



ANNUAL REPORT
2017-2018

FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to fully appreciate our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set our anticipated results based on management plans and assumptions. We have tried, where possible, to identify such statements by using words such as ‘anticipate’, ‘expect’, ‘project’, ‘intend’, ‘plan’, ‘believe’, and words of similar substance in connection with any discussion of future performance.

We cannot, of course, guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. Achievement of results is subject to risks, uncertainties, and potentially inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

Corporate Information

BOARD OF DIRECTORS

Mr. Arun P. Patel, Chairman
Mr. Dinesh B. Patel
Mr. Rahul A. Patel
Mr. Amit D. Patel, Managing Director
Mr. Pravin K. Laheri (w.e.f. 30th May, 2017)
Mr. Desh Raj Dogra (w.e.f. 30th May, 2017)
Mr. Sandeep M. Singhi (w.e.f. 9th August, 2017)
Dr. Gauri S. Trivedi (w.e.f. 9th August, 2017)
Mrs. Indira J. Parikh (w.e.f. 31st October, 2017)
Mr. Kiritbhai C. Shah (Upto 14th September, 2017)
Ms. Namita R. Shah (Upto 14th September, 2017)

AUDITORS

M/s. R. Choudhary and Associates
Chartered Accountants
Ahmedabad

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
5th Floor, 506 to 508, Amarnath Business Center-1 (ABC-1),
Besides Gala Business Center, Opp. Wagh Bakri Tea Lounge,
Off C.G. Road, Ellisbridge, Ahmedabad – 380 006.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Manan Bhavsar

REGISTERED OFFICE

In the premises of Sintex-BAPL Ltd.,
Near Seven Garnala, Kalol (N.G.) – 382 721
Tel (91-2764) 253500
E-mail : info@sintex-plastics.com
Website: www.sintexplastics.com
CIN: U74120GJ2015PLC084071

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DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors have immense pleasure in presenting the Third Annual Report of the Company highlighting the business and operations of the Company and the accounts for the financial year ended 31st March, 2018.

FINANCIAL PERFORMANCE – STANDALONE & CONSOLIDATED

(₹ in crores)

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Gross turnover	13.69	0.24	5535.96	5836.55
Gross profit	3.20	(0.79)	437.64	791.56
Less : Depreciation	-	-	241.58	222.89
Profit before tax	3.20	(0.79)	196.06	568.67
Less: Provision for taxation – current tax	-	-	45.96	76.62
Deferred tax	-	-	(30.58)	58.39
Profit/(loss) after tax from continuing operations	3.20	(0.79)	180.68	433.66
Profit/(loss) from discontinued operations before tax	-	-	(42.30)	(14.05)
Tax expense of discontinued operations	-	-	2.61	-
Profit/(loss) from discontinued operations (after tax)	-	-	(44.91)	(14.05)
Profit/(loss) for the Year	3.20	(0.79)	135.77	419.61

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

FINANCIAL PERFORMANCE - CONSOLIDATED

Your Company has registered a topline of ₹ 5535.96 crores in 2017-18 against ₹ 5836.55 crores in 2016-17. The drop in performance was owing to a subdued environment prevailing in India and the US in key sectors of your Company's presence. The drop in financials was partly offset by an improved performance of the European operations and an increasing acceptance of the Company's niche solutions in India. Gross Profit stood at ₹ 437.64 crores and the profit after tax of ₹ 135.77 crores – they were impacted by a loss incurred at the US operations, which were finally sold off towards the end of the financial year under review and one time demerger expense.

During the year under review, equity share capital increased by ₹ 5.96 crores owing to conversion of FCCBs and warrants. Consequently, the earnings per share (face value of ₹ 1) stood at ₹ 3.95 (basic) and ₹ 3.89 (diluted) for continuing operation (before exceptional items) and ₹ 2.37 (basic) and ₹ 2.33 (diluted) for continuing & discontinued operation (after exceptional items) for financial year 2017-18.

