



Date: 08-09-2022

The Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

Company Name: **M/s. Fenoplast Limited**

Scrip Code: **526689**

Dear Sir,

Subject: 45th Annual Report and Notice of Annual General Meeting – FENOPLAST LIMITED

Pursuant to Regulation 30, 34 and 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the Annual Report of the Company for the financial year 2019-20 (including the Notice of 45th Annual General Meeting).

In compliance with provisions of the General Circular No. 14/2020 dated 08th April 2020, the General Circular No. 17/2020 dated 13th April, 2020 the General Circular No. 20/2020 dated 05th May, 2020 and the General Circular No. 2/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12th May, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 issued by the SEBI; the Annual Report and the Notice of Annual General Meeting are sent only by email to all those Members, whose addresses are registered with the Company / the Registrar and Share Transfer Agent or the Depository Participants.

The 45th Annual Report for the financial year 2019-20 (including the Notice of Annual General Meeting) is also available at the website of the Company: www.fenoplast.com

You are requested to take the same on record.

Thanking you,

Yours Faithfully
For Fenoplast Limited

A handwritten signature in blue ink, appearing to read "H. Krishna Kumar".

H. Krishna Kumar
Director and Compliance Officer





FENOPLAST LIMITED

Regd. Off: 306 - 308, Chenoy Trade Centre, Secunderabad, Telangana State, PIN- 500 003 India.

Tel: 040-27840322, Fax: +91-40-27721739

E-mail : info@fenoplast.com | Website : www.fenoplast.com

CIN Number: L25209TG1975PLC001942

ELECTRONIC VOTING PARTICULARS

USER ID	PASSWORD
1201040000049256	Existing Password

Dear Sir,

1201040000049256
UTSAV UTTAM BAGRI

Sub: M/s. Fenoplast Limited - Annual Report for FY 2019-2020 and Notice for the 45th Annual General Meeting to be held on Friday, 30th day of September, 2022 at 12.30 p.m. through Video Conference / Other Audio Visual Means.

This is to inform you that the 45th Annual General Meeting (AGM) of the Members of Fenoplast Limited ('the Company') is scheduled to be held on Friday, 30th day of September, 2022, at 12.30 P.M. (IST) through Video Conferencing ("VC") ("AGM" / "the Meeting") to transact the business as set out in the Notice convening the Meeting ("the Notice").

In view of the continuing COVID-19 pandemic and pursuant Circular No. 14/2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, 2020) Circular No. 20/2020 (dated May 5, 2020), Circular No. 02/2021 (dated January 13, 2021), Circular No. 19/2021 (dated December 8, 2021), Circular No. 21/2021 (dated December 14, 2021) and Circular No.2/2022 (dated May 5, 2022) (Collectively referred to as MCA

Circulars), issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI

Registered office: 306-308, Chenoy Trade Centre, Parklane, Secunderabad 500003. Telangana State, India.

Tel: +91-40-27840322 / 27840722 Telefax: +91-40-27721739

Email: info@fenoplast.com

GSTN No : 36AAACF3076C1Z0 CIN No : L 25209TG1975PLC001942.

www.fenoplast.com



Circular”) and in compliance with the provisions of the Companies Act, 2013 (“The Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is sending Notice of AGM along with Annual Report only by email to its Member and the 45th Annual General Meeting (“AGM”) of the Company is being conducted on Friday, 30th day of September, 2022 at 12:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility, which does not require physical presence of members at a common venue.

The Annual Report of the Company for the year ended March 31, 2020 and the Notice of AGM of the Company inter-alia indicating the instructions for attending the AGM through Video Conference and for electronic voting can be accessed at the below mention link.

i) The Notice of the 45th AGM <https://fenoplast.in/news-events.html>

ii) Annual Report 2019-20 <https://fenoplast.in/news-events.html>

Members may note that Notice and Annual Report 2019-2020 has also been uploaded on the website of the Company at <https://fenoplast.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com

The detailed procedure for participation in the meeting through VC/OAVM is given in notes for members under E-VOTING, forming part of the Notice and available at the Company’s website <https://fenoplast.com>

Members may please note that:

1. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with; there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 45th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, joining the 45th AGM through VC/OAVM Facility and e-Voting during the 45th AGM.

2. Members may join the 45th AGM through VC/OAVM Facility through e-Voting Platform provided by CDSL at www.evotingindia.com, by following the procedure as mentioned in the Notice of the 45th AGM, which shall be kept open for the Members

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from 12.15P.M. IST i.e. 15 minutes before the time scheduled to start the 45th AGM and the Company may close the window for joining the

VC/OAVM facility 15 minutes after the scheduled time to start the 45th AGM.

3. The VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 45th AGM without any restriction on account of first-come-first-served principle.

4. The attendance of the Members participating in the 45th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. The remote e-Voting period begins on Tuesday, September 27th, 2022, (9:00 AM. IST) and ends on Thursday, September 29th, 2022, (5:00 PM IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 23rd day of September, 2022 i.e., cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

6. Members joining the 45th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting shall be eligible to vote through e-Voting system during the AGM.

7. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, 23rd day of September, 2022 i.e., cut-off date.

8. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM.

9. Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM facility, but shall not be entitled to cast their vote again through e- Voting.

In case of any Member needing assistance with the use of technology, before or during the 45th AGM, please do contact Mr.Rakesh Dalvi,

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Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call **1800225533/022-23058542/43**. Members may also write to the Company Secretary at the Company's email address info@fenoplast.com

Thanking you,

For Fenoplast Limited

Sd/-
Haridas Kishen
Managing Director
(DIN: 00160625)



Registered office: 306-308, Chenoy Trade Centre, Parklane, Secunderabad 500003. Telangana State. India.

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Email: info@fenoplast.com

GSTN No : 36AAACF3076C1Z0 CIN No : L 25209TG1975PLC001942.

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**45th Annual Report
2019-20**

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Board of Directors	<p>Mr. H Kishen, Managing Director Mr. H Narsaiah Mr. H Krishna Kumar, Whole-time Director Mr. P Niroop Mr. Sanjay Haridas, Whole-time Director Dr. Batul Alladin Arif Mr. Raja Shekar Reddy Lokireddy Mr. Venkata Reddy Modugula Mr. Lokireddy Mohan Krishna Mr. Mahesh Kumar Haridas Mr. Praveen Kumar Haridas</p>
Bankers	<p>Canara Bank State Bank of India Syndicate Bank</p>
Statutory Auditors	<p>Venugopal & Chenoy, Chartered Accountants, 4-1-889/16/2, Tilak Road, Hyderabad-500 001</p>
Internal Auditors	<p>S C Bose & Co., Chartered Accountants, # 497, 1-10-98/29, Lane 3, Street 3, Begumpet, Hyderabad – 500 016</p>
Secretarial Auditors	<p>Mrs. Sarada Putcha Company Secretaries 8-3-168/B/10, Siddhartha Nagar North, Hyderabad – 500 038, T.S., India</p>
Registrar & Share Transfer Agent	<p>Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad – 500 018, Ph: 040-23818475/476, Fax: 040-23868024, Email: info@vccilindia.com.</p>
Registered Office	<p>306-308, Chenoy Trade Centre, Parklane, Secunderabad – 500 003, Telangana, India. CIN: L25209TG1975PLC001942; www.fenoplast.com Ph: +91-40-27840322 Email: info@fenoplast.com</p>

Factories:

Unit-I

Plot No. 21/A
IDA
Patancheru
Sangareddy Dist.,
Telangana
Pin: 502319

Unit-II

Survey No. 132 & 133
Nandigaon Village
PatancheruMandal
SangareddyDist.,
Telangana
Pin: 502300

Unit-III

Survey No. 165& 166
Nandigaon Village
PatancheruMandal
SangareddyDist
Telangana.
Pin: 502300

Depot/ Marketing Offices:

Hosur

SF No.44/2Q1, 2Q2
Plot No.31-32,
RVS Complex Rajeshwari Layout
Near Sipcot Industrial Estate,
Hosur, Krishnagiri – 635 126 Tamilnadu.

Gurgaon

Shed No.02,SarayaKa Rasta,
Behind Prince Vatika,
Opp.Sector-05,
Gurgaon (Haryana) – 122 001

Baddi

Bhud Road, Vill.Gullarwala
Teshil.Nalagarh, P.O. Karuana,
Dist. Solan, Baddi (HP)

Mumbai

Unit No.5, Neeta 'C' Wing
Tejapal Scheme Road No.5
Vile Parle (East), Mumbai-400 057.

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the members of the Company will be held on Friday, 30th day of September, 2022 at 12.30P.M.through Video Conference(VC) / Other Audio Visual Means ("OAVM"), to transact the following items of business:

ORDINARY BUSINESS:

1. To consider and adopt the Accounts of the Company for the Financial Year ended 31st March, 2020, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Haridas Krishna Kumar (DIN:00260198), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri. Haridas Kishen (DIN: 00160625), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to Cost Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration not exceeding Rs.60,000/- (Rupees Sixty Thousand Only) payable to Mr. P Chandra Sekhara Reddy of M/s. P C R & Associates, Cost Accountants (Regd.No 000355) to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2020, excluding taxes as may be payable, in addition to reimbursement of all out of pocket expenses, be and is hereby approved and ratified."

5. 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 Sections 149,150,152 and other applicable provisions if any, of the Companies Act,2013 ("Act"), the Companies (Appointment and Qualification of Directors)Rules,2014 read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (Mr.

Haridas Krishna Kumar (DIN:00260198), who was appointed as a Director of the Company at the 39th Annual General Meeting for a period of three years, who is eligible for re-appointment as a Director of the Company, the Consent of the Company be and is hereby accorded for his re-appointment as a Director of the Company for a further consecutive period of three years with effect from 01st April,2019.")

6. **RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 and other applicable provisions if any, of the Companies Act,2013 ("Act"), the Companies (Appointment and Qualification of Directors)Rules,2014 read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (Mr. Haridas Kishen (DIN:00160625), who was appointed as a Director of the Company at the 39th Annual General Meeting for a period of three years, who is eligible for re-appointment as a Director of the Company, the Consent of the Company be and is hereby accorded for his re-appointment as a Director of the Company for a further consecutive period of three years with effect from 01st April,2019.")

Place: Secunderabad

Date:05-09-2022

For Fenoplast Limited

Sd/-

Haridas Kishen

Managing Director

NOTES:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 is annexed herewith and forms part of this notice.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and vide General Circular No.02/2021 dated 13th January, 2021 and also vide General Circular No.03/2022 dated 05th May, 2022 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 31st December, 2022.
3. 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, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) and 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 CDSL/NSDL.
4. Company is pleased to inform that, AGM of the Company will be held through, the Two way Video Conferencing facility;
5. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to install WebEx and then click on the link provided.
6. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number given below : 1800 1020990/ 02223058738
7. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
8. The notice of the General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.
9. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
10. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with because of the ongoing pandemic of Covid-19, wherein maintaining and following the protocol

of social distancing has been mandated by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting

11. All the other relevant documents in relation to the items of the Agenda are made available for inspection on demand made by members via screen shared through Video Conferencing
12. The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent
13. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses email id, ECS mandate.
14. In case you are holding Company's shares in physical form, please inform Company's RTA viz., M/s. Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad- 500 018 by enclosing a photo copy of share certificate and blank cancelled cheque of your bank account along with appropriate KYC documents.
15. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
16. Members are requested to send all communications relating to shares and any change in address to the Registrar and Share Transfer Agent, M/s. Venture Capital And Corporate Investments Private Limited. Members holding shares in identical order of names in more than one folio are requested to write to the Company enclosing the share certificates to enable the Company to consolidate their holding into one folio.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
18. We encourage the other shareholders and request them to support us on this nationwide - Green Initiative by registering/updating their email addresses with their Depository Participant(s) as required for receiving the notices and other documents via email.
19. Instructions about Remote E-Voting:
 - i) The voting period begins on 27.09.2022 at 09.00 A.M and ends on 29.09.2022 at 05.00 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 of 23.09.2022 may cast their vote electronically. Thee-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat accountholders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 one-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depositor Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorvisitwww.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/Easiregistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link

	<p>available on www.cdslindia.com homepage. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see thee-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDLIDAS facility, please visit thee-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User Id and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) f the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portalorclickathttps://eservices.nsd.com/SecureWeb/IdeasDirect Reg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsd.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</p>

	authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click one-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company
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Important Note:

Members who are unable to retrieve UserID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e.,CDSL and NSDL

Login type	Helpdeskdetails
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL at: helpdesk.evoting@cdslindia.com or contact at 022-23058738 and +91 40-48510926
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at tollfreeno.:18001020990 and1800224430

- v) Login method for e-Voting and joining virtual meetings for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should logon to thee-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use these sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction(v).

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x) 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.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) 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.
- xvi) Forgot Password & enter the details as prompted by the system.
- xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xviii) Facility for Non-Individual Shareholders and Custodians-Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- b. As scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. 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.
- d. The list of accounts linked in the login should be mailed to help desk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. 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.
- f. 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 csresponseinfo@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IP ads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 3 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 3 days prior to meeting mentioning their name, demat account number/folio number, e mail id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Shiva Prasad Venishetty, Manager, (CDSL,) Central Depository Services (India) Limited, Flat No.302, Mari Gold Pavani Estate, Dwarakapuri Colony, Punjagutta, Hyderabad – 500 082, Telangana or send an email to helpdesk.evoting@cdslindia.com or call on +91 40-48510926

- I. Mrs. Sarada Putcha, Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

B) Other Instructions:

- I. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- II. The results of the voting shall be declared on or after the Annual General Meeting of the Company.

The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.fenoplast.com and be communicated to the Stock Exchange where the Company is listed, viz. BSE Ltd.

- III. Members may address any query to Mr. Haridas Krishna Kumar, Compliance Officer at the Registered Office of the Company, Tel. No. 040-27840322, e-mail address: info@fenoplast.com, Website: www.fenoplast.com

EXPLANATORY STATEMENT PURUSANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. P. Chandra Sekhara Rao of M/s.P C R& Associates, Cost Accountants (Regd. No. 000355) and remuneration payable to them, to conduct the audit of the cost records of the Company for the financial year ended 31stMarch, 2021. In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31stMarch, 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.3 for approval of the members.

Item No 5:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, on the recommendation of the Nomination and Remuneration Committee, recommends to the members the re-appointment of Sri Haridas Krishna Kumar as a Director for a further consecutive period of three years with effect from 01st April,2019.

Item No.6:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, on the recommendation of the Nomination and Remuneration Committee, recommends to the members the re-appointment of SriHARIDAS KISHEN as Managing Director for a further consecutive period of three years with effect from 01st April,2019.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, on the recommendation of the Nomination and Remuneration Committee, recommends to the members the re-appointment of Sri HARIDAS KISHENas Managing Director, with effect from 01st April,2019 notwithstanding his age exceeds seventy years of age.

Except Directors themselves being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at **item No. 4**

Place: Secunderabad
Date: 05-09-2022

For Fenoplast Limited
Sd/-
Haridas Kishen
Managing Director

Annexure-A

Details of Directors as on March 31, 2020, seeking appointment/re-appointment/regularization at the ensuing Annual General Meeting pursuant to SEBI (LODR) Regulations, 2015 are given below:

Name of the Director	KRISHNA KUMAR HARIDAS	Mr.Haridas Kishen
Date of birth	11/08/1959	20/09/1941
Date of appointment	01/04/2006	01/04/2004
Relationship with Directors	Related to Mr.H.Kishen (Managing Director), and Mr.Sanjay Haridas (Whole-time Director) Mr. H. Narasaiah Director and Mr. H. Sanjay Kumar Whole-Time Director belong to Promoter Group and related to each other	Related to Mr. Krishna Kumar Haridas and Mr. Sanjay Haridas (Whole-time Director) Mr. H. Narasaiah Director and H. Sanjay Kumar Whole-Time Director belong to Promotor Group and related to each other
Expertise in specific functional area	He had significantly contributed to the Company by pioneering the PVC Leather Cloth division and by increasing the turnover multifold. He takes care of Marketing, Production & Delivery activities, explores new business avenues etc. He was considered instrumental in building good marketing and distribution net-work for the PVC Leather Cloth all over the country. He has developed various new trends in the PVC Leather market.	He is the Managing Director of the Company. He will be responsible for all day-to-day operations of the Company and looks after the administration and control of the Company as a Managing Director. His experience over the years has helped the Company to grow to its present level.
Qualifications	Post-Graduation in Economics	Graduate
Board Membership of other Companies as on 31.03.2020	VAYA ADVISORY SERVICES PRIVATE LIMITED	Nil
Chairman/ member of the Committee of the Board of Directors as on 31.03.2020	Member of Stakeholder's Shareholders Relationship Committee of Fenoplast Limited	Nil

Chairman/Member of the Committee of Directors of other Companies in which he is a Director as on 31.03.2020 @		Nil	
a) Audit committee		NIL	
b) Stakeholders' Relationship Committee	1	NIL	
c) Nomination and Remuneration Committee	1	NIL	
Number of shares held in the Company as on 31.03.2020 #	293500	206646	

Note:

@ This does not include position in foreign Companies, position as an advisory board member and position in companies under section 8 of the Companies Act, 2013.

includes shares held jointly with immediate family members

DIRECTORS' REPORT

To,
The Shareholders,

Your Directors have pleasure in presenting herewith the 45th Annual Report on the business of Your Company together with the Audited Accounts for the Financial Year ended 31st March, 2020.

FINANCIAL RESULTS

(Rs. In Lakhs)

PARTICULARS	Financial Year	Financial Year
	2019-20	2018-19
Gross Income	12,630.55	21208.08
Gross Income (Net of Excise Duty)	11090.72	18578.76
Less: Expenditure	9,884.03	16912.18
Gross Profit	1,206.69	1666.58
Less: Interest & Finance Charges	1244.60	1360.70
Less: Depreciation	195.53	182.42
Profit before Tax	(233.34)	123.46
Less: Current Tax	0.00	31.82
Less: Tax for the earlier years	0.00	0.00
Less: Deferred Tax	8.66	24.66
Profit available for appropriations	(242)	66.98
Profit brought forward	2,766.96	2706.68
Revised Depreciation of earlier years	0.00	0.00
Additional Deferred Tax Liability, Adjustment on Sale of Investment, Total Comprehensive Income	(230.79)	60.28
Balance carried forward	2,536.17	2766.96

BUSINESS REVIEW

During the year under review your Company has achieved gross revenues amounting to Rs. 12630 Lakhs as against Rs.21208 Lakhs in the previous year.

OPERATIONS:

For the year under review, production of PVC Leather Cloth was 42.336 LLn. Mtrs. as against the previous year's production of 72.31 LLn. Mtrs. Production of PVC Film was 2454.87 MT as against the previous year's production of 5611.88 MT.

There has been decline in the sales for the year 2019-20 in both the segments due to the prevailing market conditions. The main reason of slowdown in sales is due to the Pandemic since March 2020 followed by lock down severely impacting the business across the world for a period of more than 18 months. This has brought down the business of the Company to the rock bottom resulted in loss of Customers both in domestic & international markets.

