

24TH
ANNUAL
REPORT
2020-2021



**PITHAMPUR POLY
PRODUCTS LIMITED**



ANNUAL REPORT (2020-21)

PITHAMPUR POLY PRODUCTS LTD.

BOARD OF DIRECTORS

Shri R.K.Tekriwal,

Managing Director

Shri Vishwanath Kanungo

Smt. Meera Tekriwal

Shri Anil Waman Jog

Registered Office

115, Sector –III, Industrial

Area, Pithampur

Dist- Dhar(MP)

Registrars & Transfer Agents

Purva Share Registry (I) Pvt. Ltd.

9, Shiv Shakti Industries,

J.R. Boricha Marg,

Opp/ Kasturba Hospital,

Lower Parel (E) Mumbai – 400 011.

Phone : [022] 23018261.

Auditors

S.N. Gadia & Co.

Chartered Accountants

241, Apollo Tower, 2 MG Road,

Indore(MP)-452001

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of **Pithampur Poly Products Limited** will be held on **Thursday, 30th September 2021, at 3.00 p.m.** at *Registered Office of the Company situated at 115, Sector – III, Industrial Area, Pithampur, Dist-Dhar(MP)* shall be deemed as venue for the meeting and proceeding of the AGM shall be deemed to be made thereat, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2021 and the Profit and Loss Account for the year ended on that date together with the Auditors and Directors Report thereon.
2. To appoint a Director in place of Mr. Vishwanath Kanungo (DIN 02628075), Director of the Company who retires by rotation and, being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolutions**:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 M/s S.N. Gadia & Co., Chartered Accountants (FRN 002052C), appointed as Auditor of the Company which was subject to rectification at every Annual General Meeting, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, on such remuneration as may be fixed by the Board.”

SPECIAL BUSINESS

4. Increase in Remuneration of Managing Director

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

“RESOLVED THAT in accordance with the provisions of Sections 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for increase in remuneration of Mr. Rajendra Kumar Tekriwal (DIN: 00011492), Managing Director of the Company as mentioned in explanatory statement to the resolution w.e.f. 1st April, 2021;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as Board may deem fit within the limits specified in schedule V of the companies Act, 2013 as existing or amended, modified or re-enacted from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. Revision in overall borrowing powers of the Company:

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

“RESOLVED THAT in supersession of the earlier resolution passed by the members at and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, free reserves and Securities premium account that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 10 Crores (Rupees Ten Crores only) (both fund and non-fund) at any one point of time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any

question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted / to be constituted by the Board and / or any Member of such Committee / Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

6. Creation of Mortgage / Charge on the assets of the Company:

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

“RESOLVED THAT in supersession of the earlier resolution passed by the members and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to create such charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company, on its movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favor of Banks, Financial Institutions and any Lending Agencies or bodies / Security Trustees / Agents, for the purpose of securing any borrowing, loans and / or advances already obtained or that may be obtained, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders, up to a sum of Rs. 10 Crores (Rupees Ten Crores only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted / to be constituted by the Board and / or any Member of such Committee with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid Resolution.”

7. Approval for Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company, to borrow money from M/s Bulpack Exports Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, of an aggregate outstanding amount not exceeding Rs. 8 Crore (Rupees Eight Crore only) provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

By order of the Board

Sd/-

Place: Pithampur
Date: 14/08/2021

R.K.Tekriwal
(Chairman & Managing Director)
DIN:00011492

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 and the proxy need not be a member. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.
A person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not 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. The business set out in the Notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
3. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto. The Company has notified closure of Register of Members and Share Transfer Books from 25.09.2021 to 30.09.2021 (both days inclusive) for the Annual General Meeting.
4. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice. Further, all the Independent Directors have affirmed that they meet the requirements specified under Regulation 16 (1) (b) SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of their position as an "Independent Director" of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2

| Particulars | SHRI VISHWANTH KANUNGO |
|--|--|
| Date of Birth | 02-10-1938 |
| Date of Appointment | 05/06/2015 |
| List of outside Directorship held | None |
| Chairman/ Member of the Committees of the Board of the Company | Chairman & Member : 1. Audit Comm. 2. Nomination & remuneration comm. 3. Stakeholder relationship committee Member: 1. CSR Committee |
| Chairman/ Member of the Committees of the Board of the other Companies in which he/she is a director | NIL |
| a) Audit Committee | NIL |
| b) Shareholder's Relationship Committee | NIL |
| c) Remuneration Committee | NIL |
| d) Committee of directors | NIL |
| No. & Percentage of shares held | NIL |

5. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered office or Corporate Support Center of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of meeting.
6. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
7. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
8. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
9. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to the Company's Registrar & Share Transfer Agent quoting their registered folio number.
10. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
11. Members may also note that the Notice of the 24th AGM and Annual Report 2020-21 will be available on the Company's website www.ppplonline.com
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.
13. In compliance with the provisions of section 108 of the Act and Rules framed there under and in compliance with regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CSL/NSDL, on all resolutions set forth in this Notice.
14. The remote e-voting period commence on 27th September 2021 (9.00 AM) and ends on 29th September 2021 (5.00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25th September 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
15. The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for e-voting are as under:

In case of members receiving e-mail:

- I. Log on the e-voting website www.evotingindia.com
- II. Click on “shareholders” tab.
- III. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”.
- IV. Now enter your User ID
 - a. For CDSL: 16 digit beneficiary ID
 - b. For NSDL: 8 character DPID followed by 8 digits client ID
 - c. Member holding shares in physical form should enter folio no. 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 characters of the name in CAPITAL letters Eg. If your name is Ramesh Kumar with folio no. 100 then enter RA00000100 in the PAN Field. |
| DOB# | Enter Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. |
| Dividend Bank Details | Enter Dividend Bank Details as recorded in your demat account or in the company records for the said folio 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 number of shares held by you as on the cut off date in the Dividend Bank details field. |

- 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 **Pithampur Poly Products 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. Any Person who has acquired shares and become member of the Company after the dispatch of the Notice of the Annual General Meeting but before the cut-off date of 25th September 2021 may follow the same instructions as mentioned above for e-voting.
- XX. The Board of directors has appointed Harshita Modani, Practicing Company Secretary, Bharuch as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- XXI. **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 mailed 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of Members receiving the physical copy:**

- A. Please follow all steps from sl. No. (i) to sl. No. (xvii) above to cast vote.
- B. The voting period begins on <date and time> and ends on <date and time>, during this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut off date (record date) of <record date>, may cast

their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- A. In case you have any queries In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQ") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013**ITEM NO. 4**

Based on qualification and experience, the Nomination and Remuneration Committee and the board of Directors of the Company has recommends increase in remuneration of Mr. Rajendra Kumar Tekriwal, Managing Director of the Company as set out below :

- Salary: Increase in salary from Rs. 50,000/- Per month to Rs. 80,000/- per months w.e.f 1st April 2021.
- Perquisites and allowances: The perquisites and allowances shall include Rented accommodation, Medical Allowances and Leave Travel Concession.
- Commission: Payable for each financial year subject to the overall maximum ceiling of 5% of the net profit as computed in accordance with the provisions of Section 197 of the Companies Act, 2013 inclusive of salary, perquisites and allowances as per (a) and (b) above.
- Reimbursement and other facilities not considered as perquisites
 - Reimbursement of expenses incurred for traveling, boarding and lodging during business trips, expenses of telephone at residence and cell phone,
 - Provision of car with driver and petrol expenses,
 - Payment of club fees.
- Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure, the company has no profit or its profits are inadequate, the remuneration as set above in (a) & (b) shall be the minimum remuneration payable.
- No sitting fees shall be payable for attending the Board meeting or committee meeting thereof.

The notice and explanatory statement may be treated as an abstract of the terms and conditions of appointment and remuneration payable to Shri R. K. Tekriwal, as required under section 102 of the Companies Act, 2013.

None of the directors except Shri R.K. Tekriwal and Smt. Meera Tekriwal are concerned or interested in the resolution.

The Board recommends the passing of resolution by the members of the Company as a Ordinary Resolution.

Item Nos. 5 and 6

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid up share capital, free reserves and securities premium account of the Company.

As the Company was under IRP and Company is required to pay settlement amount to Bank. The Company requires to raise further loans / borrowings from the Lenders/Financial Institutions/Bodies Corporate/others.

Accordingly, it is proposed to increase the present limits of borrowings to Rs. 10.00 Crores (Rupees Ten Crores only).

Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages / charges / hypothecation in favour of the Lenders/Financial Institutions/Bodies Corporate/others, on all or any of its movable and immovable properties. In order to create aforesaid mortgages / charges / hypothecation, the consent of the Shareholders by means of Special Resolution is required under section 180(1)(a) of Companies Act, 2013.

Accordingly, the Resolution Nos. 5 and 6 are proposed to obtain necessary consent of the members of the Company in term of the provision of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013.

In view of the above, the Board of Directors recommends passing the resolutions as set out in item nos. 5 and 6 of this Notice as Special Resolutions.

Item No. 7

As the Company was under IRP and Company is required to pay off its creditors. The Company requires to raise further loans / borrowings from the Lenders/Financial Institutions/Bodies Corporate/others.

So, The Company is proposed to borrow Sum of Rs. Rs. 8 Crores (Rupees Eight Crores only) from M/s Bulkpack Exports Limited, which is related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to pay off the settlement amount to creditors and which transaction is at arm's length basis.

pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Material Related Party Transactions shall be pre-approved by the Members of the Company.

The Board recommends the resolution at Item No. 7 of this Notice for approval of Members.

Except R.K. Tekriwal and Meera Tekriwal or their respective relatives, None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution set out at Item No. 7 of this Notice.

By order of the Board

Sd/-

**R.K.Tekriwal
Chairman & Managing Director)
DIN:00011492**

**Place: Pithampur
Date: 14/08/2021**

DIRECTOR'S REPORT

Your Director have pleasure in presenting their 24th Annual Report on the business and operation of the company and the accounts for the Financial year Ended 31st March, 2021.

FINANCIAL PERFORMANCE OF THE COMPANY :

The financial results for the year ended 31st March, 2021 and the corresponding figures for the last year are as under :-
(Rs. In Lacs)

| Particulars | 2020-21 | 2019-20 |
|--|---------|----------|
| Total Income | 0.00 | 100.07 |
| Profit (Loss) before taxes and extraordinary items | 57.82 | (177.51) |
| Less: Extraordinary items | 41.63 | 0.00 |
| Profit (Loss) before tax | 16.19 | (177.51) |
| Deferred taxation | 4.11 | (46.37) |
| Net Profit/ (Loss) | 12.08 | (131.14) |

STATE OF COMPANY'S AFFAIRS :

During the year, the Company was under IRP, therefore no business activities has been carried on during the year.

The company has earned profit of Rs. 1208097 during the year which is transferred to General Reserve.

DIVIDEND :

Considering the financial performance, your directors regret to declare any dividend.

DIRECTORS'S RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of Sub- section (3) of Section 134 of the Companies Act, 2013 shall state that

1. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. The director 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;
3. the director 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;
4. the directors had prepared the annual accounts on a going concern basis; and
5. the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system

were adequate and operating effectively.

CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions on Corporate Governance as prescribed in the Regulation 27 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. A separate report on Corporate Governance as per schedule V {C} of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 is included as a part of the Annual Report along with the Auditors' Certificate on its compliance.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and that the provision of section 188 of the Companies Act, 1956 is not attracted.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Details of contracts/ arrangements/transactions with the related party are given in the notes to financial statements.

As the Company was under IRP and Company is required to pay off its creditors. The Company requires to raise further loans / borrowings from the Lenders/Financial Institutions/Bodies Corporate/others.

So, The Company is proposed to borrow Sum of Rs. Rs. 8 Crores (Rupees Eight Crores only) from M/s Bulkpack Exports Limited, which is related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to pay off the settlement amount to creditors and which transaction is at arm's length basis.

The Board recommends the resolution in notice of Annual General Meeting for approval of Members.

The Form AOC 2 is not applicable.

CORPORATE SOCIAL RESPONSIBILITY

The Company has incurred losses during the last three years, so the Company has not incurred any Corporate Social Responsibility expenditure during the year under review.

However, a Corporate Social Responsibility committee consisting Shri R.K. Tekriwal as the Chairman, Mr. Anil Waman Jog and Mr. Vishwanath Kanungo, as member of the Committee. The board of directors have approved a policy on CSR.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company does not have risk management policy as the elements of the risk threatening the Company's existence are very minimal.

DIRECTORS

In terms of Section(s) 149, 152 and all other applicable provisions of the Companies Act, 2013, for the purpose of determining the directors liable to retire by rotation, the Independent Directors are not included in the total number of directors of the Company. Mr. Vishwanath Kanungo (DIN 02628075), shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment as a Director of the Company.



The Board place on records its appreciation for valuable guidance and service rendered by Mr. Vishwanath Kanungo (DIN 02628075), to the Company during her tenure.

In accordance with the provisions of Sections 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on qualification and experience, the Nomination and Remuneration Committee and the board of Directors of the Company has recommends increase in remuneration of Mr. Rajendra Kumar Tekriwal, Managing Director of the Company.

The notice and explanatory statement may be treated as an abstract of the terms and conditions of appointment and remuneration payable to Shri R. K. Tekriwal, as required under section 102 of the Companies Act, 2013.

Accordingly, Ordinary resolutions are proposed to take shareholders' approval for increase in remuneration of Mr. Rajendra Kumar Tekriwal, Managing Director of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

Necessary declarations have been obtained from all the Independent Directors under sub-section (7) of Section 149 of the Companies Act, 2013.

MEETINGS

During the Financial year Four(4) Board Meetings and Four(4) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

During the Year, Hon'ble NCLT through their order dated 3rd January 2020 have discontinued the present Board of Directors of the Company and appointed Insolvency Resolution Professional (IRP) to start insolvency proceeding.

The above said order of the Hon'ble NCLT have been set aside by NCLAT through their order dated 13th August 2020 and allowed the Board of Directors of the Company to function independently.

PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

Pursuant to the Provisions of the Companies Act, 2013 and as stipulated under Chapter IV (17) (10) SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, performance of its directors individually as well as the evaluation of the working of its committees. The evaluation of all directors and the Board as whole was conducted based on the criteria and framework adopted by the Board.

The Directors were satisfied with the evaluation results, which reflected overall engagement of the Board and its Committees with the company.

AUDITORS AND AUDITOR REPORT

Pursuant to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014, M/s. S.N. Gadia &

Co., Chartered Accountants (FRN 002052C), appointed as Auditor of the Company which was subject to rectification at every Annual General Meeting, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, on such remuneration as may be fixed by the Board.

A resolution proposing ratification of M/s. S.N. Gadia & Co., Chartered Accountants (FRN 002052C), Chartered Accountants, as the Statutory Auditors of the company pursuant to section 139 of the Companies Act, 2013 forms part of the Notice.

The notes on Financial Statements referred to in the Auditors Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Harshita Modani, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith.

The Secretarial Audit report is self-explanatory.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

There were no subsidiary, JV and associate Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans:

There were NIL loans given, investment made or guarantee given or security provided as per the provisions of Section 186 of the Companies Act, 2013.

Deposit:

The Company has neither accepted nor renewed any deposits during the year under review.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form No. MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ending March 31, 2021 is annexed hereto as Annexure A and forms part of this report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.



TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OR THE COMPANY TO WHICH THE 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 of the company to which the financial statements relate on the date of this report.

LISTING OF SHARES

The Company's shares are listed with BSE Limited. The Company has paid its annual listing fees for financial year 2020-21.

INDUSTRIAL RELATIONS

The Company's industrial relations continued to be healthy, cordial and harmonious during the period under review.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environment clean and safe operations. The Company's policy required conducts of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- c) Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from its subsidiary.
- d) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- e) During the year under review, there were no cases filed or reported pursuant to the Sexual Harassment of Women at

Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

The Board desires to place on record its grateful appreciation for the excellent assistance and co-operation received and continued support extended to the Company by the bankers, investors, suppliers and esteemed customers and other business associates. Your Directors also wish to place on record their deep sense of appreciation to all the employees of the Company for their commitment and continued contribution in the performance of the company.

By order of the Board

Sd/-

R.K.Tekriwal

(Chairman & Managing Director)

DIN:00011492

Place: Pithampur

Date: 14/08/2021



ANNEXURE-A

FORM MGT-9

EXTRACT OF ANNUAL RETRUN AS ON THE FINANCIAL YEAR ENDED 31ST MARCH 2021

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

| | | |
|---|--|---|
| 1 | CIN | L25202MP1994PLC008513 |
| 2 | Registration Date | 28/07/1994 |
| 3 | Name of the Company | PITHAMPUR POLY PRODUCTS LIMITED |
| 4 | Category/Sub-category of the Company | COMPANY LIMITED BY SHARES NON –GOVT. PUBLIC COMPANY |
| 5 | Address of the Registered office & contact details | 115, SECTOR I, INDUSTRIAL AREA, PITHAMPUR DIST. DHAR (MP) |
| 6 | Whether listed company | LISTED |
| 7 | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Purva Share Registry (I) Pvt. Ltd. 9, Shiv Shakti Industries, J.R. Boricha Marg, Opp/ Kasturba Hospital, Lower Parel (E) Mumbai – 400 011. Phone : [022] 23018261. |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1 | Manufacturing of FIBC and PP woven bags and fabric | 63053200 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S.No. | Name and address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | NIIL | | | | |

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|---------|-------------------|---|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | - | 1805200 | 1805200 | 37.04% | - | 1805200 | 1805200 | 37.04% | 0.00% |
| b) Central Govt | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| c) State Govt(s) | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| d) Bodies Corp. | - | 688300 | 688300 | 14.12% | - | 688300 | 688300 | 14.12% | 0.00% |