DIVIDEND

In view of envisaged growth plan of the Company and to conserve the resources, the Board of Directors has not recommended dividend for the Year ended on 31st March, 2018.

SHARE CAPITAL

During the year under review, Authorised Share Capital of the Company has been increased to ₹ 76,00,00,000/- divided into 76,00,00,000 Equity Shares of ₹ 1/- each from ₹ 65,00,00,000/- divided into 65,00,00,000 Equity Shares of ₹ 1/- each vide approval of Members of the Company through Postal Ballot notice dated 2nd February, 2018.

Further, during the year under review, the Company has allotted in aggregate 3,91,53,388 equity shares of ₹ 1/- each per equity share on exercise of conversion by the FCCB-holders. The Company has allotted 2,04,33,334 equity shares of ₹ 1/- each per equity share on exercise of conversion by the warrant holder and accordingly, the paid-up share capital of the Company on 31st March, 2018 stands increased to ₹ 61,45,28,422/- divided into 61,45,28,422 equity shares of ₹ 1/- each. As at 31st March, 2018, FCCBs worth US\$ 13.5 million (of the US\$ 67 million FCCB issue) and 4,62,66,666 convertible warrants were outstanding for conversion into equity shares.

During the year under review, funds amounting to ₹ 288 crores were raised through Preferential Issue of warrants convertible into equity

shares to Promoter Group Company, for repayment of the existing debt of the subsidiary(ies) and the same were pending for utilization as on 31st March, 2018.

FIXED DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

STATE OF COMPANY'S AFFAIRS

Sintex is a globally renowned conglomerate straddling the composites and plastic solutions sectors with 35 manufacturing facilities and global footprint span across nine countries and four continents. The Company has come a long way from making tanks to developing complex niche solutions that cater to high-growth critical sectors.

The Company enjoys a strong presence in the European markets through its subsidiary Sintex NP SAS (Europe). In India, the Company operates through its subsidiaries Sintex-BAPL Limited (developing and delivering high-end custom moulded products and solutions to diverse sectors) and Sintex Prefab and Infra Limited (which undertakes EPC contracts for various infrastructure projects across the country).

PERFORMANCE OF SUBSIDIARIES

The Company enjoys a dominant presence in the plastic processing and custom moulding in India and across the globe through its subsidiaries. While Sintex-BAPL Limited caters to the Indian markets, Sintex NP has enabled the Company to create a strong recall among discerning global OEMs in Europe. Sintex Wausaukee, Sintex Logistics LLC catered to global OEMs operating in North America.

Sintex-BAPL Limited: The Company's custom moulding operations can be classified into two segments 1) develops application-specific standard products catering to diverse sectors and 2) develops customer-specific products primarily catering to the automotive sector. The Company has subsidiaries namely BAPL Rototech Pvt. Ltd., Sintex Logistics LLC and Sintex NP have specific strategic road maps for each.

Application-specific custom moulded products: As the name suggests, this vertical comprises niche solutions that address critical sectors that are high on any Indian Government's Social and Economic Requirement priority namely water management (the famous Sintex Water Tanks), sewerage management, fuel management, resources for the rural sector, environment management, warehousing, electrical, building material and power theft, among others. As such a large part of the business volumes comes from Government tenders. As prudent de-risking, the Company has created distribution channels that address retail requirement mushrooming pan India. In 2017-18, this flagship revenue contributor, performed significantly well registering a healthy overall growth. This was owing to increasing acceptance of the Company's new-age products and the Company's efforts in widening its service quotient to customers – leading to customer delight.

Customer-specific custom moulding: Plastics vertical primarily caters to the automotive segment supplying various components to global OEMs operating in India. The uptick in the automobile segment provided significant impetus to the fortune of this business – larger number of orders from existing and new customers enabled the Company post a healthy revenue growth over the previous year. Improved orders from the electrical customers also contributed to business and profit growth. The Company continued to expand its capability matrix (inaugurated a new paint shop in South India) which facilitates in expanding in opportunity canvass. This augurs

well for sustaining the Company's growth momentum over the coming years.

