



***TPI*** INDIA LIMITED

**38th**  
**ANNUAL REPORT**  
**2019-2020**



## CORPORATE INFORMATION

### KEY MANAGERIAL PERSONNEL

**Mr. Bharat Parekh**  
Managing Director

**Mr. Akshay Bhatt**  
Non Executive Director  
(Resigned w.e.f. 30.05.2019)

**Mr. Ravindra Shukla**  
Independent Director

**Mrs. Darshana Parekh**  
Non-Executive, Non-Independent Director

**Mr. Ishan Selarka**  
Independent Director

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**CIN :**

**L28129MH1982PLC026917**

**Registered Office:**

**Plot No. J-61, Additional -  
MIDC, Murbad District,  
Thane, Mumbai 421401**

**Telephone No:**

**+91 22 22873078/22843293**

**Fax No:**

**+91 22 22874479**

**E-mail:**

**ir@tpiindia.com**

**Website:**

**www.tpiindia.in**

**Registrar and Transfer Agents:**

**Big Share Services Pvt. Ltd.  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East) Mumbai 400059**

**Telephone No:**

**+91 22 62638200/295**

**E-mail:**

**info@bigshareonline.com**

**Bankers:**

**Union Bank of India  
Konkan Mercantile Co-op Bank Ltd**

**Financial Institution**

**SICOM Investment and Finance Limited**

**Statutory Auditor**

**V R RENUKA & CO.  
Chartered Accountants**

**Secretarial Auditor**

**Namrata Vyas & Associate**

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 38th Annual General Meeting of the Members of TPI INDIA Limited will be held on Tuesday the **29th December, 2020** at 11.00 am through through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopted the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Bharat Parekh (DIN: 02650644), who retires by rotation, and being eligible offers himself for reappointment

### SPECIAL BUSINESS

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

"Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Jain Jagawat Kamdar & Co. Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company in place of M/s. V. R. Renuka & Co., Chartered Accountants, Mumbai.

Resolved further that M/s. Jain Jagawat Kamdar & Co. Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

### NOTICES

1. In view of the massive outbreak of the Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members at the annual general meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
9. Shareholders holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059, Registrar and transfer agent of the Company immediately.
10. Shareholders who are holding shares in Demat mode are requested to notify any changes in their residential addresses, bank accounts detail and/ or email addresses immediately to their respective Depository Participants.
11. The Company has appointed M/s. Namrata Vyas & Associates, Company Secretary, Mumbai, to act as scrutinizer, to scrutinize the remote e-voting and e-voting at AGM in accordance with the law in a fair and transparent manner.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 21st December 2020 to Saturday, 26th December, 2020 (both days inclusive).
- (ii) The voting period begins on December 26, 2020 at 9.00 A.M. and ends on December 28, 2020 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 19, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for NSDL's EASI/EASIEST e-services, you can log-in at <https://www.https://eservices.nsdl.com> from Login – My easi using your login credentials. Once you successfully log-in to NSDL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-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:

	For Shareholders holding shares in Demat Form or Physical Form
<b>PAN</b>	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"> <li>Members who have not updated their PAN with Depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
<b>DOB/ DOI</b>	Enter the DOB (Date of Birth)/ DOI as recorded with Depository Participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
<b>Bank Account Number</b>	Enter the Bank Account Number as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account Number in order to register. If the above-mentioned details are not recorded with the Depository Participants or Company, please enter Folio number in the Bank Account number field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 NSDL 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 shareholders 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 <Company Name> on which you choose to vote.
- (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 a print of the votes cast by clicking on “Click here to print” option 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@bigshareonline.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@bigshareonline.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access the same at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / ipads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The

shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [ir@tpiindia.com](mailto:ir@tpiindia.com). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting.nsdl.com](mailto:evoting.nsdl.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [evoting.nsdl.com](mailto:evoting.nsdl.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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz ; [investors@garnetconstructions.com](mailto:investors@garnetconstructions.com), if they have voted from individual tab & not uploaded same in the NSDL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), under help section or write an email to [helpdesk-evoting.nsdl.com](mailto:helpdesk-evoting.nsdl.com).

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE  
ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 (3) OF SECURITIES AND  
EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS 2015, ARE AS UNDER:**

Name of the Director	Bharat Parekh
Director Identification Number (DIN)	02650644
Aged	57 Years
Position Held	Director
Nationality	Indian
Date of Appointment on Board	02/05/1986
Qualification	Graduate
Shareholding in TPI India Ltd.	83.03%
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	Two
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil



## Directors Report

Dear Shareholders,

On behalf of the Board of Directors, it is my pleasure to present the 38th Annual Report of Company Name together with the Audited Statement of Accounts for the year ended March 31, 2020.

### Highlights of Financial Performance (Standalone)

The Company has recorded the following financial performance, for the year ended March 31, 2020:

Amount in Lacs

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Total Income	1674.82	2281.55
Total Expenditure	1848.21	2989.46
<b>Profit / (loss) Before Interest, Depreciation &amp; Tax (EBITDA)</b>	(172.02)	(707.92)
Less : Finance Charges	60.36	71.28
Depreciation	66.05	67.73
Profit / (Loss) before Exceptional Item and Tax	(298.43)	(846.92)
Add : Exceptional Item	0.00	0.00
<b>Profit/(Loss) before Tax</b>	(298.43)	(846.92)
Provision for Tax	0.00	0.00
<b>Profit/(Loss) after Tax</b>	(298.43)	(846.92)

### Indian Accounting Standards (Ind AS):

The Ministry of Corporate Affairs (MCA), vide its notification dated 16th February, 2015, notified the Indian Accounting Standards (Ind AS) applicable to certain classes of companies. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Being applicable, the Company has adopted Ind AS from April 1, 2017 and accordingly, the transition was carried out, from the Accounting Principles generally accepted in India as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (previous GAAP) to Ind AS 101 "First time adoption of Indian Accounting Standards".

The impact of transition has been recorded in opening reserves as of April 1, 2016 and the periods presented have been restated / reclassified.

### Summary of Operations

During the year under review the total income of the company has decreased and same is Rs. 1674.82 lacs as against previous year Rs. 2281.55, the same is on account of low capacity utilization. Therefore, the company has posted net loss of Rs. 298.43 Lacs as against previous year loss of Rs. 846.92. Further there is no change among the business of the Company.

### State of Affairs

The Company is engaged in the business of Polymer Based Packaging. There has been no change in the business of the Company during the financial year ended 31st March 2020.

### Dividends

Considering the accumulated losses and the loss of the current year, along with requirement for ongoing business activity, the Board has not recommended any dividend.

**Reserve**

In view of the above losses during the year under review, the Board of Directors of your company does not propose to carry any amount to reserve

**Sick Industrial Company**

As members are aware that Company has been declared sick industrial company under section 3(i) of Sick Industrial Companies (Special Provision) Act, 1985 at hearing held on 12th December 2005 and IDBI was appointed as operating agency.

At the hearing held on 1st December 2010 BIFR has approved rehabilitation scheme. Since BIFR is abolished, the company is in the process of filing revival application with appropriate authority.

However recently Insolvency and Bankruptcy code was come into force and as per Insolvency and Bankruptcy code (Removal of Difficulties) Order, 2017 any scheme sanctioned under section 18 (12) (4) of Sick Industrial Companies (Special Provision) Act, 1985 shall be deemed to be an approved resolution plan under sub-section (1) of Section 31 of Insolvency and Bankruptcy Code, 2016 and the same shall be dealt with in accordance with the provisions of part II of said code. Therefore, Company is making application and presentation to all the relevant authority to continue with the scheme which was sanctioned by BIFR.

**Dematerialization of Shares**

As on 31st March 2020 Appx. 89.43 % of the total issued, subscribed and paid-up equity share capital of the company were in dematerialized form.

**Share Capital**

There is no change in the share capital of the Company during the year.

**Directors and Key Managerial Personnel**

Mr. Bharat Parekh, Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment. Pursuant to the recommendation of Nomination and Remuneration Committee the Board of Directors of the Company in their meeting held on 14th November 2019

Further during the year Mr. Akshay Bhat resigned from the board with effect from 30th May 2019.

A separate meeting of Independent Director was held for the purpose of evolution of performance of non-independent directors, performance of board as a whole and of the chairman talking into account the views of the executive and nonexecutive directors.

**Statement on Declaration Given By Independent Directors Under Sub-Section (6) of Section 149:-**

The company has received a declaration subject to Section 149 (7) of the Companies Act, 2013 from all the Independent Director confirming that they meet the criteria of Independent as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (b) of the Listing Regulations.

**Particulars of Employees**

In terms of the provisions of Section 197 (12) of the Act read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the details required therein forms part of this report. Having regard to the provisions of Section 136(1) read with its relevant provision of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered office of the Company during working hours and any member interested in obtaining such information may write to the Company and the same will be furnished without any fee and free of cost. In terms of the requirement of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided on request.

**Number of Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 5 Board

Meetings and 4 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The board of director meet on 30th May, 2019, 14th August, 2019, 3rd September, 2019, 14th November, 2019 and 12th February, 2020.

#### **Audit Committee: -**

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015, the Company has constituted an Audit Committee comprising of the following Directors viz., Mr. Ishan Selarka (Chairman), Mrs. Darshna Parekh, and Mr. Ravindra Shukla. Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

During the year ended March 31, 2020, four (4) Audit Committee meetings were held on May 30, 2019, August 14, 2019, November 14, 2019 and February 12, 2020.

#### **Nomination and remuneration Committee:-**

In accordance with the provisions of Section 178(1) of the Companies Act, 2013 and regulation 19 of SEBI (LODR) Regulations, 2015, the Company has constituted a Nomination and Remuneration Committee comprising of the following Directors viz., Mr. Ishan Selarka (Chairman), Mrs. Darshna Parekh, and Mr. Ravindra Shukla. Nomination and Remuneration Committee acts in accordance with the terms of reference specified from time to time by the Board.

During the year ended March 31, 2020, three (3) Nomination and Remuneration Committee meetings were held on May 30, 2019, August 14, 2019 and February 12, 2020.

#### **Stakeholders Relationship Committee: -**

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In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and regulation 20 of SEBI (LODR) Regulations, 2015, the Company has constituted a Stakeholders Relationship Committee comprising of the following Directors viz., Mr. Ishan Selarka (Chairman), Mrs. Darshna Parekh, and Mr. Ravindra Shukla. Stakeholders Relationship Committee acts in accordance with the terms of reference specified from time to time by the Board.

