

Twenty first Annual Report
POLYMAC THERMOFORMERS LIMITED
(CIN: L25201WB1999PLC090774)

Annual Report
2019-2020

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BOARD OF DIRECTORS

Mr. Pramod Kumar Agrawal
(Chairman & Director)
Mr. Amit Rathi
(Whole Time Director)
Mr. Puspjeet Kumar
Mrs. Sweta Rathi

COMPANY SECRETARY

MS. Varsha Gupta

CHIEF FINANCIAL OFFICER

Mr. Jitendra Kumar Modi

BANKERS

Union Bank of India

AUDITORS

KGR And Associates

REGISTERED OFFICE

29A Weston Street
Room No C-5, 3rd floor
Kolkata-700012
Tele: 033-4601 2317

Email:

polymacthermo@gmail.com

Website:

www.polymacthermoformers.com

SHARE REGISTRARS

Linkintime India Pvt Ltd
59C, Chowringhee Road,
3rd Floor, Kolkata-700020
Tele: +91 33 22890539/40

Email:

prasanta.sen@linkintime.co.in

Web: www.linkintime.co.in

Notice for Twenty First Annual General Meeting

NOTICE is hereby given that the 21st Annual General Meeting of the Members of **POLYMAC THERMOFORMERS LIMITED** will be held on **Wednesday, the 30th Day of September, 2020 at 1.00 PM at 29A, Weston Street, 3rd Floor, Room No. C5, Kolkata-700012** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. The Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020, the reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mr. Puspjeet Kumar (DIN: 00548463), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**3. Regularisation of Mrs. Sunita Shroff as a Executive Whole time Director,**

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

RESOLVED THAT pursuant to provision of Section 196, 197, and 203 read with Schedule V and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactments thereof for the time being in force), and Regulation 19(4) read with part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, any other applicable laws and subject to approval of the shareholders in the ensuing Annual General Meeting Mrs. Sunita Shroff (DIN: 08797136), who has appointed as an Additional Director of the Company with effect from 7th Day of July, 2020 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who hold office only upto the date of ensuing Annual General Meeting of the Company is hereby appointed as a Whole time Executive Director of the Company for a term of 5 years."

"RESOLVED FURTHER THAT any of the director of the Company, be and are hereby authorised to file relevant forms with the Registrar of companies, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.

4. Re-designation of Mr. Amit Rathi as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the appointment of Mr. Amit Rathi (DIN: 07039219), Director of the Company be and is hereby being re-designated as an Independent Director of the Company, to hold office for five consecutive years."

“RESOLVED FURTHER THAT Mr. Rathi shall hold office for five consecutive year and who would be eligible for re-appointment for further five consecutive years after expiry of the said five years terms.

“RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Registered Office:

29A, Weston Street, 3rd Floor
For POLYMAC THERMOFORMERS LIMITED
Room No C5 Kolkata 700 012

CIN: L25201WB1999PLC090774

Telefax: (033)

Email: polymacthermo@gmail.com

Website: www.polymacthermoformers.com

Dated: 3 Sept, 2020

By Order of the Board of Directors

Polymac Thermoformers Limited

Varsha Gupta

Company Secretary

Membership No. A54566

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed, should be deposited with the Company, at its registered office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the 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 members.

As per Secretarial Standard on General Meeting (SS-2), the Proxy-holders are requested to bring valid identity proofs (viz., PAN Card, Voter ID, Passport, Aadhar Card, Driving License, Bank Pass Book with attested customer photograph and signature etc.) at the venue of the meeting for identification.

- 2. Corporate Members** intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to the Special Businesses under Item No. 3,4, of the accompanying Notice is annexed hereto.
4. A brief resume of each of the director proposed to be reappointed, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2), are provided in Details of Director seeking reappointment at the Annual General Meeting annexed hereto.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive)**, in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, for the purpose of Annual General Meeting.
6. Members are requested to bring their copy of Annual report at the meeting and produced the enclosed attendance slips at the entrance to the place of the meeting duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company on weekdays (3:00 p.m. to 5:00 p.m.) up to and including the date of the Annual General Meeting of the Company.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 is available for inspection by the Members at the Registered Office on all working days except on Sundays, during business hours of the Company and the same will be open for inspection at the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Registered Office on all working days except on Sundays; during business hours of the Company and the same will be open for inspection at the AGM.
11. The Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. Abridged and full version of the Annual Reports will also be available under the Investor Relations Section on the website of the Company: www.polymacthermoformers.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the email id: polymacthermo@gmail.com or prasanta.sen@linkintime.co.in
13. Members seeking any information with regard to the Accounts are requested to write up to the Company 7 (seven) days before the date of the Annual General Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with

whom they maintain their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.

15. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no.17/2011 dated April 21, 2011 and circular no.18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
16. Pursuant to prohibition imposed vide Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India and The Ministry of Corporate Affairs circular, no gifts/coupons shall be distributed at the Meeting.
17. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting
18. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **Wednesday 23rd September, 2020** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM.
19. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following: polymacthermo@gmail.com
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. Voting through Electronic means:
 - a. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members facility of ‘remote e-voting’ (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 21st Annual General Meeting. The business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).
 - b. The facility for voting either through ballot/polling papers shall also be made available at the venue of the 21st Annual General Meeting. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

- c. Mr. Ranjit Kumar Ghosh, Practising Company Secretary (Membership No. 11521) (Address: 33/1, N.S.Road, Marshall House, 8th Floor Room No. 862, Kolkata - 700001) has been appointed as the Scrutinizer for conducting the remote e-voting and voting process at the AGM in a fair and transparent manner.
- d. The e-Voting procedure to be followed by the shareholders to cast their votes.

A. In case of Members who receive the Notice in electronic mode:

- i. The voting period begins 27th September, 2020 (9.00 am) and ends on 29th September, 2020 (5.00 pm). During this period the shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 23rd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 pm on 29th September.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Log on to the e-voting website www.evotingindia.com
- iv. Click on “Shareholders” tab.
- 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 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:

Particulars	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. 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 (v).

- 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<PolymacThermoformersLimited>
- 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 out print of the votes cast by you by clicking on “Click here to print” 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx.** Note for Institutional Shareholders and Custodians
 - Non-Individual shareholders-Institutional Shareholder (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 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.
- 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of Members who receive the Notice by post:

- (i) User ID and initial password will be provided with the Notice for the AGM.

(ii) Please follow the steps from Sl. Nos. to (xx) mentioned in (A) above, to cast your vote.

C. Members already registered with CDSL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (xii) to (xx) mentioned in (A) above, to cast your vote.

22. GENERAL INFORMATION

- (a) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **23rd September, 2020**, may obtain the USER ID and password by sending an e-mail request to prasanta.sen@linkintime.co.in/polymacthermo@gmail.com
- (b) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (c) The Results of voting will be declared within 48 hours from the conclusion of the AGM and the resolutions proposed thereat will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website: www.polymacthermoformers.com under the section 'Investor Relations' and on the website of CSDL; such Results will also be forwarded to the Stock Exchanges where the Company's shares are listed

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

Mrs. Sunita Shroff (Holding DIN: 08797136) on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director with effect from 07.07.2020 by the Board in accordance with the Article of Association and Section 161 of the Companies Act 2013. As per Section 161 of the Act, Mrs. Sunita Shroff hold office upto the date of the ensuing AGM on September 30, 2020. The Board is of the view that the appointment of Mrs. Shroff on the Board as Whole time Director is desirable and would be beneficial to the Company and hence it recommend the said resolution No. 3 for approval by the members of the Company. Mrs. Shroff has consented to the proposed appointment and declared qualified. Mrs. Shroff possess requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from Mrs. Shroff and on the recommendation of its Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded her consent, to appoint Mrs. Shroff as a Whole time Women Director for a terms of 5 years of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

ITEM NO. 4

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges appointed Mr. Amit Rathi, as Independent Directors at various times, in compliance with the requirements of the clause. Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors. The Nominations Committee has recommended the appointment of these directors as Independent Directors and Mr. Amit Rathi, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, director fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolution to be passed as Ordinary Resolution by the Members

Registered Office:

29A, Weston Street, 3rd Floor
For POLYMAC THERMOFORMERS LIMITED
Room No C5 Kolkata 700 012

CIN: L25201WB1999PLC090774

Telefax: (033)

Email: polymacthermo@gmail.com

Website: www.polymacthermoformers.com

Dated: 3rd Sept, 2020

**By Order of the Board of Directors
Polymac Thermoformers Limited
Varsha Gupta
Company Secretary
Membership No. A54566**

ANNEXURE

Information of Directors to be appointed and the Directors seeking re-appointment at the Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI and as per the LODR Regulations, 2015) as on the date of Notice.

Name of the Director	Mrs Sunita Shroff
Directors Identification Number (DIN)	08797136
Date of Birth (Age in years)	12.06.1973
Original date of appointment	07.07.2020
Qualifications	Graduate
Shareholding in Polymac Thermoformers Limited	Nil
Remuneration last drawn	N.A
No. of Board meetings attended during the year	1
Terms and conditions of re-appointment and remuneration	Existing Terms and Conditions.
Relationship with other Directors or KMPs	N.A
Directorships held in other companies in India	0
Membership / Chairmanship of committees in public limited companies in India	Membership – 1 Chairmanship - 0

In terms of the Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts) Rules, 2014 and Regulation 34 of the LODR Regulations, the Abridged Annual Report, including corporate governance report and annexures of Boards' Report is being sent to the members. Members who desire to obtain the full version of the report may download the same from website of the Company or may write to the Company Secretary at the registered office address and will be provided with a copy of the same.