Office	:	"Dutron House", Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad - 380 009 E-mail : Investor@dutronindia.com	
CIN	:	L25209GJ1981PLC004786	
Factory	:	Block No. 642, At & P.o. Hariyala, N. H. 8, Ta. Kheda, Dist. Kheda - 387 411, Gujarat	
Registrars & Share Transfer Agent	:	Cameo Corporate Services. Ltd. Subramanian Building, No. 1, Club House Road, Chennai - 600 002 E-mail : Cameo@cameoindia.com	

NOTICE

Notice is hereby given that the 37th ANNUAL GENERAL MEETING of the members of DUTRON POLYMERS LIMITED will be held on Tuesday, 11th September, 2018 at 11:30 a.m. at The Ahmedabad Textile Mills Association (ATMA) Hall, Opp. City Gold Cinema, Ashram Road, Ahmedabad – 380 009 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 the Profit and Loss statement and Cash Flow statement along with notes for the year ended on that date together with Director's Report and Auditor's Report thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Shri Mitesh C. Shah, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a director in place of Shri Sudip B. Patel, who retires by rotation and being eligible, offers himself for reappointment.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER.
The instrument appointing the proxy, to be effective, should be duly signed and completed and must be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.
2. Corporate Members intending to send their representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution along with specimen signature of the representative(s) authorised to attend and vote on their behalf at the Meeting. An appropriate Board Resolution must support proxies submitted on behalf of Corporate Members
3. Members who have not encashed their dividend warrants for the financial year 2010-11 and onwards are requested to approach the Company for revalidation/obtaining duplicate warrants. Pursuant to the provisions of section 125 of the Companies Act, 2013; the amount of dividend remaining unclaimed for seven years shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Government.
4. The requirement for ratification of the appointment of the Auditors by members at Annual General meeting has been omitted by Section 40 of the Companies (Amendment) Act, 2017. Accordingly, the resolution for ratification of the Statutory Auditor of the company is not included in the notice.
5. The Equity Shares of the Company is listed at the Stock Exchange, Mumbai (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 (Company Code: 517437). The annual listing fee for the financial year 2018-2019 has been paid to the Stock Exchange.
6. The Register of members and the Share transfer Books of the Company will remain closed from 5th September, 2018 to 10th September, 2018 (both days inclusive).
7. Members of physical shares are requested to notify to the registrar any change in their address. Members are requested to register/update their email address with the Company / Depository Participants for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc. electronically.
8. Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the Meeting to enable the management keep the information ready.
9. All Members are requested to send nomination for each member folio to the Company's Registrar.
10. The member representing more than one folio in same names (or same sequence of names in case of joint name) are requested to approach the Company's Registrar for consolidation of their folios into a single folio for simplification.
11. At Annual General Meeting, a member or his Proxy is requested to bring the copy of the Annual Report already circulated to the members.
12. Members/Proxies should bring the Attendance slip sent herewith duly filled in for attending the Meeting.

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13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, Members holding shares in dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agent.
14. In compliance with the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and clause 35B of the listing agreement with the stock exchange, the Company is providing its members with the option of voting by electronic means (e-voting). The members may cast their votes using an electronic voting system through remote e-voting services. Necessary Arrangement has been made by the Company with Central Depository Services (India) Limited (CDSL) to provide e-voting facility.
15. The instructions and process for voting electronically (e-voting) by the members are as under:
 - i. The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9:00 a.m. on 8th September, 2018
End of e-voting	Upto 5:00 p.m. on 10th September, 2018

During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 4th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. The shareholders should log on to the e-voting website **www.evotingindia.com**
- iii. Click on "Shareholders" tab to cast your votes.
- iv. Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
USER ID	For NSDL : 8 character DP ID followed by 8 digit Client ID For CDSL : 16 digit beneficiary ID	6 digit Folio No. e.g. if your Folio No. is 104, then enter 000104
	Enter characters displayed as image verification and click on login	
Existing Users	If you have logged on to this website for voting earlier for any Company, then your existing password is to be used	
First Time Users : PAN	Enter your 10 digit PAN. Members who have not updated their PAN with the Company / Depository Participant / RTA are requested to use the first two characters of their name and the 8 digits of the sequence number in the PAN field e.g. if your name is Mukesh Patel, and sequence number is 45, then enter MU00000045 in the PAN field. The sequence number has been mentioned on postal address label of the Annual Report.	
Bank Account Number OR DOB OR Date of Inc.	Enter the Dividend Bank account number or Date of Birth (DOB) / Date of Inc. as recorded with your depository / Company for said demat account / folio. If the details are not recorded with the depository or Company, please enter 6 digit member id / Folio number in the Bank Account number field.	