During the year of Stakeholders Relationship Committee was meet on 30th May 2019.

#### **Details of Subsidiaries, Joint Ventures or Associate Companies**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

#### **Auditors**

M/s. Jain Jagawat Kamdar & Co. were proposed to be appoint as Statutory Auditor in place of retiring auditor M/s V. R. Renuka & Co, Chartered Accountants, Mumbai as Statutory Auditor of the Company, due to completion of tenure of existing auditor Therefore the board on the recommendation of Audit Committee had decided to appoint new Auditor in place of existing Auditor and have recommended of their appointment as Statutory Auditor.

#### **Auditors Reports**

The comments in the auditor's report are self-explanatory and suitable explained in the Notes to Accounts

#### **Disclosure about Cost Audit**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company's Packaging Business for the FY 2019-20.

#### **Secretarial Audit Report**

In terms of Section 204 of the Act and Rules made there under, Ms. Namrata Vyas, Practicing Company

Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure III to this report. The report is self-explanatory and do not call for any further comments. However there are few adverse remarks in the report, management explanation is as under:-

1. The Company has not appointed Chief Financial Officer as well as Company Secretary as per section 203 of the Act.
2. The Company is looking for a suitable person to be appointed as Chief Financial Officer and a Company Secretary, however company will appoint the same on urgent basis.

### **Risk Management policy**

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enlarging shareholders value and providing an optimum risk reward trade off. The risk management approach is based on a clear understanding of the risks that the organization faces, disciplined risk monitoring and laid down procedure to inform the Board about risk assessment & minimization procedure. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk management and mitigation measures.

### **Internal Financial Control**

The Company has in place adequate internal financial control with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was noticed.

### **VIGIL MECHANISM & WHISTLE BLOWER POLICY**

In pursuance to the provisions of section 177(9) and (10) of the Companies Act, 2013, Vigil Mechanism to Directors and Employees to report genuine concerns has been established.

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The Purpose of the Whistleblower Policy is to allow employees to raise concern about unacceptable, improper or unethical practices being followed in the organization. They will be protected against any adverse action and / or discrimination, as a result of such reporting, provided it is justified and made in good faith. The Chairman of the Audit Committee has been designated for the purpose of receiving and recording any complaints under this policy. The Vigil Mechanism Policy has been uploaded on the website of the Company i.e. [www.tpiindia.in](http://www.tpiindia.in)

### **Extract of Annual Return**

The extract of Annual Return in Form No.MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ending March 31, 2020 is annexed and forms part of this report.

### **Particulars of loans, guarantees or investments under section 186**

The particulars of loans, guarantees given and investments made during the financial year under review and governed by the provisions of Section 186 of the Companies Act, 2013 have been disclosed in the financial statements.

### **Related Party Transactions**

All related party transactions that were entered into during the financial year ended 31st March, 2020 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

Also, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required. However, the disclosure of transactions with related party for the year, as per Accounting Standard-18 Related Party Disclosures is given in Note no 38 to the Balance Sheet as on 31st March, 2020.

**Conservation of Energy and Technology Absorption**

The information pertaining to conservation of energy and technology absorption, as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure and is attached to this report.

**Foreign Exchange Earnings and Outgo**

The company had neither consumed nor earned any foreign exchange during the year ended 31st March, 2020.

**Deposits**

The Company has not accepted any deposits during the year under review however the Company continues to hold deposits in contravention of the Companies Act.

**Corporate Governance**

During the year under review, the Paid Up Capital and Net Worth of the Company were less than 10 crores and 25 crores respectively as on 31st March, 2020, therefore Corporate Governance provisions as specified in Regulations 17, 18, 19, 20 21, 22, 23 24, 25, 26 27, and clause (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of the Schedule V of SEBI (Listing Obligations and Disclosure Requirement), Regulation 2015 is not applicable to the Company.

Whenever this regulation becomes applicable to the Company at a later date, we will comply with requirements those regulations within six months from the date on which the provisions became applicable to our Company.

**Material Changes and Commitments****GLOBAL PANDEMIC – COVID 19**

The outbreak of the Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown in economic activity and the entire supply chain logistics. Global growth outlook has changed since the outbreak of COVID-19.

COVID-19 has significantly impacted the business operations of the company, due to pressure on supply chain, unavailability of skilled workers and the nationwide lockdown implemented on March 24, 2020 for 21 days, which further got extended till May 3, 2020.

While the economy seems to be recovering, it will still take some time before we put the worst behind us. We are all susceptible as these are unprecedented times and the robustness of our networks will be paramount to ensure an undisturbed supply chain.

Your company is ensuring safety protocols for employees and customers wellbeing. The Company reopened in a gradual manner in April 2020. Your Company is proactively adapting to the changing business needs and will stay prepared dynamically to do course correction if required.

Pursuant to the relaxed guidelines, your company has now fully resumed its operations, however, some of the staff continues to operate from home. Since the situation is continuously evolving, the impact assessed in future may be different from the estimates made as on the date of approval of these financial results. Management will continue to monitor any material changes arising out of the impact of this pandemic on financial and operational performance of your company and take necessary measures to address the situation.

**Significant and Material Orders Passed by Regulators, Courts and Tribunals**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

**Corporate Social Responsibility (CSR)**

CSR provisions are not applicable for the Company.

**Safe & Conducive Workplace**

The Company is committed to provide a safe and conducive work environment to its employees. 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.

**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. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
2. The Company has no subsidiary and neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

**Directors Responsibility Statement**

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In the preparation of the annual accounts, the applicable Indian accounting standards have been followed and there are no material departures.
2. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company and of the loss of the Company for the year ended on that date.
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. They have prepared the annual accounts on a 'going concern' basis.
5. They have laid down internal finance control to be followed by the Company and such internal finance control are adequate and operating effectively;
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.

**Acknowledgement**

The board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. The Board of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers

**For and on behalf of the Board**

**Date : 8th December, 2020**

**Place : Mumbai**

**Bharat Parekh**  
**Managing Director**  
**DIN : 02650644**



**Annexure – I**

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

**As on the financial year ended on 31st March, 2020**

[Pursuant to section 134(3) (m) of the Companies Act, 2013 and rule 8(3) of the Companies (Accounts) Rules, 2014]

**Conservation of Energy :**

Measures taken for conservation of Energy :

- a. Regular Monitoring of consumption, efforts for decrease power bill and up to date maintenance of units on regular basis.
- b. uses of alternative sources for conservation of energy.
- c. Using better and improved method for better production and reduction of energy consumption.
- d. Regular awareness program for workers for reduction of energy bill and using different and efficient sources for conservation of energy.
- e. Company's regular investment and follow-up on alternative and better resources for energy consumption.

So overall using above efforts, the company is efficiently saving energy bill, however the exact impact can't be measured.

**Technology Absorption:**

The Management keep himself abreast of technology advancement in the industry and has adopted state of art technology and ready to adopt new method for better system and risk management solution.

**ANNEXURE II - FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31st March, 2020**

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

**REGISTRATION & OTHER DETAILS:**

1.	CIN	L28129MH1982PLC026917
2.	Registration Date	14/04/1982
3.	Name of the Company	TPI INDIA LIMITED
4.	Category/Sub-category of the Company	Public Company - Limited by shares
5.	Address of the Registered Office & contact details	Plot No. J-61, Additional MIDC Area, Murbad, District Thane - 421401. Tel.: 022-22873078 / 22843293 Email: ir@tpiindia.in Website: www.tpiindia.in
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059 Tel.: 022-62638200 / 62638295

**I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Name and Description of main Products/ Services	NIC Code of the Product/ Services	% of the Total Turnover of the Company
Packaging of goods	63053200	60
Plastic Packing	39232990	40

**II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Sr. No.	Name And Address Of The Company	CIN/ GIN	Holding/ Subsidiary / Associate	% Of Shares Held	Applicable Section
	N.A.	N.A	N.A	N.A	N.A



### III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2019)				No. of Shares held at the end of the year (01/04/2020)				% of Change during the year
	Demat	Physical	Total	% of Total share	Demat	Physical	Total	% of Total share	
A. Promoters									
<b>(1) Indian</b>									
(g) Individuals/ HUF	35211630	2245887	37457517	87.18	35211630	2245887	37457517	87.18	0
(h) Central Govt.	0	0	0	0	0	0	0	0	0
(i) State Govt (s)	0	0	0	0	0	0	0	0	0
(j) Bodies Corp.	2048357	665760	2714417	6.32	2048357	665760	2714417	6.32	0
(k) Banks / FI	0	0	0	0	0	0	0	0	0
<b>(l) Any Other....</b>									
* Director's Relatives	0	0	0	0	0	0	0	0	0
* Person Acting in Concern	0	0	0	0	0	0	0	0	0
<b>Sub Total (A)(1):-</b>	<b>37259987</b>	<b>2911647</b>	<b>40171634</b>	<b>93.50</b>	<b>37259987</b>	<b>2911647</b>	<b>40171634</b>	<b>93.50</b>	<b>0</b>
<b>(2) Foreign</b>									
(a) NRI	0	0	0	0	0	0	0	0	0
(b) Other Individuals									
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....									
<b>Sub Total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>37259987</b>	<b>2911647</b>	<b>40171634</b>	<b>93.50</b>	<b>37259987</b>	<b>2911647</b>	<b>40171634</b>	<b>93.50</b>	<b>0</b>
<b>B. Public Shareholding</b>									

<b>(1) Institutions</b>									
(a) Mutual Funds	240	0	240	0	240	0	240	0	0
(b) Banks FI	1000	7900	8900	0.02	1000	7900	8900	0.02	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govt (s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
<b>(i) Others (specify)</b>									
* Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>1240</b>	<b>7900</b>	<b>9140</b>	<b>0.02</b>	<b>1240</b>	<b>7900</b>	<b>9140</b>	<b>0.02</b>	<b>0</b>
<b>(2) Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	34000	48224	82224	0.19	25611	48224	73835	0.17	-0.02
(ii) Overseas	0	0	0	0	0	0	0	0	0
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	847663	1583463	2431126	5.66	861816	1570409	2432225	5.66	0
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh									
<b>(c) Others (specify)</b>									
* N.R.I.	2140	3004	5144	0.01	2140	3004	5144	0.01	0.00
* Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0
* Trust	250000	0	250000	0.58	250000	0	250000	0.58	0
* NBFC	100	0	100	0	100	0	100	0	0

