



**NARMADA  
MACPLAST  
DRIP  
IRRIGATION  
SYSTEMS LTD.**

**22<sup>ND</sup>  
ANNUAL REPORT  
2013-14**

# **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD**

## **22<sup>nd</sup> ANNUAL REPORT 2013-14**

<b>BOARD OF DIRECTORS</b>	:	<b>MR. VRAJLAL VAGHASIA MR. JITENKUMAR VAGHASIA MR. KETANBHAI BALDHA MR. VINESH BABARIA MR. KANTIBHAI DEVANI</b>
<b>AUDIT COMMITTEE</b>	:	<b>MR. KETANBHAI BALDHA MR. JITENKUMAR VAGHASIA MR. VINESH BABARIA</b>
<b>NOMINATION AND REMUNERATION COMMITTEE</b>	:	<b>MR. VINESH BABARIA MR. KETANBHAI BALDHA MR. KANTIBHAI DEVANI</b>
<b>STAKEHOLDERS RELATIONSHIP COMMITTEE</b>	:	<b>MR. VINESH BABARIA MR. KETANBHAI BALDHA MR. JITEN VAGHASIA</b>
<b>AUDITORS</b>	:	<b>M/S. S.D. MEHTA &amp; CO., CHARTERED ACCOUNTANTS AHMEDABAD</b>
<b>REGISTERED OFFICE</b>	:	<b>PLOT NO. 119-120, SANTEJ-VADSAR RD, AT &amp; POST SANTEJ, TALUKA: KALOL, DISTRICT: GANDHINAGAR – 382 721</b>
<b>REGISTRAR &amp; SHARE TRANSFER AGENT :</b>		<b>PURVA SHAREGISTRY PVT LTD UNIT NO. 9, SHIV SHAKTI IND. ESTATE, J.R. BORICHA MARG, OPP. KASTURBA HOSPITAL LANE, LOWER PAREL (E) MUMBAI 400 011</b>

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# **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD**

## **NOTICE**

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of M/s. Narmada Macplast Drip Irrigation Systems Limited (L25209GJ1992PLC017791) will be held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 4:00 P.M. at the Registered Office of the Company at Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka: Kalol, District Gandhinagar – 382 721 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss as on that date and the reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Vrajlal Vagharia (DIN- 02442762) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of the audit committee of the Board of Directors, M/s. S. D. Mehta & Co., Chartered Accountants, Ahmedabad (firm registration number 137193W), be and are hereby appointed as the Auditors of the Company, to hold from the conclusion of 22<sup>nd</sup> Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

### **SPECIAL BUSINESS:**

4. **TO APPOINT MR. KETANBHAI BALDHA (DIN- 02587876) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** Pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Ketanbhai Baldha (DIN- 02587876), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Ketanbhai Baldha office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 1<sup>st</sup> October, 2014 up to 30<sup>th</sup> September, 2019.”

**5. TO APPOINT MR. VINESH BABARIA (DIN 02587890) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vinesh Babaria (DIN 02587890) Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Vinesh Babaria office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 1<sup>st</sup> October, 2014 up to 30<sup>th</sup> September, 2019.”

**6. TO APPOINT MR. KANTIBHAI DEVANI (DIN 05302724) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Kantibhai Devani (DIN 05302724) Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Kantibhai Devani office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 1<sup>st</sup> October, 2014 up to 30<sup>th</sup> September, 2019.”

**BY ORDER OF THE BOARD**

***For, NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED***

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**VRAJLAL VAGHASIA**  
**Chairman & Managing Director**  
**DIN- 02442762**

Date: 14<sup>th</sup> August, 2014  
Place: Ahmedabad

# **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD**

## **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. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE COMMENCEMENT OF THE MEETING.
2. Corporate Members, intending to send their Authorized Representative(s) to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to section 187 of the Companies Act, 1956, authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. The Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of item Nos. 4 to 6 of the Notice as set out above is annexed hereto.
4. Members are requested to affix their signature at the space provided on the attendance slip annexed to the proxy form and to hand over the slip at the entrance to the Meeting.
5. Members/ Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
6. The Register of members and share transfer books of the company will remain closed from 26<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (Both days inclusive).
7. Members desiring to have any relevant information on the accounts at the Meeting are requested to write to the Company at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
8. Pursuant to clause 49 of the Listing Agreement, the particulars of the Director seeking appointment/re-appointment is given below:

<b>Name</b>	Mr. Ketanbhai Baldha	Mr. Vinesh Babaria	Mr. Kantibhai Devani
<b>DIN</b>	02587876	02587890	05302724
<b>Date of Birth</b>	22 <sup>nd</sup> December, 1982	24 <sup>th</sup> December, 1972	01 <sup>st</sup> July, 1969
<b>Date of Appointment</b>	16 <sup>th</sup> August, 2011	16 <sup>th</sup> August, 2011	15 <sup>th</sup> May, 2012
<b>Qualification</b>	B. Com	B. Com	HSC
<b>Experience</b>	Having 12 Years experience in field of finance & accountancy and having wide experience in the field of Administration and Management.	Having 17 Years experience in field of Marketing, Management and administration in the business relating to the drip irrigation system.	Having vast practical knowledge and experience in the field of Drip Irrigation Industry
<b>Directorships in other companies</b>	NIL	NIL	NIL
<b>Memberships of Committees other public Limited Companies</b>	NIL	NIL	NIL

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:**

As required by Section 102 of the Companies Act, 2013 the following explanatory statement sets out the material facts relating to the business transacted under item no. 4 to 6 of the Agenda of the 22<sup>nd</sup> AGM Notice dated 14<sup>th</sup> August, 2014.

#### **ITEM NO. 04:**

Mr. Ketanbhai Baldha, aged about 32 years, is a Bachelor of Commerce. He has vast experience in the field of Finance and Accountancy.

Mr. Ketanbhai Baldha is a Non executive and Independent Director of the Company since 16<sup>th</sup> August, 2011. He is a Chairman of the Audit Committee and a Member of the Stakeholders Relationship Committee, Nomination and Remuneration Committee.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3<sup>rd</sup> of the total number of directors are Independent Directors. The Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Ketanbhai Baldha office of Director of the Company. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Ketanbhai Baldha fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Ketanbhai Baldha is independent of the management of the Company.

At present, Mr. Ketanbhai Baldha is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Ketanbhai Baldha, being eligible for appointment, is proposed to be appointed as an Independent Director to hold office for a term of 5 (five) years with effect from 1<sup>st</sup> October, 2014 up to 30<sup>th</sup> September, 2019.

He does not hold any equity shares of the Company and is not related to any Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ketanbhai Baldha as an Independent Director. Accordingly, the Board recommends the resolution at item no. 04 of the notice in relation to appointment of Mr. Ketanbhai Baldha as an Independent Director, for the approval by the members of the Company.

Save and except Mr. Ketanbhai Baldha and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

## **ITEM NO. 05:**

Mr. Vinesh Babaria, aged about 41 years, is a Bachelor of Commerce. He has vast experience in field of Marketing, Management and administration in the business relating to the drip irrigation system.

Mr. Vinesh Babaria is a Non executive and Independent Director of the Company since 16<sup>th</sup> August, 2011. He is a Chairman of the Nomination and Remuneration Committee and a Member of the Stakeholders Relationship Committee, Audit Committee.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3<sup>rd</sup> of the total number of directors are Independent Directors. The Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Vinesh Babaria office of Director of the Company. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Vinesh Babaria fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Vinesh Babaria is independent of the management of the Company.

At present, Mr. Vinesh Babaria is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Vinesh Babaria, being eligible for appointment, is proposed to be appointed as an Independent Director to hold office for a term of 5 (five) years with effect from 1st October, 2014 up to 30th September, 2019.

He does not hold any equity shares of the Company and is not related to any Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vinesh Babaria as an Independent Director. Accordingly, the Board recommends the resolution at item no. 05 of the notice in relation to appointment of Mr. Vinesh Babaria as an Independent Director, for the approval by the members of the Company.

Save and except Mr. Vinesh Babaria and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

## **ITEM NO. 06:**

Mr. Kantibhai Devani, aged about 45 years, is a HSC. He has vast practical knowledge and experience in the field of Drip Irrigation Industry.

Mr. Kantibhai Devani is a Non executive and Independent Director of the Company since 15<sup>th</sup> May, 2012. He is member of Nomination and Remuneration Committee.

## **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD**

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3<sup>rd</sup> of the total number of directors are Independent Directors. The Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Kantibhai Devani office of Director of the Company. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Kantibhai Devani fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Kantibhai Devani is independent of the management of the Company.

At present, Mr. Kantibhai Devani is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Kantibhai Devani, being eligible for appointment, is proposed to be appointed as an Independent Director to hold office for a term of 5 (five) years with effect from 1<sup>st</sup> October, 2014 up to 30<sup>th</sup> September, 2019.

