



SINTEX PLASTICS TECHNOLOGY LIMITED
ANNUAL REPORT 2020-2021

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FORWARD LOOKING STATEMENTS

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. Amit D. Patel (DIN: 00171035)
Chairman & Managing Director

Mr. Rahul A. Patel (DIN: 00171198)
Non-Executive Director

Mr. Desh Raj Dogra (DIN: 00226775)
Independent Director

Mr. Dinesh Khera (DIN: 08384217)
Independent Director

Mr. Bhavan Trivedi (DIN: 06965703)
Independent Director

Mr. Yogesh L. Chhunchha (DIN: 03576478)
Independent Director

Mrs. Mamta P. Tripathi (DIN: 08528138)
Independent Director

Dr. Rajesh B. Parikh (DIN: 00171231)
Independent Director
(w.e.f. 11th November, 2020)

Mr. Amal Dhru (DIN: 00165145)
Independent Director
(upto 20th August, 2020)

BANKERS :

ICICI Bank Limited

AUDITORS :

M/s. Prakash Tekwani & Associates
Chartered Accountants
Ahmedabad

REGISTRAR & SHARE TRANSFER AGENT :

Bigshare Services Private Limited
A-802, Samudra Complex,
Near Classic Gold Hotel,
Near Girish Coldrink, Off. C.G. Road,
Navrangpura, Ahmedabad-380009, Gujarat, India.
Phone : +91-79-40392571
E-mail : bssahd@bigshareonline.com

COMPANY SECRETARY & COMPLIANCE OFFICER :

Mr. Manan Bhavsar

REGISTERED OFFICE :

In the premises of Sintex-BAPL Ltd.
Near Seven Garnala, Kalol - 382 721,
Dist: Gandhinagar, Gujarat, India.
Phone : +91-2764-253500
CIN : L74120GJ2015PLC084071

INVESTOR RELATIONSHIP CELL:

7th Floor, Abhijit Building-I, Mithakhali Six Roads,
Ellisbridge, Ahmedabad - 380 006, Gujarat, India.
Phone : +91-6358855979
E-mail : info@sintex-plastics.com
Website : www.sintexplastics.com
CIN : L74120GJ2015PLC084071

Directors' Report

Dear Shareholders,

Your Directors present the Sixth Annual Report of the Company highlighting the business and operations of the Company and the Audited Financial Statements for the financial year ended 31st March, 2021.

FINANCIAL PERFORMANCE – STANDALONE & CONSOLIDATED

(₹ in crores)

Particulars	Standalone		Consolidated*	
	2020-21	2019-20	2020-21	2019-20
Gross turnover	0	4.44	858.37	916.51
Gross profit / (loss)	(16.18)	(19.05)	(292.33)	(698.55)
Less : Depreciation	0	0	139.45	137.17
Profit / (loss) before exceptional items & tax	(16.18)	(19.05)	(431.78)	(835.72)
Exceptional items	0	325.00	0	512.60
Profit / (loss) before tax	(16.18)	(344.05)	(431.78)	(1348.32)
Less: Provision for taxation - current tax	(1.13)	0	88.29	0.30
Deferred tax	(6.88)	(23.92)	128.24	(168.72)
Profit / (loss) after tax from continuing operations	(8.17)	(320.13)	(648.31)	(1179.90)
Profit / (loss) from discontinued operations before tax	0	0	0	61.36
Tax expense of discontinued operations	0	0	0	10.78
Profit / (loss) from discontinued operations (after tax)	0	0	0	50.58
Profit / (loss) for the Year	(8.17)	(320.13)	(648.31)	(1129.32)

* The comparative figures for the year ended March 31, 2020 have been restated in accordance with "IND-AS 8: Accounting Policies, Changes in accounting estimates and errors".

FINANCIAL PERFORMANCE - CONSOLIDATED

Your Company has registered a topline of ₹ 858.37 crores in 2020-21 against Rs 916.51 crores in 2019-20. Gross Loss stood at ₹ 292.33 crores and the Loss after tax of ₹ 648.31 crores. Consequently, the earnings per share (face value of ₹ 1) stood at ₹ (10.26) (basic) and ₹ (10.18) (diluted) for financial year 2020-21.

This year overall business performance remained low due to economic slowdown and covid impact.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THIS REPORT:

The continuity of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time. Measures taken to contain the spread of the virus have triggered significant disruptions to businesses worldwide, resulting to an economic slowdown. The subsidiaries companies operations were suspended in all the plants during lock down period for substantial period of time and have resumed post lockdown as per government directives/restrictions on account of COVID 19. The Company continues to closely monitor the developments. Though a definitive assessment of the impact is not possible, in view of the high uncertain economic environment and the scenario is still evolving.

DIVIDEND

In view of losses incurred by the Company during the year under review, the Board of Directors has not recommended dividend for the Year ended on 31st March, 2021.

