



29th

Twenty Ninth
ANNUAL REPORT

2021-22



Laffans

PETROCHEMICALS LIMITED

BOARD OF DIRECTORS

Mr. Sandeep Seth
Mrs. Anisha Seth
Mr. Rajesh Thadani
Mr. Deepak Roy
Mr. Rudolph Quadros
Mr. Gajraj Mishra*

DESIGNATIONS

Managing Director
Whole Time Director
Independent Director
Independent Director
Independent Director
Independent Director

DIN

00316075
06867960
00009889
08023836
08536580
09454405

* Mr. Rudolph Quadros resigned from the post of Non-Executive Director w.e.f January 27, 2022 and Mr. Gajraj Mishra was appointed w.e.f January 27, 2022

AUDITORS

Pushp K. Sahu & Co.

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Anupam J Vyas ICSI Membership No. A60464

SECRETARIAL AUDITORSS

Trusha D Shah & Co.

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

ICICI Bank Ltd
HDFC Bank Ltd

REGISTRARS & TRANSFER AGENTS

Big Share Services Pvt. Ltd
Office No. S6-2, 6th Floor,
Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road,
Andheri – East, Mumbai – 400093,
Maharashtra, India.
Board No: 022 – 62638200, Extn. 206
Fax No: 022 – 62638299, Mobile: +91 7045454392
rajeshm@bigshareonline.com
www.bigshareonline.com

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29th Annual Report 2021-22

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **Laffans Petrochemicals Limited** will be held on Thursday September 15, 2022 at 10:30 A.M. at Hotel Lords Plaza C4/6 GIDC Old National Highway No.8 Ankleshwar, Gujarat- 393002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2022 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.
3. **Appointment of Statutory Auditors of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, JMR & Associates LLP, Chartered Accountants (Firm Registration No. 106912W/W10300 be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the thirty-fourth AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

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

Place: Gujarat
Date: August 14, 2022

Sandeep Seth
Managing Director
(DIN: 00316075)

Registered Office:

Shed No. C1B/316, GIDC Panoli,
Tal. Ankleshwar, Dist., Bharuch, Gujarat 394116
Email: 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, 9th September, 2022 to Thursday, 15th September, 2022 (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, office no. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri – East, Mumbai – 400093.
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. 2021-22, the Notice of 29th 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 2021-22 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.
Members may also note that the Annual report (including the Notice of 29th AGM) for F.Y. 2021-22 will be available on the Company's website, Website: www.laffanspetrochemical.com.
15. 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.
16. 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.
17. In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
18. 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.
19. 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 Trusha D Shah & Co, Practicing Company Secretary (Membership No. A41022 & COP 19908) 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. 24th September, 2022.
 - (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. 24th September, 2022, 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 Monday, September 12, 2022 at 9.00 a.m. and ends on Wednesday, September 14, 2022 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 September 08, 2022 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.
The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders tab. Now, select the “LAFFANS PETROCHEMICAL LIMITED” from the drop down menu and click on “SUBMIT”
- IV. 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.
- 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 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"> 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. 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.
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"> 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).

- 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 <LAFFANS PETROCHEMICAL LIMITED> 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 change your vote, click on “CANCEL” and accordingly modify your vote.
- XV.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI.** You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVII.** 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.
- XVIII.** 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.
- XIX. 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 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.
 - 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 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.
- 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 an email to helpdesk.evoting@cdslindia.com.
- 20.** A route map showing direction to reach the venue of 29th Annual general meeting is given at the end of the notice as per the requirement of the Secretarial Standard-2 on General meeting.
- 21.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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**

Place: Gujarat
Date: August 14, 2022

Sandeep Seth
Managing Director
(DIN: 00316075)

Registered Office:

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

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

Name of the Director:	Mrs. Anisha Seth
Date of first appointment:	24-10-2019
Expertise in specific functional areas:	General Management
Qualifications:	M.Ed
Key terms and conditions of appointment/ reappointment:	As per the terms of appointment
Number of Equity shares held in Company:	2,11,749 shares
List of other Directorship held In (other listed Companies):	Nil
Chairmanships / memberships of committees of director in others listed companies:	Nil

DIRECTORS REPORT

Dear Members,

The Directors present 29th Annual Report of the company along with the audited financial statements for the financial year ended on March 31, 2022

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

The Financial performance of the company for the year ended on March 31, 2022 is summarized below:

[in Rupees]

Particulars	Year ended on 31.03.2022	Year ended on 31.03.2021
Total Revenue	263,117,308	242,021,438
Less: Total Expenses	283,928,738	185,876,967
Profit before exceptional items and Tax	-20,811,430	56,144,471
Less: Current tax for the year and prior year	-	10,500,000
Less: Deferred tax liability	3,304,294	12,299,743
Profit after taxation	17,507,136	33,344,728

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. 2021-22. The Financial Statements for the year 2021-22 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 1st April, 2017 with a transaction dated of 1st 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 second wave on business activity of the Company:

In 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 wellbeing 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 the Reserves.

4. **DIVIDEND:**

During the year under review, no dividend was declared 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 March 31, 2022 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. 263,117,308/- as compared to Rs. 242,021,438/- in the previous year. The revenue from operations by way of trading during the year amounted to Rs. 219,446,601/- compared to Rs. 167,961,123/- 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

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 (Accounts) Rules, 2014 is furnished in Annexure "A" and is attached to this report.

10. POLICY DEVELOPED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY (CSR):

Pursuant to Section 135 of Companies Act 2013 the Company does not fall within the criteria to contribute towards the CSR.

11. DEPOSITS:

Your Company had not accepted the deposits from the public as per Section 74 of Companies Act, 2013 read with Rule 20 of the Companies (Acceptance of Deposits) Rules, 2014.