



28<sup>th</sup>

Twenty Eighth  
**ANNUAL REPORT**

**2020-21**



*Laffans*

---

**PETROCHEMICALS LIMITED**

---

## **CORPORATE INFORMATION**

### *Name of the Directors*

Mr. Sandeep Seth

Mrs. Anisha Seth

Mr. Rajesh Thadani

Mr. Deepak Roy

Mr. Rudolph Quadros

Mr. Jaideep Seth

### *Designations*

Managing Director

Whole Time Director

Independent Director

Independent Director

Independent Director

\*Non-Executive Director

\* Mr. Jaideep Seth resigned from the post of Non-Executive Director wef 9<sup>th</sup> December 2020

## **STATUTORY AUDITORS**

Pushp K. Sahu & Co.

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. S. R. Narayanan (*Resigned wef. 28<sup>TH</sup> August 2020*)

Mr. Anupam J Vyas (*Appointment wef 9<sup>TH</sup> December 2020*)

## **REGISTERED OFFICE**

Shed No.C1B/316, GIDC Panoli, Tal Ankleshwar, Dist. Bharuch, Gujarat – 394 116.

[CIN No.: L99999GJ1992PLC018626]

## **CORPORATE OFFICE**

ONE BKC, 13th Floor, 1302, B-Wing,  
Plot No. C-66, G-Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400051.

## **BANKERS**

Indian Overseas Bank

HDFC Bank Ltd

## **REGISTRARS & TRANSFER AGENTS**

Big Share Services Pvt. Ltd  
Bharat Tin Works Building, 1st Floor,  
Opp. Vasant Oasis, Next to Keys Hotel,  
Makwana Road, Andheri-East,  
Mumbai 400059. Maharashtra. India.  
Board No: 022-62638200 Extn. 206  
Fax No: 022-62638299 Mobile: +91 7045454392  
Email: rajeshm@bigshareonline.com  
www.bigshareonline.com

## **CONTENTS**

1. Notice of 28 <sup>th</sup> Annual General Meeting.....	1
2. Director's Report.....	7
3. Annexure A.....	14
4. CFO/MD certificate .....	15
5. Auditor's Corporate Governance Certificate.....	15
6. Management Discussion and Analysis Report .....	16
7. Corporate Governance Report .....	18
8. Independent Auditor's Report .....	28
9. Secretarial Audit Report.....	36
10. Financial Result and Notes to Accounts .....	39
11. Attendance Slip .....	54
12. MGT-11 proxy form.....	54
13. Route Map for 28 <sup>th</sup> Annual General Meeting .....	56
14. MGT-12.....	57



## *28<sup>th</sup> Annual Report 2020-21*

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of **Laffans Petrochemicals Limited** will be held on **Tuesday, 28<sup>th</sup> September, 2021** at **11:30 A.M.** at Registered Office of the Company situated at Shed No. C1B/316, GIDC Panoli, Ankleshwar, Bharuch 394116, Gujarat, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Anisha Seth (DIN: 06867960), who retires by rotation and being eligible, offers herself for re-appointment

By Order of the Board of Directors  
For **Laffans Petrochemicals Limited**

Sd/-

**Sandeep Seth**  
**Managing Director**  
(DIN: 00316075)

Place: Gujrat  
Date: 5<sup>th</sup> Sept., 2021

### **Registered Office:**

Shed No. C1B/316, GIDC Panoli, Tal. Ankleshwar, Dist., Bharuch, Gujarat 394116.  
Email: [lpkho@laffanspetrochemical.com](mailto:lpkho@laffanspetrochemical.com)

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('the meeting') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in 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 authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting or upload it on the e-voting portal, authorizing their representative to attend and vote their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than FORTY-EIGHT (48) HOURS before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/proxies/authorised representatives should bring the duly filled attendance slip, enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
7. The Register of Members and the Share Transfer Book shall be closed from Friday, 24<sup>th</sup> September, 2021 to Tuesday, 28<sup>th</sup> September, 2021 (both day inclusive) for the purpose of the AGM.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Company or Registrar and Transfer Agents (RTA).
9. Members are requested to address all correspondence relating to investor services to the Registrar and Share Transfer Agents, Big Share Services Pvt. Ltd, E Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri – East, Mumbai – 400059.
10. With a view to using the natural resources responsibly, we request shareholders to update their email address, with their Depository Participants in case of demat holding and RTA in case of physical holding to enable the Company to send communications electronically.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and due to the current Covid situation, the Annual Report for F.Y. 2020-21, the Notice of 28<sup>th</sup> AGM and instruction for e-voting along with the attendance slip and proxy form is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website and websites of the Stock Exchanges i.e. BSE Limited.
12. Relevant documents referred to in the accompanying Notice and the statements are open for inspection by the members at the registered office of the Company on all working days, except Saturday, during business hours up to the date of the meeting.

13. Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 in respect of the Directors seeking appointment / re-appointment at the AGM is furnished as annexure to the Corporate Governance Report.
14. 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 / RTA.
15. Members may also note that the Annual report (including the Notice of 28<sup>th</sup> AGM) for F.Y. 2020-21 will be available on the Company's website, Website: [www.laffanspetrochemical.com](http://www.laffanspetrochemical.com).
16. Members holding shares in single name and physical form may obtain Nomination Forms from the Company's Registrar and Transfer Agents. Members holding shares in electronic form may obtain the Nomination Forms from their respective Depository Participants.
17. The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to M/s Big Share Services Pvt. Ltd for consolidation of their shareholding in to a single folio.
18. In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
19. Non-Resident Indian Members are requested to inform RTA, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
20. Information and other instructions relating to e-voting are as under
  - (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - (b) The facility for voting through polling paper shall also be made available at the venue of the AGM. The members who are attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting.
  - (c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - (d) The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.
  - (e) The Board of Directors of the Company has appointed Jyoti Dubey & Associates, Practicing Company Secretary (Membership No. 64673 & COP 24221) as the Scrutinizer, for scrutinizing the e-voting and ballot voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - (f) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 24<sup>th</sup> September, 2021.
  - (g) A person, whose name is 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. 24<sup>th</sup> September, 2021, only shall be entitled to avail the facility of remote e-voting / Poll.

**The instructions for shareholders voting electronically are as under:**

- I. The voting period begins on Saturday, 25<sup>th</sup> September, 2021 at 9.00 a.m. and ends on Monday 27<sup>th</sup> September, 2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24<sup>th</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- IV. Click on Shareholders tab. Now, select the “LAFFANS PETROCHEMICAL LIMITED” from the drop down menu and click on “SUBMIT”
- V. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. 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.
- VIII. If you are a first time user follow the steps given below:

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

PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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>

- IX. After entering these details appropriately, click on “SUBMIT” tab.
- X. 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.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant <LAFFANS PETROCHEMICAL LIMITED> on which you choose to vote.

- XIII. 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.
- XIV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XV. 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.
- 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 cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XX. **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 emailed 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XXI. 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).
21. A route map showing direction to reach the venue of 28<sup>th</sup> Annual general meeting is given at the end of the notice as per the requirement of the Secretarial Standard-2 on General meeting.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.laffanspetrochemical.com](http://www.laffanspetrochemical.com) and on the website of CDSL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange viz. Bombay Stock Exchange Limited (BSE Limited).

By Order of the Board of Directors  
For **Laffans Petrochemicals Limited**

Sd/-

**Sandeep Seth**  
Managing Director  
(DIN: 00316075)

Place: Gujrat  
Date: 5<sup>th</sup> Sept., 2021

#### DETAILS OF THE DIRECTORS SEEKING ~~APPOINTMENT~~/RE-APPOINTMENT:

<b>Name of the Director:</b>	<b>Mrs. Anisha Seth</b>
<b>Date of first appointment:</b>	24-10-2019
<b>Expertise in specific functional areas:</b>	General Management
<b>Qualifications:</b>	M.Ed
<b>Key terms and conditions of appointment/ reappointment:</b>	As per the terms of appointment
<b>Number of Equity shares held in Company:</b>	1,07,869 shares
<b>List of other Directorship held In (other listed Companies):</b>	Nil
<b>Chairmanships / memberships of committees of director in others listed companies:</b>	Nil



## DIRECTORS REPORT

Dear Members,

The Directors present 28<sup>th</sup> Annual Report of the company along with the audited financial statements for the financial year ended on March 31, 2021

### 1. FINANCIAL SUMMARY/ HIGHLIGHTS/ OPERATIONS STATE OF AFFAIRS

The Financial performance of the company for the year ended on March 31, 2021 is summarized below:

[Rupees in Lacs]