TRANSFER TO RESERVES

In view of losses incurred by the Company during the year under review, the Company has not transferred any amount to reserves for the Year ended on 31st March, 2021.

SHARE CAPITAL

The Company has allotted 51,22,874 Equity Shares upon conversion of FCCBs worth US\$ 7 million during the period under review. Therefore, Paid up share capital of the Company stands increased from ₹ 63,10,28,422/- divided into 63,10,28,422 equity shares of ₹ 1/- each to ₹ 63,61,51,296/- divided into 63,61,51,296 equity shares of ₹ 1/- each as on 31st March, 2021. FCCBs worth US\$ 6.5 million (of the US\$ 67 million FCCB issue) were outstanding for conversion into equity shares as on 31st March, 2021.

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 thereunder.

STATE OF COMPANY'S AFFAIRS

Sintex Plastics Technology Limited is a globally-respected plastic processing conglomerate that caters to diverse high-growth sectors. Headquartered in Kalol, Gujarat, the Company has an extensive presence in India and across the globe through its subsidiaries.

PERFORMANCE OF SUBSIDIARIES

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).

Sintex-BAPL Limited: The Company's custom moulding operations can be classified into two segments 1) Application-specific standard products catering to diverse sectors and 2) Customer-specific products primarily catering to the Automotive sector, Mass transit & Electrical sectors.

Application-specific custom moulded products: This is the flagship vertical, accounting for major portion of the Company's revenue. Under this vertical, the Company has developed niche solutions for critical applications that are high on the Government's priority list. In addition, the Company is focused on expanding its presence in India Inc. with the Key Account Management process. As a result, new customer addition and strong business relations with existing corporates are also making a significant contribution to business growth.

Customer-specific custom moulding: As the name suggests, the Company designs and develops components as per customer specification. While product development and approval take considerable time, once approved customer stickiness is high owing to prohibitive switch-over costs leading to long revenue visibility and high profitability. While the Indian operations are primarily concentrated on developing components for the automobile sector, the team is working on making inroads into the domestic Mass Transit, Electricals business spaces.

BAPL Rototech Private Limited: BAPL Rototech Private Limited is a joint venture company between Sintex-BAPL Limited and Rototech Srl (Italy). The Company has two manufacturing facilities, one at Pithampur, M.P and new facility commenced at Jamshedpur, Jharkhand, which manufactures plastic fuel tanks, Diesel Exhaust Fluid (DEF) / Urea Tanks / Adblue Tanks and CV exterior parts Fender, Mud Guards, snorkels etc. using Roto-Moulding and Blow Molding technology, catering the needs of the Commercial Vehicle sector in India and across the globe.

The Company's current customer portfolio includes established OEMs viz Volvo- Eicher, Volvo (India and Thailand), Tata Motors Limited – All locations, UD Trucks (Japan), Cummins Technologies, Mahindra Trucks, to name a few. Apart from the Domestic supplies, the Company is also equally focused on its Export business to UD Trucks, Japan, and VOLVO TSA co. Limited, Thailand. The Company has been actively involved in the export of ad-blue tanks for the last 3 years and it has witnessed substantial growth in its export business. The export revenue for FY 21 was @ 11% of our total revenue.

The Ramp up of BS VI range of regulatory products has helped register robust growth for the entity.

Sintex Logistics LLC: Financial year 2020-21 had major impact of two waves of Covid-19 pandemic forcing widespread restrictions in industrial activities in US. This led to either complete shutdown or reduced production at customers during Q1. During Q4, there were many restrictions and lockdown at Indian facilities supplying to SLLC thereby restricting supply chain. This was aggravated by global shortage of containers and shipping routes.

Despite the above challenges, the Company could complete major projects with Siemens viz Orange County, Twin City III, Phoenix. Further, the Company also continued to meet demand for projects e.g. Houston 4 (Siemens) and AMTRAK (Alstom) with some delays. The Company won Virgin Heavy Rail interior program from Siemens and FRP seats program from Freedman.

The Company continued to maintain relationship with all the customers in US. It is pitching in for a bigger share of Cummins business of plastic parts including new programs. It has completed half of the AMTRAK program and shall be completing balance 14 train sets to Alstom by Q1 2022.

Sintex Prefab and Infra Limited: The Company is a Pan-India player offering range of prefabricated products from Mid-day meal kitchens to classrooms, health care centres, project & site offices, sanitation, police chowkis, Labour camps, bunk houses, army shelters and cold chains among others. The Company is also engaged in the construction of affordable housing for various government projects using monolithic techniques. During the year under review, the Company has revised its business strategy to focus on prefab business with customers in the private sector where the requirement of working capital is less due to timely realization of receivables. However due to ongoing liquidity issues faced by the Company and change in target customer profile, the Company has decided to downsize its operations till the time liquidity constraints are addressed and volumes with customers in the private sector pick up.