BAPL Rototech Pvt. Ltd.: The Company manufacturing of plastic Fuel Tanks, Diesel Exhaust Fluid (DEF)/Urea Tanks/Adblue Tanks and CV exterior parts Fender, Mud Guards, snorkels etc leveraging the technology from Rototech S.R.L., Italy. Even as the technology transfer from its JV partner is in progress, the Company registered a healthy performance in 2017-18 with revenue growing by 542.96% over the previous year.

Sintex Logistics LLC: Prior to the close of Sintex Wausaukee, the Group formed Sintex Logistics LLC (a step down subsidiary to Sintex-BAPL Limited) to sustain Sintex's marketing presence in the US to service OEMs in North America. The foundation of this venture was pivoted on the supply of SMC parts from Sintex-BAPL Limited, Kalol to Cummins Power. In addition, the Company has also received confirmed orders from Alstom Transportation and Siemens Mobility to supply parts to them in 2018 enabling the start-up to register significant growth in the first full year of its operations.

Sintex NP: In 2017, the group activity has been strong in most of the companies, driven by most of its market segments with an acceleration during the second half in non-automotive sectors. So even as the topline grew at about 5% over the previous year, the net profit increased by more than 15% owing to an increase contribution of value-added products in the revenue mix and benefit arising out of the teams continued efforts in raising operational efficiencies.

The Company's R&D efforts continued to operate aligned to Sintex NP's strategic blueprint. Many projects initiated in 2016 relating to aeronautics, thermoplastic composite applications gathered momentum in the current year. Furthermore, the team deliberated extensively on plastronics issues with electronics solutions on soft supports. These efforts are expected to yield results over the medium term.

Sintex Wausaukee Composites Inc: Sintex Wausaukee is based on its expertise in manufacturing highly engineered composite and fiber-glass components across diverse OEM sectors (construction equipment, agriculture, medical injecting and mass transit).

However, a subdued business environment in key user sectors led to low business volumes. This coupled with operational expenses exerted considerable financial pressure on the Company. During 2017, the management could not make any significant headway in improving the performance of the Company. In Fall 2017, Sintex Wausaukee Composites (SWC) was sold to one of its major customer Carfair Composites USA Inc. in an asset sale of the Wausaukee WI and Gillett WI facilities and equipment culminating in the close of the Sintex Wausaukee Composites Inc. The sale of SWC to Carfair Composites USA Inc., was completed on 25 Sep 2017.

Sintex Prefab and Infra Ltd.: Fiscal 2017-18 was a good year for the Company having achieved considerable success in all product verticals of the Company's presence namely Mass Housing, Prefabricated shelters, Sanitation and Sewage Treatment solutions.

In the Mass Housing Project vertical, the team successfully executed the Puducherry Slum Clearance Board, LDA Para projects, among others to customer satisfaction. In the prefabricated structure vertical, the team focused on executed heartening business volumes catering to diverse user segments namely Rural health, Portcabin Huts for Police Housing Board, Schools, Mid Day meal kitchen projects, Creche for children, Housing, Schools and Anganwadis etc.

CHANGES IN SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES/WHOLLY OWNED SUBSIDIARIES

During the year under review, Sintex Wausaukee Composites Inc,

Amarange Inc. and Southgate Business Corp. ceased to be step down subsidiaries of the Company. Sintex France SAS and Sintex NP SAS, step down subsidiaries of the Company had been merged by absorption and the name has been changed from Sintex France SAS to Sintex NP. During the year under review, Sintex Austria B.V. merged with Sintex Holdings B.V. Further, Sintex Logistics LLC became step down subsidiary of the Company.

There was no other change during the year in the status of subsidiaries, associates and joint ventures/ wholly-owned subsidiaries.