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- v. After entering these details appropriately click on "SUBMIT" tab.
- vi. Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach "Password Creation" menu where in they are required to mandatorily change their login password in the new password field.

Kindly note that this password is to be also used by the Demat Account holder for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii. Click on the relevant EVSN 180804010 of DUTRON POLYMERS LIMITED to vote,
- viii. 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.
- ix. Click on the "Resolution FILE Link" if you wish to view all the resolutions.
- x. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi. Once you "CONFIRM" your vote on the resolutions, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to logon to <https://www.evotingindia.com> and register themselves as Corporate. After receiving the log in details, they have to link their account(s) which they wish to vote and then cast their vote. They should upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, in PDF format in the system for the scrutinizer to verify the same.
- xiii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- xiv. Members can opt for only one mode of voting i.e. either by physical poll or remote e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- xv. The Board of Directors of the company has appointed KHM & ASSOCIATES, Practicing Chartered Accountant, 201, Shaily Complex, Opp. Loha Bhavan, Nr. Old Gujart High Court, Income Tax, Ashram Road, Ahmedabad - 380 009 as the scrutinizer to scrutinize the remote e-voting and physical poll both the process in a fair and transparent manner.
- xvi. 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 under help section or write e-mail to helpdesk.evoting@cdslindia.com

BY ORDER OF THE BOARD OF DIRECTORS

Place : **Ahmedabad**
Date : **30th July, 2018**

S. B. PATEL
Chairman

ANNEXURE TO NOTICE**NOTES ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 37TH ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF LISTING AGREEMENT ENTERED INTO WITH STOCK EXCHANGES**

Profile of Directors being appointed / Re-appointed under Item Nos. 3 and 4 of the above Notice:

Name of Director	Shri Mitesh C. Shah	Shri Sudip B. Patel
Date of Birth	28/01/1967	24/06/1962
Date of Appointment	31/05/2013	01/02/1992
Qualification	Graduate	Engineer and MBA in USA
Expertise in Specific Functional Area	He is having 25 years of experience in marketing, distribution and sales of plastic products. He has in-depth knowledge about applications of various plastic products in India, especially in pipes and fittings; in several segments of market.	He is looking after production. He is also key person for new product developments & R&D activities.
Directorship in Other Companies (Excluding Private & Foreign Companies)	Nil	Dutron Plastics Limited Nippon Polymers Private Limited Cosmofil Plastisack Private Limited
Membership/Chairmanship of Committee (includes only Audit Committee & Investor Grievances Committee)	Nil	Nil
Shareholding as on 31st March, 2018	Nil	4,19,543

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipts of communication and avoid loss in postal transit. These documents can also be downloaded by the shareholders from the Company's website, i.e. www.dutronindia.com to support this green initiative of the Government in full measure, members who have not registered their e-mail address so far, are requested to register their e-mail addresses by sending email to cameo@cameoindia.com with subject as E-mail for 'Green Initiative' mentioning their Folio No./ Client ID, name of the Company. Members holding shares in electronic form may register/update their e-mail addresses with the Depository through concerned Depository Participant(s).

ADDENDUM TO NOTICE

Notice is hereby given that the following additional business will be taken up at the 37th Annual General Meeting of the company to be held on Tuesday, 11th September, 2018 at 11.30 am at the Ahmedabad Textile Mills Association (ATMA) Hall, Opp City Gold Cinema, Ashram Road, Ahmedabad - 380 009. The below business is in addition to the business specified in the notice of Annual General Meeting dated 30th July, 2018.

SPECIAL BUSINESS:

5. Appointment of Shri Rajendra Desai (DIN - 0008197675) as Independent Director

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other provisions, if any, read with Schedule IV of Companies Act, 2013 and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("the ACT") and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Shri Rajendra Desai (DIN - 0008197675) who was appointed as additional director by the Board of Directors effective from 10th August, 2018 in terms of provisions of Section 161 of the Act and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as independent director of the company for the period of three years, not liable to retire by rotation.

BY ORDER OF THE BOARD OF DIRECTORS

Place: **Ahmedabad**
Date: **10th August, 2018**

S. B. PATEL
Chairman

ANNEXURE TO THE ADDENDUM TO NOTICE**NOTES ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 37TH ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF LISTING AGREEMENT ENTERED INTO WITH STOCK EXCHANGES**

Profile of Directors being appointed / re-appointed under Item No. 5 of the above Notice:

Name of Director	Shri Rajendra Desai
Date of Birth	25/09/1957
Date of Appointment	10/08/2018
Qualification	Engineer
Expertise in Specific Functional Area	He is having vast technical experience of more than 30 years in plastic processing. His expertise includes plastic and ancillary machinery design and development.
Directorship in Other Companies (Excluding Private & Foreign Companies)	Nil
Membership / Chairmanship of Committee (includes only Audit Committee & Investor Grievances Committee)	Nil
Shareholding as on 31st March, 2018	2,200

On the recommendations of Nominations and Remuneration Committee, the Board had appointed Shri Rajendra Desai as an additional director of the company on 10th August, 2018. He holds office till the conclusion of this Annual General Meeting. Details pertaining to him are already mentioned in the annexure to this notice.

No other Director except Shri Rajendra Desai is interested in this resolution.

The Board requests members to approve this resolution.

DIRECTORS' REPORT

To
The Members,
DUTRON POLYMERS LIMITED

Your directors are delighted to present the report on your company's business and operations for the year ended on 31st March, 2018.

OPERATING RESULTS AND BUSINESS

The performance of the Company during the year 2017-18 is summarized below:

	<u>2017-18</u> (₹ in Lakh)	<u>2016-17</u> (₹ in Lakh)
Profit before Depreciation & Taxation	375.98	429.64
Depreciation	96.39	153.94
Provision for Taxation	98.06	92.41
Exceptional Items	—	—
Net Profit after Tax	181.53	183.29
Profit Available for Appropriation	311.91	288.27
Proposed Dividend	84.00	84.00
Transfer to General Reserve	50.00	50.00

FINANCIAL PERFORMANCE

Your Company's total revenue has grown 11.09% compared to previous year. Net profit has declined 0.96% to ₹ 181.53 Lakh mainly due to decreased margins. Earnings per share came to ₹ 3.03 during the year review.

DIVIDEND

Your directors recommend a dividend @ 14% on 60,00,000 equity shares of ₹ 10 each for the year ended 31st March, 2018 which will be free of tax in the hands of shareholders.

FIXED DEPOSITS

During the year, the Company has not accepted any deposits from the public except deposits from directors & shareholders as at 31.03.2018 amounting to ₹ 7,98,06,953. The Company has filed a statement in lieu of advertisement with the Registrar of Companies, Gujarat.

INSURANCE

All the assets of the Company including inventories, building, plant & machineries are adequately insured.

DIRECTORATE

Pursuant to the provisions of the Companies Act, 2013, Shri Mitesh C. Shah and Shri Sudip B. Patel, Directors of the Company, retire at the ensuing Annual General Meeting of the Company and are eligible for reappointment. The Board recommends their reappointment as Directors of the Company.

FORMAL EVALUATION STATEMENT

Formal evaluation statement u/s 134(3)(p) of the Companies Act, 2013 is attached herewith to the report. The evaluation includes evaluation of board as a whole, individual director and of every committee of board. The evaluation framework for assessing the performance of Chairman, Directors, Board and Committees comprises, inter-alia, of the following parameters:

- Directors bring an independent judgment on the Board's discussions utilizing his knowledge and experience, especially on issues related to strategy, operational performance and risk management.
- Directors contribute new ideas/insights on business issues raised by Management.
- Directors anticipate and facilitate deliberations on new issues that Management and the Board should consider.
- The Board / Committee meetings are conducted in a manner which facilitates open discussions and robust debate on all key items of the agenda.

- e. The Board receives adequate and timely information to enable discussions/decision making during Board meetings.
- f. The Board addresses interests of all stakeholders of the Company.
- g. The Committee is delivering on the defined objectives.
- h. The Committee has the right composition to deliver its objectives.

AUDITORS

M/s. Manthan M. Shah and Associates, Chartered Accountants, Ahmedabad; the statutory Auditors of the Company has been appointed to hold office till the conclusion of 41st Annual General meeting. Hence, they are not subject to re-appointment at current annual general meeting in the light of Companies (Amendment) Act, 2017.

AUDITORS' REPORT

The observations made in the Auditors Report are self-explanatory and therefore, need not require any further comments by the Board of Directors.

SECRETARIAL AUDIT REPORT

In pursuant to Section 204 of the Companies Act, 2013, the Board attaches herewith the secretarial audit report issued by practicing company secretary in Annexure A to this report. There are no remarks or comments in said report which requires clarifications by the Board.

ABSTRACTS OF ANNUAL RETURN

In pursuant to requirement of 93(3) of the Companies Act, 2013, the abstract of annual return is attached herewith in Annexure of the report in prescribed Form No. MGT - 9.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to requirement under section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- 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; and
- 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.

PARTICULARS OF EMPLOYEES

During the year, there were no employees, within the organization, who were in receipt of remuneration exceeding ₹ 60,00,000 p.a. or if employed for part of the year drawing remuneration in excess of ₹ 5,00,000 p.m. as prescribed.

RISK MANAGEMENT POLICY

The Risk management policy of the company has been discussed in detail in the Management Discussion & Analysis Report which forms part of this Directors' Report, attached with Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no contracts or arrangements entered by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013.

CORPORATE GOVERNANCE

The Company has generally implemented the procedure and adopted practices in conformity with the Code of Corporate Governance as enunciated in Clause 49 of the Listing Agreement with the Stock Exchanges. The Management Discussion & Analysis and Corporate Governance Report are made a part of the Annual Report. A Certificate from the Auditors regarding compliance of the conditions of the Corporate Governance is given in Annexure, which is attached hereto and forms part of Directors' Report.

NUMBER OF BOARD MEETINGS

During the year, the company had conducted total 14 Board Meetings. Notice for them were given properly and due quorum was present at above meetings. The dates of meetings are 5th April, 2017; 27th May, 2017; 10th June, 2017; 20th June, 2017; 8th August, 2017; 21st August, 2017; 19th September, 2017; 25th September, 2017 (AGM); 1st November, 2017; 1st December, 2017; 17th January, 2018; 3rd February, 2018; 12th February, 2018 and 20th March, 2018.

NOMINATION AND REMUNERATION COMMITTEE

The Board has formed nomination and remuneration committee as required under section 178(1) of the Companies Act, 2013. The company has disclosed policies as required under 178(3) of the Companies Act in its Corporate Governance Report, forming part of Directors' Report.

AUDIT COMMITTEE

The Board has constituted Audit Committee as required under section 177(1) of the Companies Act, 2013. The Composition of the same has been disclosed in Corporate Governance Report forming part of Directors' Report. During the year, the Board has agreed to all recommendations of the audit committee.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is responsible corporate citizen of our country and is concerned about its social responsibility. It is not mandated u/s 135 of the Companies Act, 2013 to contribute its profit towards CSR. However, the Company will contribute voluntarily when it has substantial profit and finds a good cause to help.

ACKNOWLEDGEMENTS

Your Directors would like to take this opportunity to express sincere thanks to Company's valued clients and customers for their continued patronage. The Directors express their deep sense of appreciation to all the employees for their commitment and initiative for Company's growth. Finally, the Directors wish to express their gratitude to the Members for their trust and support.

BY ORDER OF THE BOARD OF DIRECTORS

Place : Ahmedabad
Date : 30th July, 2018

S. B. PATEL
Chairman