However, the Company is working hard in recouping the markets to restart the production.

DIVIDEND:

Your Directors did not recommend any dividend for the year 2019-20

TRANSFER TO RESERVES:

Your Company has not transferred any amount to the general reserve.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

During the year under review Mr Haridas Kishen, Managing Director and Mr. Haridas Krishna Kumar, Director of the Company retires by rotation and being eligible offered himself for re-appointment.

AUDITORS

Statutory Auditors:

The Shareholders in their meeting held on 27.09.2017 approved the appointment of M/s. Venugopal & Chenoy Chartered Accountants, Hyderabad, as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the 42nd Annual General Meeting.

Cost Auditors:

The Board has appointed Mr. P Chandra Sekhara rao of M/s.P C R& Associates, Cost Accountants for conducting the audit of cost records of the Company for various segments for the financial year 2020-21 as recommended by the Audit Committee. As required under section 148 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 a resolution is being placed at the ensuing AGM for ratification of remuneration payable to said Cost Auditors.

Secretarial Auditors:

Smt. P Sarada, Practicing Company Secretaries, was appointed to conduct the Secretarial Audit of the Company for the Financial Year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rule 9 thereunder. The Secretarial Audit report for the Financial Year 2019-20 forms part of this Report as **Annexure - 1**. The Board has appointed Smt. P Sarada, Practicing Company Secretaries, as Secretarial Auditors of the Company for the Financial Year 2020-21.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUTGO

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is enclosed herewith as **Annexure – 2**.

RISK MANAGEMENT POLICY

Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and adopted a policy on the Risk Management. The Risk Management Policy of the Company is posted on Company's website: www.fenoplast.in. Major risk to the Company apart from the general business risks related to the industry, is competition from small/ unorganized players.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

Through Internal Audits the Company monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the audit reports the units undertake corrective action in their respective areas and strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board periodically.

The Board of Directors of the Company have adopted various policies like Related Party Transactions policy, Whistle Blower Policy such other procedures for ensuring the orderly and efficient conduct of its business for safeguarding its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

NOMINATION AND REMUNERATION POLICY

A committee of the Board named as "Nomination and Remuneration Committee" has been constituted to comply with the provisions of section 178, Schedule IV of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As recommended by the Committee the Board adopted a policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters to frame proper systems for identification, appointment of Directors & KMPs, Payment of Remuneration, Evaluation of their performance. Nomination and Remuneration Policy of the Company is enclosed herewith as **Annexure – 3** and is available on Company's website www.fenoplast.in.

FORMAL ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and other Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of Individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the company did not fall under the purview of provisions of section 135 read with Schedule VII of the Companies Act, 2013. Hence the company has not made any contributions towards CSR Activities.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013 Your Directors confirm that:

- i. In preparation of annual accounts for the financial year ended 31st March, 2020 the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2020 and of the profit and loss of the Company for the year;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Annual Accounts for the year 2019-20 have been prepared on a 'going concern' basis;
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure - 4**.The same is available on the Company's website, www.fenoplast.in

OTHER DISCLOSURES:

Board Meetings

During the year under review Four Board Meetings were held. For further details, please refer report on Corporate Governance enclosed herewith.

Committees of Board

Your company has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

The constitution of all the Committees is as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the Constitution are mentioned in Corporate Governance Report, which forms part of this Annual Report.

Corporate Governance Report

Your Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Report on Corporate Governance including Auditor's Certificate on compliance with the code of Corporate Governance is enclosed as **Annexure – 5** to this report.

Management Discussion and Analysis

A brief note on the Management discussion and analysis for the year is enclosed as **Annexure - 6** to this report

Vigil Mechanism:

In pursuance to the provisions of section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. This mechanism enables the Whistle Blower to make protected disclosures to the Chairman of the Audit Committee. The Policy on Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: www.fenoplast.in.

Remuneration ratio of the Directors/ Key Managerial Personnel/ Employees:

Statement showing disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed herewith as **Annexure –7**.

PARTICULARS OF EMPLOYEES:

No employee of the Company was in receipt of remuneration, during the Financial Year 2019-20, in excess of the sum prescribed under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of the Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements pertaining to the year under review.

DEPOSITS:

Your Company has not accepted any fixed deposits and as such no principal or interest was outstanding as on the date of the Balance sheet.

RELATED PARTY TRANSACTIONS:

Related party transactions entered during the Financial Year under review are disclosed in **Note No.44E** of the Financial Statements of the Company for the Financial Year ended 31st March, 2020. These transactions were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. **Form AOC-2**, containing the note on the aforesaid Related Party Transactions is enclosed herewith as **Annexure -8**.

The policy on materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website.

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 Equity Shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (including Sweat Equity Shares) to employees of the Company under any scheme.
3. Neither the Managing Director nor the Whole-time Director of the Company received any remuneration or commission from any of its subsidiaries.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year and date of report.

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

ACKNOWLEDGEMENT

Your Directors place on record their appreciation of the continued patronage extended to the Company by Dealers, Customers, Suppliers, Employees and Shareholders. The trust reposed in your Company by its esteemed customers helped stabilized growth during the year under review.

Your Company also acknowledges the support and guidance received from Canara Bank, State Bank of India and Syndicate Bank, other Government agencies during the year under review and look forward for continuing support.

For and on behalf of the Board of Directors

Sd/-

Place : Secunderabad

Date : 05.09.2022

B. KAMALAKAR RAO
CHAIRMAN

**FORM No. MR-3
SECRETARIAL AUDIT REPORT**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

To,
The Members,
FENO PLAST LIMITED
306, CHENOY TRADE CENTRE, SECUNDERABAD TG 500003 INDIA,

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised 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, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the applicable provisions of:

- 1) The Companies Act, 2013 ('the Act') and the rules made there under;
- 2) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(6) Contract Labour (Regulation and Abolition) Act, 1970

- (7) Employees State Insurance Act, 1948
- (8) Employees Compensation Act, 1923
- (9) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (10) Factories Act, 1948
- (11) Industrial Disputes Act, 1947
- (12) Industrial Employment (Standing Orders) Act, 1946
- (13) Indian Contract Act, 1872
- (14) Income Tax Act, 1961 and Indirect Tax Laws
- (15) Indian Stamp Act, 1999
- (16) Minimum Wages Act, 1948
- (17) Payment of Bonus Act, 1965
- (18) Payment of Gratuity Act, 1972
- (19) Payment of Wages Act, 1936

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Notified w.e.f. 1st July, 2015) -

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

- a. Secretarial Standards SS-1 and SS-2 with respect to Meetings of the Board of Directors and General Meetings, respectively, issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

I report that during the period under review, the Company has duly complied with the provisions of the Companies Act, 2013, Regulations of SEBI and other acts, as specified above, applicable to the industry of the Company, except the following:

- (i). Certain persons of the Promoter Group have not complied with the provisions of SEBI Circular No. CIR/ISD/3/2011 dated June 17, 2011 which requires all the shares of Promoters and Persons of Promoter Group to be in dematerialized form.

- (ii) The Listing Agreement entered into by the Company with BSE Limited

The existing Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) w.e.f. 1st December, 2015 entered into by the Company with BSE Limited. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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 clarifications 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.

All meetings were duly held in compliance with provisions of the Companies Act, 2013, rules thereof and the Secretarial Standard 1 issued by the Institute of Company Secretaries of India and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions in the Board meeting were taken unanimously during the audit period.

I further report that there are adequate systems and processes in the Company commensurate with the 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

- (a) Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
- (b) Redemption/buy-back of securities
- (c) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (d) Merger/amalgamation/reconstruction, etc.
- (e) Foreign technical collaborations

Place: Hyderabad

Date: 05th September, 2022

Putcha Sarada
Practicing Company Secretary

ACS No: 21717

CP No: 8735

UDIN: A021717D000909901

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,

FENO PLAST LIMITED
306, CHENOY TRADE CENTRE, SECUNDERABAD TG 500003 INDIA

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our 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. 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.
5. 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.

Putcha Sarada
Practicing Company Secretary

ACS No: 21717
CP No: 8735
UDIN: A021717D000909901

Place: Hyderabad

Date: 05th September, 2022

ANNEXURE - 2

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014.

(A) Conservation of energy-

During the year under review, consumption of the power per LLn. Mtr. of PVC Leather Cloth was 0.27 Kwh/ Ln.Mtr(previous year 0.20 KWH per LLn. Mtr).The consumption of Coal was 0.57 Kwh/Ln.Mtr. (Previous year 0.58Kwh/Ln.MtrLLn. Mtr.). Power consumption of PVC film was at 0.58 KWH per Kg. (Previous year 0.51 KWH per Kg.) of production. Details are attached in Form – A.

(B) Technology absorption-

On the technology absorption, the Company's employees are well conversant with the changes adopted in the production process to consume similar raw material with different specifications/parameters. The machines are being operated without any technical problems.

(C) Foreign exchange earnings and Outgo-

The Company used Rs.3026.81 Lakhs on foreign exchange for its imports during the year, against its export earnings of Rs.358.49 Lakhs. Previous year the Company has used Rs. 1550.18 Lakhs as against Rs. 495.65 Lakhs earned.

For and on behalf of the Board of Directors

Sd/-

Place : Secunderabad

Date : 05-09-2022

B. KAMALAKAR RAO
CHAIRMAN

ANNEXURE TO THE DIRECTOR'S REPORT

FORM -A

A. Power and Fuel Consumption:

		2019-20		2018-19		
		PVC Leather cloth/ Cellular Sheets	PVC Film	PVC Leather cloth/Cellular Sheets	PVC Film	
1).	Electricity:					
	a) Purchased from APCPDCL					
	No. of units	Kwh	1063018	2318289	1390893	3104759
	Total Amount	Rs.	9092754	20676484	11629881	2964819
	Rate per Unit	Rs.	8.36	9.55	8.36	9.55
	b) Own generation through Diesel generator.					
	No. of Units.	Kwh	48198	23010	115676	55223
	Units per lit. of diesel		2.31	2.45	2.31	2.45
	Cost per Unit of Kwh	Rs.	41.50	41.50	28.96	27.35
2).	Coal:					
	(Round coal used in Heat treatment)					
	Quantity consumed	M.T	9487	NIL	1107	NIL
	Total Cost	Rs.	8984362	NIL	9263914	NIL
	Average Rate (per ton)	Rs.	9487	NIL	8369	NIL
	Briquettes:					
	Quantity consumed	MT	898	807	1705	887
	Total Cost	Rs.	5348715	4841707	6517727	3390170
	Average Rate (per ton)	Rs.	5997	5997	3823	3823

B. Consumption per unit of production:

		Unit		
1)	Electricity:			
	a) PVC Leather cloth/ Cellular Sheets	Kwh/Ln.mt	0.27	0.20
	b). PVC Film	Kwh/kg.	0.58	0.51
2).	<u>Coal / Briquettes:</u>			
	a) PVC Leather cloth/ Cellular Sheets	Kwh/Ln.mtr	0.57	0.58

Annexure - 3

REMUNERATION POLICY

The Company has a policy to recognize & reward the employees to motivate them to do their best for the Company and be successful in their deliverables of their respective functions. We also reward significantly to the outstanding employees for their high performance.

PRINCIPLES

1. The Company provides competitive environment with reward parameters.
2. The Company also rewards the employees for differentiating themselves from the routine work by contributing to the Company with their specialized skills.
3. The Company makes sure that the functions of each employee are completely aligned with that of the corporate objective.
4. The Company has a quality policy to ensure that the quality conscious is inherently build up, in all the functions the employee handles.
5. The Company has policy to ensure that conduct of the business by the employees synchronizes with the national objectives as a social obligation.

MANAGERIAL REMUNERATION

The Company rewards its employees for their high performance and the same is market aligned so that the attrition of the employees is minimized and inculcate the tendency of high-performance culture among the employees.

Your Company has 286 permanent employees and any pay revision is done by way of wage agreements done in consultation with the respective unions.

The Company believes in balancing the remuneration paid to employees between the cost of living and the performance of the Company.

For and on behalf of the Board of Directors

Sd/-

Place : Secunderabad

Date : 05-09-2022

B. KAMALAKAR RAO
CHAIRMAN

Annexure - 4

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31-03-2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L25209TG1975PLC001942
Registration Date	16/10/1975
Name of the Company	FENOPLAST LIMITED
Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
Address of the Registered office and contact details	306-308, CHENOY TRADE CENTRE, PARKLANE SECUNDERABAD-03
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Venture Capital And Corporate Investments Private Limited 12-10-167, Bharat Nagar, Hyderabad-18. Telephone No. 040-23818475/ 23818476/23868023.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10 % or more of the total turnover of the company

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	PVC Leather Cloth	13139	58.28%
2.	PVC Film	22209	41.72%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: Not Applicable

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) as on 31st March, 2020

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 31.03.2020				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2678516	117800	2796316	60.79	2678516	117800	2796316	60.79	0-00
	2678516	117800	2796316	60.79	2678516	117800	2796316	60.79	0.00
	--	--	6	--	6	--	6	--	--
Sub-total (A)(1):-	---	---	--	---	--	---	--	---	---
(2) Foreign			---		---		---		
Sub-total (A)(2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2678516	117800	2796316	60.79	2678516	117800	2796316	60.79	0.00-
B. Public Shareholding									
1. Institutions	--	--	--	--	--	--	--	--	--

Sub-total (B)(1):-									
2. Non- Institutions	85439	7300	92739	2.02	85911	7300	93211	2.03	0.1
a) Bodies Corp.									
b) Individuals	353005	329442	682447	14.84	357195	326942	684137	14.87	0.03
i) Individual shareholder s holding nominal share capital uptoRs. 1 lakh	822852	105300	928152	20.18	822674	105300	927974	20.17	-0.01
ii) Individual shareholder s holding nominal share capital in excess of Rs 1 lakh	17472 1858	85000 --	99972 374	2.17 0.01	16862 0	81500 --	98362 -	2.14 0.00	-0.03 -0.01
c) Others - Non – resident Indians - Clearing members	1279142	524542	180368 4	39.21	128264 2	521042	180368 4	39.21	0.00
Sub-total (B)(2):-									
Total Public Shareholdin g (B)= (B)(1)+ (B)(2)	1279142	524542	1803684	39.21	128264 2	521042	180368 4	39.21	0.00
C. Shares held by	--	--	--	--	--	--	--	--	--

Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	3942458	657542	4600000	100.00	3961158	638842	4600000	100.00	---

(ii) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In share holding during the year
		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	H.NARSAIAH	324792	7.06	0.00	324792	7.06	0.00	--
2	H.SAPARNA	319000	6.93	0.00	319000	6.93	0.00	--
3	H.KRISHNA KUMAR	293500	6.38	0.00	293500	6.38	0.00	--
4	H.PUSHPA	229900	5.00	0.00	229900	5.00	0.00	--
5	H.MAHESH KUMAR	219000	4.76	0.00	219000	4.76	0.00	--
6	H.KISHEN	206646	4.49	0.00	206646	4.49	0.00	--
7	H.RAVIRAJ	175700	3.82	0.00	175700	3.82	0.00	--
8	H.ANURADHA	172400	3.78	0.00	172400	3.75	0.00	0.00
9	H. SANJAY HARIDAS	164078	3.57	0.00	164078	3.57	0.00	--
10	H. PRAVEEN KUMAR	127500	2.77	0.00	127500	2.77	0.00	--
11	H. SAMPATH KUMAR	1100	0.02	0.00	1100	0.02	0.00	0.00
12	H. SIDDARTH	87900	1.91	0.00	87900	1.91	0.00	--
13	H. LATHA	174000	3.78	0.00	174000	3.78	0.00	0.0

14	H. GANGADHAR	69400	1.51	0.00	69400	1.51	0.00	--
15	H. RAHUL	37700	0.82	0.00	37700	0.82	0.00	--
16	H. POOJALATHA	18500	0.40	0.00	18500	0.40	0.00	--
17	H. SRAVANTHI	10000	0.22	0.00	10000	0.22	0.00	--
18	H. VANDANA	10000	0.22	0.00	10000	0.22	0.00	--
19	H. PADMAJA	6600	0.14	0.00	6600	0.14	0.00	--
20	H. PRASANNARANI	4400	0.10	0.00	4400	0.10	0.00	--
21	H. RANIKA	1600	0.03	0.00	1600	0.03	0.00	0.00
22	H.REKHA	1500	0.03	0.00	1500	0.03	0.00	--
23	SUNANDA PONNALA	68700	1.49	0.00	68700	1.49	0.00	--
24	BHAGYA LAKSHMI ENUGULA	47400	1.03	0.00	47400	1.03	0.00	--
25	VIJAYALAXMI NEELAKANTAM	25000	0.54	0.00	25000	0.54	0.00	--

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

S.No	Name Of the Shareholder	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
1	H.NARSAIAH				
	At the beginning of the year	324792		324792	
	At the end of the year	324792	7.06	324792	7.06
2	H.SAPARNA				
	At the beginning of the year	319000		319000	
	At the end of the year	319000	6.93	319000	6.93
3	H.KRISHNA KUMAR				
	At the beginning of the year	293500		293500	
	At the end of the year	293500	6.38	293500	6.38
4	H.PUSHPA				
	At the beginning of the year	229900		229900	
	At the end of the year	229900	5.00	229900	5.00
5	H.MAHESH KUMAR				
	At the beginning of the year	219000		219000	
	At the end of the year	219000	4.76	219000	4.76
6	H.KISHEN	206646	4.49	206646	4.49

	At the beginning of the year At the end of the year	206646		206646	
7	H.RAVIRAJ At the beginning of the year At the end of the year	175700 175700	3.82	175700 175700	3.82
8	H.ANURADHA At the beginning of the year At the end of the year	230400 172400	3.75	172400 172400	3.75
9	H. SANJAY HARIDAS At the beginning of the year At the end of the year	164078 164078	3.57	164078 164078	3.57
10	H.PRAVEEN KUMAR At the beginning of the year At the end of the year	127500 127500	2.77	127500 127500	2.77
11	H.SAMPATH KUMAR At the beginning of the year At the end of the year	99700 1100	0.02	1100 1100	0.02
12	H.SIDDARTH At the beginning of the year At the end of the year	87900 87900	1.91	87900 87900	1.91
13	H.LATHA At the beginning of the year At the end of the year	76000 174700	3.78	174700 174000	3.78
14	H.GANGADHAR At the beginning of the year At the end of the year	69400 69400	1.51	69400 69400	1.51
15	H.RAHUL At the beginning of the year At the end of the year	37700 37700	0.82	37700 37700	0.82
16	H.POOJALATHA At the beginning of the year At the end of the year	18500 18500	0.40	18500 18500	0.40

17	H.SRAVANTHI At the beginning of the year At the end of the year	10000 10000	0.22	10000 10000	0.22
18	H.VANDANA At the beginning of the year At the end of the year	10000 10000	0.22	10000 10000	0.22
19	H.PADMAJA At the beginning of the year At the end of the year	6600 6600	0.14	6600 6600	0.14
20	H. PRASANNARANI At the beginning of the year At the end of the year	4400 4400	0.10	4400 4400	0.10
21	H. RANIKA At the beginning of the year At the end of the year	1600 1600	0.03	1600 1600	0.03
22	H.REKHA At the beginning of the year At the end of the year	1500 1500	0.03	1500 1500	0.03
23	SUNANDA PONNALA At the beginning of the year At the end of the year	68700 68700	1.49	68700 68700	1.49
24	BHAGYA LAKSHMI ENUGULA At the beginning of the year At the end of the year	47400 47400	1.03	47400 47400	1.03
25	VIJAYALAXMI NEELAKANTAM At the beginning of the year At the end of the year	25000 25000	0.54	25000 25000	0.54

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

S.No	Name Of the Shareholder	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
1	G.SAROJA				
	At the beginning of the year	230034		230034	
	At the end of the year	230034	5.00	230034	5.00
2	T.H.MURLIDHAR				
	At the beginning of the year	62300		62300	
	At the end of the year	62300	1.35	62300	1.35
3	S.SANGEETHA				
	At the beginning of the year	47770		47770	
	At the end of the year	47770	1.04	47770	1.04
4	VIDHYA NAIDU				
	At the beginning of the year	46920		46920	
	At the end of the year	46920	1.02	46920	1.02
5	RAGHUNADHA REDDY MAPAKSHI				
	At the beginning of the year	46100		46100	
	At the end of the year	46100	1.00	46100	1.00
6	J.PRASOONA DEVI				
	At the beginning of the year	43000		43000	
	At the end of the year	43000	0.93	43000	0.93
7	VIL MEDIA LIMITED				
	At the beginning of the year	39131		39131	
	At the end of the year	39131	0.85	39131	0.85
8	ARUN BHONGIR				
	At the beginning of the year	37665		37665	
	At the end of the year	37665	0.82	37665	0.82
9	SUJANA ADI	37250	0.81	37250	0.81

	At the beginning of the year	37250		37250	
	At the end of the year				
10	G.VIVEKANAND				
	At the beginning of the year	36817		94817	
	At the end of the year	94817	2.06	94817	2.06

(v) Shareholding of Directors and Key Managerial Personnel:

S.No	Name of the director / key managerial personnel (KMP)	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
1	H.KISHEN				
	At the beginning of the year	206646		206646	
	At the end of the year	206646	4.49	206646	4.49
2	H.KRISHNA KUMAR				
	At the beginning of the year	293500		293500	
	At the end of the year	293500	6.38	293500	6.38
3	H.NARSAIAH				
	At the beginning of the year	324792		324792	
	At the end of the year	324792	7.06	324792	7.06
4	H. SANJAY HARIDAS				
	At the beginning of the year	164078		164078	
	At the end of the year	164078	3.57	164078	3.57

INDEBTEDNESS

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

(Rs.In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	6337.94	00.00	-	6337.94

i) Principal Amount	0.00	0.00	-	-
ii) Interest due but not paid	0.00	0.00	-	0.00
iii) Interest accrued but not due				
Total (i+ii+iii)	6337.94	00.00	-	6337.94
Change in Indebtedness during the financial year				
• Addition	139.59	48.61	-	188.20
• Reduction	00.00	00.00	-	00.00
Net Change	139.59	48.61	-	188.20
Indebtedness at the end of the financial year				
i) Principal Amount	6477.53	48.61	-	6526.14
ii) Interest due but not paid	0.00	0.00	-	-
iii) Interest accrued but not due	0.00	0.00	-	00.00
Total (i+ii+iii)	6477.53	48.61	-	6526.14

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

i) Managing Director

S.No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
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	H.Kishen	84,00,000
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - Others, specify...	- -	- -
5.	Others, please specify	-	-
Total (i)			84,00,000
Ceiling as per the Act		As per member's resolution	

ii) Whole-time Directors

S.No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
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	H. Krishna Kumar - -	81,00,000 - -
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - Others, specify...	- -	- -
5.	Others, please specify	-	-
Total (i)			81,00,000
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	H. Sanjay Kumar - -	48,00,000 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - Others, specify...	- -	- -
5.	Others, please specify	-	-
Total (ii)			48,00,000
Total (i+ii)			2,05,48,750
Ceiling as per the Act		As per member's resolution	

B. Remuneration to other directors:

S.No	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors • Fee for attending board / committee meetings	B.Kamalaker Rao	60,000
		K.Malhar Rao	49,000
		P.Niroop	68,000
	Total (1)		1,77,000
2.	Other Non-Executive Directors • Fee for attending board / committee meetings	H.Narasaiah	52,000
		Dr.Batul Alladin Arif	52,000
	Total (2)		1,04,000
	Total (B)=(1+2)		2,81,000
	Total Managerial Remuneration		2,81,000
	Overall Ceiling as per the Act		

Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

S.No	Particulars of Remuneration	Name of KMP	Total Amount
1.	Gross salary	C.F.O. CS	36,00,000 5,61,600
	(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 (A)		41,61,600/-

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

For and on behalf of the Board of Directors

Place : Secunderabad

Date : 05-09-2022

Sd/-

B. KAMALAKAR RAO
CHAIRMAN

Annexure - 5

CORPORATE GOVERNANCE REPORT

In accordance with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and some of the best practices followed internationally on Corporate Governance, the Company submits report containing the details of corporate governance systems and processes followed by the Company:

(1) Company Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance is to practice fair and transparent governance to the benefit of its Shareholders, Lending Institutions, Customers, Employees and Society at large.

(2) Board of Directors:

The Board of Directors for the financial year 2019-20 comprises of 6(six) Directors, having rich experience and specialized skills in their respective fields, out of which 1(One) Non-executive Director. The Company has a Non-executive Independent Chairman and 1(One) Non-executive Independent Women Director. The composition of the board, attendance at board meetings (BM) held during the financial year under review and attendance at the last Annual General Meeting (AGM), number of directorships in other companies and memberships in Public Limited Companies and committees (including the Company) are given below:-

Name of the Director	Category	FY 2019-20 Attendance at	As on date			
			Last AGM	No. of other Directorships ¹	Committee positions ²	
		BM			Member	Chairman
B. Kamalaker Rao	Non-Executive Chairman, Independent	4	Yes	3	5	4
H. Narsaiah	Non-Executive Director Promoter	4	No	2	1	NIL

H. Kishen	Managing Director Promoter	3	Yes	NIL	NIL	NIL
H. Krishna Kumar	Whole time Director Promoter	4	Yes	2	1	NIL
Dr. K. Malhar Rao	Non-Executive Director Independent	2	Yes	1	2	1
Dr. Batul Alladin Arif	Non-Executive Director Independent	3	Yes	2	NIL	NIL
P. Niroop	Non-Executive Director Independent	4	No	2	1	NIL
H. Sanjay Kumar	Whole time Director Promoter	3	Yes	1	NIL	NIL

¹ Other than Directorships in Section 8 Companies, Foreign Companies and Associations

² Only Audit Committee and Stakeholders' Relationship Committee positions

Non-executive Directors constitute more than half of the total number of Directors. The Company has a Non-Executive Independent Director as Chairman and more than one third of the total strength of the Board comprises of Independent Directors.

During the year under review, Four (4) Board meetings were held on 24.05.2019, 09.08.2019, 14.11.2019 and 12.02.2020

None of the Directors of the Company is a member of more than ten committees and Chairman of more than five committees across all the companies in which they are Directors.

Your Company holds minimum of four board meetings in each year with maximum time gap of One hundred and Twenty days between any two meetings. Additional Board Meetings will be convened by giving appropriate notice to address the urgent needs of the Company. The Board may also approve permitted matters by passing resolutions by circulation.

Shareholding of Non -Executive directors

S.no	Name of the Director	No.of.Shares
1	Sri. H. Narsaiah	324792
2	Sri. P. Niroop	NIL
3	Dr.Batul Alladin Arif	NIL

Details of the Directorship(s) of the Director(s) in other Listed entities for the financial year 2019-20

S.no	Name of the Director	Directorship (s) in other Listed Entity (ies)
1	Sri.H.Narsaiah	NIL
2	Sri.H.Kishen	NIL
3	Sri.H.Krishna Kumar	NIL
4	Sri.P.Niroop	NIL
5	Dr.Batul AlladinArif	NIL
6	Sri.Sanjay Haridas	NIL

Skills, Expertise and Competencies of the Board:

Apart from the basic tenets of ethics, honesty and integrity, the Company requires skills, expertise and competencies in the areas of Marketing, Finance, Accounting, Business Strategy, Legal and Regulatory matters, technical competencies in Calendaring Division (for PVC Film), Coating Division (For PVC Leather Cloth) for domestic and international markets, to carry on its business such as manufacturing PVC Leather Cloth, PVC Film, PVC Coated with PVDC and other allied products.

The Board comprises of qualified members who bring in the required skills, expertise and competence as mentioned above which allows them to make effective contributions to the Board and its committees. The members of the Board are committed to ensure that the Company is in compliance with the highest standards of Corporate Governance.

Confirmation from the Board:

The Board, based on the disclosures received from all the Independent Directors, confirms that all Independent Directors fulfil the conditions of Independence as specified in SEBI Listing Regulations and are independent of the management of the company for the year ended 31.03.2020.

None of the Independent Directors have resigned from the Directorship of the Company before the expiry of their term of appointment during the Financial Year ended 31.03.2020.

Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also

reviewed the quality, content and timeliness of the flow of information between the Management, the Board and its Committees which is necessary for effective performance of their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory. All independent directors were present in the meeting.

Relationships inter-se among Directors:

In accordance with the provisions of Section 2(77) of the Companies Act, 2013, and rules made there under, Mr. H.Kishen, Managing Director, Mr.H.Krishna Kumar, Whole-time Director, Mr.H.Narsaiah, Director and Mr.H.Sanjay Kumar, Whole-time Director belong to promoter group and are related to each other.

Familiarization programmes of Independent Directors:

The Company conducted familiarization program for the Independent Directors to familiarize them to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Company also conducted a separate programme on the latest SEBI Regulations to promote training to the Directors to ensure that the Board Members are kept up to date. The summary of Familiarization Programmes conducted for Independent Directors are available on Company's website: www.fenoplast.in.

(3) Committees of Directors:

a) Audit Committee:

The Company constituted a Qualified and Independent Audit Committee comprising of Three Non-Executive Independent Directors and One Non-Executive Director in accordance with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Committee is empowered with the powers as prescribed under Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time. The Audit Committee has adequate powers to play effective role as required under above said regulations which include overseeing the Company's financial reporting process, reviewing with the management of the financial statements and the adequacy of the internal audit function, internal control and to discuss significant internal audit findings, statutory compliance and issues related to risk management and Compliance.

The composition of the Audit Committee and the attendance of each Member of the Committee at the meetings were as follows:

S.No.	Name of the Director	Designation	No. of meetings held during the period	No. of Meetings attended
1	Mr. B.Kamalaker Rao	Chairman	4	4
2	Mr. H.Narsaiah	Member	4	4
3	Mr. P.Niroop	Member	4	4

Chairman of the Audit Committee also attended the last Annual General Meeting of the Company.

Managing Director, Whole-time Directors, Chief Financial Officer and Statutory Auditors are also invited to the meetings, as required, to brief the Committee Meetings. Internal Auditors also attend the meetings.

Audit Committee meetings were held during the year under review on 24.05.2019, 09.08.2019, 14.11.2019 and 12.02.2020. Company Secretary acts as the Secretary for the meeting.

b) Nomination and Remuneration Committee:

Nomination and Remuneration Committee was duly constituted in accordance with the requirements of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Committee is authorized subject to the provisions of Companies Act, 2013, to negotiate, finalize and approve the terms of appointment for Managing Directors/Whole time Directors and other Senior Executives on behalf of the Company. The composition of Nomination and Remuneration Committee is as follows:

S.No.	Name of the Director	Designation	No. of meetings held during the period	No. of Meetings attended
1	Mr. B.Kamalaker Rao	Member	1	1
2	Mr. P.Niroop	Member	1	1

Chairman and members of the Nomination and Remuneration Committee are Independent Non-Executive Directors.

Performance evaluation criteria for Independent Directors:

Independent Directors role constitutes governance, control and guidance in conducting the affairs of the Company. Some of the performance indicators, based on which the Independent Directors are evaluated, are:

- Contribution to and monitoring Corporate Governance practices.
- Ability to contribute to address top management issues.

- Active participation in long term strategic planning.
- Commitment to the fulfilment of obligations and responsibilities.

The performance evaluation of Independent or non-executive members is done by the Board annually based on criteria of attendance and contributions at Board/Committee Meetings as also the role played by them other than at Meetings.

The Nomination and Remuneration Committee reviews the remuneration package payable to Executive Director(s) and Other Senior Executives in the top level management of the Company and other elements of their appointment and gives its recommendations to the Board and acts in terms

of reference of the Board from time to time. The Company's Remuneration policy as applicable to Directors, Key Managerial Persons and other Senior Management Personnel of the Company is annexed as **Annexure - 3** to the Board's Report.

The details of remuneration benefits paid during the year to the Managing Director and Whole-time Director (s) is as under:

(Amt in Rs.)

Name of Director	Salary & Allowances	Others	Designation	Gross Remuneration
Mr.H.Kishen	84,00,000/-	Nil	Managing Director	84,00,000/ -
Mr.H.Krishna Kumar	81,00,000/-	Nil	Whole-time Director	81,00,000/ -
Mr. H. Sanjay Kumar	48,00,000/.	Nil	Whole-time Director	48,00,000/ -

For Non-Executive Directors:

Sitting Fee is paid to Non-Executive Directors for attending Board and Committee Meetings in addition to reimbursement of incidental expenses. The details of Sitting Fee paid to Non-executive directors and their shareholding are as follows:

Name of the Director	Sitting Fee paid during F.Y.2019-20 (Rs.)	No. of shares held on 31-03-2020
Mr. H.Narsaiah	52000	324792
Mr. B.Kamalaker Rao	60000	NIL
Mr. P.Niroop	68000	NIL
Dr.Batul Alladin Arif	52000	NIL

Other than the sitting fees to Non-executive Directors, there was no material pecuniary relationship or transaction with the Company.

The company has not issued any stock options to its Directors/ Employees.

(c) Stakeholders' Relationship Committee:

The present composition of the Stakeholders' Relationship Committee is as under:

Name of the Director	Designation	No. of meetings held during the year	No. of Meetings attended
Mr.H.Krishna Kumar	Member	4	4
Mr. P Niroop	Chairman	4	4

The Committee is empowered to oversee the redressal of investor complaints pertaining to share transfer, non-receipt of Annual Reports, issue of duplicate share certificates, transmission of shares and other miscellaneous complaints. In accordance with the provisions of SEBI (LODR) Regulations, 2015, the Board has authorized the Compliance Officer, to approve share transfers/transmissions and comply with other formalities in relation thereto.

All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement. There were no Pending share transfers and unresolved shareholders grievances pertaining The Financial Year - 31-3-2020

Compliance Officer:

The Company Secretary is designated as the Compliance Officer of the Company and during the year under review Mr.Krishna Kumar Compliance Officer.

General Body Meetings & Shareholders Information:

(i) The Details of the last three Annual General Meetings are given below:

Year	Place of Meeting	Date & Time	Special Resolutions
2018-19	Kapu Sangam, 1-7-155, M.G.Road, Secunderabad – 3	26-09-2019	Mr. B
		11.A.M	Kamalakar Rao as an Independent Director.
2017-	Kapu Sangam, 1-7-155,	27-09-2018	NIL

18	M.G.Road, Secunderabad – 3	9.30A.M	
201 6- 17	Kapu Sangam, 1-7-155, M.G.Road, Secunderabad – 3	27-09-2017 11.00 A.M.	1. Re- appointm ent of Mr. Haridas Kishen as the Managing Director of the Company.
201 5- 16	Kapu Sangam, 1-7-155, M.G.Road, Secunderabad – 3	28-09-2016 9.30 AM	NIL

i) The Details of Extra-Ordinary General Meetings held during the last Three years:

No Extra-Ordinary General Meetings were held during the last Three years.

ii) Special Resolution passed last year through postal ballot.

No Special Resolution has been passed by the Company through postal ballot during the year under review.

(5) Disclosures

Details of Non-Compliance and Penalties:

There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by any Stock Exchanges, Securities and Exchange Board of India or any Statutory Authority relating to the capital markets.

Whistle Blower Policy:

The Audit Committee has formulated Whistle Blower Policy, as per the Policy and Internal Code of Conduct, all personnel of the Company have been given access to the Audit Committee.

CEO/CFO Certification:

The Managing Director has certified and submitted a certificate on the financial results and other compliance of statutory requirements, to the Board in accordance with Regulation 17 (8) of SEBI (LODR) Regulations, 2015 pertaining to CEO/CFO certification for the Financial Year ended 31st March, 2020.

Compliance Certificate:

Compliance Certificate for Corporate Governance from Auditors of the Company is annexed hereto and forms part of this Report.

Code of Conduct:

The Company has posted the Code of Conduct for Directors and Senior Management on its website. The Code of Conduct is applicable to all Directors and Senior Management Personnel of the Company. All the members of the Board and Senior Management of the Company have affirmed compliance with their respective Codes of Conducts for the Financial Year ended 31st March, 2020.

Details of Compliance with Mandatory Requirements and Adoption of the Non-mandatory Requirements:

The Company has complied with the mandatory requirement of Corporate Governance as per Listing Regulations and is in the process of implementation of Non-mandatory requirements.

Disclosure on Materially Significant Related Party Transactions:

During the financial year ended 31st March, 2020 there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large. The policy on dealing with related party transactions has been posted on the website of the Company.

(6) Means of Communication

Your Company complied with the requirements of Regulations 33 of SEBI (LODR) Regulations, 2015. Quarterly Results, Half Yearly and Annual Results are normally published in the Business Standard (English Newspaper) and Andhra Prabha (Telugu- Regional).

The Financial Results are regularly submitted to the Stock Exchanges in accordance with the SEBI (LODR) Regulations, 2015 and simultaneously displayed on the Company's website. No presentations have been made to institutional investors or to the Analysts.

Management Discussion & Analysis forms part of the Annual Report.