For Information relating to contribution of each of the subsidiary company to the overall performance of the company, please refer form AOC-1 forming part of this Annual Report.

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

During the year under review, Sintex Holdings UK Limited, a step down Wholly Owned Subsidiary of the Company has been dissolved w.e.f. 6th October, 2020 in United Kingdom. Apart from this, there was no change in the status of subsidiaries/Wholly Owned Subsidiaries during the year under review.

The Company does not have any associate or joint venture at the end of the year under review.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to provisions of Section 135 read with Schedule VII of the Companies Act, 2013, CSR Committee of the Board of Directors has framed the policy on Corporate Social Responsibility. The Corporate Social Responsibility policy as approved by the Board has been hosted on the Company's website at the link <http://www.sintexplastics.com/investors/policies/>.

The Composition of CSR Committee as on 31st March, 2021 is as follow:

Name of the Committee Members	Category of Director	Designation
Mr. Dinesh Khera	Independent & Non-Executive Director	Chairman
Mr. Rahul A. Patel	Non-Independent & Non-Executive Director	Member
Mr. Amit D. Patel	Executive Director	Member

The Annual Report on CSR activities for the Financial Year 2020-21 is annexed herewith as 'Annexure-A'.

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 including adherence to Company's policies,
- 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.

STATUTORY AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. Prakash Tekwani & Associates, Chartered Accountants, Ahmedabad (Firm Registration No: 120253W) were appointed as the Statutory Auditors of the Company at 5th Annual General Meeting (AGM) of the Company held on 28th September, 2020 to hold the office for the term of five years i.e. till the conclusion of 10th Annual General Meeting of the Company to be held in the calendar year 2025 .

Responses to qualifications, observations & emphasis of matter made by the statutory auditors in Consolidated Audit Report:

Audit Qualifications: Please refer to the section of "Basis of Qualified Opinion" of the Independent Auditors' Report on Consolidated Financial Statements.

Explanation and comments of the Board on Audit Qualifications:

Sintex Prefab and Infra Ltd ("SPIL") has reversed MAT credit amounting to ₹ 128.91 crores. SPIL having carried forwarded business loss amounting to ₹ 15.41 crores and unabsorbed depreciation amounting to ₹ 224.46 crores. The Company can utilize MAT credit when tax is payable under normal provisions of the Act. Considering the substantial carried forwarded loss under the Income Tax Act and considering current business volume of the SPIL, the Company will not be able to utilize the MAT credit. Therefore, the Company has reversed MAT credit and reversal of MAT does not effect going concern of SPIL, since it has carried forwarded said MAT credit in tax records and reversal of MAT credit in books is just only book entry.

The statement on impact of Audit Qualifications for audit report with modified opinion is attached along with Consolidated Audited Financial Statements.

The notes on financial statement referred to in the Auditor's Report except above mentioned qualifications, observations, and emphasis of matter 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 had appointed M/s. Chirag Shah & Associates, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2020-21 is annexed herewith as 'Annexure B'. 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. Amit D. 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. Amal D. Dhru resigned as Director of the Company w.e.f. 20th August, 2020. Dr. Rajesh B. Parikh (DIN: 00171231) was appointed as an Additional Director in the category of Independent Director of the Company w.e.f. 11th November, 2020. Dr. Rajesh B. Parikh to hold the office up to the ensuing Annual General Meeting of the Company.

Nomination & Remuneration Committee at its meeting held on 28th June, 2021 has recommended to the Board of Directors for continuance of Dr. Rajesh B. Parikh, whose term is expiring at ensuing Annual General Meeting of the Company. The Company has received notice from a Member proposing appointment of Dr. Rajesh B. Parikh as Director of the Company pursuant to the provisions of Section 160 of the Companies Act, 2013. The Board of Directors of the Company recommended appointment of Dr. Rajesh B. Parikh as an Independent Director under the Companies Act, 2013, to hold office till the conclusion of the 10th Annual General Meeting of the Company to be held in the calendar year 2025.

The Board places on record its deep appreciation of the valuable services rendered as well as advice and guidance provided by Mr. Amal D. Dhru during his tenure.

Brief details of Director(s) proposed to be appointed/re-appointed as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 issued by the Institute of Company Secretaries of India are provided in the Notice of the Annual General Meeting.

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 Regulation 16(1)(b) read with Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as independent directors of the Company.

In the opinion of the Board, all independent directors of the Company appointed during the year have integrity, necessary expertise and experience required for effectively performing their roles and discharging responsibilities. Also, your Company has received annual declarations from all the Independent Directors of the Company confirming that they have already registered their names with the data bank maintained by the Indian Institute of Corporate Affairs ["IICA"] as prescribed by the Ministry of Corporate Affairs under the relevant rules.