He does not hold any equity shares of the Company and is not related to any Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kantibhai Devani as an Independent Director. Accordingly, the Board recommends the resolution at item no. 06 of the notice in relation to appointment of Mr. Kantibhai Devani as an Independent Director, for the approval by the members of the Company.

Save and except Mr. Kantibhai Devani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

**VRAJLAL VAGHASIA**  
**Chairman & Managing Director**  
**DIN- 02442762**

Date: 14<sup>th</sup> August, 2014  
Place: Ahmedabad



# **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD**

## **DIRECTORS' REPORT**

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

Your Directors have pleasure in presenting the 22<sup>nd</sup> Annual Report of the Company with the audited statements of accounts for the year ended 31<sup>st</sup> March, 2014.

### **FINANCIAL RESULTS:**

(Rs. In Lacs)

<b>Particulars</b>	<b>For the Year 2013-2014</b>	<b>For the Year 2012-2013</b>
Turnover & Other Income	21.53	25.23
Net Profit before Depreciation & amortization	3.43	3.71
<b>Less:</b> Depreciation	4.33	4.93
Net Loss Before Extra Ordinary Item	(0.90)	(1.22)
<b>Add:</b> Extra Ordinary Item	NIL	NIL
Net Profit for the year	(0.90)	(1.22)
Less: Past Losses B/F	(233.38)	(232.16)
Loss to be carried forward to Balance Sheet	(234.29)	(233.38)

### **OPERATIONS:**

During the year, your Company has achieved a turnover and earned other income in tune of Rs. 21.53 Lacs as compare to the turnover of Rs. 25.23 Lacs recorded for the previous year.

### **DIVIDEND:**

Due to loss, your directors have not recommended any dividend.

### **FIXED DEPOSITS:**

The Company has not accepted any Fixed Deposits from the public and it is therefore not required to comply with the requirement under Non-Banking Non-Financial companies (Reserve Bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1975.

### **DIRECTORS:**

In accordance with the provisions of the Companies Act, 2013 and the Articles of the Association of the Company, Mr. Vrajlal Vaghasia, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

Pursuant to Section 149 of the Companies Act, 2013, the Board of Directors of the Company recommended to the shareholders for the appointment of Mr. Ketanbhai Baldha, Mr. Vinesh Babaria and Mr. Kantibhai Devani as Independent Directors of the Company, not liable to retire by rotation to hold office for a term of 5 (five) years with effect from 1<sup>st</sup> October, 2014 up to 30<sup>th</sup> September, 2019. These Directors have given the declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the said Act and confirmed that they will abide by the provisions as mentioned in Schedule IV of the Companies Act, 2013.

The brief resume / details relating to Director who is to be appointed/re-appointed is furnished in the notes of the 22<sup>nd</sup> AGM Notice.

# **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD**

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to section 217(2AA) of the Companies Act, 1956 (hereinafter referred to as "the Act"), the Board of Directors of the Company hereby state and confirm that:

- i. In the preparation of the Annual Accounts for the year ended on 31<sup>st</sup> March, 2014, the applicable accounting standards have been followed by the Company along with proper explanation relating to material departure, if any;
- ii. They 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 31<sup>st</sup> March, 2014 and of the loss of the Company for the year ended 31<sup>st</sup> March, 2014;
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the Annual Accounts on a going concern basis.

## **PARTICULARS OF EMPLOYEES:**

There are no employees falling under the purview of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011.

## **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The Manufacturing Activities of the Company have been stopped due to lack of funds and hence there is no expenditure for power in factory. Electrical Expenditures however have been incurred for running the Corresponding administrating office of the company.

## **CORPORATE GOVERNANCE:**

The Board of Directors of the Company have evolved and adopted a Code of Conduct based on the principles of Corporate Governance and best management practices being followed globally.

Compliance Report, in accordance with the Clause 49 of the Listing Agreements with Stock Exchanges, on Corporate Governance forms part of the Annual Report. The Auditors' Certificate on the compliance of Corporate Governance Code embodied in Clause 49 of the Listing Agreement is attached hereto and forms part of this Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS:**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis Report are annexed herewith and form part of this Report.

## **SECRETARIAL COMPLIANCE REPORT:**

The Company has maintained proper secretarial records as required by the Companies Act, 1956. The Secretarial Compliance certificate, pursuant to section 383A of the Companies Act, 1956 is attached as annexure to this report.