(7) General Shareholder Information:**i) Registered Office:**

306-308, Chenoy Trade Centre, Parklane, Secunderabad- 500003.

ii) Annual general Meeting Date, Time and Venue:

Friday, the 30th day of September 2022 at 12.30 P.M. through Video Conference

iii) Financial Year: 1st April 2019 to 31st March, 2020

iv) Date of Book Closure:

24.09.2022 to 30.09.2022 (both days inclusive)

v) Listing on the Stock Exchanges:

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001

vi) Stock Code:

- BSE -526689

The listing fee and custodial fee has been paid up to date to the Stock Exchange(s) and Depositories.

vii) Market Price Data: High, Low and No. of shares traded during each month in last Financial Year 2019-20 at BSE Limited is given below:

Month	High (Rs)	Low (Rs)	Monthly Volume
April-2019	37.30	31.95	6,858
May- 2019	37.05	33.80	345
June-2019	38.65	27.30	1,572
July- 2019	28.65	27.25	55
August -2019	No Trading	No Trading	No Trading
September- 2019	25.90	17.20	3,114
October- 2019	18.05	18.00	14
November- 2019	18.00	17.60	711
December- 2019	18.45	15.90	1,150
January- 2020	19.20	15.10	2,111
February- 2020	20.15	20.15	160
March -2020	No Trading	No Trading	No Trading

(ix) Registrar and Transfer Agents:

M/s Venture Capital and Corporate Investments Private Limited acts as Registrar and Share Transfer Agent and Demat Registrar.

Address:

M/s. Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar, Hyderabad, 500018
Telephone No. 040-23818475/23818476/23868023.

(x) Share Transfer System

To expedite the share transfer process in the physical segment, authority has been delegated to the share transfer committee, which comprises of:

Mr. H.Krishna Kumar	:	Chairman
Mr. H Sanjay Haridas	:	Member

Share transfer/transmissions approved by the Committee are placed at the Board Meeting from time to time.

SEBI has barred the transfer of the share in physical form with effect from 01-04-2019. Any investor desirous of transferring shares (which are in physical form) after 01-04-2019 can do so only after such shares are dematerialised vide SEBI circular LIST/COMP/15/2018.

Demat requests are normally confirmed within 21 days from the date of receipt of request.

Pursuant to Regulation 40 of SEBI (LODR) Regulations, 2015, certificates, on half-yearly basis, have been given by a Practicing Company Secretary duly certifying due compliance of shares transfer formalities.

(xi) Shareholding pattern as on 31-03-2020:

Category	No. of Shareholders	No. of shares held	Percentage of shareholding
A. Promoters' holding			
1. Indian Promoters & Persons Acting in Concert.	33	2796316	60.79
B. Non- Promoters' holding			
1. Institutional Investors	--	—	—

2. Others			
a) Private Corporate Bodies	26	93211	2.03
b) Indian Public	3516	1612111	35.04
c) NRIs/OCBs	114	98362	2.14
d) Clearing Members	00	000	0.00
Sub-Total	3656	1803684	39.21
GRAND TOTAL	3689	4600000	100.00

(xii) Distribution of Shareholding as on 31-03-2020:

Shares	Holders		Shares	
	Number	% to Total Shareholders	No. of Shares	% to Total Capital
Upto - 500	3381	91.65	335114	7.29
501 - 1000	154	4.17	132883	2.89
1001 - 2000	47	1.27	73459	1.6
2001 - 3000	16	0.43	42305	0.92
3001 - 4000	12	0.33	43465	0.94
4001 - 5000	16	0.43	74084	1.61
5001 - 10000	18	0.49	147516	3.21
10001 and above	45	1.22	3751174	81.55
Total	3689	100	4600000	100

(xiii) Dematerialization of Shares and liquidity:

Your Company's shares are under compulsory Demat. Therefore, shareholders are requested to demat their physical shares for the liquidity benefit. 39,61,158 shares out of total shares (i.e. 46,00,000 equity shares) are dematerialized as on 31/03/2020.

During the reporting period, there were no instances of suspension of trade in the securities of the Company.

(xiv) Outstanding GDRs/ADRs/Warrants or any Converting Instruments conversion date and likely impact on equity:

Your Company had not issued any GDRs/ADRs/warrants or any Convertible instruments.

(xv) Plant Locations:

Company has three units and its locations are as follows:

Unit-I

Plot No. 21/A, Industrial Development Area Patancheru,
Sangareddy Dist., T.S.-502319

Unit- II

Survey No.132 & 133, Nandigaon Village, Patancheru Mandal,
Sangareddy Dist., T.S.-502300

Unit-III

Survey No. 165 & 166, Nandigaon Village, Patancheru Mandal,
Sangareddy Dist., T.S.-502300

(xvi) Address for Correspondence:**(i) For all matters relating to Shares:**

M/s. Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar, Hyderabad, 500018
Telephone No. 040-23818475/23818476/23868023
Fax No : +91 040-23868024 E-mail : info@vccilindia.com

(ii) For any other general matters or incase of any difficulties/grievances:**The Compliance Officer**

Fenoplast Limited,
306-308, Chenoy Trade Center, Parklane,
Secunderabad- 500003, India.
Telephone No : 27840322, 27840722
Fax No : 27721739
E-mail : info@fenoplast.com

Other Disclosures:

2. The particulars of transactions between the Company and its related parties are set at Notes to Financial Statements. However, these transactions are not likely to have any conflict with the Company's interest.
3. The policy on related party transactions are approved by the Board is uploaded on the website of the Company and the weblink for the same is <https://fenoplast.in/policies.html>.
4. Details of Utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) – Not applicable.
5. A certificate from a Company Secretary in Practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board or Ministry of Corporate Affairs or any such other authority is being enclosed.
6. Total fees for all the services paid by the listed entity on a consolidated basis, to the Statutory Auditor is Rs. 11,20,000/-.
7. Where the Board has not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year – There are no

such instances during the year and the Board considered and accepted the recommendations of all the committees.

Policy on Prevention, Prohibition and Redressal of Sexual Harassment at work Place:

Your company strongly supports the rights of all its employees to work in an environment, free from all forms of harassment. The Company has adopted a policy

on Prevention, Prohibition and redressal of sexual Harassment at work place as per the Provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The policy aims to provide protection to employees at the work place and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Committee, Known as Anti Sexual Harassment Committee to address the concerns and complaints of sexual harassment and to recommend appropriate action.

The company has not received any complaint on sexual harassment during the year.

The company is not carrying on any commodity business and has also not undertaken any hedging activities. Hence, same are not applicable to the Company.

Since the company does not have debt instruments/fixed deposits programme, obtaining of credit ratings is not required.

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry Structure and Developments:

The Company is engaged in manufacturing of PVC Film and PVC Leather Cloth.

PVC Film is majorly used in the pharma application for tablets packaging, healthcare products packaging and is gaining acceptance in the packaging of consumer goods like shaving products, tooth brushes, batteries, tools and toys etc.

PVC Leather Cloth is mostly used for car upholstery, motor cycle seat covers, auto rickshaw hoods and seats, tractors, trucks and buses. It is also used for making ladies bags and footwear.

India is one of the most promising exporters of plastics among developing countries. Demand from original equipment manufacturers (OEMs) has led the Indian plastic industry to focus more on delivering products customized in line with end-user needs like design, style, and pattern. The Indian plastics industry offers excellent potential in terms of capacity, infrastructure and cheap labour availability. Among the industry's major strengths is the availability of raw materials in the country. With increasing usage of plastics in automobiles, consumer packaging and impact of increased infrastructure spending in India, the plastic industry will emerge as a giant in the industrial scenario of India.

b) Opportunities and Threats:

Opportunities: Growth in industry will be majorly impacted by the increased growth from end use industries, growing consumerism, government initiatives etc. The Company is already an established supplier to Suzuki, Hyundai Motors, TVS Motor Company, Maruti, Mahindra and Mahindra, Volkswagen and Daimler Benz. Growth of the automotive industry pushes the demand for the Company's product, PVC Leather.

PVC Film is consumed by a large number of small and medium sized manufacturers to make finished products. In recent years, manufacturing of finished PVC products has experienced rapid growth and it remains one of the fastest growing sectors in India and around the world. There has been growth in demand from pharma sector and new applications for visual packaging auguring well for PVC film. This would be definitely a positive and good opportunity to your Company which is one of the prominent players.

Threats:

Major threat is due to increased cost of raw materials, high cost of finished plastic products, ever increasing crude oil prices, high finance cost, and import threat from other countries due to specialized processing, replacement threat from substitutes which would affect the margins.

c) Risks and concerns:

The major risks and concerns as perceived by the Company relate to increase in prices of principal raw material due to increase in the prices of crude oil and rupee devaluation. The

Company has devised a system to identify and take corrective and quick decision as and when this risks and concerns arise.

d) Segment-wise performance

The demand from automobile and pharma sector helped the Company in optimizing the capacity utilization for leather and PVC film respectively and the future looks bright with automobile companies coming out with various models at different levels.

PVC Leather Cloth: The production during the year is 42.336Mtrs.as against 72.31Ln. Mts. in the previous year.

PVC Film: Production of PVC Film was 2454.87MT as against the previous year's production of 5611.88 MT in the previous year.

Financial Performance

The net loss before tax for the year is Rs.233.34 as compared to net profit before tax in previous year Rs.123.46 Lakhs.

e) Adequacy of Internal Control Systems

The Company has implemented an enterprise resource plan, SAP which facilitates the management to access all the systems and to have control on operations. The final costs have gone up due to increase in the raw materials cost and also due to payment of salaries and wages arrears on finalization of agreement with workers.

Internal Audit is conducted regularly at the plants, depots and marketing offices covering the key areas of operations. It is an independent objective and assurance function responsible for evaluating and improving the effectiveness of risk management control and governance processes.

The Audit Committee monitors performance of internal audit on a periodic basis through review of audit score, audit finding and action taken on the observation.

Effective implementation of internal controls has yielded better results. The Company has good internal audit system to monitor and check the systems periodically.

The members are informed that the Company has been accredited with quality standards of ISO/TS16949:2009, Periodical internal quality audits and management review meetings ensure successful implementation of the Quality Management System. Surveillance audit for continuation of ISO certification will be conducted by external auditors.

f) Human Resources

The Company's industrial relations continued to be harmonious with its workforce during the year under review. The Company would be imparting training to employees at all levels for proper implementation and running of the new ERP package SAP and to get maximum benefit out of the same. The total number of employees is 286.

g) Details of Significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation:

During the year, there is no significant change in the financial ratios of the company which are more than 25 % as compared to the previous year.

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with detailed explanation:

The change is significant change during the current financial year 2019-20, comparing with previous financial year 2018-19.

Annexure -7

a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director and Chief Financial Officer during the financial year 2019-20 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 are as under:

S.No	Name of Director/KMP and Designation	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year	The Percentage increase in remuneration of each director, CFO, CEO in the financial year	The percentage increase in the median remuneration of employees in the financial year
1.	H. Kishen	38.89	0.00	0.00
2.	H. Krishna Kumar	37.50	0.00	0.00
3.	H. Sanjay Kumar	22.22	0.00	0.00
4.	A.Raghavendracharyulu	0.00	0.00	0.00
5.	K.Mohith Kumar	2.50	0.00	0.00

Note: Except Managing Director, and Whole-time Directors, none of the other Directors are paid any remuneration except sitting fees and reimbursement of expenses for attending Board and Committee Meetings. The details sitting fees paid are given in the Report on Corporate Governance which forms part of this Annual Report.

- i) The median remuneration of employees of the Company during the financial year was Rs. 18,000/-
- ii) In the financial year, there was a decrease of -0.55% in the median remuneration of employees;
- iii) There were 286 permanent employees on the rolls of Company as on March 31, 2020;
- iv) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2019-20 was 0.00% whereas the decrease/ increase in the managerial remuneration for the same financial year was NIL
- v) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Sd/-

Place : Secunderabad

Date : 05-09-2022

B. KAMALAKAR RAO
CHAIRMAN

INFORMATION AS PER RULE 5(2) OF CHAPTER XIII, THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

S.N O	Employee Name	Designation	Educatio n Qualificat ion	Age	EXPERI ENCE	Date of Joinin g	Gross Remu nerati on (Rs in Lakhs)	Previou s Employ ment if any	No.of Share s Held if any	Whether Relative to Director or Manager
1	HARIDAS KISHEN	MANAGING DIRECTOR	GRADUA TE	77	3	SINCE INCEP TION	84.00		-	-
2	HARIDAS KRISHNA KUMAR	WHOLE – TIME DIRECTOR	POST GRADUA TE	59	36	01- 08-82	5.40			
3	SANJAY HARIDAS	WHOLE – TIME DIRECTOR	POST GRADUA TE	53	6	01- 03-13	40.48			
4	HARIDAS MAHESH KUMAR	CHIEF EXECUTIVE –DOMESTIC SALES	GRADUA TE	51	26	4-1- 93	38.75			
5	HARIDAS PRAVEEN KUMAR	CHIEF EXECUTIVE – CALENDER DIVISION	GRADUA TE	46	26	4-1- 93	38.75			
6	VBVR RATNAJI	CHIEF FINANCIAL OFFICER	FCA	58	12	6-1- 06	14.63			
7	BVS ANJANEYU LU	SR.MANAGE R MARKETING	POST GRADUA TE	52	4	1-12- 14	10.20			
8	S. VISWESWA	AGM COMMERCIAL	GRADUA TE	62	43	1-08- 76	9.78			

	R RAO	AL								
9	VIMAL PATIL	AGM MARKETING	POST GRADUA TE	43	7	1-6- 11	9.00			
10	RAJEEV JUWEKAR	MANAGER PRODUCTIO N HEAD	GRADUA TE	64	35	18-5- 83	8.40			

During the year under review, no employee was in receipt of remuneration exceeding one crore and two lakh rupees for the reporting year and no employee was paid for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees for month.

For and on behalf of the Board of Directors

Sd/-

Place : Secunderabad

Date : 05-09-2022

B. KAMALAKAR RAO
CHAIRMAN

Annexure - 8

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis:**

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2020, which were not at arm's length basis.

2. **Details of contracts or arrangements or transactions at Arm's length basis:**

The details of material contracts or arrangements or transactions at arm's length basis are as follows:

Nature of contract & Name of the related party	Nature of relationship	Duration of Contracts	Salient Terms	Amount (Rs. in Lakhs)
Job work charges Rex-O-Knits Private Limited	Mr.H.Sanjay (Son of Managing Director and Mr.H.Narsaiah (Father of Whole-time Director) are Common Directors	On the basis of order	Job Work at arm's length basis	55.69
H. Praveen Kumar Chief Executive- Calendaring Division	Relative of Managing Director	As per the Appointment Letter	Chief Executive- Calendaring Division	38.75
Mr. H. Mahesh Kumar Chief Executive- Domestic Sales	Relative of Managing Director	As per the Appointment Letter	Chief Executive- Domestic Sales	38.75

CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

A. We have reviewed Financial Statements along with the Cash Flow Statement of our Company for the Financial Year ended 31st March, 2020 and that to the best of our knowledge and belief we hereby certify that:

- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) These statements together present a true and fair view of our Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by our 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 have evaluated the effectiveness of internal control systems of our Company pertaining to financial reporting and we have 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 taken or proposed to be taken to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

- 1) Significant changes in internal control over financial reporting during the year;
- 2) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
- 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors

Sd/-

Place : Secunderabad

Date : 05-09-2022

H. KISHEN
MANAGING DIRECTOR

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personal have confirmed compliance with the code of Conduct as applicable to them for the year ended 31st March, 2020.

For and on behalf of the Board of Directors

Sd/-

Place : Secunderabad

Date : 05-09-2022

H. KISHEN
MANAGING DIRECTOR

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF FENOPLAST LIMITED

We, Venugopal&Chenoy, Chartered Accountants, the Statutory Auditors of FENOPLAST LIMITED ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

MANAGEMENT'S RESPONSIBILITY

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

AUDITORS' RESPONSIBILITY

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the

Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in

regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31 March 2020.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR VENUGOPAL&CHENOY
CHARTERED ACCOUNTANTS
FRN: 004671S

Sd/-

(P.V.SRI HARI)

Partner

Membership No.021961

Place: Hyderabad

Dated: 05.09.2022

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Pare C Clause 10(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To
The Members,
FENO NAST LIMED
306, Cheney Trade Centre,
Secunderabad, TG- 500 003

We have examined the relevant records, forms, returns and disclosures received from the Directors of FENO PLAST LIMITED having CIN: L25209TG1975PLC001942 and having registered office at # 306, Cheney Trade Centre, Secunderabad, TG- 500003 (hereinafter referred to as "the Company") produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read sub-clause 10(i) of Para C of Schedule V to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Director Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and the explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the financial year ended 31st March, 2020 have been debarred or disqualified from being appointed or continuing as directors of companies by the securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

S.NO	Name of the Director	Nature/Category of the Directorship	DIN
1	Kamalakar Rao Bandari	Chairman, Independent Director	00038686
2	Sanjay Haridas	Whole Time Director	00160545
3	Haridas Kishen	Managing Director	00160625
4	Haridas Narsaiah	Non- Executive Non Independent Director	00292864
5	Katikeneni Malhar Rao	Independent Director	00294715
6	Niroop Patlolla	Independent Director	03110997
7	Batul Alladin Arif	Independent Director	06917518
8	Haridas Krishna Kumar	Whole Time Director	00260198

Ensuring eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Dated: 05.09.2022C.P. No.8735

P Sarada
Company Secretaries
Sd/-
P Sarada
Company Secretary

UDIN: A021717D000936686

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of FENOPLAST LIMITED

Report on the Audit of the Ind AS Financial Statements

Qualified Opinion

We have audited the Ind AS financial statements of **FENOPLAST LIMITED** ("the Company"), which comprises the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the basis for Qualified Opinion section of our report, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. Goods and Service Tax (GST) Accounting:

There is a mismatch turnover as declared in GST returns and turnover as per the books as on 31st March, 2020. Pending completion of reconciliation process, identification of entries requiring correction and its probable impact on the financials results could not be ascertained.

2. Ageing of MSME creditors:

The ageing of the MSME creditors were not provided and the company has not filed the Form MSME 1 for the FY 2019-20. In the absence of Ageing and Form MSME-1, the overdue outstanding balances to MSME and its probable impact on the financials results could not be ascertained.



3. Confirmation of Balances:

The outstanding balances reflected under Trade receivables, Trade payables and Advances as on 31st March, 2020 are subject to confirmation from the parties. The probable impact of this qualification on financial results could not be ascertained.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor's response
Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard) Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance	Principal Audit Procedures: We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, Evaluated the design of internal controls



obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date	relating to implementation of the new revenue accounting standard. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
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Other information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexure 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 in the 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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards



specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also 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 judgement and maintain professional skepticism 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 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 with reference to financial statements 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 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 auditors' 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.

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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- 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 B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. According to the information and explanations given to us and based on our examination of the records the Company, the Company has not paid any managerial remuneration to any director.



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, in our opinion and to the best of our information and according to the explanations given to us:

- i. The company has disclosed the pending litigations that will impact the financial position of the company;
- ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts, required to be transferred to the Investor Education and Protection Fund by the Company.



FOR VENUGOPAL & CHENYO
CHARTERED ACCOUNTANTS
FRN: 004671S

(P.V.SRI HARI)

Partner

Membership No.021961

UDIN:21021961AAAHO9474

Place: Hyderabad
Date: 21-10-2021

Annexure - A to the Auditors' Report

The Annexure A referred to in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2020, we report that:

i. In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified during the year. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. In respect of Inventories:

(a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.

(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company has maintained proper records of the said stocks. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.

iii. During the year, the Company has not granted any loans secured or unsecured to parties covered in the register maintained under section 189 of the Act. Hence, paragraph 3(iii) of the Order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.



- v. The Company has not accepted any deposits, within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. We have broadly reviewed the books of account relating to material, labour and other items of cost maintained by the Company pursuant to the rules made by the Central Government for the maintenance of the cost records under sub-section (1) of Section 148 of the Act in respect of the activities carried on by the Company, wherever applicable and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- vii. In respect of statutory dues:

a) According to the information and explanations given to us and on the basis of examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and service tax, duty of customs, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts are payable in respect of income tax, Goods and services tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, the dues of Sales tax, Service tax, Duty of Custom and Duty of Excise which have not been deposited on March 31, 2020 on account of any dispute, are as follows:

Name of The Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act 1956	CST	28.76	2006-2007	Telangana Value Added Tax Tribunal At Hyderabad
Central Sales Tax Act 1956	CST	0.75	2008-2009	Telangana Value Added Tax Tribunal At Hyderabad
Central Sales Tax Act 1956	CST	13.35	2009-2010	Telangana Value Added Tax Tribunal At Hyderabad



Name of The Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act 1956	CST	(7.36)	2010-2011	Telangana Value Added Tax Tribunal At Hyderabad
Central Sales Tax Act 1956	CST	6.41	2011-2012	Telangana Value Added Tax Tribunal At Hyderabad
Central Sales Tax Act 1956	CST	284.60	2013-2014	Tax Liability levied by CTO General Bazar is set aside by A.D.C. (CT) Appeals and remanded to CTO General Bazar. Reopened and pending with Additional Commissioner with Legal.
Central Sales Tax Act 1956	CST	208.78	2014-2015	The Appellate Dy.Commissioner (CT), Secunderabad Division, Hyderabad
Central Sales Tax Act 1956	CST	425.19	2016-2017	Assistant Commissioner (CT) LTU Secunderabad Division STU1, Hyderabad
VAT ACT	VAT PENALTY	0.12	2011-12 & 2012-13	Telangana Value Added Tax Tribunal At Hyderabad
VAT ACT	VAT	1.23	2011-12 & 2012-13	Telangana Value Added Tax Tribunal At Hyderabad
VAT ACT	VAT	22.79	2013-2014	Telangana Value Added Tax Tribunal At Hyderabad
VAT ACT	VAT	40.95	2014-2015	Telangana Value Added Tax Tribunal At Hyderabad
VAT ACT	VAT PENALTY	4.54	2013-2014	Telangana Value Added Tax Tribunal At Hyderabad
VAT ACT	VAT PENALTY	8.60	2014-2015	Telangana Value Added Tax Tribunal At Hyderabad



Name of The Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Assessment under Telangana Tax on entry of goods into local Areas Act, 2001	Entry tax-CST	0.02	2011-12	The Appellate Dy.Commissioner (CT), Secunderabad Division, Hyderabad, W.P. filed in High Court of Telangana.
Assessment under Telangana Tax on entry of goods into local Areas Act, 2001	Entry tax-CST	1.47	2012-13	The Appellate Dy.Commissioner (CT), Secunderabad Division, Hyderabad, W.P. filed in High Court of Telangana.
Assessment under Telangana Tax on entry of goods into local Areas Act, 2001	Entry tax-CST	22.73	2013-14	The Appellate Dy.Commissioner (CT), Secunderabad Division, Hyderabad, W.P. filed in High Court of Telangana.
Assessment under Telangana Tax on entry of goods into local Areas Act, 2001	Entry tax-CST	21.68	2014-15	The Appellate Dy.Commissioner (CT), Secunderabad Division, Hyderabad, W.P. filed in High Court of Telangana.
Assessment under Telangana Tax on entry of goods into local Areas Act, 2001	Entry tax-CST	11.44	2015-16	The Appellate Dy.Commissioner (CT), Secunderabad Division, Hyderabad, W.P. filed in High Court of Telangana.
Assessment under Telangana Tax on entry of goods into local Areas Act, 2001	Entry tax-CST	4.38	2016-17	The Appellate Dy.Commissioner (CT), Secunderabad Division, Hyderabad, W.P. filed in High Court of Telangana.
Income Tax Act, 1961	Income Tax	2.20	1999-2000	ITAT
Income Tax Act, 1961	Income Tax	31.90	2000-2001	ITAT



Name of The Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	10.44	2001-2002	ITAT
Income Tax Act, 1961	Income Tax	1.89	2002-2003	ITAT
Income Tax Act, 1961	Income Tax	4.55	2003-2004	ITAT
Employees' Provident fund & Miscellaneous Provision Act, 1952	Provident Fund	20.85	April'12 to December'13	PF Appellate Tribunal, Delhi

- viii. According to the information and explanations given to us and on the basis of examination of the records, the company has not defaulted in the repayment of loans along with interest to the Banks.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. During the year, managerial remuneration has been paid or provided in accordance with the requisite, approvals mandated by the provisions of the Section 197 read with schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;



- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares and has complied with Section 42 of Companies Act, 2013, and hence reporting under clause 3(xiv) of the order is not applicable to the company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.



Place: Hyderabad
Date : 21.10.2021

FOR VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS
FRN: 004671S

(P.V.SRI HARI)
Partner

Membership No.021961

UDJN: 21021961AAAAH09474

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls 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 **M/s. FENOPLAST LIMITED** ("the Company") as of 31 March 2020 in conjunction with our audit of Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 ('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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgment, 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, 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 31 March 2020, 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.



Place: Hyderabad
Date: 21-10-2021

**FOR VENUGOPAL & CHENYO
CHARTERED ACCOUNTANTS**

FRN: 004671S

A handwritten signature in blue ink, appearing to read "P.V. Sri Hari".

(P.V.SRI HARI)

Partner

Membership No.021961

UDIN: 21021961AAA AH09474

FENOPLAST LIMITED
Balance Sheet as at 31st March,2020

(Rs. in lakhs)

Particulars	Note No.	31st March, 2020 (Audited)	31st March, 2019 (Audited)
I Assets			
Non-Current assets			
(a) Property, Plant & Equipment	1	3060.93	3 017.44
(b) Capital work in progress		18.36	10.05
(c) Investment property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets	1	1.74	1.74
(f) Intangible assets under development		11.40	11.40
(g) Financial assets		-	-
(i) Investments	2	24.61	27.28
(ii) Trade receivables		-	-
(iii) Loans	3	103.01	103.79
(iv) Others		-	-
(h) Other non-current assets	4	15.27	18.21
Current assets			
(a) Inventories	5	5 985.90	6 528.47
(b) Financial assets		-	-
(i) Investments		-	-
(ii) Trade receivables	6	3 650.84	4 736.15
(iii) Cash & Cash Equivalents	7	136.38	163.24
(iv) Bank balances other than above		-	-
(v) Loans	8	47.49	29.97
(vi) Other financial assets	9	5.79	5.90
(c) Current tax assets (net)	10	61.45	57.32
(d) Other Current assets	11	584.33	478.55
Total Assets		13 707.50	15 189.49
II Equity & Liabilities			
Equity			
(a) Equity share capital	12	459.68	459.68
(b) Other Equity	13	2 536.17	2 766.96
Liabilities			
Non Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	90.33	89.79
(ii) Trade payables		-	-
(iii) Other financial liabilities		-	-
(b) Provisions	15	214.90	201.81
(c) Deferred tax liabilities (net)	16	200.39	191.74
(d) Other non-current liabilities	17	-	-
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	6 477.53	6 248.15
(ii) Trade payables	19		
A) Total outstanding dues of micro and small enterprise		71.21	59.53
B) Total outstanding dues of creditors other than micro and small enterprise		2 422.13	3 424.71
(iii) Other financial liabilities	20	926.24	1 388.90
(b) Other current liabilities	21	182.04	205.70
(c) Provisions	22	126.87	128.65
(d) Current tax liabilities (net)	23	-	23.87
Total Equity and Liabilities		13 707.50	15 189.48

As per our report of even date

For and on behalf of the Board

For Venugopal & Chenoy
Chartered Accountants
CA P.V. Sri Hari
Partner
M.No. 021961



(Signature)
H.Kishen
Managing Director

(Signature)
H. Krishna Kumar
Wholetime Director

UDIN: 21021961AAAAH09474

Place: Secunderabad
Date: 21-10-21

(Signature)
A. Raghavendra Charyulu
Chief Financial Officer

FENOPLAST LIMITED
Statement of Profit and Loss for the year ended 31st March , 2020

(Rs. In Lakhs)

Particulars	Note	31st March'2020 (Audited)	31st March'2019 (Audited)
Revenue from operations	24	11090.72	18578.76
Other income	25	40.25	42.47
Total Revenue (I)		11130.97	18621.23
Expenses:			
Cost of materials consumed	26	8317.69	15148.62
Changes in inventories	27	493.29	(1,465.72)
Excise Duty			-
Employee benefits expense	28	1361.12	1460.25
Finance costs	29	1244.60	1360.70
Depreciation	1	195.53	182.42
Other expenses	30	2391.70	2455.93
Total Expenses (II)		14003.92	19142.19
Profit before Exceptional Items and tax (I-II)		(2,872.95)	(520.96)
Profit on Sale of PPE		2,639.61	644.43
Profit on Sale of Investment		-	-
Profit before Tax		(233.34)	123.46
Tax expense:			
Current tax		-	31.82
Less: Mat credit entitlement			
Tax for the earlier years		-	-
Deferred tax		8.66	24.66
Profit after tax		(242.00)	66.98
Other Comprehensive income			
A (i) Items that will not be reclassified to profit or loss (net of tax)		13.88	(6.06)
B (i) Items that will be reclassified to items that will be reclassified to profit or loss		(2.66)	0.64
Total Comprehensive Income after tax		(230.78)	61.56
Earnings per equity share:			
Basic		(5.26)	1.46
Diluted		(5.26)	1.46
Accounting Policies			

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For Venugopal & Chenoy
Chartered Accountants

P.V. Sri Hari
Partner
M.No.021961



H.Kishen
Managing Director

H. Krishna Kumar
Wholetime Director

UNIN:21021961AA

Place: Secunderabad
Date: 21-10-2021

A. Raghavendra Charyulu
Chief Financial Officer

FENOPLAST LIMITED
Cash Flow Statement for the year ended 31st March, 2020

(Rs. In Lakhs)

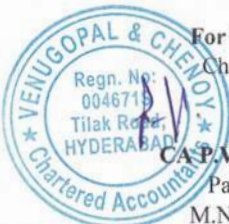
Particulars	31st March, 2020	31st March, 2019
A. Cash flows from Operating Activities		
Net Profit before tax	(233.34)	123.46
Adjustments for:		
Depreciation	195.53	182.42
Profit on sale of Assets	(2,639.61)	(644.43)
Finance Cost	1,244.60	1,360.70
Adjustment relating to defined benefits plans	(10.75)	(6.63)
Provision for doubtful debts		27.70
Foreign Exchange fluctuation gain(Net)	(10.38)	(4.20)
Interest Income	(16.73)	(23.75)
Operating profit before working capital changes	(1,470.69)	1,015.27
Working capital changes:		
Increase / (Decrease) in Inventories	542.57	(956.51)
Increase / (Decrease) in Trade Receivables	1,085.31	2,838.59
(Increase) / Decrease in Loans & Advances	0.77	5.49
Increase / (Decrease) in Other current assets	(105.78)	62.87
Increase / (Decrease) in Other Non current assets	2.94	(34.95)
Increase / (Decrease) in Other Financial assets	0.11	2.93
Increase / (Decrease) in Trade Payables	(990.90)	(2,416.04)
Increase / (Decrease) in Provisions	(1.78)	47.68
(Increase) / Decrease in Other Financial Liabilities	(462.66)	527.25
Increase / (Decrease) in Other current Liabilities	(23.66)	(435.61)
Cash Generated from Operations	(1,423.77)	656.97
Less: Direct Taxes		(54.43)
Net Cash Flow from Operating Activities	(1,423.76)	602.55
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(239.51)	(403.29)
(Increase) / Decrease in Capital Work-in -Progress	(8.31)	52.21
Proceeds from sale of Fixed Assets	2,640.00	645.31
Increase / (Decrease) in Investments	2.66	15.00
Interest Income	16.73	23.75
Net Cash used in investing Activities	2,411.58	332.99
C. Cash flows from Financing Activities		
Increase/ (Decrease) in bank borrowings	229.92	216.99
Finance Cost	(1,244.60)	(1,360.70)
Net Cash used in Financing Activities	(1,014.68)	(1,143.71)
Net increase/(decrease) in Cash and Cash Equivalents	(26.86)	(208.16)
Cash and Cash equivalents at the beginning of the year	163.24	371.40
Cash and Cash equivalents at the end of the year	136.38	163.24

The accompanying notes are an integral part of the Financial statements.

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Ind AS-7 issued by the Institute of Chartered Accountants of India.
2. The Previous years figures have been regrouped wherever necessary in order to confirm to this year's presentation.
3. Cash and cash equivalents include margin money with banks.

As per our report of even date



For Venugopal & Chenoy
Chartered Accountants

C.V. Sri Hari
Partner
M.No.021961

H.Kishen
Managing Director

A. Raghavendra Charyulu
Chief Financial Officer

For and on behalf of the Board

H. Krishna Kumar
Wholetime Director

Place: Secunderabad
Date : 21-10-2021

V DIN: 21021961A AAAN0 9474

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Fenoplast Limited

Note : 1 Fixed Assets

Name of the asset	Gross Block					Depreciation				Net Block	
	As on 01.04.2019	Additions	Deletions / Adjustments	As on 31.03.2020	As on 01.04.2019	For the year ended	Deletions / Adjustments	As on 31.03.2020	As on 31.03.2020	As on 31.03.2019	
Land	87.25	-	0.39	86.86	-	-	-	-	86.86	87.25	
Building	1072.77	0.25	-	1073.02	410.18	28.57	-	438.75	634.26	662.59	
Plant & Machinery	4607.77	225.79	-	4833.56	2613.75	115.30	-	2729.05	2104.41	1994.02	
Electrical Installations	350.24	10.00	-	360.24	309.29	5.60	-	314.89	45.35	40.95	
Office Equipment	174.21	2.57	-	176.78	152.66	7.40	-	160.06	16.73	21.56	
Furniture & Fixtures	50.86	0.90	-	51.76	37.99	3.47	-	41.46	10.31	12.88	
Vehicles	381.70	-	-	381.70	183.50	35.19	-	218.69	163.01	198.20	
Total Tangible Assets (A)	6724.81	239.51	0.39	6963.93	3707.37	195.53	-	3902.90	3060.93	3017.44	
Other Intangible assets											
Computer Software	83.11	-	-	83.11	81.37	-	-	81.37	1.74	1.74	
Total Intangible Assets (B)	83.11	-	-	83.11	81.37	-	-	81.37	1.74	1.74	
Grand Total (A+B)	6807.92	239.51	0.39	7045.03	3788.74	195.53	-	3984.27	3062.67	3019.18	
Previous year	6405.51	403.29	0.88	6807.92	3606.32	182.42	-	3788.74	3019.18	2799.20	



Notes to Financial statements

Note 2: Investments (Financial assets)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Investment in mutual fund		
Series 3	25.00	25.00
Robeco Regular Growth	(0.39)	2.28
Total	24.61	27.28

Note 3: Long term loans & Advances (Financial assets)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Unsecured Considered good		
Rent deposits	11.41	11.41
Security deposits with Government	91.60	92.38
Custom duty receivable	-	-
Total	103.01	103.79

Note 4: Other non-current assets

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Sales Tax refundable	12.31	12.31
Other Assets	2.96	5.90
Total	15.27	18.21

Note 5: Inventories

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Raw materials	1 932.55	1 996.22
Stores and spares	171.42	157.04
Work-in-progress	3 332.84	3 843.63
Finished goods	549.09	531.58
Total	5 985.90	6528.47

Note 6: Trade Receivables (Financial assets)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Unsecured Considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for payment	1079.55	591.79
Others	3650.85	4,735.59
Less: Allowances or Provision for Doubtful debts	1079.56	591.23
Total	3650.84	4736.15

Note 7: Cash & Bank Balances (Financial assets)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Cash & Cash equivalents:		
Cash on hand	3.80	2.88
Balances with banks in current accounts	6.95	8.64
Cheques on hand	-	9.30
Other Bank Balances		
Balances with banks against margin money deposits	125.64	142.42
Total	136.38	163.24



Note 8: Short term loans and advances (Financial assets)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Unsecured Considered good		
Employee Advances	11.74	29.97
Advance to others	35.75	-
Total	47.49	29.97

Note 9: Other Financial assets

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Interest receivable	5.79	5.90
Total	5.79	5.90

Note 10: Current tax assets (net)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Advance Tax, TDS receivable (Net of Provision)	61.45	57.32
Total	61.45	57.32

Note 11: Other Current assets

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Cenvat and Vat input credit	2.06	47.40
Prepaid expenses	35.82	53.14
Export benefit receivable	-	-
Amounts paid under protest	269.37	199.33
lease rent receivable	-	-
Supplier Advances	268.75	178.67
Others	8.33	-
Total	584.33	478.55

Note 12: Share Capital

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Authorized shares		
60,00,000 Equity Shares of Rs.10/- each (P. Y. 60,00,000 Equity Shares of Rs.10/- each)	600.00	600.00
60,00,000 Preference Shares of Rs.10/- each (P. Y. 60,00,000 Preference Shares of Rs.10/- each)	600.00	600.00
Issued, subscribed and Called Up shares		
46,00,000 Equity Shares of Rs.10/- each (P. Y. 46,00,000 Equity Shares of Rs.10/- each)	460.00	460.00
Less: Calls in Arrears	0.33	0.33
Total	459.68	459.68



FENOPLAST LIMITED
Note 13: Other Equity:

(Rs. in lakhs)

Particulars	Reserves and Surplus					Other Comprehensive income	Total
	Securities Premium Reserve	General Reserve	Revaluation reserve	Investment allowance reserve	Retained Earnings		
Opening Balance as per Ind AS as at 01.04.2019	360	24.38	-	10.96	2483.46	(111.84)	2766.96
Adjustments:-							
Adjustment on sale of investment							
Additional deferred tax Asset							
Total comprehensive income	-	-	-	-	(242.00)	11.21	-230.79
Closing Balance as per Ind AS as at 31.03.2020	360	24.38	-	10.96	2241.46	(100.63)	2536.17



Note 14: Borrowings - Non Current liabilities

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
a) Secured loans		
Term Loans from Banks	-	-
Vehicle Loans from Banks	41.72	89.79
b) Unsecured loans		
Loan from Financial Institutions	-	-
Loan from Others	48.61	-
Total	90.33	89.79

Note 15: Long term provisions

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Employee benefits:		
Gratuity	178.71	167.33
Leave encashment	36.19	34.48
Total	214.90	201.81

Note 16: Deferred tax liabilities (Net)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Deferred tax liabilities		
On account of Depreciation	451.22	303.72
Deferred tax Asset		
On account of Employee Benefits	(115.13)	(111.98)
On account of Provision for Doubtful Debt	(135.69)	-
Less: IND AS Adjustments		
Total	200.39	191.74

Note 17: Other non current liabilities

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Advances From others	-	-
Total	-	-

Note 18: Short term borrowings (Financial liabilities)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Secured loans		
Working Capital Loans from banks	6477.53	6248.15
Total	6477.53	6248.15

Note 19: Trade payables (Financial liabilities)

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Dues to micro and small enterprises	71.21	59.53
Other Suppliers	2422.13	3424.71
Total	2,493.34	3,484.23

Note 20: Other Financial liabilities

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Current maturities of long term debts	162.17	545.11
Other Payables	722.48	842.74
Interest accrued but not due	41.60	1.05
Total	926.24	1388.90

Note 21: Other Current liabilities

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Advances From Customers	-	-
Advances From others	-	-
Statutory liabilities	181.42	202.48
Others	0.62	3.22
Total	182.04	205.70

Note 22: Provisions

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Provision for Employee Benefits		
Gratuity	99.68	100.38
Leave Encashment	27.19	28.27
Total	126.87	128.65

Note 23: Current tax liabilities (net)

(Rs. In Lakhs)

Particulars	31st March'2020	31st Mar'2019
Provision for income tax	-	23.87
Total	-	23.87



Fenoplast Limited		
Note 24 : Revenue from operations		(Rs. In Lakhs)
Particulars	31st March'2020	31st March'2019
Sale of products		
- Finished Goods	12630.55	21208.08
- Other Operating Revenue		
Less: Excise Duty	-	-
Less: GST Paid	1,539.83	2,629.32
Discounts and Commission	-	-
Revenue from operations (net)	11,090.72	18,578.76
Breakup for Sales of products:		
PVC Leather Cloth	7,236.56	11,040.98
PVC Film	3,854.16	7,537.78
	11,090.72	18,578.76
Note 25 : Other income		(Rs. In Lakhs)
Particulars	31st March'2020	31st March'2019
Insurance claims	2.07	-
Interest on deposits and others	16.73	23.75
Foreign exchange gain (net)	10.38	4.20
Miscellaneous Income	0.53	13.27
Rental Income	1.13	1.24
Gain on forward contracts	-	-
Export incentives draw back	9.41	-
Credit balances written back	-	-
	40.25	42.47
Note 26 : Cost of raw material consumed		(Rs. In Lakhs)
Particulars	31st March'2020	31st March'2019
Inventory at the beginning of the year	1996.22	2485.17
Add: Purchases	8254.02	14659.67
	10250.24	17144.84
Less: Inventory at the end of the year	1932.55	1996.22
Cost of raw material consumed	8,317.69	15,148.62
Details of raw material consumed		
PVC Resin	4,259.16	8,328.61
Plasticizers	1,597.55	2,984.55
Knitted Cloth/Cloth	1,663.01	2,946.77
Others	797.97	888.68
	8,317.69	15,148.62
Details of inventory		
PVC Resin	258.04	68.70
Plasticizers	169.54	71.42
Knitted Cloth/Cloth	515.22	442.72
Others	989.75	1,413.37
	1,932.55	1,996.22
Note 27 : Changes in inventories		(Rs. In Lakhs)
Particulars	31st March'2020	31st March'2019
Work-in-progress		
Inventory at the beginning of the year	3843.63	2281.47
Inventory at the closing of the year	3332.84	3843.63
	510.79	(1,562.17)
Finished Goods		
Inventory at the beginning of the year	531.58	628.02
Inventory at the closing of the year	549.09	531.58
	(17.51)	96.44
Changes in Inventories	493.29	(1,465.72)



Note 28 : Employee benefits expense

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Salaries, Wages and Bonus	986.36	1086.08
Directors' Remuneration	213.00	205.49
Gratuity and Leave encashment expenses	43.19	47.76
Contribution to Provident Fund	56.71	46.79
Contribution to ESI	13.26	20.99
Staff and Workmen Welfare Expenses	48.59	53.15
	1,361.12	1,460.25

Note 29 : Finance costs

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
On Short Term loans	1103.49	1137.64
On Long Term Loans	12.06	19.94
Other Borrowing Cost	129.06	203.11
	1,244.60	1,360.70

Note 30 : Other expenses

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Power, Fuel & Consumable Stores	585.76	813.86
Repairs and Maintenance		
Buildings	2.76	10.79
Plant and Equipment	54.79	102.40
Others	50.06	64.95
Rates and Taxes	8.18	21.49
Conveyance & Vehicle Maintenance	74.03	88.22
Travelling Expenses	9.69	8.30
Office Maintenance	39.73	49.13
Postage, Telegrams & Telephones	24.89	35.54
Printing & Stationery	4.14	4.49
Bad debts	487.76	-
Insurance	51.53	28.43
Carriage outwards	225.63	352.18
Advertisement and Sales Promotion	144.02	99.56
Expected credit loss	0.56	27.70
Donations	1.20	2.25
Contract wages	292.08	402.84
Miscellaneous Expenses	334.89	343.80
	2,391.70	2,455.93

Auditors Remuneration

(Rs. In Lakhs)

Particulars	31st March'2020	31st March'2019
Payments to Auditors (included in Miscellaneous Expenses)		
As Auditor		
- Statutory Audit	6.40	6.40
- Gst Audit	4.00	-
- Tax Audit	2.40	2.40
- For Limited Review	2.40	2.40
- Out of Pocket Expenses	1.62	0.73
	16.82	11.93

Earnings per share (EPS)

(Rs.)

Particulars	31st March'2020	31st March'2019
Profit after tax	(242.00)	66.98
Weighted average number of equity shares in calculating basic and diluted EPS	45.97	45.97
Basic Earnings per Equity Share of Nominal value of Rs.10/- per share (Rs.)	(5.26)	1.46
Diluted Earnings per Equity Share of Nominal value of Rs.10/- per share (Rs.)	(5.26)	1.46
Face Value per Share (Rs)	10.00	10.00



FENOPLAST LIMITED

Notes to the Financial Statements

31. General Information

Incorporated in 1975. Fenoplast Limited is today a leading manufacturer of PVC Leather Cloth with a world-class reputation for product quality. As part of planned expansion, the Company added a second coating line adapting the transfer coating process in 1982.

The next step was to diversify into the manufacture of unsupported PVC rigid film by the Calendaring Process in 1994. Another state-of-the-art Calendaring line with auto-dosing was built in 2008 catering growing demand in 2012 a PVDC Coating line was added to enhance product value and increase market share.

Fenoplast today, is a market leader in the OEM segment for Faux Leather and is known for its commitment to quality and impeccable service to its customers. This has enabled us to build lasting relationships with leading international players such as TVS, Hyundai, Daimler, Volkswagen, BMW among others. The very same expertise extends to the manufacture of rigid PVC and PVDC Coated films ensuring innovative packaging solutions to Pharma and Non-Pharma applications.

32. Contingent Liabilities:

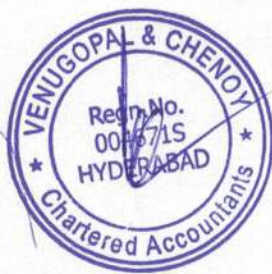
(Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
A. Contingent Liabilities:		
Income Tax Disputes	50.98	64.89
Sales Tax Disputes	1100.42	675.98
Provident Fund Dispute	20.85	20.85
Bank Guarantees and Letter of Credits	91.17	48.37

33. Commitments

(a) **Capital Commitments:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on capital account and not provided for is Rs.NIL (P.Y. Rs.NIL).

(b) **Other Commitments:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on account of external projects and not provided for is Rs.NIL (P.Y. Rs.NIL).



34. Additional information pursuant to Schedule III of the Companies Act, 2013

Value of imports calculated in CIF basis

(Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
a. Raw Materials- working in financials sheets-FOB & CIF sheets	855.64	1,620.37
b. Capital Goods- working in financials sheets- FOB & CIF	76.02	120.76

Expenditure in Foreign Currency

(Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
Foreign Travel	-	23.32

Earnings in Foreign Exchange

(Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
Export of Goods (On FOB Basis)	329.41	474.43

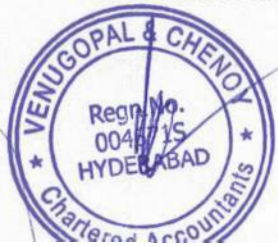
Value of Raw Materials, Stores and Spares Consumed and Percentage (R s. In Lakhs)

Particulars	31st March, 2020		31st March, 2019	
	Percentage	Value	Percentage	Value
a. Raw Materials				
i. Indigenous	63.61	5290.88	75.97	11,509.00
ii. Imported	36.39	3026.81	24.03	3,639.62
	100.00	8317.69	100.00	15,148.62
b. Stores and Spares				
i. Indigenous-Ref to TB	100.00	81.53	100.00	103.04
ii. Imported	-	-	-	-
	100.00	81.53	100.00	103.04

35. Financial Instruments- Fair Values and Risk Management

a. Financial Instruments by Categories

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.



Notes to Accounts for the year ended March 31, 2020

(Amount in lakhs as of March 31, 2020)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments in Mutual funds (Ref Note No.2)	25.00	-	(0.39)	24.61	24.61
Cash & Cash Equivalents (Ref Note No. 7)	136.38	-	-	136.38	136.38
Trade Receivable (Ref Note No.6)	3650.84	-	-	3650.84	3650.84
Loans given (Ref Note No. 8)	47.49	-	-	47.49	47.49
Security Deposits (Ref Note No.3)	91.60	-	-	91.60	91.60
Other Financial Assets (Ref Note No.9)	5.79	-	-	5.79	5.79
Liabilities:					
Trade Payable (Ref Note No.19)	2,493.34	-	-	2,493.34	2,493.34
Borrowings (Ref Note No 14 and 18)	6567.86	-	-	6567.86	6567.86
Other Financial Liabilities (Ref Note No.20)	926.24	-	-	926.24	926.24



Notes to Accounts for the year ended March 31, 2020

The carrying value and fair value of financial instruments by categories were as follows as on March 31, 2019:

(Amount in lakhs as of March 31, 2019)

Particulars	Cost	Financial assets/liabilities at FVTPL	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments in Mutual funds (Ref Note No.2)	25.00	-	2.28	27.28	27.28
Cash & Cash Equivalents (Ref Note No.7)	163.24	-	-	163.24	163.24
Trade Receivable (Ref Note No.6)	4,736.15	-	-	4,736.15	4,736.15
Loans given (Ref Note No. 8)	29.97	-	-	29.97	29.97
Security Deposits (Ref Note No. 3)	92.38	-	-	92.38	92.38
Other Financial Assets (Ref Note No.9)	5.90	-	-	5.90	5.90
Liabilities:					
Trade Payable (Ref Note No.19)	3,484.23	-	-	3,484.23	3,483.23
Borrowings (Ref Note No.14 and 18)	6,337.94	-	-	6,337.94	6,337.94
Other Financial Liabilities (Ref Note No.20)	1,388.90	-	-	1,388.90	1,388.90



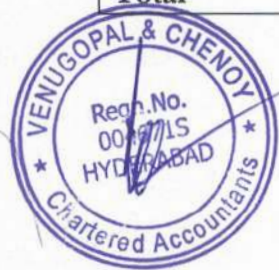
b. Fair Value Hierarchy

- **Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active markets.
- **Level 2** - Level 2 hierarchy includes financial instruments measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3** - Level 3 hierarchy includes financial instruments measured using inputs that are not based on observable market data (unobservable inputs).

The following tables present fair value hierarchy of assets and liabilities measured at fair value:

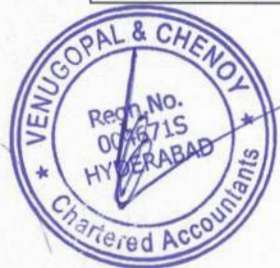
(Amount in lakhs as at March 31, 2020)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique and key inputs	Significant unobservable inputs
Financial Assets						
Investments in Mutual Funds (Ref Note No.2)	24.61	-	-	24.61	Measured at FVTOCI	
Others (specify nature)	-	-	-	-	-	-
Derivatives designated as hedges	-	-	-	-	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Total	24.61	-	-	24.61	-	-
Financial Liabilities						
Derivatives designated as hedges	-	-	-	-	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Specify nature					-	-
Total					-	-



(Amount in lakhs as at March 31, 2019)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique and key inputs	Significant unobservable inputs
Financial Assets	-	-	-	-	-	-
Investments in Mutual Funds (Ref Note No.2)	27.28	-	-	27.28	Measured at FVTOCI	-
Others (specify nature)	-	-	-	-	-	-
Derivatives designated as hedges	-	-	-	-	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Total	27.28			27.28		
Financial Liabilities	-	-	-	-	-	-
Derivatives designated as hedges	-	-	-	-	-	-
Foreign exchange forward contracts	-	75.09	-	75.09	-	-
Specify nature	-	-	-	-	-	-
Total	-	75.09	-	75.09	-	-



Notes to Accounts for the year ended March 31, 2020

The following tables show assets and liabilities which are measured at amortized cost for which fair values are disclosed:

(Amount in lakhs as at March 31, 2020)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique and key inputs	Significant unobservable inputs
Financial assets						
Loans to employees	-	-	11.74	11.74	-	-
Security deposits	-	-	91.60	91.60	-	-
Others (specify nature)	-	-			-	-
Total financial assets	-	-	103.34	103.34	-	-
Financial Liabilities						
Borrowings	-	-	6567.86	6567.86	-	-
Others (Current maturities of long term debt)	-	-	162.17	162.17	-	-
Total financial liabilities	-	-	6730.03	6730.03	-	-

(Amount in lakhs as at March 31, 2019)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique and key inputs	Significant unobservable inputs
Financial assets						
Loans to employees	-	-	29.97	29.97	-	-
Security deposits	-	-	92.38	92.38	-	-
Others (specify)	-	-	-	-	-	-
Total financial assets	-	-	122.35	122.35	-	-
Financial Liabilities						
Borrowings	-	-	6,337.94	6,337.94	-	-
Others (Current maturities of long term debt)	-	-	545.11	545.11	-	-
Total financial liabilities	-	-	6,883.05	6,883.05	-	-



c. Financial risk management

The company's activities expose it to the following financial risks:

- market risk (see (a));
- credit risk (see (b)); and
- liquidity risk.(see (c)).

The company has not arranged funds that have any interest rate risk.

a) Market risk

(i) Foreign Exchange Risk

The company has import and export transactions and hence has foreign exchange risk.. The short term foreign currency loans (buyer's credit) availed from banks are fixed interest rate borrowings. As a result, the company does not have any interest rate risk. The company's risk management policy is to use hedging instruments to hedge the risk of foreign exchange.

The company uses foreign exchange forward contracts to hedge its exposure in foreign currency risk. The company designates the spot element of forward contracts with reference to relevant spot market exchange rate. The difference between the contracted forward and the spot market exchange rate is treated as the forward element.

The following tables show the summary of quantitative data about the company's exposure to foreign currency risk expressed in INR from financial instruments:

(Amount in lakhs as at 31st march, 2020)

Particulars	US Dollars	Euro	Other Currencies
Cash & cash equivalents	-	-	-
Trade Receivable	1.38	-	1.50
Demurrage / Despatch Receivable	-	-	-
Other Receivable (specify) Advances to suppliers	-	-	-
Total Receivable in foreign currency	1.38	-	1.50
Forward Exchange Contracts	-	-	-
Net Exposure to foreign currency risk (assets)	-	-	-
Foreign Currency Loan payable	-	-	-
Interest on foreign currency loan payable	-	-	-
Trade Payables	0.44	-	-



Notes to Accounts for the year ended March 31, 2020

Freight, Demurrage / Despatch Payable	-	-	-
Litigation Settlement payable	-	-	--
Others (if any)		-	-
Total Payable in Foreign Currency	0.44	-	--
Forward Exchange Contracts	-	-	-
Net Exposure to foreign currency risk (liabilities)	-	-	-

(Amount in lakhs as at 31st march, 2019)

Particulars	US Dollars	Euro	Other Currencies
Cash & cash equivalents	-	-	-
Trade Receivable	209.84	5.69	38.66
Demurrage / Despatch Receivable	-	-	-
Other Receivable (specify Advances paid)			-
Total Receivable in foreign currency	209.84	5.69	38.66
Forward Exchange Contracts	-	-	-
Net Exposure to foreign currency risk (assets)	-	-	-
Foreign Currency Loan payable	-	-	-
Interest on foreign currency loan payable	-	-	-
Trade Payables	117.87	-	-
Freight, Demurrage / Despatch Payable	-	-	-
Litigation Settlement payable	-	-	-
Others (if any)	-	-	-
Total Payable in Foreign Currency	117.87	-	-
Forward Exchange Contracts	-	-	-
Net Exposure to foreign currency risk (liabilities)	91.97	5.69	38.66



Notes to Accounts for the year ended March 31, 2020

Sensitivity:

As of March 31, 2020, March 31, 2019 increase or decrease of the respective foreign currencies compared to our functional currency would impact our profit before tax by approximately INR 10.38, 4.20 (in Lakhs) respectively.

(ii) Price Risk

The company's exposure to price risk arises as the investments held by the company are classified in balance sheet at fair value through other comprehensive income.

As of March 31, 2020, March 31, 2019, every increase or decrease of the respective equity prices would impact other component of equity by approximately INR (2.66) and INR 0.64 (in Lakhs) respectively. It has no impact on profit or loss.

b) Credit Risk

Credit risk refers to the risk of default on its obligation by a counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Accordingly, credit risk from trade receivables has been separately evaluated from all other financial assets in the following paragraphs.

Trade Receivables :

The company has outstanding trade receivables amounting to INR 3650.84 (in lakhs), INR 4736.15 (in lakhs) as of March 31, 2020, March 31, 2019 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers.

Impairment on trade receivables is recognized based on expected credit loss in accordance with provisions of Ind AS 109. The company's historical experience for customers, present economic condition and present performance of the customers, future outlook for the industry etc are taken into account for the purposes of expected credit loss.

Credit risk exposure:

An analysis of age of trade receivables at each reporting date is summarized as follows:

(As at 31st March 2020, Amount in Rs)

Particulars	Gross amount	Impairment	Carrying Value
Not past due			
Past due less than 30 days	1,63,96,353		1,63,96,353
Past due more than 30 days but not more than 60 days	3,94,46,971		3,94,46,971



Notes to Accounts for the year ended March 31, 2020

Particulars	Gross amount	Impairment	Carrying Value
Past due more than 60 days but not more than 90 days	5,59,29,864		5,59,29,864
Past due more than 90 days but not more than 120 days	1,70,09,897		1,70,09,897
Past due more than 120 days	34,42,57,930	10,79,56,992	23,63,00,938
Total	47,30,41,015	10,79,56,992	36,50,84,023

(As at 31st March, 2019, Amount in Rs)

Particulars	Gross amount	Impairment	Carrying Value
Not past due	20,86,95,731	-	20,86,95,731
Past due less than 30 days	21,07,36,497	-	21,07,36,497
Past due more than 30 days but not more than 60 days	1,06,12,434	-	1,06,12,434
Past due more than 60 days but not more than 90 days	1,15,99,033	-	1,15,99,033
Past due more than 90 days but not more than 120 days	1,16,24,731	-	1,16,24,731
Past due more than 120 days	7,94,69,530	5,91,23,243	2,03,46,287
Total	53,27,37,956	5,91,23,243	47,36,14,713

Trade receivables are generally considered credit impaired after 120 days past due , unless the amount is considered receivable, when recoverability is considered doubtful based on the recovery analysis performed by the company for individual trade receivables.

Financial assets:

Credit risk relating to cash and cash equivalents is considered negligible because our counterparties are banks. There will be no credit risk related to employee loans as they are adjusted against their salaries.

Liquidity Risk

Our liquidity needs are monitored on the basis of monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

Due to the dynamic nature of underlying businesses, the company maintains flexibility in funding by maintaining availability under committed credit lines.



Notes to Accounts for the year ended March 31, 2020

Short term liquidity requirements consists mainly of sundry creditors, expense payable, employee dues arising during the normal course of business as of each reporting date. The company maintains sufficient balance in cash and cash equivalents to meet short term liquidity requirements.

The company assesses long term liquidity requirements on a periodical basis and manages them through internal accruals and committed credit lines.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities.

(Amount in Rs as of March 31, 2020)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	24,93,33,638	-	-	-	-	24,93,33,638
Short term borrowings (cash credit)	64,77,52,730	-	-	-	-	64,77,52,730
Long Term Borrowings	19,39,765	27,35,205	41,71,937	-	-	88,46,907
Other Financial Liabilities (Note no: 20)	1,15,30,693	-	-	-	-	1,15,30,693
Total	93,18,27,261	27,35,205	41,71,937	-	-	93,87,34,403

(Amount in Rs as of March 31,2019)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	34,84,23,187	-	-	-	-	34,84,23,187
Short term borrowings (cash credit)*	62,48,15,444	-	-	-	-	62,48,15,444
Long Term Borrowings	22,00,502	32,58,706	59,93,052	21,04,923	-	1,35,57,185
Other Financial Liabilities (Note no:20)	4,99,36,742	-	-	-	-	4,99,36,742
Total	1,02,53,75,875	32,58,708	59,93,052	21,04,923	-	1,03,67,32,558



Notes to Accounts for the year ended March 31, 2020

36. **Disclosure in respect of Indian Accounting Standard (Ind AS)-21 “The Effects of changes in Foreign Exchange Rates”**

The amount of exchange differences credited to the Statement of Profit & Loss INR 10.38 (P.Y. INR. 4.20) (in Lakhs)

37. **Disclosure in respect of Indian Accounting Standard (Ind AS)-23 “Borrowing Costs”**

The amount capitalized with Property, Plant & Equipments as borrowing cost is RS. NIL & RS. NIL for the year ended March 31, 2020 , March 31, 2019 respectively.

38. **Disclosure in respect of Indian Accounting Standard (Ind AS)-36 “Impairment of assets”**

During the year, the company assessed the impairment loss of assets and ECL debited to Profit & Loss is INR 0.56 (P.Y. INR. 27.70) (in Lakhs)

39. **Disclosure in respect of Indian Accounting Standard (Ind AS)-20 “Accounting for Government Grants and Disclosure of Government Assistance”**

The Company did not receive any Government Grants during the year and Previous year.

40. **Disclosure in respect of Indian Accounting Standard (Ind AS)-19 “Employee Benefits”**

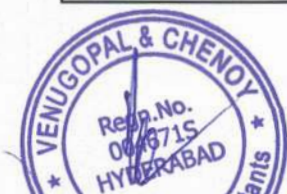
General description of various defined employee’s benefits schemes are as under:

a) **Gratuity:**

The company operates post retirement gratuity plan with Life Insurance Corporation, the details of post-retirement benefit gratuity plan as follows:

A. Change in Defined Benefit Obligation

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Defined Benefit Obligation at the beginning	2,46,48,215	2,86,17,359
Current Service Cost	14,32,318	15,58,144
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	19,53,217	21,23,836
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(4,66,004)	(16,87,817)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-



Notes to Accounts for the year ended March 31, 2020

Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Re-measurements - Due to Demographic Assumptions	-	-
Re-measurements - Due to Financial Assumptions	4,52,554	11,92,200
Re-measurements - Due to Experience Adjustments	5,97,061	(19,89,078)
Defined Benefit Obligation at the end	2,86,17,359	2,98,14,645
Discount Rate	7.65%	6.75%
Salary Escalation Rate	2.00%	2.00%

B. Change in Fair Value of Plan Assets

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Fair Value of Plan Assets at the beginning	17,12,326	18,45,887
Interest Income	1,30,942	1,41,155
Employer Contributions	-	-
Employer Direct Benefit Payments	4,66,004	16,87,817
Employer Direct Settlement Payments	-	-
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(4,66,004)	(16,87,817)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Re-measurements - Return on Assets (Excluding Interest Income)	2,620	(11,943)
Fair Value of Plan Assets at the end	18,45,887	19,75,100



Weighted Average Asset Allocations at the end of current period		
Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Equities	-	-
Bonds	-	-
Gilts	-	-
Insurance Policies	100%	100%
Total	100%	100%

C. Changes in Reimbursement Rights

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Reimbursement Rights at the beginning	-	-
Reimbursement Service Cost	-	-
Gain/ (loss) on Settlements	-	-
Interest Income	-	-
Employer Contributions to Reimbursement Rights	-	-
Reimbursements to Employer	-	-
Increase / (Decrease) due to effect of any business combination / divesture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Benefits paid by the Company in prior valuation period and settled by Fund Manager in current 3 Quarter	-	-
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Remeasurements - Return on Reimbursement Rights (Excluding Interest Income)	-	-
Reimbursement Rights at the end	-	-



D. Change in Asset Ceiling / Onerous Liability

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Asset Ceiling / Onerous Liability at the beginning	-	-
Interest Income	-	-
Gain / (Loss) on Settlements	-	-
Remeasurement - Due to Asset Ceiling / Onerous Liability (Excluding Interest Income)	-	-
Asset Ceiling / Onerous Liability at the end	-	-

E. Components of Defined Benefit Cost

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Current Service Cost	14,32,316	15,58,144
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	14,32,316	15,58,144
Interest Expense on DBO	19,53,217	21,23,836
Interest (Income) on Plan Assets	(1,30,942)	(1,41,155)
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	18,22,275	19,82,681
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	32,54,591	35,40,825
Re-measurements - Due to Demographic Assumptions	-	-
Re-measurements - Due to Financial Assumptions	4,52,554	11,92,200
Re-measurements - Due to Experience Adjustments	5,97,061	(19,89,078)
(Return) on Plan Assets (Excluding Interest Income)	(2,620)	11,943
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-



Total Re-measurements in OCI	10,46,996	(7,84,935)
Total Defined Benefit Cost recognized in P&L and OCI	43,01,587	27,55,890
Discount Rate	7.85%	6.75%
Salary Escalation Rate	2.00%	2.00%

F. Bifurcation of Present Value of Obligations at the end of the valuation period as per revised Schedule VI of the Companies Act, 2013

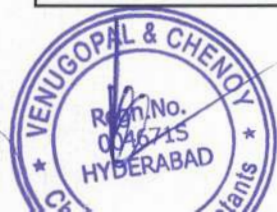
Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Current Liabilities	1,00,38,163	99,68,340
Non- current Liabilities	1,85,79,196	1,98,46,305

G. Amounts recognized in the Statement of Financial Position

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Defined Benefit Obligation	2,86,17,359	2,98,14,645
Fair Value of Plan Assets	18,45,887	19,75,100
Funded Status	2,67,71,472	2,78,39,545
Effect of Asset Ceiling / Onerous Liability	-	-
Net Defined Benefit Liability / (Asset)	2,67,71,472	2,78,39,545
Of which, Short term Liability	1,00,38,163	99,68,340

H. Net Defined Benefit Liability / (Asset) reconciliation

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Net Defined Benefit Liability / (Asset) at the beginning	2,29,35,889	2,67,71,472
Defined Benefit Cost included in P & L	32,54,591	35,40,825
Total Re-measurements included in OCI	10,46,996	(7,84,935)
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(4,66,004)	(16,87,817)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at the end	2,67,71,472	2,78,39,545



I. Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	Financial Quarter Ending 31/03/2019	Financial Year Ending 31/03/2020
(Gain) / Loss on Plan Liabilities	5,97,061	(19,89,078)
% of Opening Plan Liabilities	2.42%	(6.95%)
Gain / (Loss) on Plan Assets	2,620	(11,943)
% of Opening Plan Assets	0.15%	(0.65%)

Additional Disclosure Items

Expected Cash flow for following years

Maturity Profile of Defined Benefit Obligations	
Year 1	99,68,340
Year 2	21,34,450
Year 3	20,96,309
Year 4	24,52,810
Year 5	23,37,998
Year 6	28,08,615
Year 7	27,40,746
Year 8	30,19,611
Year 9	22,70,388
Year 10	15,34,429

The weighted average duration of the defined benefit obligation is 7.70

Best Estimate of Contribution during the next year

The recommended contribution is minimum of " Net Liability (Defined Benefit Obligation – Fund Balances as at valuation date)= Rs. 27839544.9499 or 8.33% of the wage bill."

Discontinuance Liability

Amount payable upon discontinuance of all employment is INR 3,89,30,850



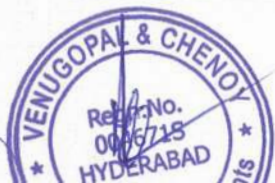
Leave Encashment Plan

A. Change in Defined Benefit Obligation

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Defined Benefit Obligation at the beginning	53,48,383	62,74,905
Current Service Cost	9,71,340	3,02,330
(Gain) / Loss on settlements	-	-
Interest Expense	4,24,451	4,75,559
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(85,499)	(1,12,013)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business combination / divesture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Re-measurements - Due to Demographic Assumptions	-	-
Re-measurements - Due to Financial Assumptions	80,329	2,05,347
Re-measurements - Due to Experience Adjustments	(4,64,009)	(8,08,469)
Defined Benefit Obligation at the end	62,74,905	63,37,659
Discount Rate	7.65%	6.79%
Salary Escalation Rate	2.00%	2.00%

B. Change in Fair Value of Plan Assets

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Fair Value of Plan Assets at the beginning	-	-
Interest Income	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	85,499	1,12,013
Employer Direct Settlement Payments	-	-
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(85,499)	(1,12,013)



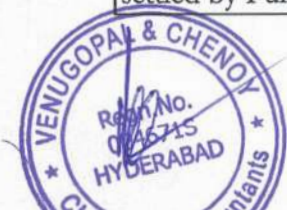
Notes to Accounts for the year ended March 31, 2020

Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Re-measurements - Return on Assets (Excluding Interest Income)	-	-
Fair Value of Plan Assets at the end	-	-

Weighted Average Asset Allocations at end of Year		
Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Equities	-	-
Bonds	-	-
Gilts	-	-
Insurance Policies	-	-
Total	0%	0%

C. Changes in Reimbursement Rights

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Reimbursement Rights at the beginning	-	-
Reimbursement Service Cost	-	-
Gain/ (loss) on Settlements	-	-
Interest Income	-	-
Employer Contributions to Reimbursement Rights	-	-
Reimbursements to Employer	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Benefits paid by the Company in prior valuation period and settled by Fund Manager in current 3 Quarter	-	-



Notes to Accounts for the year ended March 31, 2020

Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Re-measurements - Return on Reimbursement Rights (Excluding Interest Income)	-	-
Reimbursement Rights at the end	-	-

D. Change in Asset Ceiling / Onerous Liability

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Asset Ceiling / Onerous Liability at the beginning	-	-
Interest Income	-	-
Gain / (Loss) on Settlements	-	-
Re-measurement - Due to Asset Ceiling / Onerous Liability (Excluding Interest Income)	-	-
Asset Ceiling / Onerous Liability at the end	-	-

E. Components of Defined Benefit Cost

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Current Service Cost	9,71,340	3,02,330
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	9,71,340	3,02,330
Interest Expense on DBO	4,24,451	4,75,559
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	4,24,451	4,75,559
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	13,95,791	7,77,889
Re-measurements - Due to Demographic Assumptions	-	-



Notes to Accounts for the year ended March 31, 2020

Re-measurements - Due to Financial Assumptions	80,329	2,05,347
Re-measurements - Due to Experience Adjustments	(4,64,099)	(8,08,469)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Re-measurements in OCI	(3,83,770)	(6,03,122)
Total Defined Benefit Cost recognized in P&L and OCI	10,12,021	1,74,767
Discount Rate	7.65%	6.75%
Salary Escalation Rate	2.00%	2.00%

F. Bifurcation of Present Value of Obligations at the end of the valuation period as per revised Schedule VI of the Companies Act, 2013

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Current Liabilities	27,06,639	27,18,609
Non- current Liabilities	35,68,266	36,19,050

G. Amounts recognized in the Statement of Financial Position

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Defined Benefit Obligation	62,74,905	63,37,659
Fair Value of Plan Assets	-	-
Funded Status	62,74,905	63,37,659
Effect of Asset Ceiling / Onerous Liability	-	-
Net Defined Benefit Liability / (Asset)	62,74,905	63,37,659
Of which, Short term Liability	27,06,639	27,18,609

H. Net Defined Benefit Liability / (Asset) reconciliation

Particulars	Financial Year Ending 31/03/2019	Financial Year Ending 31/03/2020
Net Defined Benefit Liability / (Asset) at the beginning	53,48,383	62,74,905
Defined Benefit Cost included in P & L	13,95,791	7,77,889
Total Re-measurements included in OCI	(3,83,770)	(6,03,122)



Notes to Accounts for the year ended March 31, 2020

Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(85,499)	(1,12,013)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at the end	62,74,905	63,37,659

I. Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	Financial Quarter Ending 31/03/2019	Financial Year Ending 31/03/2020
(Gain) / Loss on Plan Liabilities	(4,64,099)	(8,08,469)
% of Opening Plan Liabilities	(8.68)%	(12.88)%
Gain / (Loss) on Plan Assets	-	-
% of Opening Plan Assets	-	-

Additional Disclosure Items

Expected Cash flow for following years

Maturity Profile of Defined Benefit Obligations	
Year 1	27,18,609
Year 2	4,73,926
Year 3	4,41,577
Year 4	4,27,717
Year 5	4,35,404
Year 6	4,50,309
Year 7	7,66,818
Year 8	5,42,876
Year 9	3,68,144
Year 10	2,17,089

The weighted average duration of the defined benefit obligation is 6.60



Best Estimate of Contribution during the next year

The Best Estimate Contribution for the Company during the next year would be minimum of Net Liability (defined benefit obligation)-fund balances as at valuation date) = Rs 6337659 or 8.33% of the wage bill

Discontinuance Liability

Amount payable upon discontinuance of all employment is INR 79,83,410

41. Disclosure in respect of Indian Accounting standard (Ind AS)-108: "Operating Segments"

Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented for each business segment. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual business segments and are as set out in the significant accounting policies. Business segments of the company are:-

- Pvc Leather Cloth
- Pvc Film

Segment Revenue and Expense

Details regarding revenue and expenses attributable to each segment must be disclosed

Segment assets include all operating assets in respective segments comprising of net fixed assets and current assets, loans and advances etc. Assets relating to corporate and construction are included in unallocated segments. Segment liabilities include liabilities and provisions directly attributable to respective segment.

Segment revenues and results (March 31, 2020) (March 31, 2019)

Particulars	(March 31, 2020)			(March 31, 2019)		
	External	Inter Segment	Total	External	Inter Segment	Total
1) Segment Revenue – Gross						
Pvc leather Cloth	8,102.77			12,360.37	-	12,360.37
Pvc film	4,527.78			8,847.71	-	8,847.71
Un-allocable				-	-	-
Segment Total	12,630.55			21,208.08	-	21,208.08
2) Segment Results						
Pvc leather Cloth	522.42					2,285.89
Pvc film	(1076.85)					(422.32)



Notes to Accounts for the year ended March 31, 2020

Particulars	External	Inter	Total	External	Inter	Total
Un-allocable						
Segment Total	(554.43)					1,863.57
Unallocated corporate expenses	1113.83					(1,066.31)
Profit before interest etc. and taxation	(1668.60)					797.26
Interest Income – Un-allocable	16.40					23.75
Other Income – Un-allocable	2,663.13					663.15
Interest Paid - Pvc Film & Un-allocable	1,244.60					1360.70
Profit before tax	(233.34)					123.46
Tax expense	8.66					56.48
Profit for the year	(242.00)					66.98

(March 31,2020)

3) Other Information	Pvc Leather Cloth	Pvc Film	Un-allocable	Total
a). Segment Asset	6,337.06	6,560.00	810.45	13,707.50
b). Segment Liabilities	1,722.11	1,597.19	7,392.36	10,711.56
c). Capital Expenditure	97.79	148.16	1.86	247.81
d). Allocable Depreciation	39.12	116.63	39.78	195.63

(March 31,2019)

3) Other Information	Pvc Leather cloth	Pvc Film	Un-allocable	Total
a). Segment Asset	6,078.19	8,289.59	821.70	15,189.49
b).Segment Liabilities	2,742.04	1,955.49	7,265.32	11,962.85
c). Capital Expenditure	214.83	32.73	103.52	351.08
d). Allocable Depreciation	33.79	112.67	35.96	182.42



GEOGRAPHICAL INFORMATION:

Particulars	31st March,2020			31st March,2019		
	In India	Outside India	Total	In India	Outside India	Total
1 Revenue from external customers						
External Sales	12,272.06	358.49	12,630.55	20,653.10	554.97	21,208.08
Inter segment Sales						
Total Sales	12,272.06	358.49	12,630.55	20,653.10	554.97	21,208.08
2 Non Current Assets						
Carrying Amount of Segment Asset	13,707.50			15,189.49		15,189.49
Additions to Fixed Assets	239.51			403.29		403.29

42. Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”**Related Party Disclosures****A. Key Managerial Personnel (KMP):**

Sri H. Kishen – Managing Director
Sri H. Krishna Kumar – Whole time Director
Sri H. Praveen Kumar – Chief Executive- Calendering division
Sri H. Mahesh Kumar – Chief Executive - Domestic Sales
Sri H. Sanjay Kumar – Whole time director
Sri A. Raghavendra Charyulu – Chief Financial Officer
Sri V.B.V.R.Ratnaji - Chief Financial Officer
Mr. K. Mohith Kumar - Company Secretary



Notes to Accounts for the year ended March 31, 2020

B. Non-whole-time Directors

Sri Kamalaker Rao Bandari
Sri H.Narsaiah
Sri K. Malhar Rao
Sri P.Niroop Reddy
Dr. Batul Alladin Arif

C. Enterprises in which Key Management Personnel has significant influence

Rex-O-Knits Private Limited

D. Relatives of Key Management Personnel

Sri Anurag H - Son of Sri H.Krishna Kumar

E. Related Party Transactions

Enterprises in which significant influence by Key Management Personnel (Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
Rex-O-Knits Private Limited		
Job work Charges	55.69	59.87
Amount Receivable as on	218.43	155.45

Key Managerial Personnel:

(Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
Professional Charges	-	-
Sitting fees		-
Remuneration		-
H.Kishen	84.00	84.00
H. Krishna Kumar	81.00	81.00
H. Sanjay Kumar	48.00	40.49
H. Mahesh Kumar	45.00	38.75
H.Praveen Kumar	45.00	38.75
A. Raghavendra Charyulu	36.00	-
V.B.V.R.Ratnaji	-	14.63
K. Mohith Kumar	5.62	5.62



Non-whole-time Directors

(Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
Sitting fees	2.81	2.63

Relatives of Key Managerial Personnel:

(Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
Remuneration	18.00	18.00

Loans and Advance from Relatives of Key Management persons

(Rs. In Lakhs)

Particulars	31st March, 2020	31st March, 2019
H. PUSHPA	26.00	-

43. Disclosure in respect of Indian Accounting standard (Ind AS) 17 "Leases"

a. As lessee

a) Finance leases: The Company does not have any finance lease arrangement during the period.

b) Operating lease

- Future minimum lease payments under non-cancellable operating leases

(Amount in Rs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Not later than 1 year		
Later than 1 year and not later than 5 years	Not applicable	Not applicable
Later than 5 years		

- Payments recognised as an expense

(Amount in Rs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Minimum lease payments		
Contingent rentals	Not applicable	Not applicable
Sub-lease payments received		



• **Leasing arrangement:**

Later than 5 years	-	-	
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b. As a lessor

a) **Finance leases:** The Company does not have any finance lease arrangement during the period.

b) **Operating leases**

• **Future minimum lease receivables under non-cancellable operating lease**

Particulars	(Amount in Rs)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Not later than 1 year		
Later than 1 year and not later than 5 years	Not applicable	Not applicable
Later than 5 years		

44. Disclosure in respect of Indian Accounting Standard (Ind AS)-115: “Revenue from Contract with Customers) Transitional Provision

The company has adopted the new Indian Accounting Standard 115 (Revenue from Contract with Customers) retrospectively with cumulative effect of adoption as an adjustment to opening retained earnings as on 01.04.2018. The company has examined the changes brought in under Ind AS 115 and observed that there has been no impact on the opening retained earnings as at 01.04.2018.