During the year under review, Mr. Pradeep M. Shah resigned as Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. 6th January, 2021. Mr. Jigneshkumar B. Raval was appointed as Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. 10th February, 2021.

Independent director databank registration

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the directors in this regard. Your Company has received annual declarations from all the Independent Directors of the Company confirming that they have already registered their names with the data bank maintained by the Indian Institute of Corporate Affairs ["IICA"] as prescribed by the Ministry of Corporate Affairs under the relevant rules. Out of six Independent Directors of the Company, two Independent Directors have cleared the online proficiency self-assessment test as prescribed under said rules and rest of the Independent Directors will attempt the said test in due course of time.

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 (LODR) Regulations, 2015, the Board has carried out annual performance evaluation of its own, its committees and individual directors of the Company. The annual performance evaluation was carried out through structured evaluation process which was based on the criteria as laid down by Nomination and Remuneration Committee, which includes various aspects such as composition of the Board & Committees, diversity of the Board, experience & competencies of individual directors, performance of specific duties & obligations, contribution at the meetings and otherwise, team work, exercise of independent judgements and implementation of corporate governance principals etc. Based on performance evaluation, the Board has concluded that efforts and contribution made by all directors individually as well as functioning and performance of the Board as a whole and its committees were proactive, effective and contributing to the goals of the Company.

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 Company had instituted the Sintex Plastics Technology Limited -Employees Stock Option Plan-2018 (ESOP Plan) to grant equity based incentives to eligible employees of the Company and its subsidiaries and directors of the Company, excluding independent directors and a total of 30,00,000 options were available for grant under the ESOP Plan. The Company has not granted any stock options pursuant to ESOP Plan to eligible employees of the Company and looking to the present financial position of the Company, the Board has terminated the ESOP Plan.

SECRETARIAL STANDARDS

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

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, four Board Meetings were convened and held on 24th July, 2020, 11th September, 2020, 11th November, 2020 and 10th February, 2021. 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, 2021:

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

AUDIT COMMITTEE

The Audit Committee consists of four Members viz. Mr. Bhavan Trivedi (Chairman), Mr. Dinesh Khara (Member), Mr. Desh Raj Dogra (Member) and Mr. Amit D. Patel (Member) as on 31st March, 2021. There was no instance, 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 10th February, 2021, 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, the Company has neither convened any Extra Ordinary General Meeting of the members of the Company nor passed any resolution through Postal Ballot.

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. 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 contribution to overall performance of the Company 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 amendments in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 vide the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company adopted the new "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Fair Disclosure Code") incorporating a policy for determination of "Legitimate Purposes" as per Regulation 8 and Schedule A to the said regulations w.e.f. 1st April, 2019.

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

Pursuant to amendments in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 vide the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company adopted the revised "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" as per Regulation 9 and Schedule B to the said regulations w.e.f. 1st April, 2019.

- **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/>.

- **Policy for Determining Material Subsidiaries**

Pursuant to amendments in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide the the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, the Company adopted the revised "Policy for Determining Material Subsidiaries" for laying down a criterion for determining Material Subsidiaries and their governance as per Regulation 16(1)(c) to the said regulations w.e.f. 1st April, 2019.

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 & 8 to the standalone financial statements), for utilization for the general business purpose of the recipient.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any Related Party Transactions during the year under review in terms of relevant provisions of the Companies Act, 2013. Hence, there were no contracts or arrangements or transactions with related parties which are required to be reported under Section 188(1) of the Companies Act, 2013 in form AOC-2 pursuant to provisions of Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

Disclosures of Related Party transactions as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as Note No. 25 to Standalone Financial Statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING GOING CONCERN STATUS

No significant or material orders are passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's future operations. However, there were orders passed by the National Company Law Tribunal, Ahmedabad bench for admission of petition(s) filed for initiation of Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 against two material subsidiaries i.e. M/s. Sintex Prefab and Infra Limited and M/s. Sintex-BAPL Limited during the review period.

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 Certificate from M/s. Chirag Shah & Associates, Practicing Company Secretaries, Ahmedabad on compliance with the conditions of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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/investors.

EXTRACT OF THE ANNUAL RETURN

A copy of the annual return for financial year 2020-21 is placed on the website of the Company at www.sintexplastics.com/investors in accordance with the provisions of the Companies Act, 2013 with the information available up to the date of this report, and shall be further updated as soon as possible but no later than sixty days from the date of the Annual General Meeting.

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.

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 under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report as **Annexure-C**.

The statement containing particulars of employees as required under Section 197 of the Act read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

MAINTAINANCE OF COST RECORDS

Cost records as specified by the Central Government under sub - Section (1) of section 148 of the Companies Act, 2013 is not required to be maintained by the company and hence, such accounts and records are not made and maintained.