* Clearing Members	14102	0	14102	0.03	21392	0	21392	0.05	+0.02
* Depository Receipts	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>1148005</b>	<b>1634691</b>	<b>2782696</b>	<b>6.48</b>	<b>1161059</b>	<b>1621637</b>	<b>2782696</b>	<b>6.48</b>	<b>0</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>1149245</b>	<b>1642591</b>	<b>2791836</b>	<b>6.50</b>	<b>1162299</b>	<b>1629537</b>	<b>2791836</b>	<b>6.50</b>	<b>0</b>
<b>C. TOTAL SHARE held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>38409232</b>	<b>4554238</b>	<b>42963470</b>	<b>100</b>	<b>38422286</b>	<b>4541184</b>	<b>42963470</b>	<b>100</b>	<b>0</b>
<b>Other</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

## ii) Shareholding of Promoter-

Sr	Name of Shareholders	Shareholding at the beginning of the year			Shareholding at the End of the year			% change in shareholding during the year
No.		No. of shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	BHARAT PAREKH	35686019	83.06	100	35686019	83.06	100	0.00
2	HASMUKH PAREKH	1220848	2.84	100	1223098	2.84	100	0.00
3	B C PAREKH HUF	15200	0.04	100	15200	0.04	100	0.00
4	DARSHANA PAREKH	44000	0.10	100	44000	0.10	100	0.00
5	AVINASH PAREKH	37600	0.09	100	37600	0.09	100	0.00
6	POOJA PAREKH	44800	0.10	100	0	0.00		-0.10
7	ASHA PAREKH	73840	0.17	100	73840	0.17	100	0.00
8	SANJAY PAREKH	70240	0.16	100	70240	0.16	100	0.00
9	HASMUKH C PAREKH HUF	50560	0.12	100	50560	0.12	100	0.00
10	LALITA C PAREKH	180000	0.42	100	180000	0.42	100	0.00
11	CHIMANLAL K PAREKH	64960	0.15	100	64960	0.15	100	0.00
12	C K PAREKH HUF	12000	0.03	100	12000	0.03	100	0.00
13	OHM PACKAGINGS PRIVATE LIMITED	590680	1.37	100	590680	1.37	100	0.00
14	SHREEJI EXPORTS PRIVATE LIMITED	1457677	3.39	100	1457677	3.39	100	0.00
15	TRILLION INVESTMENT AND TRADING COMPANY PRIVATE LIMITED	665760	1.55	100	665760	1.55	100	0.00
		40171634	93.50		40171634	93.50		0.00

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	40171634	93.50	40171634	93.50
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	40171634	93.50	40171634	93.50

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.		Shareholding at the beginning of the year 01/04/2019		Cumulative Shareholding during the year 31/03/2020		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
<b>1.</b>	<b>STRESSED ASSETS STABILISATION</b>					
	a) At the Beginning of the Year	250000	0.58			
	b) Changes during the year					
	c) At the End of the Year			250000	0.58	
<b>2.</b>	<b>JAGDISH HARIDAS MAVANI</b>					
	a) At the Beginning of the Year	85120	0.20			
	b) Changes during the year	-	-			
	c) At the End of the Year			85120	0.20	
<b>3.</b>	<b>ALPA H PAREKH</b>					
	a) At the Beginning of the Year	56000	0.13			
	b) Changes during the year	0	0			
	c) At the End of the Year			56000	0.13	

<b>4.</b>	<b>POOJA YASH SHAH</b>					
	a) At the Beginning of the Year	44800	0.10			
	b) Changes during the year	0	0			
	c) At the End of the Year			44800	0.10	
<b>5.</b>	<b>LIBERTY CAPITAL &amp; FINAN SERVICES PVT LTD</b>					
	a) At the Beginning of the Year	32600	0.08			
	b) Changes during the year	-	-			
	c) At the End of the Year			32600	0.08	
<b>6.</b>	<b>RUPESH DILIP KAMDAR</b>					
	a) At the Beginning of the Year	29300	0.07			
	b) Changes during the year	-	-			
	c) At the End of the Year			29300	0.07	
<b>7.</b>	<b>EZZAT NAMAZI</b>					
	a) At the Beginning of the Year	25000	0.06			
	b) Changes during the year	-	-			
	c) At the End of the Year			25000	0.06	
<b>8.</b>	<b>ALPA H PAREKH</b>					
	a) At the Beginning of the Year	24000	0.06			
	b) Changes during the year	0	0			
	c) At the End of the Year			24000	0.06	
<b>9.</b>	<b>KUSUM S MEHTA</b>					
	a) At the Beginning of the Year	23420	0.05			
	b) Changes during the year					
	c) At the End of the Year			23420	0.05	
<b>10.</b>	<b>USHA C PAREKH</b>					
	a) At the Beginning of the Year	20000	0.05			
	b) Changes during the year	-	-			
	c) At the End of the Year			20000	0.05	

## (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of the Directors and KMP</b>				
<b>1.</b>	<b>Bharat C Parekh</b>	35688099	83.07	35686019	83.03
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	At the End of the year	35688099	83.07	35686019	83.03
<b>2.</b>	<b>DARSHNA B PAREKH</b>	44000	0.10	44000	0.10
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	44000	0.10	44000	0.10
<b>3.</b>	<b>ISHAN D SELARKA</b>	160	0.00	160	0.00
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	160	0.00	160	0.00
<b>4.</b>	<b>RAVINDRA C SHUKLA</b>	0	0.00	0	0.00
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	At the End of the year	0	0.00	0	0.00

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount in Lacs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	1537.46	664.19	–	2201.65
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	1537.46	664.19	–	2201.65
Change in Indebtedness during the financial year				
• Addition	2.92	–	–	2.92
• Reduction	–	(18.86)	–	(18.86)
Net Change	2.92	(18.86)	–	(15.94)
Indebtedness at the end of the financial year				
i) Principal Amount	1540.38	645.33		2185.71
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	1540.38	645.33		2185.71

## V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Whole-time Directors:

Sr. No.	Particulars of Remuneration	Mr. Bharat Parekh			Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	-			Nil
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-

2.	Stock Option	=	=	=	=
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, Guarantee Commission	300,000	-	-	300,000
5.	Others :	-	-	-	-
	(Fee for attending board meetings / committee meetings)				
	Total (A)	-	-	-	300,000
	Ceiling as per the Act	10% of Net Profit for all Executive Directors Managing and Whole Time Director; 5% of Net profit to any one Managing or Whole Time Director			

**B. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
1.	<b>Independent Directors</b>	<b>Mr. Akshay Bhatt</b>	<b>Mr. Ishan Selarka</b>	<b>Mrs. Darshna Parekh</b>	<b>Mr. Ravindra Shukla</b>		
	Fee for attending board meetings / committee meetings	-	15000	-	5000		20,000
	Commission	-	-	-	-		-
	Others, please specify	-	-	-	-		-
2.	<b>Other Non-Executive Directors</b>						
	Fee for attending board meetings / committee meetings	-					-
	Commission	-					-
	Others, please specify	-					-
	<b>Total (2)</b>	-					-
	<b>Total (B)=(1+2)</b>						320,000
	<b>Total Managerial Remuneration</b>						320,000



**C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTB:**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
		NA	NA	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5.	Others, please specify	-	-	-
		-	-	-
	Total	-	-	-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Against the Company, Directors and other Officer in Default under the Companies Act, 2013: NONE

On behalf of the Board of Directors,  
For TPI India Limited

Bharat Parekh  
Managing Director  
DIN - 02650644

Mumbai  
Date : December 8, 2020

## Annexure – III

**SECRETARIAL AUDIT REPORT  
FORM NO. MR – 3****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

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

**To,  
The Members,  
TPI India Limited**

I have conducted the secretarial audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by TPI India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/Statutory compliances and expressing my opinion thereon.

Based on my verification of Fraser And Company Limited's books, papers, minute books, form 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, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended March 31, 2020, 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.

I have examined the books, papers, minute books, form and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:-

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (3) The Depository Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) 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;
- (5) The following Regulation 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; (Not applicable to the Company during the Audit period)
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (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 (Registration to an Issue and Share Transfer Agents) Regulation, 1993, regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (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)

- (6) Other laws applicable specifically to the Company:
- Bombay Shops and Establishments Act.
  - Income Tax Act 1961 relating to Tax Deducted at source.
  - Goods & Service Tax

I have also examined Compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered by the Company with Bombay Stock Exchange Limited (BSE).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- The Company has not appointed Chief Financial Officer as per section 203 of the Act.
- The Company has not appointed Company Secretary as per section 203 of the Act.
- Promoter holding is in excess of 75 % as per SEBI (LODR) regulation.
- Entire Promoter holding yet to convert in demat form.

I further report that the Board of Directors of the Company is duly constituted with Proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:-

- Public/Right/ preferential issue of shares/ debentures/ sweat equity.
- Redemption/ buy-back of securities.
- Merger/ amalgamation/ reconstruction etc.
- Foreign technical collaborations.

**For Namrata Vyas & Associates**

Place: Mumbai  
Date: December 8, 2020

**Namrata Vyas**  
**Proprietor**  
ACS No. – 46184  
CP No.– 17283  
UDIN: A046184B001401285

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report

## 'Annexure A'

**To,  
The Members,  
TPI India Limited**

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Namrata Vyas & Associates**

Place: Mumbai  
Date: December 8, 2020

**Namrata Vyas  
Proprietor**  
ACS No. – 46184  
CP No.– 17283



## COMPLIANCE WITH CODE OF CONDUCT

Declaration under Regulation 34 Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**To,  
The Members,  
TPI India Limited**

Declaration by the Managing Director under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

I, Bharat Parekh, Managing Director of TPI India Limited, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management, for the year ended March 31, 2018.

**For TPI India Limited**

Place: Mumbai  
Date: December 8, 2020

**Mr. Bharat Parekh  
(Managing Director)**

**MANAGING DIRECTOR CERTIFICATE**

**(In terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**To  
The Board of Directors  
TPI India Ltd.**

We the undersigned, certify to the Board that :

- (a) We have reviewed the Financial Statements and the cash flow statement for the year and that to the best of our knowledge and belief –
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing IND AS, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have also disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee –
  - (i) significant changes in internal Controls over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
  - (iii) If Any, instances of significant fraud, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For TPI India Ltd.**

Bharat Parekh  
Managing Director

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF TPI INDIA LIMITED****Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of TPI INDIA LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and except for the effects of the matter described in the Basis for Qualified Opinion section of our report, give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2020, and its loss including other comprehensive income, its cash flows and change in equity for the year ended on that date.

**I) Basis for Qualified Opinion:**

- (1) **The Trade Receivables, Trade Payables, Current and Non- current Liabilities, Loans and Advances given and taken are subject to confirmation, reconciliation, adjustments and provision, if any, which may arise out of confirmation and reconciliation.**
- (2) **The Ind AS 109 in respect of Fair Market Value/ Amortised Value of unquoted Investment and Financial Assets/liabilities and expected loss in respect of Sundry Debtors and loans are not considered.**
- (3) **The Gratuity Liabilities is provided on the basis of estimated liability as per Management and not according to actuarial Liability.**
- (4) **The premium of Rs. 125 Lacs (Rs. 125 Lacs) on redemption of 9% Cumulative Preference Shares is not provided in the annexed IND AS Financial Accounts.**
- (5) **Interest on deferred Sales Tax Liability of Rs. 17.35 Lacs (Rs. 17.35 Lacs) for the year 19-20 and Rs. 190.06 Lacs (Rs.172.71) Lacs up to 31/03/20 have not been provided in the annexed Financial Accounts.**
- (6) **Interest of Rs. 275 (Rs. 275) Lacs for the year 19-20 and Rs. 1100 Lacs (Rs. 825) lacs up to 31/03/2020 on loans from SICOM Investment and Finance Ltd have not been provided in the annexed Financial Accounts.**

The amount of (1), (2) and (3) above cannot be ascertained precisely. The effect of the (4), (5) and (6) above will be to increase the loss for the year by Rs. 417.35 Lacs (Rs. 417.35 Lacs) and reduce the Reserve/increased the Debit Balance of P & L by Rs. 417.35 lacs (Rs. 417.35 Lacs). Increase in loss and the reduction in Reserve/increased the Debit Balance of P & L up to 31-03-2020 will be Rs. 1415.06 lacs (Rs. 1222.71 Lacs).

### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

### **Emphasis of matter – Effects of COVID-19 or otherwise.**

We draw attention to Note 26 in the financial statements, which describes the economic and social consequences the entity is facing as a result of COVID-19 which is impacting supply chains / consumer demand/ financial markets/commodity prices/ personnel available for work and or being able to access offices. The Company's sustainability depends upon success in one time settlements of loans etc. with financial institutions/banks and realisation of debtors and advances. The management is trying to find out suitable investor to fund the one time settlements and future need of funds.

The entire audit finalization process was carried from remote locations i.e. other than the office/factory of the Company where books of account and other records are kept, based on data/ details offinancials information provided to us through digital medium, owing to COVID-19. Thus, ourattendance, inter alia, at the physical inventory verification done by the management wasimpracticable under the circumstances. Being constrained, we resorted to and relied upon the results of the related alternate procedures to obtain sufficient and appropriate audit evidence for the significant matters in the course of our audit. Our report is not modified in respect of this matter.

### **Our opinion is not modified in respect of this matter.**

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of Financial Statements section of our report, including in relation to these matters. Accordingly our audit included the performance of procedures designed respond to our assessment of the risks of material misstatement of the financial statements. The result of our audit procedures, including the procedures performed to address the matters below, provided the basis for our audit opinion on the accompanying financial statements.



Key Matters	How the matters was addressed in Audit.
<p>Evaluation of non-provision of expenses and uncertain tax positions</p> <p>The Company has material uncertain tax positions due to losses including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Non provisions of interest/premium on loans/preference shares as per the agreed terms. Significant management judgement is required in disclosing the contingent liability. Non-consideration of differed tax assets in view of losses.</p> <p>Refer Notes 1 to the Financial Statements</p>	<p>Orders received and representations made along with discussions made with independent persons handling the same and with the management. Considering the returns of income of earlier years and possibility of the Company to make up adequate estimated profit to recoup the losses; especially in non-consideration of differed tax assets. The possibility of obtaining relief to the Company from appeal and NCLT is also considered. Appropriate disclosures of contingent liability and qualified opinion are made.</p>
<p>Revenue is recognized upon transfer of risk and rewards to customers when material is dispatched from factory at an amount that reflects the consideration which company is expected to receive in exchange of goods. Sales return is considered on actual receipt of material at original sales price. Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances.</p>	<p>We have considered the Company's policy of recognizing the revenue on delivery of material from factory gate and receipt of material in factory for rejection. We have test checked the gate pass for deliver the goods and receipt of material.</p>
<p>Recoverability of Debtors and advances.</p>	<p>We have reviewed the policy of management to evaluate the recoverability of debtors and advances. We have considered recoverability of debtors by doing age analysis and discussing with management. Those balances which are not recoverable are written off as bad debts</p>
<p>Effect of Covid-19 and Others: Since only 8 days were lockdown during the year, there is not major effect on the current financial year. However the sustainability depends upon success in one time settlements of loans etc. with financial institutions/banks and realisation of debtors and advances</p>	<p>We have discussed the matter with management and were informed that they are trying to find out suitable investor to fund the one time settlements and future need of funds. Refer to qualified opinion</p>

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
  - d) Except for the effects of the matters described in the basis of qualified opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) As required by Section 197(16) of the Act, we report that the Company has not paid any remuneration to its directors during the year and accordingly the provisions of and limits laid down under Section 197 read with Schedule V to the Act are not applicable. However the director is paid guarantee commission for providing guarantee to banks.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts, as required under the applicable law or accounting standards, there is no question in reporting for material foreseeable losses, if any,
    - iii. The Company has not been deposited a sum of Rs. 3.17 lacs to the Investor Education and Protection Fund for the F Y 95-96, 96-97 and 97-98.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**Place : Mumbai**  
**Date : 30th July, 2020**

**For V R Renuka & Co.**  
**Chartered Accountants**  
**(Firm Registration No. 108826W)**  
**Vishnu Renuka**  
**Partner**  
**(Membership No. 032262)**

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of TPI Limited of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of TPI INDIA LIMITED (the "Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the 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, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **For V R Renuka & Co.**

Chartered Accountants

(Firm Registration No. 108826W)

### **Vishnu Renuka**

Partner

(Membership No. 032262)

Mumbai, 30th July, 2020

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of TPI Limited of even date)**

- i. In respect of the Company's fixed assets:
  - (a) In our opinion and according to the information and explanation given to us and based on our examination of books, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) All the Fixed Assets have not been physically verified by the management during the year but the Company has a regular program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the Agreement provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii.
  - (a) The Inventories have not been physically verified by the management at the end of the year; however subsequently reconciliation has been prepared. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion, the discrepancies noticed on verification between the physical stocks and the book records are not material and have been properly dealt in the books of accounts.
- iii. In our opinion and according to the information and explanation given to us and based on our examination of books, the Company has not granted any Loan Secured or Unsecured to companies, firms, Limited Liability Partnership or other the parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the provisions of clause (iii) (a), (b) and (c) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us and based on our examination of books, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. **The Company has accepted certain deposits from public for which the directives issued by the Reserve Bank of India and the provision of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under have not been complied with. For the above referred accepted deposits, company has not complied with the provisions like advertisement in newspaper, filing of annual return, maintaining the liquid assets, rate of interest and the limit up to which the deposits can be accepted from the public.**

**We were informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal for the above said defaults.**

- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us and the record of the Company examined by us, in respect of statutory dues, in our opinion:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other statutory dues applicable to it with the appropriate authorities except Service Tax, Excise, and Professional. Tax.
- (b) According to the information and explanations given to us, the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date becoming payable are mentioned below:
- (b) (i) The undisputed statutory dues are as follows:-

Sr. No.	Nature of Dues	Financial Year	Amount	Remarks
1.	Deferred Sales Tax	1994-95 to 03-04	2,32,46,365/-	Relief sought under BIFR Scheme
2.	Additional Demand on Assessment of Sales Tax for above years	1994-95 to 03-04	1,61,84,583/-	Relief seeking to appropriate authority including this Additional Liabilities for setting off against un-availed Sales Tax Deferral limit of Rs. 524.60 Lac

- (b) ii) According to information and explanation given, the disputed statutory dues aggregating to **Rs. 902.43 lacs** (Rs. 902.43 lacs) in respect of income tax or sales tax or service tax or goods and service tax, duty of customs or duty of excise or value added tax and Cess that have not been provided and deposited on account of disputed matter pending before appropriate authorities are as under:

Name of the Status	Nature of Dues	Amount of Dues	Period to which the amount relates	Forum at which dispute is pending
I T Act	Penalty	66.80 Lacs	F Y 06-07	CIT (A)
Custom- DGFT	Penalty	807.94 Lacs	F Y 94-95 to 99-00	DGFT, Delhi.
Custom Act	Duty	27.69 lacs	F Y 08-09	CESTAT.



- Viii. Based on our audit procedure and according to the information and explanation given to us, we state that the company has not defaulted in repayment of loans or borrowings and interest to financial institution, bank, government or debenture holders **except** the following:

Name	Nature	Period	Amount	Remarks
SIFL	Interest	Oct. 15 to March 2016	1,42,20,028/-	Written Back in F Y 16-17; Refer Note No. 31
SIFL	Interest	April. 16 to March 2017	10,99,83,188/-	Not Provided; Refer Note No. 31
SIFL	Loan	Oct. 2015	1260 Lacs	Refer Note No. 31
SIFL	9% Cum Pref. Capital	Oct.2017	500 Lacs	Refer Note No 16
SIFL	Share Application Money	Since Oct, 2012.	300Lacs	Pending Approval of SEBI Refer Note No. 19

- ix. According to the information and explanation given to us and based on our examination of books, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments); according to the information and explanation given to us and based on our examination of books, the Company has not availed new term loan during the year and hence reporting under clause 3 (ix) of the Order is not applicable to the Company and commented upon.
- x. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, in our opinion, we have neither come across or noticed during the year, any instances of material fraud by the Company or on the Company by its officers or employees, nor have we been informed of any such cases by the management.
- xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided any managerial remuneration in accordance without the requisite approvals mandated by provisions of Section 197 read with Schedule V of the Companies Act and hence reporting under clause 3 (ix) of the Order is not applicable to the Company. However guarantee commission of Rs. 3,00,000/- is paid to Managing Director for personal guarantee given to bank & financial institutions.
- xii. In our opinion and according to information and explanation given to us, the Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company and commented upon.
- xiii. In our opinion and according to the information and explanations given to us and on overall examination of Balance Sheet, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable AS.
- xiv. According to the information and explanations given to us and on an overall examination of the Balance Sheet, during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company and commented upon..

- xv. In our opinion and according to the information and explanations given to us and on an overall examination of the books, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company and commented upon.
- xvi. According to the information and explanations given to us, in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Cl. 3(xvi) are not applicable and commented upon.

**For V R Renuka & Co.**

Chartered Accountants

(Firm Registration No. 108826W)

**Vishnu Renuka**

Partner

(Membership No. 032262)

Mumbai, 30th July, 2020

**BALANCE SHEET AS AT MARCH 31, 2020**

INR in ₹ 000

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
A Non-Current Assets			
a Property, Plant and Equipment	2	3 4,996	41,601
b Financial Assets			
(i) Investment in Equity Shares	3	795	682
Other Non Current Assets	4	1,976	1,925
<b>Total (A)</b>		<b>37,766</b>	<b>44,208</b>
B Current Assets			
a Inventories	5	1 8,257	2 1,666
b Financial Assets			
(i) Trade Receivable	6	1 0,998	26,845
(ii) Cash and Cash Equivalents	7	1,297	2,168
c Other Current Assets	8	1 1,698	10,919
<b>Total (B)</b>		<b>42,251</b>	<b>61,598</b>
<b>TOTAL ASSETS (A+B)</b>		<b>80,017</b>	<b>1,05,806</b>
<b>EQUITY AND LIABILITIES</b>			
A Equity			
a Equity Share Capital	9	4 2,963	42,963
b Other Equity	10	(3,19,115)	(2,89,254)
<b>Total (A)</b>		<b>(2,76,151)</b>	<b>(2,46,291)</b>
Liabilities			
B Non-Current Liabilities			
a Financial Liabilities			
Borrowings	11	12,867	-
b Provisions	12	1,001	1,237
<b>Total (B)</b>		<b>13,868</b>	<b>1,237</b>
<b>C Current Liabilities</b>			
a Financial Liabilities			
(i) Borrowings	13	2,05,704	2,20,165
(ii) Trade Payables	14	5 6,032	49,082
(iii) Other Financial Liabilities	15	31,876	31,325
b Other Current Liabilities	16	48,688	50,287
<b>Total (C)</b>		<b>3,42,301</b>	<b>3,50,859</b>
<b>TOTAL LIABILITIES (A+B+C)</b>		<b>80,017</b>	<b>1,05,806</b>

Significant Accounting Policies

1

Notes on Financial Statements

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As per our Report of even date

**For V.R.Renuka & co**

Chartered Accountants

Firm Registration No. 108826W

**Vishnu Renuka**

Partner

M No. 032263

Mumbai, July 30, 2020

**For and on behalf of the Board of Directors****Bharat Chimanlal Parekh**

Managing Director

DIN: 02650644

**Darshana Parekh**

Woman Director

DIN: 07171160

**Ravindra Shukla**

Independent Director

DIN: 00660027

**Ishan Selarka**

Independent Director

DIN: 03614005

Mumbai, July 30, 2020

## Statement of Profit and Loss for year ended March 31, 2020

INR in ₹ 000

Particulars	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
<b>Income:</b>			
Revenue from Operations	17	1,67,482	2,27,926
Other Income	18	137	229
<b>Total Revenue</b>		<b>1,67,619</b>	<b>2,28,155</b>
<b>Expenses:</b>			
Cost of Materials Consumed	19 - a	1,30,960	1,77,009
Operational Expenses	19 - b	29,813	3 7,337
(Increase)/Decrease in Finished Goods and Work-in-Progress	20	2,288	9,797
Employee Benefit Expenses	21	12,601	13,592
Finance Costs	22	6,036	7,128
Depreciation and Amortization Expense		6,605	6,773
Other Expenses	23	9,159	61,210
<b>Total Expenses</b>		<b>1,97,462</b>	<b>3,12,847</b>
<b>Profit/(Loss) before Tax</b>		<b>(29,843)</b>	<b>(84,692)</b>
<b>Tax Expense:</b>			
(1) Current tax - -			
(2) Deferred Tax - -			
<b>Profit for the year</b>		<b>(29,843)</b>	<b>(84,692)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit and loss			
Change in fair value of FVOCI equity instruments		(18)	(16)
Income tax relating to above		-	-
<b>Other Comprehensive Income for the year</b>		<b>(18)</b>	<b>(16)</b>
<b>Total Comprehensive Income for the year</b>		<b>(29,861)</b>	<b>(84,708)</b>
Earnings Per Equity Share			
Basic and diluted ( in Rs.)		(0.69)	(1.97)

Significant Accounting Policies

Notes on Financial Statements

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24 - 39

As per our Report of even date

For V.R.Renuka &amp; co

Chartered Accountants

Firm Registration No. 108826W

Vishnu Renuka

Partner

M No. 032263

Mumbai, July 30, 2020

For and on behalf of the Board of Directors

Bharat Chimanlal Parekh

Managing Director

DIN: 02650644

Darshana Parekh

Woman Director

DIN: 07171160

Ravindra Shukla

Independent Director

DIN: 00660027

Ishan Selarka

Independent Director

DIN: 03614005

Mumbai, July 30, 2020

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020** INR in ₹ 000

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
<b>A. Cash Flow from Operating activities</b>		
a. <b>Net profit before tax</b>	(29,843)	(84,692)
Adjustment for:	-	-
Depreciation	6,605	6,773
Interest Expenses	6,036	7,128
Interest Income	(90)	(90)
Dividend Income	(1)	(128)
b. <b>Operating profit before working capital changes</b>	(17,293)	(71,009)
Adjustments for :		
Trade and other receivables	15,847	49,275
Inventories	3,409	16,063
Other Assets	(830)	12,600
Trade payables	6,950	8,277
Provisions	(236)	(317)
Other Financial Liabilities	551	(492)
Other Liabilities	(1,599)	(1,099)
c. <b>Cash generated From operations</b>	6,798	13,297
Direct taxed paid [ net ]	-	-
Cash from operating activities before exceptional items	6,798	13,297
d. <b>Exceptional items</b>	-	-
Net cash from operating activities	6,798	13,297
<b>B. Cash flow from investing activities</b>		
Sale / (Purchase) of Property, Plant & Equipment	-	(23)
Loans advanced to other companies	-	-
Interest received	90	90
Dividend Received	1	128
Net cash from / [used in ] investing activities	91	195
<b>C. Cash flow from Financing activities</b>		
Increase/(decrease) in Short Term Borrowings	(14,461)	(5,004)
Proceeds from Long Term Borrowings	-	-
Repayments of Long Term Borrowings	12,867	(462)
Interest paid	(6,036)	(7,128)
Net Cash from / [ Used in ] financing activities	(7,630)	(12,594)
<b>D. Net Increase / ( decrease ) in Cash net Cash Equivalent</b>	(742)	897
Cash and Cash equivalent at beginning of the year	2,168	1,135
Cash and Cash equivalent at end of the year	1,297	2,168

As per our Report of even date

**For V.R.Renuka & co**  
Chartered Accountants  
Firm Registration No. 108826W

**Vishnu Renuka**  
Partner  
M No. 032263

Mumbai, July 30, 2020

**For and on behalf of the Board of Directors**  
**Bharat Chimanlal Parekh** **Darshana Parekh**  
Managing Director Woman Director  
DIN: 02650644 DIN: 07171160

**Ravindra Shukla** **Ishan Selarka**  
Independent Director Independent Director  
DIN: 00660027 DIN: 03614005

Mumbai, July 30, 2020

### Statement of Changes in Equity for the year ended March 31, 2020 (SOCE)

INR in ₹ 000

Particulars	March 31, 2020	
	No. of Shares	
Outstanding At the beginning of the year (Face Value ` 1/- per share)	4,29,63,470	42,963.47
Add : Issue	-	-
Outstanding At the end of the year (Face Value ` 1/- per share)	4,29,63,470	42,963.47

#### (b) Other Equity

	Reserves and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance as at 31st March, 2019	1,84,284	19,924	(4,93,462)	(2,89,254)
Fair Value measurement of Investments	-	-	-	-
Restated balance at 31st March, 2019	1,84,284	19,924	(4,93,462)	(2,89,254)
Profit for the year	-	-	(29,843)	(29,843)
Changes in Fair value of Equity Investments through OCI.	-	-	(18)	(18)
Deferred Tax	-	-	-	-
Total Comprehensive Income for the year	-	-	(29,861)	(29,861)
Transfer to retained earnings	-	-	-	-
Balance as at 31st March, 2020	1,84,284	19,924	(5,23,305)	(3,19,115)

As per our Report of even date

**For V.R.Renuka & co**  
Chartered Accountants  
Firm Registration No. 108826W

**Vishnu Renuka**  
Partner  
M No. 032263

**Mumbai, July 30, 2020**

**For and on behalf of the Board of Directors**  
**Bharat Chimanlal Parekh**  
Managing Director  
DIN: 02650644

**Darshana Parekh**

Woman Director  
DIN: 07171160

**Ravindra Shukla**

Independent Director  
DIN: 00660027

**Ishan Selarka**

Independent Director  
DIN: 03614005  
**Mumbai, July 30, 2020**

## Notes to the Financial Statement for year ended March 31, 2020

### 1 Company Overview

TPI INDIA LTD (TPI) is a public company limited by shares incorporated and domiciled in India and is listed on BSE Limited (BSE). The registered office of the company and its factory is situated at Plot No J61 Additional MIDC Murbad District Thane, Mumbai- 42401. The Company has only one segment of business, i.e., Polymer based packing products and has no parent company.

#### I a) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting standards (hereinafter referred to as the 'Ind AS') notified by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and Companies (Indian Accounting Standards) Amendment Rules, 2016 and the relevant provisions of the Act.

#### b) Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The accounts are prepared on "Going Concern basis". The continuation of the company as a going concern is dependent upon the implementation of Modified Rehabilitation Scheme, availability of adequate finance and future profitability of the company.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

**Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

**Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

**Level 3** inputs are unobservable inputs for the asset or liability.

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**Notes to the Financial Statement for year ended March 31, 2020**

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**c) Classifications of Assets and Liabilities in to current and non current**

All the assets and liabilities have been classified as current or non-current, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act.

**II Critical Accounting Estimates And Judgements**

The preparation of financial statements in accordance with Ind AS requires management to make certain judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates, with the differences between the same being recognized in the period in which the results are known or materialize. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about areas involving a higher degree of judgment or complexity or critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities are included in the following notes:(a) Estimation of useful life – Note on Property, Plant and Equipment(b) Recognition of deferred tax assets - Note on Deferred Tax

**III Significant Accounting Policies****A Property Plant and Equipment****a) Initial Measurement & Recognition**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition for its intended use with any trade discounts or rebates being deducted in arriving at purchase price. Cost of the assets also includes interest on borrowings attributable to acquisition, if any, of qualifying fixed assets incurred up to the date the asset is ready for its intended use. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of Property, plant and equipment. Cost of Property, plant and equipment not ready for intended use as on the balance sheet date, is disclosed as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under Other non-current Assets.

**b) Subsequent expenditure**

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.



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**Notes to the Financial Statement for year ended March 31, 2020**

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**c) Depreciation and Amortisation**

The Company depreciates its fixed assets on straight line method over the useful life in the manner prescribed in Schedule II of the Companies Act 2013. Depreciation on assets added/disposed off during the year is provided on pro-rata basis from the date of addition or up to the date of disposal, as applicable. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period.

**d) Derecognition**

The fixed assets are derecognised on disposal or when no future economic benefits are expected. The difference between carrying amount and net disposable proceeds is recognised in the Statement of Profit & Loss.

**B Inventories**

Inventories are stated at lower of cost and net realisable value. Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. Finance cost generally are not part of the cost of inventories.

**C Financial Instruments****a Financial Assets****i. Classification**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**ii. Initial Recognition and Measurement**

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**iii. Subsequent Measurement**

For purposes of subsequent measurement financial assets are classified into two broad categories:

**a. Financial asset at fair value****b. Financial asset at amortised cost**

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit or loss (i.e. fair value through profit or loss), or recognised in other

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**Notes to the Financial Statement for year ended March 31, 2020**

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comprehensive income (i.e. fair value through other comprehensive income).

iv. **Equity Investments**

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

v. **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

**b Financial Liability**

i. **Classification**

The Company classifies all financial liabilities as subsequently measured at amortised cost or at fair value through Profit and Loss.

ii. **Initial Recognition and Measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

iii. **Subsequent Measurement**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to interest amortised bearing loans and borrowings.

iv. **De-recognition of financial liabilities**

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, canceled or expired. When the financial liability is exchanged or modified, the difference in carrying amount is recognised in the Statement of Profit and Loss account.

c. **An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.**

## Notes to the Financial Statement for year ended March 31, 2020

### D Revenue Recognition

Domestic sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, after the deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and service tax, etc. Discounts given include rebates, price reductions and other incentives given to customers.

### E Other Income

Interest income is recognised/accounted on accrual basis determined by the amount outstanding and the rate applicable.

Dividend income is recognised when the right to receive the payment is established.

### F Employee benefits/ Retirement Benefits

Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

#### i. Short-Term Obligation

Short-term employee benefits like salaries, wages, bonus and welfare expenses payable wholly within twelve months of rendering the services are accrued in the year in which the associated services are rendered by the employees and are measured at the amounts expected to be paid when the liabilities are settled.

#### ii. Long-Term Obligation

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

#### iii. Defined Contribution Plans

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further

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**Notes to the Financial Statement for year ended March 31, 2020**

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defined obligations beyond the monthly contributions.

**G Taxation**

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

**a) Current Tax**

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/ expenses and penalties, if any, related to income tax are included in current tax expense. No Provision for Income Tax is made since there will be no taxable income for the current year. No Provision is made for tax based on MAT as the provision of MAT is not applicable to sick industrial company in term of section 115JB read with explanation (1) (vii).

**b) Deferred Tax**

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is recognized using the tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

- c) Minimum Alternate Tax (MAT)** credit is recognised as an asset only when and to the extent there is convincing evidences that Company will pay normal income tax during specified period.

**H Foreign Currency Transactions**

The functional currency of the company is Indian national rupee (INR) which is also the presentation currency. All other currencies are accounted for as foreign currency.

During the year there have been no revenue booked in foreign currency.

**I Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

**J Impairment of Assets**

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**Notes to the Financial Statement for year ended March 31, 2020**

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An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**K Provisions and Contingent Liabilities**

Provisions are recognised when the Company (a) has a present obligation (legal or constructive) as a result of a past event, (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and (c) a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**L Government Grants**

Government grants and subsidies are recognized when there is reasonable assurance that the company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of depreciable assets by way of a reduced depreciation charge while grants related to expenses are treated as other income in the income statement.

**M Segment Reporting**

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Currently the company operates only in one geographical segment viz, Polymer based packaging products in India.

**N Cash & Cash Equivalents**

The company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

**O Cash Flow Statement**

Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows.

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**Notes to the Financial Statement for year ended March 31, 2020**

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The cash flows from operating, investing and financing activities of the company are segregated.

**P Earnings Per Share**

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**Q Research & Development**

Revenue expenditure on research and development are charged as an expense in the year in which they are incurred. Capital expenditure on research and development are shown as an addition to fixed assets.

**R Subsidy**

Capital subsidy received from Maharashtra Government is credited to capital reserve account.

## Notes to the Financial Statement for year ended March 31, 2020

## 2. Property, Plant and Equipment for the year ended March 31, 2020

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01/04/2019	Additions for the Year	Deductions for the Year	As at 31/03/2020	As at 01/04/2019	For the Year	Adjustments for the Year	As at 31/03/2020	As at 31/03/2020	As at 31/03/2019
Land	1,934	-	-	1,934	-	-	-	-	1,934	1,934
Factory building	32,244	-	-	32,244	13,307	4,368	-	17,675	14,569	18,938
Plant & machinery	27,780	-	-	27,780	8,268	2,185	-	10,453	17,328	19,512
Electrical installation Plant	616	-	-	616	108	10	-	119	498	508
Factory Equipment	277	-	-	277	105	6	-	111	167	173
Office equipment	244	-	-	244	116	12	-	128	116	129
Furniture Fixtures	279	-	-	279	84	17	-	101	178	195
Computer	283	-	-	283	71	6	-	76	206	212
Total - Current Year	63,658	-	-	63,658	22,057	6,605	-	28,662	34,996	41,601
Previous year	63,635	23	-	63,658	15,284	6,773	-	22,057	41,601	48,351

The Company has mortgaged its Property, Plant and Equipment against borrowings, Refer Note No. 11 & 13 for details.

## Notes to the Financial Statement for year ended March 31, 2020

Particulars	March 31, 2020	March 31, 2019
<b>3 Investments in Equity Shares</b>		
<b>(i) Investment in Equity Shares Quoted - at Market Value</b>		
640 (640) Equity Shares Of Industrial Development Bank of India of Rs.10 Each, <b>Unquoted - at cost</b>	12	30
76250 (63250) Shares Of Kokan Mercantile Co Op Bank Ltd of Rs.10/-	763	633
800 (800) Equity Shares Of Janaseva Sahakari Bank Ltd of Rs. 25 each	20	20
<b>Total</b>	<b>795</b>	<b>682</b>
Aggregate amount of quoted investments (valued at market value)	12.00	29.86
Aggregate amount of unquoted investments	782.50	652.50
<b>4 Other Non Current Assets</b>		
Advances other than capital advances		
Security Deposits EMD & Others	1,976	1,925
Balance with Revenue Authorities		
Income Tax-TDS		
<b>Total</b>	<b>1,976</b>	<b>1,925</b>
<b>5 Inventories</b>		
(a) Raw materials	2,009	2,723
(b) Work-in-process	6,986	9,813
(c) Finished Goods	6,014	5,474
(d) Stores and spares	3,249	3,656
<b>Total</b>	<b>18,257</b>	<b>21,666</b>
<b>6 Trade Receivable</b>		
Trade Receivable -Unsecured, Considered Good	10,998	26,845
<b>Refer Note No.29 B</b>	<b>10,998</b>	<b>26,845</b>
<b>7 Cash and cash equivalents</b>		
<b>Balances with banks</b>	-	-
In Current Accounts	24	809
Earmarked balances with bank (Unpaid dividend)	317	317
<b>Cash on hand</b>	<b>956</b>	<b>1,042</b>
<b>Total</b>	<b>1,297</b>	<b>2,168</b>



## Notes to the Financial Statement for year ended March 31, 2020

Particulars	March 31, 2020	March 31, 2019
<b>8 Other Current Assets</b>		
Advances other than Capital Advances		
Other Advances		
Advance to staff	888	421
Prepaid Expenses	189	242
Advance to Suppliers	-	-
Balance with Revenue Authorities ( Refund)	10,620	10,256
<b>Total</b>	<b>11,698</b>	<b>10,919</b>
<b>9 Share Capital</b>		
<b>(a) Authorised Share Capital :</b>		
500,000 (PY: 500,000) 9% Cumulative Preference Shares of ₹ 100/- each	50000	50000
12,50,00,000 (PY: 12,50,00,000) Equity Shares of ₹ 1/- each	125000	125000
<b>Total</b>	<b>175000</b>	<b>175000</b>
<b>(b) Issued, subscribed and paid up:</b>		
4,29,63,470 (PY: 4,29,63,470) Equity Shares of ₹ 1/- each fully paid up.	42,963	42,963
<b>Total</b>	<b>42,963</b>	<b>42,963</b>

## (C) A reconciliation of the number of shares outstanding is set out below:

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	In Rupees	No. of Shares	In Rupees
Outstanding At the beginning of the year (Face Value ₹1/- per share)	42963470	42,963	42963470	42,963
Add : Issue	0	0	0	0
Outstanding At the end of the year (Face Value ₹ 1/- per share)	42963470	42963	42963470	42,963

**Terms/rights attached to Equity shares :**

The Company has only one class of issued Equity Shares having a par value of ₹ 1 per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

## (D) Details of shareholders, holding more than 5% shares in the company:

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	% holding	No. of Shares	% holding
Equity -Bharat C Parekh	35671989	83.03	35671989	83.03

## Notes to the Financial Statement for year ended March 31, 2020

### 10 Other Equity

Particulars	March 31, 2020		March 31, 2019	
<b>Balance as at 31st March, 2019</b>	1,84,284	19,924	(4,93,462)	(2,89,254)
Fair Value measurement of Investments	-	-	-	-
Restated balance at 31st March, 2019	1,84,284	19,924	(4,93,462)	(2,89,254)
Profit for the year	-	-	(29,843)	(29,843)
Changes in Fair value of Equity Investments through OCI	-	-	(18)	(18)
Deferred Tax	-	-	-	-
Total Comprehensive Income for the year	-	-	(29,861)	(29,861)
Transfer to retained earnings	-	-	-	-
<b>Balance as at 31st March, 2020</b>	<b>1,84,284</b>	<b>19,924</b>	<b>(5,23,323)</b>	<b>(3,19,115)</b>

#### A. Nature and Purpose of Reserves

- Capital Reserve: The Companies Act, 2013 requires the company to create capital reserve based on statutory requirement. This reserve is not available for capitalisation/declaration of dividend/ share buy-back.
- Securities Premium Reserve: The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.
- Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.
- FVTOCI Equity Investments: The company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI Equity Investments reserve within equity. The company transfers amount from this reserve to retained earnings when the relevant equity securities are derecognised.

### 11 Non Current Borrowings

Particulars	March 31, 2020	March 31, 2019
Term Loans		
From Banks (Secured)		
Kokan Mercantile Co-op Bank Ltd	12,867	-
<b>Total</b>	<b>12,867</b>	<b>-</b>

The Above loans are secured by Pari Passu charge of the following:

- The Pari Passu charge by mortgage of factory premises located at Plot No. J-61, Addl. MIDC, Murbad and all the fixed assets of the company and F-4, MIDC, Murbad and office at 102, Atlanta, 10th Floor, Nariman Point, Mumbai - 21 owned by Mg. Director Mr. Bharat C. Parekh
- The pari passu charge by Hypothecation of all current assets of the company at the above location
- Pledge of 39734626 (92.48%) equity shares in the company of Promoters Parekh Family
- Personal Guarantees of Director Shri Bharat C. Parekh

## Notes to the Financial Statement for year ended March 31, 2020

INR in ₹ 000

Particulars	March 31, 2020	March 31, 2019
<b>12 Provision</b>		
Provision for Employee Benefits		
Provision for Gratuity	1,001	1,237
<b>Total</b>	<b>1,001</b>	<b>1,237</b>
<b>13 Current Borrowings</b>		
<b>A Loans repayable on demand from banks (Secured)</b>		
Kokan Mercantile Co-Op Bank Ltd C C	15,171	27,746
from other parties (Secured)		
SICOM INVESTMENTS & FINANCE LTD- Term Loan due for repayment	76,000	76,000
SICOM INVESTMENTS & FINANCE LTD- Working Capital	50,000	50,000
	1,41,171	1,53,746
<b>from other parties (Unsecured)</b>		
Unsecured Loans - Others	3,275	3,275
<b>B Loans from related parties</b>		
Unsecured		
Unsecured Loans- Directors	11,258	13,144
<b>C SIFL 9% Cum. Preference Shares (Matured during F Y 17-18)</b>	50,000	50,000
<b>Total (A) (B) and (C)</b>	<b>2,05,704</b>	<b>2,20,165</b>

**Borrowings from SICOM and DCK are over due and no interest there on is provided in view of OTS**

\* The Above Secured Short Term Borrowings are secured by Pari Passu charge of the following:

- (A) The Pari Passu charge by mortgage of factory premises located at Plot No. J-61, Addl. MIDC, Murbad & F-4, MIDC, Murbad and all the fixed assets of the company and office at 102, Atlanta, 10th Floor, Nariman Point, Mumbai - 21 owned by Mr. Bharat C. Parekh
- (B) The pari passu charge by Hypothecation of all current assets of the company at the above location
- (C) Pledge of 39734626 (92.48%) equity shares in the company of Promoters Parekh Family
- (D) Personal Guarantees of Director Shri Bharat C. Parekh
- (E) For default in repayment of interest payable to SIFL note No. 26

**Refer Note No. 38 for related party payables**

## Notes to the Financial Statement for year ended March 31, 2020

INR in ₹ 000

Particulars	March 31, 2020	March 31, 2019
<b>14 Trade Payables</b>		
Due to Micro, Small and Medium Enterprises Refer Note No. 37	-	-
Others	56,032	49,082
<b>Total</b>	<b>56,032</b>	<b>49,082</b>
<b>15 Other Financial Liabilities</b>		
Current Maturities of Long Term Debt - KOKAN Bank	1,559	1,008
Unpaid Dividend	317	317
Shares Application Money pending Allotment/ pending SEBI approval	30,000	30,000
<b>Total</b>	<b>31,876</b>	<b>31,325</b>
<b>16 Other Current Liability</b>		
Statutory Dues Payable	8,794	8,901
Unsecured Loans- DCK due	39,431	39,631
Expenses Payable	89	134
ESIC Payable	6	7
PF Payable	38	37
Professional Tax Payable	243	173
Salary & Wages Payable	86	1,404
<b>Total</b>	<b>48,688</b>	<b>50,287</b>
<b>17 Revenue from Operations</b>		
<b>Sale of Products</b>		
Polymer Based Packaging Products	1,62,263	2,27,018
Other Operating Revenues		
-Revenue from Services	5,219	908
<b>Total</b>	<b>1,67,482</b>	<b>2,27,926</b>

## Notes to the Financial Statement for year ended March 31, 2020

INR in ₹ 000

Particulars	March 31, 2020	March 31, 2019
<b>18 Other Income</b>		
Interest Income	-	-
Dividend	1	128
Interest on MSEB	90	90
Other Non-Operative Income		
Sundry Balances Written Back	46	11
Insurance Claim	-	-
<b>Total</b>	<b>137</b>	<b>229</b>
<b>19 Cost of Materials consumed</b>		
Opening stock of Raw material	2,723	8,664
Add: Purchase	1,29,302	1,70,186
Freight Inward	944	882
Less: Closing stock of Raw Material	(2,009)	(2,723)
<b>Material used in Manufacturing Activities</b>	<b>1,30,960</b>	<b>1,77,009</b>
Purchase Traders	-	-
<b>a Total Material used.</b>	<b>1,30,960</b>	<b>1,77,009</b>
<b>b Operational Expenses</b>		
Labour charges	16,817	21,188
Consumption of stores	2,708	3,939
Power & fuel	9,052	10,863
Excise Duty	-	-
Water charges	339	332
Factory Insurance	522	489
Repairs: (A) Building	83	82
(B) Plant & machinery	294	444
<b>Total</b>	<b>29,813</b>	<b>37,337</b>
<b>Total</b>	<b>1,60,773</b>	<b>2,14,346</b>

## Notes to the Financial Statement for year ended March 31, 2020

INR in ₹ 000

Particulars	March 31, 2020	March 31, 2019
<b>20 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade</b>		
Finished Goods		
Opening Stock	5,474	-
Closing Stock	6,014	5,474
Changes in Inventory of Finished Goods	(540)	(5,474)
Work in Progress		
Opening Stock	9,813	25,084
Closing Stock	6,986	9,813
Changes in Inventory Work in Progress	2,827	15,271
<b>Total</b>	<b>2,288</b>	<b>9,797</b>
<b>21 Employee benefit expenses</b>		
Salaries Wages and Bonus	11,070	12,173
Contribution to Provident Fund and Other Funds	239	242
Gratuity	77	90
Staff Welfare Expenses	1,214	1,087
<b>Total</b>	<b>12,601</b>	<b>13,592</b>
<b>22 Finance Costs</b>		
Interest expense- Bank	4,649	5,876
Interest expense- Others	137	255
Other Borrowing Cost	1,250	997
<b>Total</b>	<b>6,036</b>	<b>7,128</b>
<b>23 Other Expenses</b>		
Printing and stationery	145	211
Telephone	126	206
Postage and Courier charges	68	323
Vehicle Expenses	582	587
Repairs and maintenance of others	16	51
Insurance other	-	3

## Notes to the Financial Statement for year ended March 31, 2020

INR in ₹ 000		
Particulars	March 31, 2020	March 31, 2019
Rent	101	72
Rates and taxes	85	170
Packaging, forwarding charges	3,959	6,106
Legal and professional fees	1,168	1,121
Travelling expenses	621	702
Conveyance	199	280
Donation	26	19
Brokerage & commission	-	-
Directors sitting fees	20	65
Sales promotion & presentation	427	768
Fees and subscription	84	98
Electricity	76	81
Service tax	-	-
Computer Maintenance Expenses	65	86
Guarantee Commission to Director	300	300
Bad debts written off	302	48,579
Sundry expenses	638	890
Share, Listing and RTA Expenses	92	433
Auditors remuneration	60	60
<b>Total</b>	<b>9,159</b>	<b>61,210</b>

- 24 The dividend payable of Rs 317,429/- is comprising of Rs 34,342.80 for F.Y. 95-96, Rs 98,376 for F.Y. 96-97 & Rs 184,710 for F.Y. 97-98 and not deposited with Investors Education and Protection Fund account. The same is lying with Bank of Baroda under dividend a/c no. 4326 and The Federal Bank Ltd. under dividend a/c no. 3884 and 4034. The management is in the process of transferring the same to the Investors Education and Protection Fund account
- 25 At the hearing held on 01-09-2010 BIFR has approved the relief in respect of extension of repayment of existing Deferred Sales Tax Liability of Rs. 2,34,46,366/- along with accrued interest thereon at the concessional rate 7% per annum over the period of Five years subject to consideration of the same by Sales Tax Department. Accordingly the application is made with the concerned authority for the requisite approval to implement the relief sought and the same is pending. However the interest of Rs. 190.06 (Rs.172.71) Lacs upto 31-03-2020 has not been provided in the annexed accounts on the outstanding deferred sales tax amount. However the Revised/Amended MDRS, the Company has sought relief for differed payment over the period of five years from the date of sanction

## Notes to the Financial Statement for year ended March 31, 2020

of Scheme. On 25th November, 2016 vide its notification no. F.No.3/2/2011-IF.II and in exercise of powers conferred by sub-section (2) of section 2 of Sick Industrial Companies (Special Provisions) Repeal Act, 2003, the Central Government appointed from 1st December, 2016 that the act along with all its provisions be repealed including the BIFR bench. Pursuant to the above the Insolvency and Bankruptcy Code was brought into force. As per Insolvency & Bankruptcy Code (Removal of Difficulties) Order 2017, any scheme sanctioned under sub-section (4) or any scheme under implementation under sub-section (12) of section 18 of the Sick Industrial Companies (Special Provisions) Act, 1985 shall be deemed to be an approved resolution plan under sub-section (1) of section 31 of Insolvency & Bankruptcy Code, 2016 and the same shall be dealt with in accordance with the provisions of part II of the said code. Hence the company is making applications and presentations at all relevant authorities to continue with the scheme which was sanctioned by BIFR

- 26 The Company has made an application to SICOM INVESTMENT AND FINANCE LIMITED (SIFL) for One Time Settlement (OTS) on their Loan of Rs. 1260 lacs vide their letter dated 16/01/2019 & 22/03/2019. Vide the letter the company has shown its performance and has requested SIFL to settle all its dues including loans, unpaid interest, penal interest (if any) and the Preference Shares and the Share Application Money at INR 500lacs. The correspondence is ongoing and the company expects a positive feedback from SIFL
- 27 The Assessment of Sales Tax for the period 1995-96 to 2003-04 has been completed and consequential additional demand of Rs. 1,61,84,583/- (covered under deferral scheme) was raised of which the debit notes of the same amount had been raised to the defaulting customers for recovery. However under the Revised /Amended MDRS, the Company has sought relief from BIFR to adjust this liability against the un-utilised deferred limit of rs. 524 lacs and payment of the same to be differed for five years from sanction of MDRS.

Subsequently the company has made efforts to recover this amount from the customers, but due to the demand being more than 15 years old, some of the customers are no more existing and some have no records of the same.

Due to this the company has estimated that these dues will not be able to recoverable and are hence written off

- 28 Previous year's figures have been rearranged and/or regrouped, reclassified wherever necessary to make them comparable with those of the current year.

### 29 Financial Instruments - Fair Values and Risk Management

Accounting classification and fair values

#### A Carrying Value as on reporting date & Fair Value hierarchy:

The following table shows carrying amount and fair values of financial assets and financial liabilities, including their levels in fair value hierarchy. It does not include fair value information of financial assets and liabilities not measured at fair value if the carrying amount is reasonable approximation of fair value.



## Notes to the Financial Statement for year ended March 31, 2020

INR in ₹ 000

Particulars		31-Mar-20			Fair Value hierarchy				Total
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
Financial Assets									
(i)	Non Current Investments	-	12	783	795	12	783	-	795
(ii)	Trade Receivable	-	-	10,998	10,998	-	-	-	-
(iii)	Cash and Cash Equivalents	-	-	1,297	1,297	-	-	-	-
TOTAL		-	12	13,078	13,090	12	783	-	795
Financial Liabilities									
(i)	Current Borrowings	-	-	2,05,704	2,05,704	-	-	-	-
(ii)	Trade Payables	-	-	56,032	56,032	-	-	-	-
(iii)	Other Financial Liabilities	-	-	31,876	31,876	-	-	-	-
TOTAL		-	-	2,93,612	2,93,612	-	-	-	-

Particulars		31-Mar-19			Fair Value hierarchy				Total
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
Financial Assets									
(i)	Non Current Investments	-	30	653	682	30	653	-	682
(ii)	Trade Receivable	-	-	26,845	26,845	-	-	-	-
(iii)	Cash and Cash Equivalents	-	-	2,168	2,168	-	-	-	-
TOTAL		-	30	29,666	29,696	30	653	-	682
Financial Liabilities									
(i)	Current Borrowings	-	-	2,20,165	2,20,165	-	-	-	-
(ii)	Trade Payables	-	-	49,082	49,082	-	-	-	-
(iii)	Other Financial Liabilities	-	-	31,325	31,325	-	-	-	-
TOTAL		-	-	3,00,572	3,00,572	-	-	-	-

With respect to disclosure of fair value of financial instruments such as cash and cash equivalents, other bank balances, trade receivables and other receivables, other current and non current financial assets, short term borrowings and other current financial liabilities at March 2020 and March 31, 2019 are similar to carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

## Notes to the Financial Statement for year ended March 31, 2020

### B Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

The source of risk are as follows -

<b>Risk</b>	<b>Exposure from</b>	<b>Measurement</b>
Credit Risk	Trade Receivable, Cash and cash equivalents, financial assets measured at amortised cost	Credit Ratings
Liquidity Risk	Borrowings, Trade Payables and other liabilities	Cash flow forecast
Market Risk - Interest Rate Risk, Currency Risk and Price Risk	Price risk from investments, currency risk from	Sensitivity analysis

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the Board of Directors on its activities.

#### a Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's maximum exposure to credit risk as at 31st March, 2019 and 2018 is the carrying value of each class of financial assets.

#### i Trade and other receivables

Credit risk on trade receivables is limited based on past experience and management's estimate.

Ageing of trade and other receivables that were not impaired was as follows.

<b>Carrying amount</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Neither Past due nor impaired	7,409	23,719
Past due but not impaired	-	-
Past due more than 180 days	3,589	3,126
<b>TOTAL</b>	<b>10,998</b>	<b>26,845</b>

## Notes to the Financial Statement for year ended March 31, 2020

### ii Cash and Cash Equivalents

The Company held cash and bank balance with credit worthy banks of 12,97,241.75 at March 31, 2020 (March 31, 2019: ` 21,67,769.42). The credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant. Further the Company has an interest accrued but not due on above fixed deposit of 1322 at March 31, 2020 (March 31, 2019 1322)

### b Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company manages its liquidity risk by preparing monthly cash flow projections to monitor liquidity requirements. In addition, the Company projects cash flows and considering the level of liquid assets necessary to meet these, monitoring the Balance Sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

### i Exposure to Liquidity Risk

	Carrying Amount	31-Mar-20 within 1 Year	Between 1-5 Years	More than 5 Years
Current Borrowings *	2,05,704	2,05,704	-	-
Trade Payables	56,032	56,032	-	-
Other Financial Liabilities	31,876	31,876	-	-

  

	Carrying Amount	31-Mar-19 within 1 Year	Between 1-5 Years	More than 5 Years
Non Current Borrowings	-	-	-	-
Current Borrowings *	2,20,165	2,20,165	-	-
Trade Payables	49,082	49,082	-	-
Other Financial Liabilities	31,325	31,325	-	-

\* The amount shown under 'Current Borrowings' is interest free loans received from Directors and received from third parties. These have been received in ordinary course of business and are repayable on demand.

### c Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

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**Notes to the Financial Statement for year ended March 31, 2020**

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**i Currency Risk**

The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any exposure in foreign currency.

**ii Interest Rate Risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

According to the Company interest rate risk exposure is only for floating rate borrowings. Company does not have any floating rate borrowings on any of the Balance Sheet date disclosed in this financial statements.

**iii Price Risk**

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments.

**a Fair value sensitivity analysis for fixed rate Instruments**

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.

**b Cash flow sensitivity analysis for variable rate Instruments**

The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.

**30 Capital Management**

The company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-today needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

## Notes to the Financial Statement for year ended March 31, 2020

<b>31</b>	<b>CONTINGENT LIABILITIES</b>	<b>AS ON 31.03.2020</b>	<b>AS ON 31.03.2019</b>
	1. Contingent Liabilities in respect of disputed suit/ claims pending against the Company	902.43 Lacs	902.43 Lacs
	9% Preference Shares Dividend Due	335.59 Lacs	290.59 Lacs
<b>32</b>	Capital Commitment at the end of the year Rs. Nil Lac (Rs. Nil Lacs), [Advances paid Rs. Nil (Rs. Nil Lacs)]		
<b>33</b>	Sundry Debtors, Sundry Creditors, Secured and Unsecured - Loans & Advances given and taken are subject to their confirmation, adjustments and provisions if any. However the Management is confident of its recovery hence it is shown in Notes of Audited Accounts as considered good. In the Opinion of the Company the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of Business. Provision for known liabilities is adequate and not in excess of amount reasonably necessary.		
<b>34</b>	<b>Payment to Auditors</b>	<b>AS ON 31.03.2020</b>	<b>AS ON 31.03.2019</b>
	Audit fees	60000	80000
	Others/Out of pocket expenses	2700	2700
	<b>TOTAL</b>	<b>62700</b>	<b>82700</b>
<b>35</b>	Payment to Directors for Guarantee Commission in respect of personal guarantees given for Loans and Credit facilities obtained by the Company	3,00,000	3,00,000
<b>36</b>	Expenditure/Earnings in Foreign Currency		
	Travelling Expenses	NIL	NIL
	Earnings in Foreign Currency	NIL	NIL
<b>37</b>	The amount due to Micro, Small & Medium Enterprises as per the Micro, Small & Medium Enterprises Development [MSMED] Act, 2006 is furnished under the relevant head, on the basis of information available with / received by the company regarding the status of Micro, Small & Medium Enterprises to which the company owes a sum exceeding rupees one lac for more than 30 days is Nil, Previous Year Nil. No interest is provided in respect thereof.		
<b>38</b>	In terms of Ind AS 24 "Related Party Disclosures" issued by The ICAI, related party transactions are as follows:		
	a. Parties where control exists:		
	Sanjay Enterprises		
	b. Other related parties with whom transactions have taken place during the year: Key Management Personnel & Relatives		
	B. C. Parekh- Managing Director		

## Notes to the Financial Statement for year ended March 31, 2020

### c. Nature of Transaction

Key Management personnel & Relative & controlling firm [Net]	AS ON 31.03.2020	AS ON 31.03.2019
B. C. Parekh	300000	300000

39	Earnings per Share:		
	[a] Profit/Loss before ordinary/exceptions item & tax	(29,843)	(84,692)
	Less: Dividend Provision on Preference Shares	-	-
	Less : Exception Item	-	-
	[b] Profit/(Loss) after tax and exceptional items	(29,843)	(84,692)
	[c] The weighted average number of Ordinary share	4,29,63,470	4,29,63,470
	[d] The nominal value per Ordinary Share	1	1
	[e] Earnings per share [ Basic and diluted ] before exceptional item	(0.69)	(1.97)
	[f] Earnings per share [ Basic and diluted ] after exceptional item	(0.69)	(1.97)

**For V.R.Renuka & co**  
Chartered Accountants  
Firm Registration No. 108826W

**For and on behalf of the Board of Directors**  
**Bharat Chimanlal Parekh** **Darshana Parekh**  
Managing Director Woman Director  
DIN: 02650644 DIN: 07171160

**Ravindra Shukla** **Ishan Selarka**  
Independent Director Independent Director  
DIN: 00660027 DIN: 03614005

Mumbai, July 30, 2020



## NOTES

[illegible]





## NOTES

Book-Post

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***TPI*** INDIA LIMITED

Plot No. J-61, Additional M.I.D.C. Area, Murbad, Dist. Thane-421401, Maharashtra, INDIA