A. Disclosure

(i) Contracts with customers

Company has recognized the following revenue during the year from contracts with its customers

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Sale of products	1,10,90,72,024	1,85,78,75,815
Sale of services	NIL	NIL
Other operating revenue	NIL	NIL
-Claims	NIL	NIL
-Subsidy		
-Despatch Earned		
-Other Trade Income		
Total	1,10,90,72,024	1,85,78,75,,815



Notes to Accounts for the year ended March 31, 2020

Company has recognized the following amount as impairment loss against the amount receivables from its customers or contract assets arising due to contract with its customers.

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Impairment Loss	5,91,81,293	5,91,23,243

(ii) Disaggregation of Revenue

The Company has identified its Operating Segments as PVC Leather Cloth and PVC Film. The segment wise revenue generated from the contract with customers and its proportion in total revenue is as follows:-

Particulars	For the year ended March 31, 2020	As % to Total Revenue	For the year ended March 31, 2019	As % to Total Revenue
PVC Leather Cloth	72,36,55,753	65.24%	110,40,97,544	59.43%
PVC Film	38,54,16,272	34.76%	75,37,78,271	40.57%
Total	110,90,72,024	100%	1,85,78,75,815	100%

(iii) Contract Balances

Receivables

Particulars	As at March 31,2020	As at March 31,2019
Opening Balance	47,36,14,713	75,98,23,442
Addition/deduction during the year	108529698	28,62,08,729
Closing Balance	36,50,85,015	47,36,14,713



Contract Assets

Company recognized contract assets when it satisfies its obligation by transferring the goods or services to the customer and right to receive the consideration is established which is subject to some conditions to be fulfilled by the company in future before receipt of consideration amount. Being a trading company performance obligation of the company is satisfied upon transferring a promised goods or service to its customers and there is no obligation on the part of the company which remains unexecuted.

Contract Liabilities

Upon execution of contract with the customers, certain amount in the form of EMD, Security Deposit, Margin Money, advance for payment of custom duty etc. received from the customers which is shown as advance received from customers under the heading “Other Financial Liabilities” and “Other Liabilities”

Particulars	As at March 31,2020	As at March 31,2019
Opening Balance	NIL	NIL
Add: Addition during the year	NIL	NIL
Less: Deduction (Refunds/adjustments)	NIL	NIL
Less: Recognised as revenue during the year forming part of opening balance	NIL	NIL
Closing Balance	NIL	NIL

During the year company has recognized revenue of Rs. NIL (P.Y. NIL) from the performance obligations satisfied in earlier periods by raising debit/credit notes to its customers.

The company has made the adjustment of NIL (P.Y. NIL) in the revenue of NIL (P.Y. NIL) recognized during the year on account of discounts, rebates, refunds, credits, price concessions, incentives performance bonuses etc as against the contracted revenue of Rs. NIL(P.Y. Rs. NIL).

Practical expedients

During the year company has entered into sales contracts with its customers where some of the part is yet to be executed, same has not been disclosed as per practical expedient as the duration of the contract is less than one year or right to receive the consideration established on completion of the performance by the company



B. Significant judgements in the application of this standard

Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.

The company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, GST etc.).

The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both. Any further adjustment will be made by raising debit/credit notes on the customer. While determining the transaction price effects of variable consideration, constraining estimates of variable consideration, the existence of a significant financing component in the contract, non-cash consideration and consideration payable to a customer is also considered.

Certain adjustments have been made during the year in contract value which is not significant keeping in view the amount involved.

C. Assets Recognised from costs to obtain or fulfil a contract with a customer

Being a trading company, costs incurred by the company are fixed in nature with no significant incremental cost to obtain or fulfil a contract with a customer and same is charged to profit and loss as a practical expedient.

45. Disclosure in respect of Indian Accounting Standard (Ind AS)-33 “Earnings Per Share(EPS)”

a) Basic EPS

The earnings and weighted average number of ordinary shares used in the calculation of basic EPS and Basic EPS is as follows:

Particulars	(Amount in Rs)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Earnings used in calculation of basic earnings per share(A)	242	66.98
Weighted average number of ordinary shares for the purpose of basic earnings per share(B)	45.97	45.97
Basic EPS(A/B)	(5.26)	1.46



b) Diluted EPS

The earnings and weighted average number of ordinary shares used in the calculation of Diluted EPS is as follows:

Particulars	(Amount in Rs)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Earnings used in calculation of basic earnings per share(A)	242	66.98
Weighted average number of ordinary shares for the purpose of basic earnings per share(B)	45.97	45.97
Diluted EPS(A/B)	(5.26)	1.46

46. Accounting Policies under Ind AS:

1. Significant Accounting Policies

1.1 Statement of Compliance and basis of preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these financial statements. The Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013

1.2 Application of Indian Accounting Standards (Ind-AS)

All Listed companies are required to adopt Ind AS.

All amounts included in the financial statements are reported in of Indian rupees (Rupees in) except number of equity shares and per share data, unless otherwise stated.

1.3 Use of estimates and judgment

The preparation of financial statements requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.



1.4 Functional and presentation currency

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company.

1.5 Revenue Recognition

i) Operating Income

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discount and volume rebates. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, it is probable that economic benefits associated with the transaction will flow to the entity, the associated costs incurred or to be incurred in respect of the transaction can be measured reliably and there is no continuing management involvement with the goods. The point of transfer of risks and rewards depends upon the terms of the contract of sale with individual customers.

ii) Other Income

The income relating to the core activities of the company which are not included in revenue from sales / services are accounted for under 'Other Operating Revenue'.

iii) Claims

Claims are recognized in the Statement of Profit & Loss (Net of any payable) on accrual basis including receivables from Govt. towards subsidy, cash incentives, reimbursement of losses etc, when it is not unreasonable to expect ultimate collection. Claims recognized but subsequently becoming doubtful are provided for through Statement of Profit and Loss. Insurance claims are accounted upon being accepted by the insurance company

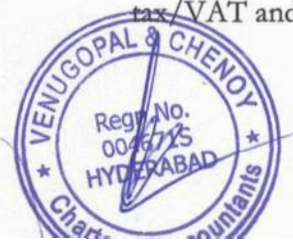
iv) Interest Income

Interest income is recognised on a time proportion basis taking into account outstanding and the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

v) Revenue Recognition on Actuarial Realization.

Revenue is recognised on accrual basis except in the following items which are accounted for on actual realization since realisability of such items is uncertain, in accordance with the provisions of Ind AS-18:-

a). Duty credit/exemption under various promotional scheme of EXIM policy in force, Tax credit, refund of custom duty on account of survey shortage, and refund of income-tax/service tax/Sales tax/VAT and interest thereon etc.,



- b). Decrees pending for execution/contested dues and interest thereon, if any:
- c). Interest on overdue recoverable where realisability is uncertain.
- d). Liquidated damages on suppliers/underwriters.

1.6 Property, Plant and Equipment's

All Property, Plant and Equipments (PPE) are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if 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. The cost of an item of PPE is the cash price equivalent at the recognition date. The cost of an item of PPE comprises:

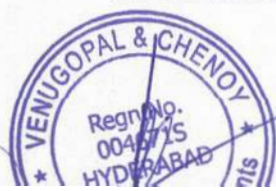
- i) Purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- ii) Costs directly attributable to bringing the PPE to the location and condition necessary for it to be capable of operating in the manner intended by management.
- iii) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs either when the PPE is acquired or as a consequence of having used the PPE during a particular period for purposes other than to produce inventories during that period.

The company has chosen the cost model of recognition and this model is applied to an entire class of PPE. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

1.7 Intangible Assets

All Intangible Assets are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101

Identifiable intangible assets are recognized when the company controls the asset; it is probable that future economic benefits expected with the respective assets will flow to the company for more than one economic period; and the cost of the asset can be measured reliably. At initial recognition, intangible assets are recognized at cost. Intangible assets are amortized on straight line basis over estimated useful lives from the date on which they are available for use. Softwares are amortized over its useful life subject to a maximum period of 5 years or over the license period as applicable.



1.8 Non-Current Assets Held for Sale

The company classifies a non-current asset (or disposal group of assets) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. The non-current asset (or disposal group) classified as held for sale is measured at the lower of its carrying amount and the fair value less costs to sell.

1.9 Depreciation

Depreciation is provided on straight line method as per the useful lives approved by the Board of Directors, which are equal to those provided under schedule II of the Companies Act, 2013. The useful life of an asset is reviewed at each financial year-end. Each part of an item of PPE with a cost that is significant in relation to the total cost of the asset and if the useful life of that part is different from remaining part of the asset; such significant part is depreciated separately. Depreciation on all such items have been provided from the date they are 'Available for Use' till the date of sale / disposal and includes amortization of intangible assets and lease hold assets. Freehold land is not depreciated. An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

The useful lives of the assets are taken as under:-

<u>Name of Assets</u>	<u>Useful life as adopted by the company as per Schedule II</u>
A. General Assets	
Furniture & Fittings	10
Office Equipment	5
Vehicles – Scooter	10
Vehicles – Car	8
Computers - Servers and networks	6
Computers – End User Devices	3
Lease-hold Land	As per Lease Agreement
Wagon Rakes	As per Agreement / Wagon Investment Scheme
Electrical installations excluding fans	10
Water Supply, Sewerage and Drainage	5
Roads	



Notes to Accounts for the year ended March 31, 2020

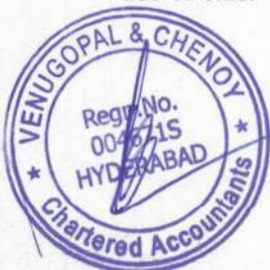
Carpeted Roads – RCC	10
Carpeted Roads - Other than RCC	5
Non Carpeted Roads	3
Culverts	30
Buildings	
RCC	60
Other than RCC	30
Residential Flats (Ready Built)	
RCC	60
Other than RCC	30
Temporary Structure & wooden partition	3
Warehouse / Godown	30
B. Manufacturing Unit's Assets	
Factory Buildings	30
Electronic installations excluding fans	10
Water Supply, Sewerage and Drainage	5
Plant and Machinery	
Single Shift	15
Double Shift	10
Triple Shift	7.5
Plant and Machinery- Wind Energy Generation Plant	22
C. Fixed Assets created on Land and neither the Fixed Assets nor the Land belongs to the Company	5
D. Amortization of Intangible Assets	
Softwares	5 years or License period as applicable

1.10 Borrowing Costs

The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset as a part of the cost of the asset.

The Company recognises other borrowing costs as an expense in the period in which it incurs them.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.



1.11 Foreign currencies

Transactions in currencies other than the functional currency are recognized at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign currency monetary items (except overdue recoverable where realisability is uncertain) are converted using the closing rate as defined in the Ind AS-21. Non-monetary items are reported using the exchange rate at the date of the transaction. The exchange difference gain/loss is recognized in the Statement of Profit and Loss.

Liability in foreign currency relating to acquisition of fixed assets is converted using the closing rate. The difference in exchange is recognized in the Statement of Profit and Loss.

1.12 Inventory

Inventories are valued at lower of cost or net realizable value.

Basis of determination of cost remain as follows:

Raw Materials, Packing materials - On Weighted average cost basis.

Spares- at Cost

Work-in-process: At cost of inputs plus overheads up to the stage of completion.

Finished goods are valued at lower of cost or net realizable value.

1.13 Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.



1.14 **Contingent Liabilities / Assets**

Contingent Liabilities

Contingent liabilities are not recognized but disclosed in Notes to the Accounts when the company has possible obligation due to past events and existence of the obligation depends upon occurrence or non-occurrence of future events not wholly within the control of the company.

Contingent liabilities are assessed continuously to determine whether outflow of economic resources have become probable. If the outflow becomes probable then relative provision is recognized in the financial statements.

Where an entity is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability. The entity recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made

Contingent Liabilities are disclosed in the General Notes forming part of the accounts

Contingent Assets

Contingent Assets are not recognised in the financial statements. Such contingent assets are assessed continuously and are disclosed in Notes when the inflow of economic benefits becomes probable. If it's virtually certain that inflow of economic benefits will arise then such assets and the relative income will be recognised in the financial statements.

1.15 **Employee benefits**

Provision for gratuity, leave encashment is made on the basis of actuarial valuation using the projected unit credit method. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to Statement of Profit or Loss.

1.16 **Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income/statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.



Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

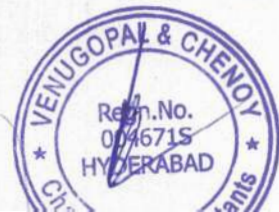
Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

1.17 Impairment

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalue amount, in which case the impairment loss is treated as a revaluation decrease.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate



that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

At the end of each reporting period, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, The Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified,

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Impairment of financial assets

Financial assets, other than those at Fair Value through Profit and Loss (FVTPL), are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. For Available for Sale (AFS) equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty;
- Breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the borrower will enter bankruptcy or financial re-organisation; or the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets are assessed for impairment on individual basis. Objective evidence of impairment for a portfolio of receivables could include company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of zero days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets that are carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted



at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables; such impairment loss is reduced through the use of an allowance account for respective financial asset. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognized.

De-recognition of financial assets

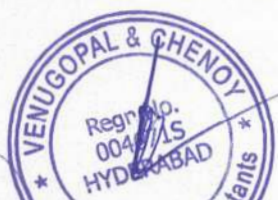
The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, The Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

1.18 Earnings per share

A basic earnings per equity is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any shares splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.



1.19 Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed off or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

1.20 Financial instruments

i) Non-derivative financial instruments

Non-derivative financial instruments consist of:

- financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets;
- Financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non derivative financial instruments are measured as described below:

a) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the statement of financial position, bank overdrafts are presented under borrowings within current liabilities.

b) Investments in liquid mutual funds, equity securities (other than Subsidiaries, Joint Venture and Associates) are valued at their fair value. These investments are measured at fair value and changes therein, other than impairment losses, are recognized in other comprehensive income and presented within equity, net of taxes. The impairment losses, if any, are reclassified from equity into statement of income. When an available for sale financial asset is derecognized, the related cumulative gain or loss recognised in equity is transferred to the statement of income.

c) Loans and receivables



Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise trade receivables, unbilled revenues and other assets.

The company estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

d) Trade and other payables

Trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

1.23 Segment Information

The Managing Director (MD) of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS-108, "Operating Segments." The MD of the Company evaluates the segments based on their revenue growth and operating income.

The Company has identified its Operating Segments as PVC Film and PVC Leather Cloth. Geographically the Company's sales are mainly in domestic markets and partly in export markets of USA and Europe countries.

The Assets and liabilities used in the Company's business that are not identified to any of the operating segments are shown as un-allocable assets/liabilities. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

1.24 Prior Period Errors

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However, where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes to Accounts. Taking into account the nature of activities of the company, prior period errors are considered material if the items of income / expenditure collectively (net) exceed 0.5% of sales turnover of the company.



49. Approval of financial statements

The financial statements were approved by the board of directors and authorised for issue on 21-10-2021.

Impairment of financial assets: The Company has availed exemption under para B8D of appendix B which permits the first time adopter to apply the impairment requirement of Ind AS 109 prospectively.

As per our report of even date

For and on behalf of the Board

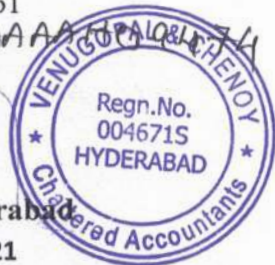
For Venugopal & Chenoy
Chartered Accountants



CA P.V. Sri Hari
Partner

M.No.021961

UDIN:21021961AAAA



Place: Secunderabad

Date: 21-10-2021



H. Kishen
Managing Director



H. Krishna Kumar
Whole-time Director



A. Raghavendra Charyulu
Chief Financial Officer

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ELECTRONICVOTING

Electronic voting(e-voting) facility is being provided in respect of the Resolutions proposed at the 45thAGM,inaccordance with Section`108 of the Companies Act,2013 read with Rule`20 of the Companies(Management and Administration)Rules,2014.Please see Note(10) to the Notice dated 30th September, 2022 convening the AGM for the procedure with respect to e-voting.

Your e-voting user ID and password are provided below:

Electronic Voting Event Number(EVEN)	User ID	Password
		Use your existing password