PLASTIBELL PLANT ACQUISITION

SNP acquired a French plant in Dole from Plastibell, a PSB Group Company. The deal has enabled SNP to acquire all the tangible assets and the existing business with all the major customers such as Schneider, Bubendorff, Merck, Rossignol, Davey Bickford etc. This will further enhance the business in the non-automotive segment of SNP and increase the customer base.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

During the year under review, the provisions for Corporate Social Responsibility under Section 135(1) of the Companies Act, 2013 were not applicable to the Company.

INTERNAL FINANCIAL CONTROLS ("IFC") AND THEIR ADEQUACY

As per the provisions of the Companies Act, 2013, the Directors have the responsibility for ensuring that the Company has implemented robust system / framework for IFCs to provide them with reasonable assurance regarding the adequacy and operating effectiveness of controls to enable the Directors to meet with their responsibility.

The Company has in place a sound financial control system and framework in place to ensure:

- The orderly and efficient conduct of its business,
- Safeguarding of its assets,
- The prevention and detection of frauds and errors,
- The accuracy and completeness of the accounting records and
- The timely preparation of reliable financial information.

A formal documented IFC framework has been implemented by the Company. The Board regularly reviews the effectiveness of controls and takes necessary corrective actions where weaknesses are identified as a result of such reviews. This review covers entity level controls, process level controls, fraud risk controls and Information Technology environment. Based on this evaluation, there is nothing that has come to the attention of the Directors to indicate any material break down in the functioning of these controls, procedures or systems during the year. There have been no significant events during the year that have materially affected, or are reasonably likely to materially affect, our internal financial controls. The management has also come to a conclusion that the IFC and other financial reporting was effective during the year and is adequate considering the business operations of the Company.

AUDITORS AND AUDITORS' REPORT

The Audit Committee and the Board of Directors in their respective meetings held on 16th July, 2018 have recommended appointment of M/s. B S R & Associates LLP, (FRN 116231W/W-100024), Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. R. Choudhary & Associates, Chartered Accountants,

Ahmedabad subject to approval of the Members at the 3rd Annual General Meeting of the Company for a term of 5 years. Accordingly, a resolution, proposing appointment of M/s. B S R & Associates LLP, as Statutory Auditors of the Company for a term of five consecutive years i.e. from the Conclusion of 3rd Annual General Meeting till the conclusion of 8th Annual General Meeting of the Company pursuant to Section 139 of the Companies Act, 2013, forms part of notice calling 3rd Annual General Meeting of the Company.

In this regard, the Company has received a certificate to the effect that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if any made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

Pursuant to Regulation 33(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they have valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

There were no qualifications, observations, reservation or comments or other remarks in the Auditors Report, which have any adverse effect on the functioning of the Company. The notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

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 M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2017-18 is annexed herewith as 'Annexure - A'. There were no qualifications, observations, reservation or comments or other remarks in the Secretarial Audit Report, which have any adverse effect on the functioning of the company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Dinesh B. Patel, Director is due to retire by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and is eligible for reappointment.

During the year under review, Mr. Kirit C. Shah and Ms. Namita R. Shah ceased to be Directors of the Company w.e.f. 14th September, 2017 due to resignation. Mrs. Indira J. Parikh was appointed as an Additional Director in the category of Independent Director of the Company w.e.f. 31st October, 2017. Mrs. Indira J. Parikh holds the office up to the ensuing Annual General Meeting. The Company has received notice from a Member pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing her appointment as Director of the Company. The Board of Directors of the Company has recommended appointment of Mrs. Indira J. Parikh as Independent Director under the Companies Act, 2013, to hold office till the conclusion of the 5th Annual General Meeting of the Company in the calendar year 2020.

As stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profiles of the Directors proposed to be appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and shareholding are provided in the Notice attached forming part of the Annual Report.

The Independent Directors have been updated with their roles, rights and responsibilities in the Company by specifying them in their appointment letter along with necessary documents, reports and

internal policies to enable them to familiarise with the Company's procedures and practices.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, Ms. Nimisha Modi ceased to be Manager of the Company w.e.f. 14th September, 2017 due to resignation. The Company has appointed Mr. Amit D. Patel as the Managing Director of the Company w.e.f. 15th September, 2017 subject to approval of Members of the Company at ensuing General Meeting. Consequent to resignation of Mr. Jaiminkumar Damani as Chief Financial Officer of the Company w.e.f. 14th September, 2017, the Company has appointed Mr. Gaurav Agrawal as the Chief Financial Officer of the Company w.e.f. 15th September, 2017.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE:

The Company has taken Directors' and Officers' Liability Policy to provide coverage against the liabilities arising on them.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report, which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors 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;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Sintex Plastics ESOP 2018

The Board of your Company at its Meeting held on 16th July, 2018, has approved Sintex Plastics Technology Limited -Employees Stock Option Plan-2018, which is subject to approval of Members at the ensuing Annual General Meeting. The Scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014. Details as specified by SEBI under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are available and will be available from time to time on website of the Company at the link <http://www.sintexplastics.com/investors/>.

Secretarial Standards

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board are held to discuss and decide on various business strategies, policies and other issues. During the year, 10 Board Meetings were convened and held on 6th May, 2017, 15th May, 2017, 30th May, 2017, 31st July, 2017, 9th August, 2017, 14th September, 2017, 31st October, 2017, 6th December, 2017, 11th January, 2018 and 2nd February, 2018. The intervening gap between the two consecutive meetings was not more than one hundred and twenty days. Detailed information on the Meetings of the Board is included in the Corporate Governance Report, which forms part of the Annual Report.

COMMITTEE OF BOARD OF DIRECTORS

In compliance with the requirements of applicable laws and as part of the best governance practice, the Company has following Committees of the Board as on 31st March, 2018:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders' Relationship Committee
- iv. Share & Debenture Transfer Committee

AUDIT COMMITTEE

The Committee consists of Members viz. Mr. Desh Raj Dogra (Chairman), Dr. Gauri S. Trivedi (Vice Chairperson), Mr. Amit D. Patel and Mrs. Indira J. Parikh. There were no instances, where recommendations of Audit Committee were not accepted by the Board of Directors.

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

INDEPENDENT DIRECTORS' MEETING

The Independent Directors met on 11th January, 2018, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

EXTRA ORDINARY GENERAL MEETINGS / POSTAL BALLOT

During the year under review, 2 Extra Ordinary General Meetings were held on 10th May, 2017 and 11th May, 2017, for the purpose of shifting of Registered Office and approval under Sections 180 and 186 of the Companies Act, 2013 and other requisite matters of the Company.

Further, during the year under review, the Company sought the approval of the Members through postal ballot notice dated 2nd February, 2018 for Increase in Authorised Share Capital and Preferential Issue of Convertible Warrants. Said resolutions were passed with requisite majority on 10th March, 2018.

Consolidated financial statements

The Board reviewed the affairs of the Company's subsidiaries during the year at regular intervals. In accordance with section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company and all its subsidiaries, which form part of this Annual Report. The Consolidated Financial Statements have been prepared on the basis of audited financial statements of the Company and its subsidiaries, as approved by their respective Board of Directors. Further a statement containing salient features of the Financial Statements of each subsidiary in Form AOC-1 forms part of the Consolidated Financial Statements. The statement also provides the details of performance and financial position of each subsidiary.

POLICIES

- **Remuneration policy**
The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of the Directors, the senior management and their remuneration. The details of remuneration policy are stated in the Corporate Governance Report.

- **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per Regulation 8 set out in Schedule A to said regulations, in order to protect investors' interest.

- **Whistle blower policy**
The Company has adopted a Whistle Blower Policy through which the Company encourages its employees to bring to the attention of Senior Management, including Audit Committee, any unethical behaviour and improper practices and wrongful conduct taking place in the Company. The details of the same is explained in the Corporate Governance Report and also posted on the website of the Company at the link <http://www.sintexplastics.com/investors/policies/>.

- **Code of Conduct to Regulate, Monitor and Report Trading by Insiders**

In pursuance to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company adopted the Code of Conduct to regulate, monitor and report trading by the employees, insiders and connected person(s), in order to protect investors' interest as approved by the Board in its meeting held on 9th August, 2017.

In pursuance to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company adopted Policy on Determination of Materiality of Events, Policy on Preservation of Documents

and Website Content Archival Policy in its meeting held on 9th August, 2017. The details of the said policies are forming part of the Corporate Governance Report.

Particulars of loans given, investments made, guarantees given and securities provided

Particulars of loans given, investments made, guarantees given and securities provided under Section 186 of the Companies Act, 2013 are provided in the standalone financial statement (Please refer to **Note 4 & 5** to the standalone financial statement), which are proposed to be utilized for the general business purpose of the recipient.

Contracts and arrangements with related parties

No transactions have been entered into by your Company with any related parties during the financial year 2017-18 and hence there are no information required to be provided under Section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 in form AOC-2 and under Section 188(2) of the Companies Act, 2013.

Significant and Material Orders impacting going concern basis passed by the regulators or courts or tribunals

No significant or material orders impacting going concern basis were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms part of this Annual Report.

CORPORATE GOVERNANCE

Corporate Governance is, essentially, a philosophy. It encompasses not only the regulatory and legal requirements, but also the voluntary practices developed by the Company to protect the best interests of all stakeholders. The Company complies with all the Standards, Guidelines and Principles governing disclosures and obligations set out by the Securities and Exchange Board of India (SEBI) and the Stock Exchanges on corporate governance.

A separate report on Corporate Governance along with Statutory Auditor's Certificate on compliance with the conditions of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is provided as a part of this Annual Report.

Your Company has made all information, required by investors, available on the Company's website www.sintexplastics.com

EXTRACT OF THE ANNUAL RETURN

As required under the provisions of sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of annual return in Form No. MGT-9 forms part of this report as 'Annexure - B'.

BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report for the year ended 31st March, 2018 as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed, which forms part of this report as 'Annexure - C'

Risk Management

The Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. During the year, the Board of Directors has reviewed the risks associated with the business of the Company, its root causes and the efficacy of the measures taken to mitigate the same. There are no risks which in the opinion of the Board threaten the existence of the Company.

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

During the year, since the Company was not engaged in manufacturing business. Hence, there is no such information which is required to be appended pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

Particulars of employees

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, forms part of this report as 'Annexure D'. Having regard to the provisions of the first proviso to Section 136(1) of the Act, this Annual Report is being sent to all the members and others entitled thereto, excluding the said annexure. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid annexure is also available for inspection by members at the Registered Office of the Company, 21 days before the 3rd Annual General Meeting and up to the date of Annual General Meeting during business hours on working days.

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:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the assistance and co-operation received from the Banks, Members, Esteemed Customers and Suppliers & Buyers during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Employees of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

Date: 16th July, 2018
Place: Ahmedabad

Arun P. Patel
Chairman
DIN: 00830809

Annexure – “A” To Directors' Report

Form No. MR - 3

SECRETARIAL AUDIT REPORT

for the financial year ended 31st March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sintex Plastics Technology Limited,
In the Premises of Sintex- BAPL Limited,
Near Seven Garnala,
Kalol – 382 721 (Gujarat)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sintex Plastics Technology Limited (CIN: U74120GJ2015PLC084071). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, having its Registered Office at “In the Premises of Sintex- BAPL Limited, Near Seven Garnala, Kalol – 382 721 (Gujarat) for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the Audit Period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)
- (vi) The Company having no major business activity, no other specific laws were applicable to the Company.