Particulars	Year ended on 31.03.2021	Year ended on 31.03.2020
Total Revenue	2422.07	1016.98
Less: Total Expenses	1858.77	1412.17
<b>Profit before exceptional items and Tax</b>	563.30	(395.19)
Less: Current tax for the year and prior year	105	-
Less: Deferred tax liability	123	(36.64)
<b>Profit after taxation</b>	335.30	396.02

#### Financial Statement:

As per Regulation 33 of the Securities board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulation”) and applicable provisions of the Companies Act, 2013 read with the rules there under, the Financial Statements of the Company for F.Y. 2020-21. The Financial Statements for the year 2020-21 have been prepared in compliance with the new set of Indian Accounting standards (INDAS) and the comparatives for the corresponding previous financial year 2017-18 have also been prepared in compliance with the new set of Indian Accounting standards (IND AS). The Ministry of Corporate Affairs (MCA), vide its notification in the official gazette dated 16th February, 2015, has made applicable the India Accounting Standard ('INDAS') to certain classes of Companies. For the Company, Ind AS was applicable from 1<sup>st</sup> April, 2017 with a transaction dated of 1<sup>st</sup> April, 2016. The Financial results have been prepared in accordance with the recognition and measurement principles laid down under Indian AS, as presented under Section 133 of Companies Act, 2013 (“the Act”) read with the relevant rules issued there under and there relevant accounting principles generally accepted in India as applicable.

### 2. NOTE ON COVID:

#### **a. Impact of COVID 19 pandemic on business activity of the Company:**

In fiscal 2020, when the COVID-19 pandemic first broke, our Company swiftly reacted by providing the required support to the workforce, clients and the community. From setting up a core team to monitor the situation closely and staying in constant touch with the local authorities, sharing timely updates with the employee base, to enabling the near-seamless transition to the remote mode of work – the Company scaled up its efforts quickly and restored normalcy of operations in the month of June, 2020 when there was relaxation in Lockdown.

Fiscal 2021 has seen the health crisis deepen, and the world's attention is focused on India's response to it. With so many global businesses relying on India's Manufacturing sector to run their core operations, the industry's resilience has wide ranging global impact. Corporations, along with delivering business continuity for clients, must, with renewed vigor, ensure the well being of their employees and the communities in which they operate.

Comprehending the importance of the role played by vaccines in our fight against the virus, we have been working very closely with government authorities and medical experts to put together various frameworks for the immunization drive to encourage employees and their family members to get vaccinated.

Our focus on our client commitments remained unwavering through this period, reflecting in the record number of large deals we secured even while working remotely. With our operations teams ensuring smooth work-from-home processes and remote collaboration.

3. **TRANSFER TO RESERVE:**

During the year under review, no amount was transferred to Reserve.

4. **DIVIDEND:**

During the year under review, no dividend was given by the Company.

5. **SHARE CAPITAL:**

During the year under review the Company has neither issued nor allotted any further Shares and accordingly there was no change in share capital of the Company. The paid up Equity Share Capital of the Company as on 31<sup>st</sup> March 2021 is Rs. 8,00,00,000/- divided into 80,00,000 Equity Shares of Rs. 10/- each.

6. **OPERATING & FINANCIAL PERFORMANCE & INTERNAL CONTROL:**

• **Performance of the Company:**

Your company has generated gross revenue of Rs. 2422.07 lacs as compared to Rs. 1016.98 lacs for previous year. The income by way of trading during the year amounted to Rs. 1679.61 lacs compared to Rs. 1218.36 lacs in the previous year. Income from services amounted to Rs. Nil compared to Rs. Nil in the previous year. The company had started in its financial year imports of chemicals from Dubai and is seeking opportunities towards indenting and trading of chemicals based on its past experience.

• **Performance of Subsidiary Companies/Associate Companies/Joint Ventures:**

The Company does not have any Holding or Associate Company.

• **Internal Control:**

The Company has in place and established internal control system designed to ensure proper recording of financial and operational information and compliance with various internal controls and other regulatory and statutory compliances. Code of Internal controls which require that the Director review the effectiveness of internal controls and compliances controls, financial and operational risks, risk assessment and management systems and related party transactions, have been complied with.

Company's Policies on Remuneration, Whistle Blower and also Code of Conduct applicable to Directors and Employees of the Company has been complied with. These Policies and Code of Conduct are available on the Company's website [www.laffanspetrochemical.com](http://www.laffanspetrochemical.com)

7. **CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:**

There was no change in the nature of business during the financial year under review.

8. **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the Financial Year to which this Financial Statements relate on the date of this report.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies