

Narmada Macplast Drip Irrigation Systems Ltd.

Regd Office : Plot No. 119-120, Santej- Vadsar Road, At. Santej,
Taluka : Kalol,

Dist.: Gandhinagar : 382721 Ph. No. 079-27498670

September 05, 2019

The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited
1st Floor, New Trading Ring,
Rotunda Building P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Sub. Submission of Annual report for the financial year 2018-19 in accordance with the provision of regulation 34(1) of SEBI (listing Obligation and Disclosure Requirements) Regulation, 2015

Ref: Code No. 517431

Pursuant to Regulation 34(1) and all other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed annual report of the company for the financial year ended 2018-19 including notice convening the 27th Annual General Meeting of the company will be held on 30th September, 2019 at 4.00 p.m.

Kindly take the same on records.

Thanking You,

Yours Faithfully,

For NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED



JITEN VAGHASIA
WHOLE TIME DIRECTOR
DIN: 02433557



NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED
ANNUAL REPORT 2018-19

DATE OF AGM: 30/09/2019

NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED

[CIN: L25209GJ1992PLC017791]

ANNUAL REPORT 2018-19

BOARD OF DIRECTORS	:	MR. VRAJLAL VAGHASIA MR. JITENKUMAR VAGHASIA MRS. DAXA VAGHASIA MR. VINESH BABARIA MR. KANTIBHAI DEVANI MR. GIRISHBHAI BALDHA
AUDIT COMMITTEE	:	MR. GIRISH BALDHA MR. VINESH BABARIA MR. JITENKUMAR VAGHASIA
NOMINATION AND REMUNERATION COMMITTEE	:	MR. VINESH BABARIA MR. GIRISH BALDHA MR. KANTIBHAI DEVANI
STAKEHOLDERS RELATIONSHIP COMMITTEE	:	MR. VINESH BABARIA MR. GIRISH BALDHA MR. JITENKUMAR VAGHASIA
STATUTORY AUDITORS	:	M/S. HARDIK KADIA & CO., CHARTERED ACCOUNTANTS AHMEDABAD
REGISTERED OFFICE	:	PLOT NO. 119-120, SANTEJ-VADSAR, AT & POST SANTEJ, TALUKA: KALOL, DISTRICT: GANDHINAGAR – 382 721
REGISTRAR & SHARE TRANSFER AGENT	:	PURVA SHAREGISTRY PVT LTD UNIT NO. 9, SHIV SHAKTI IND. ESTATE, J .R. BORICHA MARG, OPP. KASTURBA HOSPITAL LANE, LOWER PAREL (E) MUMBAI 400 011

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NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of M/s. Narmada Macplast Drip Irrigation Systems Limited (L25209GJ1992PLC017791) will be held on Monday, 30th September, 2019 at 4:00 P.M. at the Registered Office of the Company at Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka: Kalol, District Gandhinagar – 382 721 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Daxaben Vaghasia (DIN -07614046) who retires by rotation and being eligible, offers himself for re-appointment.
3. **Modification to the resolution related to appointment of Statutory 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 amendment to the section 139 of the Companies Act, 2013, effective from 7th May, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors M/s. Hardik Kadiya & Co., Chartered Accountants, Ahmedabad (firm registration number 145338W) at every Annual General Meeting from the resolution passed at the 25th Annual General Meeting of the Company.”

BY ORDER OF THE BOARD
For NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED

Date: 05th September, 2019
Place: Ahmedabad

VRAJLAL VAGHASIA
MANAGING DIRECTOR
DIN- 02442762

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Shareholders are requested to bring their copy of Annual Report to the meeting.
4. Member / proxies / authorized representative should bring the duly filled attendance slip enclosed herewith the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 27th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
6. The details of the Directors seeking appointment in forthcoming Annual General Meeting to be provided in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 with the Stock Exchanges is furnished in the Annexure.
7. The Register of Director and Key Managerial Personnel and their shareholding, maintained under section 170 of the companies Act, 2013 ('the Act'), and the Register of Contract or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the member at the AGM.
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
10. 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 to the Company or its Share registrars and Transfer Agents.

11. Members holding the shares in physical mode are requested to notify immediately the change of their address, email id and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address, email id and bank particulars should be given to their respective Depository Participant.

12. Voting through electronic means:

- i. The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in compliance of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the business set out in the notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through e-voting platform of Central Depository Services (India) Limited ("remote e-voting).
- ii. Members whose names are recorded in the Register of members or in the register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 22 September, 2019, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 22 September, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- iv. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS –

A. The instructions for shareholders voting electronically are as under:

- I. The e-Voting period begins on Friday September 27, 2019 (9.00 a.m.) and ends on Sunday, September 29, 2019 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date of September 23, 2019 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.

- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders.
- IV. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <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 (iv).

- I. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- II. If you are a first time user follow the steps given below:
- III. After entering these details appropriately, click on "SUBMIT" tab.
- IV. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- V. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- VII. 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.
- VIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- IX. 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.
- X. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XI. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XII. 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.
- XIII. Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to
- XIV. m-Voting using their e voting credentials to vote for the company resolution(s).

B. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

Company: NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD
Regd. Office: Plot No.119-120,Santej Vadsar Road Near Alex Cable
At.Santej TI.Kalol Gandhinagar
CIN: L25209GJ1992PLC017791
Phone: (079) 27498670
E-mail ID: narmadadrip@gmail.com

Registrar and Transfer Agent:
PURVA SHAREGISTRY PVT LTD
Unit no. 9, Shiv Shakti Industrial Estate, J .R. Boricha Marg,
Opp. Kasturba Hospital Lane, Lower Parel (E)
Mumbai 400 011
Phone: (022) 23016761
E-mail : purvashr@gmail.com

e-Voting Agency:
Central Depository Services (India) Limited
E-mail ID: helpdesk.evoting@cdslindia.com

Scrutinizer: Viral Thakrar – Thakrar & Associates
Company Secretaries
E-mail ID: csviralthakrar@gmail.com

BY ORDER OF THE BOARD
For NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED

Date: 05th September, 2019
Place: Ahmedabad

VRAJLAL VAGHASIA
MANAGING DIRECTOR
DIN- 02442762

*Sheet of Vajubhai Directorship in other Companies

Sr no.	Name of the companies
1.	Laghu Udyog Bharati
2.	Dholera Global Plastic Park Private Limited

* Sheet of Jitenbhai Directorship

Sr no.	Name of the companies
	Nil

**Details of the Directors seeking appointment in forthcoming Annual General Meeting
(in pursuance of Regulation 36 of SEBI(LODR), Regulations. 2015)**

Name of Director	Ms. Daxaben Vaghasia
Director Identification No.	07614046
Date of Birth	03/06/1976
Date of appointment	30/09/2016
Relationship with directors	Mr. Vrajlal Vaghasia (Father in law) Mr. Jiten Vaghasia (Husband)
Expertise in specific functional areas	Rich experience of Plastic industry.
Qualifications	Graduate
Shareholding in Narmada Macplast Drip Irrigation - Systems Limited as on 31/03/2019	-
List of other Public Companies in which Directorship held as on 31/03/2019	NA
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director	NA

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NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED

Registered Office: PLOT NO. 119-120, SANTEJ-VADSAR, AT & POST SANTEJ,
TALUKA: KALOL, DISTRICT: GANDHINAGAR – 382 721

CIN : L25209GJ1992PLC017791

ATTENDANCE SLIP

(To be signed and handed over at the Entrance of the Meeting Venue)

Member's Folio No/ Client Id: _____ No. of shares held : _____

I certify that I and am a registered Shareholder / Proxy for the registered Shareholder of the Company.

I / We hereby record my / our presence at the 27th Annual General Meeting of the above named Company to be held on 30^h September, 2019 at 04:00 p.m. at Plot No. PLOT NO. 119-120, SANTEJ -VADSAR, AT & POST SANTEJ, TALUKA: KALOL, DISTRICT: GANDHINAGAR – 382 721.

Member's / Proxy Name in BLOCK LETTERS		Member's / Proxy's Signature

-----EAR HERE -----

FORM OF PROXY
FORM NO. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L25209GJ1992PLC017791
Name of the company:	NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED
Registered office:	Plot no. 119-120, Santej – Vadsar, At & Post Santej, Taluka: Kalol, District: Gandhinagar – 382 721.

Name of the member (s):			
Registered address:			
E-mail Id:			
Folio No/ Client Id:		DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint

Name):			
Address			
E-mail Id:		Signature:	

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or failing him

Name):			
Address			
E-mail Id:		Signature:	

or failing him

Name):			
Address			
E-mail Id:		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual general meeting of the company, to be held on 30th September, 2019. at 04.00 p.m.at Plot No. Plot no. 119-120, Santej – Vadsar, At & Post Santej, Taluka: Kalol, District: Gandhinagar – 382721 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution No. and description of resolution	For	Against
1	Adoption of the Annual Accounts for the year ended 31st March, 2019 (Ordinary Resolution)		
2	Re-appointment of Ms. Daxaben Vaghasia (DIN -07614046), who retires by rotation (Ordinary Resolution)		
3	Modification to the resolution related to appointment of Statutory Auditors		

Signed this..... day of..... 2019

Signature of Member(s)		Signature of Proxy holder(s)	
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Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting.
3. It is optional to put “√” in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
4. Please complete all details including detail of member(s) in above box before submission.

DIRECTORS' REPORT

To
The Members
Narmada Macplast Drip Irrigation Systems Limited
Ahmedabad

Your Directors have pleasure in presenting the 27th Annual Report of the Company with the audited statements of accounts for the year ended 31st March, 2019.

1. FINANCIAL RESULTS:

(Rs. In Lakhs)

Particulars	For the Year 2018-19	For the Year 2017-18
Turnover & Other Income	898.68	49.13
Net Profit before Depreciation & amortization	10.88	11.16
Less: Depreciation	1.89	2.10
Net Profit /Loss Before Extra Ordinary Item	8.99	9.06
Current Tax	2.21	1.11
Net Profit for the year	6.90	4.96

2. STATE THE COMPANY'S AFFAIRS AND OPERATIONS:

Your Company has been removed from suspension status on stock exchange and presently is listed on stock exchange. The Company is engaged in business of drip irrigation system. During the year, your Company has achieved a turnover and earned other income in tune of Rs. 898.68 lakhs as compare to the turnover of Rs. 49.13 lakhs recorded for the previous year and the net profit for the current year is Rs. 6.90 lakhs compared to profit of Rs.4.96 lakhs as recorded in the previous year.

3. CHANGE IN NATURE OF BUSINESS:

During the year under Report, there was no change in the nature of business of the Company.

4. TRANSFER TO RESERVES:

The Board of Directors does not propose to carry any amount to reserves.

5. DIVIDEND:

Your directors have not recommended any dividend.

6. FIXED DEPOSITS:

The Company neither has accepted nor invited any deposit from the public, within the meaning of section 73 of the Companies, Act, 2013 and the Rules made thereunder.

7. SHARE CAPITAL

The Authorize Share Capital of the Company is Rs. 5,00,00,000/- and paid up share capital of the Company is Rs. 3,62,30,000/-.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION AFTER THE END OF FINANCIAL YEAR:

There are no any material changes and commitments occurred after the end of the financial year, which is affecting the financial position of the Company.

9. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

There are no holding, subsidiaries, joint ventures or associate company of the Company. During the financial year ended on 31st March, 2019, none of the companies have become or ceased to be the subsidiaries, joint ventures or associate companies of the Company. The performance and financial position of subsidiaries, associates and joint ventures as per rule 8(1) of the Companies (Accounts) Rules, 2014 is not applicable.

10. DIRECTORS:

There was no change in Directors during the year under review.

The board of Directors as on 31st March, 2019 is Mr. Vrajlal Vaghasia, Mr. Jiten Vaghasia, Mr. Girish Baldha, Mr. Kantibhai Devani, Mr. Vinesh Babariya and Mrs. Daxa Vaghasia.

11. ANNUAL RETURN:

The extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is set out in an annexure as 'Annexure I' to this report.

12. MEETINGS OF BOARD:

During the financial year 2018-19, 05 (Five) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

13. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors based on inputs from the directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. Also, the Chairman was also evaluated on the key aspects of his role.

In the separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated. The same was discussed in the Board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committee and individual director was also discussed.

14. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal financial controls commensurate with the nature & size of business of the Company

15. DECLARATION BY INDEPENDENT DIRECTORS: (Pursuant to Provisions of section 149(6) OF the Companies Act 2013)

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate company.
- (4) Who are or were not related to promoters or directors in the company, its holding, subsidiary or associate company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lacs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,
- (7) Who neither himself, nor any of his relatives,
 - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.
 - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed of
 - (i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; OR
 - (ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent, or more of the gross turnover of such firm;
 - (iii) Holds together with his relatives two per cent, or more of the total voting power of the company; OR

(iv) Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; OR

(v) Who possesses such other qualifications as may be prescribed?

16. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 134 Clause (C) of Sub-Section (3) of the Companies Act, 2013, in relation to financial statements for the year 2018-19, the Board of Directors state:

- a) In the preparation of the annual accounts for the financial year ended 31st March 2019, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) 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 a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis; and
- e) The directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. DECLARATION BY BOARD AS PER REQUIREMENT OF SECTION 178 (1)

In compliance with Section 178 (1) of the Companies Act, 2013 the Board of Directors do hereby declare that:

- a. The Company has proper constitution of the Board of Directors including Independent Directors.
- b. The Company has constituted Nomination and Remuneration Committee, Stakeholders Relationship Committee, Audit Committee as per requirements of provisions of the Companies Act 2013.
- c. The Company has the policy for selection and appointment of independent directors who are persons of reputation in the society, have adequate educational qualification, sufficient business experience and have integrity & loyalty towards their duties.

- d. Company pays managerial remuneration to its Managing/Whole Time Director.
- e. The Independent Directors are not paid sitting fee for attending Board and other committee meetings held by the Board from time to time.
- f. The Company is not paying any commission on net profits to any directors.

18. AUDIT COMMITTEE

The Detail pertaining to composition of audit committee, its scope and attendance of members are included in the Corporate Governance Report, which forms part of this report.

19. STATUTORY AUDITORS:

M/s. Hardik Kadia & Co, Chartered Accountants have been appointed as Statutory Auditors of the Company for period of Five years from the conclusion of the 25th Annual General Meeting till the conclusion of the 29th Annual general Meeting of the Company, In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Report given by the Auditors on the financial statement for the financial year ending on 31st March, 2019 of the Company is part of this Report. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, if any, and needs no further explanation.

20. SECRETARIAL AUDITORS:

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules, 2014, the Board of Directors appointed M/s. Thakrar & Associates, Company Secretaries in Practice to conduct Secretarial Audit of the Company for Financial Year 2018-19. The Report of the Secretarial Audit Report is set out in an annexure as 'Annexure 'II' to this report.

In connection, with the auditors' observation in the Secretarial Audit Report, the explanation / clarifications of the Board of Directors are as under:

With regard to observations of the Secretarial Auditor for non-compliances of various provisions of the Companies Act, 2013 and Listing Regulation, it is stated that the Company is not having major operations and the management of the Company is striving hard to operative effectively and taking steps to make necessary compliances under the Companies Act, 2013 and Listing Regulation.

EXPLANATION TO THE SECRETARIAL AUDITORS' REMARKS

The Directors submit their explanations to then various observations made by the Secretarial Auditors in their report for the year 2018-19. Para nos. of Auditors' Report and reply are us under:

Basis for Qualified Opinion –

1.	Non-Appointment of Company Secretary/CFO/Internal Auditor within time frame	Company Secretary is appointed.
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21. PARTICULARS OF EMPLOYEES:

The particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is set out in an Annexure 'IV' to this report.

The particulars of employees falling under the purview of Section 197 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are - NIL.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loan, Guarantee and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

23. RELATED PARTY TRANSACTIONS:

All the transactions entered into with related parties as defined under the Companies Act, 2013 and the Listing Regulation, if any, during the year were on an arm's length price basis and in the ordinary course of business. Such transactions have been approved by the Audit Committee. The Board of Directors of the Company has formulated the Policy on Related Party Transactions.

During the Financial Year 2018-19, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors. In the preparation of financial statements, the Company has followed the Accounting Standards. The significant accounting policies which are applied have been set out in the Notes to Financial Statements. The Board has received disclosures from Key Managerial Personnel, relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.

24. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

- | | |
|---------------------------------------|-------|
| 1. Conservation of Energy | : NA |
| 2. Technology Absorption | : NIL |
| 3. Foreign Exchange Earning and Outgo | : NIL |

25. CORPORATE GOVERNANCE:

The Board of Directors of the Company have evolved and adopted a Code of Conduct based on the principles of Corporate Governance and best management practices being followed globally.

Compliance Report, in accordance with the Regulation 27 of the Listing Regulation with Stock Exchanges, on Corporate Governance forms part of the Annual Report. The Auditors' Certificate on the compliance of Corporate Governance Code embodied in Listing Obligation and Disclosure Requirement Regulation, 2015 of the SEBI attached hereto and forms part of this Report.

26. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Listing Obligation and Disclosure Requirement Regulation, 2015 of the SEBI, Management Discussion and Analysis Report are annexed herewith and form part of this Report.

27. CORPORATE SOCIAL RESPONSIBILITY(CSR) COMMITTEE:

The provisions for Corporate Social Responsibility Committee and Corporate Social Responsibility activities are not applicable to the Company.

28. ESTABLISHMENT OF VIGIL MECHANISM:

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has adopted a Whistle-Blower Policy/ Vigil mechanism, which provides a formal mechanism for all employees of the Company to make protected disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. During the year under review, no employee of the Company has been denied access to the Audit Committee.

29. BOARD COMMITTEE:

The Board of Directors of your Company had already constituted various Committees in compliance with the provisions of the Companies Act, 2013 and / or Listing Regulation viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. During the year under review, in compliance with the Listing Regulations.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committee are taken by the Board of Directors.

Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the Corporate Governance Section of the Annual Report.

30. INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors of the Company met on 12th February, 2019, inter alia to discuss:

- i) Evaluation of Performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- ii) Evaluation of performance of the Chairman and / or Managing Director of the Company, taking into views of Executive and Non-executive Directors.
- iii) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

31. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

Your Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 is set out in an annexure as 'Annexure III' to this report.

32. RISK MANAGEMENT POLICY:

The Board reviews the risks associated with the Company every year while considering the business plan. Considering the size of the Company and its activities, it is felt that the development and implementation of a Risk management policy is not relevant to the Company and in the opinion of the Board there are no risks which may threaten the existence of the Company.

33. SEXUAL HARASSMENT POLICY:

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2018-19, no complaints were received by the Company related to sexual harassment.

34. APPRECIATION:

Your Directors wish to place on record their sincere appreciation and gratitude for the valuable support and co-operation received from the Customers and Suppliers, various Financial Institutions, Banks, Government Authorities, Auditors and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers of the Company for its success.

ON BEHALF OF THE BOARD

For Narmada Macplast Drip Irrigation Systems Limited

VRAJLAL VAGHASIA
MANAGING DIRECTOR
DIN : 02442762

JITEN VAGHASIA
WHOLE TIME DIRECTOR
DIN - 02433557

Date: 05th September, 2019
Place: Ahmedabad

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
For the financial year ended on 31st March, 2019
[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:

i)	CIN	L25209GJ1992PLC017791
ii)	Registration Date	9 th June, 1992
iii)	Name of the Company	Narmada Macplast Drip Irrigation Systems Limited
iv)	Category / Sub-Category of the Company	Public Company / Company having Share Capital
v)	Address of the Registered office and contact details	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka: Kalol, District Gandhinagar-382721 Tel. 079-27498670 E-mail: narmadadrip@gmail.com
vi)	Whether Listed Company Yes/No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	PURVA SHAREGISTRY PVT LTD Unit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 Tel: 91-22-2301 6761 / 8261 Fax: 91-22-2301 2517

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Trading of drip irrigation systems	471	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and address of the company	CIN/GL N	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
NOT APPLICABLE					

NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED
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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category of shareholder	No. of Shares held at the beginning of the year (i.e. 01 st April, 2018)				No. of Shares held at the end of the year (i.e. 31 st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares*	
A. Promoters									
(1) Indian									
a) Individuals / HUF	0	1654600	1654600	45.67	1654600	0	1654600	45.67	0.00
b) Central Govt/	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub - Total (A)(1)	0	1654600	1654600	45.67	1654600	0	1654600	45.67	0.00
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Others- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Cor.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub - Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)=A(1)+A(2)	0	1654600	1654600	45.67	1654600	0	1654600	45.67	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	14300	14300	0.39	0	14300	14300	0.39	0.00
b) Banks / FI	0	34400	34400	0.95	0	34400	34400	0.95	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	48700	48700	1.34	0	48700	48700	1.34	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	22600	61800	84400	2.34	21600	62800	84400	2.41	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									

NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED
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i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	31100	1483300	1514400	41.80	35100	1479300	1514400	41.80	0.00
ii) Individual shareholders nominal share capital in excess of Rs 2 lakh	25000	293100	318100	8.78	25000	293100	318100	8.78	0.00
c) Others									
i) NRI	1500	0	1500	0.04	1500	0	1500	0.04	0.00
ii) HUF	1300	0	1300	0.04	1300	0	1300	0.04	0.00
Sub-total (B)(2):-	80500	1854400	1934900	53.41	84500	1835200	1919700	53.41	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	80500	1968200	2048700	54.75	84500	1883900	1968400	54.75	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	80500	3542500	3623000	100.00	1739100	1883900	3623000	100.00	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (i.e. 1 st April, 2018)			Shareholding at the end of the year (i.e. 31 st March, 2019)			% change in share holding during
		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	Vrajlal Vaghasia	1566400	43.23	0.00	1566400	43.23	0.00	0.00
2	Jiten Vaghasia	88200	2.43	0.00	88200	2.43	0.00	0.00
	Total	1654600	45.67	0.00	1654600	45.67	0.00	0.00

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

No change in promoter shareholding during the Year.

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

D. Shareholding Pattern of top ten Shareholders:						
SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		
		31/03/2018		31/03/2019		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	Type
1	KANTIBHAI PATEL	92500	2.55			
	31-03-2019			92500	2.55	
2	SAURIN INDUBHAI PATEL	65000	1.79			
	31-03-2019			65000	1.79	
3	PRAKASH RAMBHAI PATEL	65000	1.79			
	31-03-2019			65000	1.79	
4	VINODINI HOLDING & ESTATE DEV. P. LTD.	37800	1.04			
	31-03-2019			37800	1.04	
5	BANK OF INDIA A/C BOI	34400	0.95			
	31-03-2019			34400	0.95	
6	INDRA KUMAR BAGRI	25000	0.69			
	31-03-2019			25000	0.69	
7	VICTORY PORTFOLIO LTD.	22600	0.62			
	31-03-2019			22600	0.62	
8	NATUBHAI UMEDBHAI PATEL	20100	0.55			
	31-03-2019			20100	0.55	
9	STOCK HOLDING CORPORATION OF	14300	0.39			
	31-03-2019			14300	0.39	
10	SIDDHI HITESH SHETH	50500	1.39			
	31-03-2019			50500	1.39	

* The total number of shares has increased / decreased due to purchase / sale during the year.

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

Sl. No.	Name of Director / KMP	Shareholding at the beginning of the year (i.e. 1 st April, 2018)		Cumulative Shareholding during the year -2018-19	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vrajlal Vaghasia				
	At the beginning of the year	1566400	43.23	1566400	43.23
	Increase / Decrease	0	0.00	0	0.00
	At the End of the year	-	-	1566400	43.23
2	Jitenkumar Vaghasia				
	At the beginning of the year	88200	2.43	88200	2.43
	Increase / Decrease	0	0.00	0	0.00
	At the End of the year	-	-	88200	2.43
3.	Kantibhai Devani				
	At the beginning of the year	0	0.00	0	0.00
	Increase / Decrease	0	0.00	0	0.00
	At the End of the year	-	-	0	0.00
4.	Vinesh Babaria				
	At the beginning of the year	0	0.00	0	0.00
	Increase / Decrease	0	0.00	0	0.00
	At the End of the year	-	-	0	0.00
5.	Ketanbhai Baldha				
	At the beginning of the year	0	0.00	0	0.00
	Increase / Decrease	0	0.00	0	0.00
	At the End of the year	-	-	0	0.00

V. INDEBTEDNESS:-

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	39,18,751	0	39,18,751
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	39,18,751	0	39,18,751
Change in Indebtedness during the financial year				
• Addition	0	0	0	0
• Reduction	0	(5,42,836)	0	(5,42,836)
Net Change	0	(5,42,836)	0	(5,42,836)
Indebtedness at the end of the financial year				
i) Principal Amount	0	33,75,915	0	33,75,915
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	33,75,915	0	33,75,915

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Vrajlal Vaghsia	Mr. Jitenkumar Vaghasia	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,78,000	1,20,000	2,98,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total (A)	1,78,000	1,20,000	2,98,000
	Ceiling as per the Act	As per the Companies Act.		

B. Remuneration to other directors: NIL

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD: NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

The Company has no compounded any such offences under Companies Act 2013

FOR AND ON BEHALF OF THE BOARD

Date: 05th September, 2019
Place: Ahmedabad

VRAJLAL VAGHASIA
MANAGING DIRECTOR
DIN : 02442762

SECRETARIAL AUDIT REPORT
FORM MR-3

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

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

To

The Members

Narmada Macplast Drip Irrigation Systems Limited

Plot No. 119-120, Santej-Vadsar Road

At& Post Santej, Taluka: Kalol

District Gandhinagar – 382 721

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Narmada Macplast Drip Irrigation Systems Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Narmada Macplast Drip Irrigation Systems Limited** books, papers minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2019** ('Audit Period') 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, 2019** according to the provisions of:

- (i) The Companies Act, 2013; the Companies Act, 1956 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during the Audit Period)**;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India and company has complied with the standard.
- (ii) The SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 entered into by the Company with the BSE Limited/Stock exchanges.

During the period under review the Company has broadly complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

- 1) *The Company has not appointed Company Secretary within time frame as required to be appointed as per section 203 of the Companies Act, 2013, Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by the statutory financial audit and other designated professionals.

I further report that

- The Board of Directors of the Company is duly constituted with the 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. Except where consent of the directors was received for scheduling meeting at a shorter notice, agenda and detailed notes on agenda were sent at least seven days in advance. 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 out unanimously as recorded in the minutes of their meetings of the Board of Directors while the dissenting members' views are captured and recorded as part of the minutes.

I further report that the management of the Company taking necessary steps so that there would be adequate systems and processes in the Company commensurate with its size and operations, and would be done proper monitoring and compliances with all applicable laws, rules, regulations and guidelines.

I further report that during the audit period, following are the specific events / actions having a major bearing on the Company's affairs:

The Company suspension status has been removed and got listing approval on the Board of BSE Limited

Place : Rajkot
Date : 04.09.2019

For Thakrar And Associates
Company Secretary

Viral Hareshbhai Thakrar
Proprietor
Membership No. : A46235
CP No. : 16856

Note: 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
Narmada Macplast Drip Irrigation Systems Limited
Plot No. 119-120, Santej-Vadsar Road
At& Post Santej, Taluka: Kalol
District Gandhinagar – 382 721

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

1. The Management of the Company is responsible for maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively. My responsibility is to express an opinion on these secretarial records and procedures followed by the Company with respect to secretarial Compliance.
2. I have followed the audit practices and processes 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 processes and practices followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records, Books of Accounts and cost records of the company.
4. Wherever required and necessary, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, secretarial records and other factual position which cannot be otherwise verified.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Rajkot
Date : 04.09.2019

For Thakrar And Associates
Company Secretary

Viral Hareshbhai Thakrar
Proprietor
Membership No. : A46235
CP No. : 16856

REMUNERATION POLICY FOR DIRECTORS, KMPS AND OTHER EMPLOYEES

The philosophy for remuneration of Directors, KMP and all other employees of 'Narmada Macplast Drip Irrigation Systems Limited ("Company") is based on commitment demonstrated by the Directors, KMPS and other employees towards the Company and truly fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy. The Company endeavours to attract, retain, develop and motivate the high-calibre executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and the Listing Regulation. In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law. While formulating this Policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

- i. "the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and;
- iii. remuneration to Directors, KMP involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals".

➤ **Remuneration to Independent Directors and Non-Independent Non-Executive Directors:**

- Independent Directors ("ID") and Non-Independent Non-Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- The aggregate commission payable to all the IDs and NEDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

➤ **Remuneration for Managing Director /Executive Directors /KMP/rest of the employees:**

- The remuneration / compensation / commission, etc., as the case may be, to the Managing Director / Executive Director (Whole-time Director) will be governed by the relevant provisions of the Act and applicable Rules and Regulations and will be determined by the NRC and recommended to the Board for approval.
- The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- The Company pays remuneration to its Managing Director / Executive Directors way of salary, perquisites and allowances. In addition to the salary, perquisites and allowances, the Company provides Managing Director / executive Directors such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197of the Act.
- The Managing Director and Executive Directors, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.
- Further, the Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, if any, based on the standard market practice and prevailing HR policies of the Company.
- The company provides retirement benefit as applicable.
- The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.

➤ **Remuneration payable to Director for services rendered in other capacity:**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless:

- The services rendered are of a professional nature; and
- The NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

➤ **Policy implementation:**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

➤ **Review of the Policy:**

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

Annexure IV

The particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

Sr. No.	Name of the Director/ KMP* and Designation	Remuneration of Directors for financial year 2014-15 (in Rs.)	Ratio of Remuneration to Median Remuneration of Employees	% increase in Remuneration	Comparison of the Remuneration of KMP against Company's Performance
1	Vrajlal Vaghshia Chairman & Managing Director	1,78,000	1.998:1	0.00	Net Worth increased by 02.25 % in financial year 2018-19
2	Jitenkumar Vaghasia Whole Time Director	1,20,000	1.347:1	0.00	Net Worth increased by 02.25 % in financial year 2018-19
3	Kantibhai Devani Independent Director	-	-	-	-
4	Vinesh Babaria Independent Director	-	-	-	-
5	Girishbhai Baldha Independent Director	-	-	-	-

FOR AND ON BEHALF OF THE BOARD

Date: 05th September, 2019
Place: Ahmedabad

VRAJLAL VAGHASIA (DIN: 02442762)
CHAIRMAN & MANAGING DIRECTOR

REPORT ON CORPORATE GOVERNANCE

1. Company’s Philosophy on Corporate Governance:

The Company is committed to good corporate governance and taking steps for implementing corporate governance norms as prescribed by SEBI. The Company respects the rights of its shareholders to incorporation on the performance of the company and considers itself a trustee of its shareholders.

2. Board of Directors:

▪ **Composition & category of Directors and their other Directorships and Committee Memberships:**

The Board of Directors of the Company is having optimum combination of executive and Non-Executive Directors in compliance of Listing Regulation.

The Board of Directors of the Company comprises Six Members – Two (2) Executive Director and Three (3) Non-Executive and independent Directors and One (1) of Non-Executive Director. The composition of Board of Directors, the number of other Directorships or Board Committees of which he is a Member / Chairman is as under:

Name of Director	Category	Other Directorships/Board Committees	
		Directorships	Board Committee
Mr. Vrajlal Vaghasia	Promoter & Executive Director	2	NIL
Mr. Jitenkumar Vaghasia	Promoter & Executive Director	NIL	NIL
Mr. Kantibhai Devani	Non-Executive & Independent Director	NIL	NIL
Mr. Vinesh Babaria	Non-Executive & Independent Director	NIL	NIL
Mrs. Daxaben J. Vaghasia	Non-Executive & Non-Independent Director(Woman director)	NIL	NIL
Mr. Girishbhai Baldha	Non-Executive & Independent Director	NIL	NIL

- Directorships in other Companies mentioned above exclude Directorships in Private Limited Companies, foreign companies and companies under Section 8 of the Companies Act, 2013.
- While calculating the number of Membership / Chairmanship in Committees of other Companies, Membership / Chairmanship of only Audit Committee and Shareholders’ / Investors’ Grievance Committee have been considered pursuant to the Listing Regulation. None of the Director is a Member in more than ten Committees and acts as a Chairman in more than five Committees across all companies in which he is a Director.
- Mr. Vrajlal Vaghasia, Mrs. Daxaben J. Vaghasia and Mr. Jitenkumar Vaghasia are relatives of each other.

3. Board Meetings:

Five (05) Board Meetings were held, during the financial year 2018-19, details of Board Meeting are as under:

30 th May, 2018	14 th July, 2018	14 th August, 2018
06 th November, 2018	12 th February, 2019	NIL

All the meetings of Board of Directors of the Company are scheduled well in advance and the Board meets at least once in a quarter to review the quarterly performance and the financial results. Agenda of the meeting were prepared and all necessary papers were circulated to Members of the Board in advance. All Members of the Board have access to all information of the Company and are free to recommend inclusion of any matter in the Agenda for discussions.

4. Attendance of Directors at the Board Meetings and Last Annual General Meeting:

Name of Director	Board Meetings Attended	Attendance in AGM (Yes/No)
Mr. Vrajlal Vaghasia	4	Yes
Mr. Jitenkumar Vaghasia	5	Yes
Mr. Vinesh Babaria	5	Yes
Mr. Kantibhai Devani	5	Yes
Mrs. Daxaben Vaghasia	5	Yes
Mr. Girish Baldha	5	NO

5. AUDIT COMMITTEE:

Terms of Reference:

The Audit Committee has been mandated with the same terms of reference specified in Clause 49 II of the Listing Regulations with the Stock Exchange, as revised from time to time and as well as those stipulated by SEBI Guidelines.

Composition:

Presently, the Audit Committee comprises two Non-Executive and Independent Directors Mr. Girish Baldha & Mr. Vinesh Babaria and one Executive Director - Mr. Jitenkumar Vaghasia. Mr. Girishbhai Baldha is a Chairman of the Audit Committee.

Meeting and the Attendance during the year 2018-19:

Four (4) Audit Committee meetings were held during the year 2018-19. The Committee also met prior to finalization of accounts for the year ended on 31st March, 2019. The details of attendance at the Audit Committee meetings is as under:

Name of Director	Designation	No. of Meetings Attended
Mr. Girishbhai Baldha	Chairman	4
Mr. Vinesh Babaria	Member	4
Mr. Jitenkumar Vaghasia	Member	4

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

6. NOMINATION AND REMUNERATION COMMITTEE:

- The Nomination and Remuneration Committee constitutes with Mr. Girishbhai Baldha, Mr. Vinesh Babaria and Mr. Kantibhai Devani, all are Non-Executive and Independent Directors. Mr. Girishbhai Baldha is a Chairman of the Committee.
- The Remuneration Committee recommends to the Board the compensation, terms of Executive Director(s) and its responsibilities include:
 - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
 - Formulation of criteria for evaluation of Independent Directors and the Board;
 - Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
 - Devising a policy on Board diversity.
- During the period under review, one Nomination and Remuneration Committee meetings were held respectively on 14.07.2018

Name of Director	Position	No. of Meetings	Meetings attended
Mr. Girishbhai Baldha	Non-Executive and Independent Directors	1	1
Mr. Vinesh Babaria	Non-Executive and Independent Directors	1	1
Mr. Kantibhai Devani	Non-Executive and Independent Directors	1	1

The remuneration committee has been constituted to recommend/review the remuneration package of the Managing/ Whole Time Directors based on performance and defined criteria.

DETAILS OF REMUNERATION PAID TO DIRECTORS DURING 2018-19

- The Company paid remuneration to Managing Director and Whole Time Director.
- The Company does not have scheme for grant of stock option to the directors.

7. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee, specifically, deals with the matters relating to redressal of shareholder and investor complaints such as transfer of shares, non-receipt of annual report, non-receipt of declared dividend etc.

The Committee comprises of three directors. Mr. Vinesh Babaria is the Chairman of the Committee, Mr. Ketanbhai Baldha, Mr. Girish Baldha and Mr. Jitenkumar Vaghasia are members of the Committee. During the year 2018-19, committee met four times.

During the year under review, the Company has not received any compliant.

8. DETAILS OF GENERAL MEETINGS

▪ **Annual General Meeting:**

The last three Annual General Meeting of the Company were held within the statutory time period and the details of the same areas under:

Financial Year	Location	Date	Time
2015-2016	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka : Kalol, Dist. : Gandhinagar	30 th September, 2016	4.00 P.M.
2016-2017	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka : Kalol, Dist. : Gandhinagar	29 th September, 2017	4.00 P.M.
2017-2018	Plot No. 119-120, Santej-Vadsar Road, At & Post Santej, Taluka : Kalol, Dist. : Gandhinagar	29 th September, 2018	4.00 P.M.

▪ **Extra Ordinary General Meeting:**

During the last three years, No Extra Ordinary General meeting (EGM) was held.

▪ **Special Resolutions passed during last three years:**

The company has passed the special resolution during the Annual General Meeting of the company in the financial year 2015-16 for the reappoint of Mr. Vrajlal Vaghasia as Managing Director and Mr. Jiten Vaghasia as Whole Time Director

There were no resolutions put through postal ballot last year. There is no business at the ensuing AGM requiring implementation of the postal ballot under the applicable rule.

9. Disclosures:

- Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large. There are no materially significant related party transactions during the Financial Year 2018-19 that may have potential conflict with the interest of the Company at large.

- Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority(ies), on any matter related to capital markets, during the last three years. The company has received notices from BSE Limited for non-submission of various compliances under the Listing Regulations.
- Corporate Governance certificate: The Managing Director of the Company has furnished the requisite certificate to the Board of Directors under Listing Regulation.
- Whistle Blower Policy/ Vigil mechanism: The Company has adopted a Whistle-Blower Policy/ Vigil mechanism, which provides a formal mechanism for all employees of the Company to make protected disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. No employee of the Company has been denied access to the Audit Committee.

10. Means of Communication:

- Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirement the Listing Regulation.
- No presentation has been made to Institutional Investors or to analysts.
- The Management Discussion and Analysis Report is attached with the Director's report in this Annual Report.

11. Compliance Certificate of the Auditors:

The Certificate from the Auditors of the Company, M/s. Hardik Kadia & Co., Chartered Accountants, Ahmedabad, confirming compliance with the conditions of Corporate Governance as stipulated under Listing Regulation, is attached to the Directors' Report forming part of the Annual Report. This Certificate has also been forwarded to the Stock Exchanges where the securities of the Company are listed.

12. General Shareholder Information:

I. Annual General Meeting

Date and Time : **30th September, 2019 at 4.00 P.M.**
Venue : Plot No. 119-120, Santej-Vadsar Road,
At & Post Santej, Taluka: Kalol,
Dist.: Gandhinagar

II. Financial Calendar (Tentative)

Financial Year : 1st April 2018 - 31st March, 2019
First Quarter Results : Second week of August, 2018
Second Quarter Results : Second week of November, 2018
Third Quarter Results : Second week of February, 2019
Results for the year ending
31st March, 2018 : Last week of May, 2019

III. Book Closure Date : 27th September, 2019 to 30th September, 2019
(Both days inclusive)

NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED
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IV. Registered Office : Plot No. 119-120, Santej-Vadsar Road,
At & Post Santej, Taluka: Kalol, Dist.: Gandhinagar

V. Dividend Payment Date : No dividend is recommended for the financial year 2018-19

VI. Listing of Equity Shares on Stock Exchange:

Your Company's equity shares are listed on

Sr. No.	Name of Stock Exchange	Address of Stock Exchange
1	The Ahmedabad Stock Exchange Ltd.	Kamdhenu Complex, Opp. Sahajanand College, Ambawadi, Ahmedabad – 380 015
2	The BSE Ltd.	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001
3	The Saurashtra Kutch Stock Exchange Ltd	Popatbhai Sorathiya bhawan, Sardar Bazar, Rajkot – 360 001
4	Madras Stock Exchange Ltd	No. 30, Second Line Beach, Chennai – 600 001

Annual Listing Fees for the year 2016-17, 2017-18 and 2018-19 have been paid to the BSE.

VII. Stock Code:

- a) The Ahmedabad Stock Exchange Limited, Ahmedabad : 39200
- b) The BSE Limited, Mumbai : 517431
- c) The Saurashtra Kutch Stock Exc. Ltd. : Not Available
- d) The Madras Stock Exchange Ltd. : Not Available

VIII. Registrar & Share Transfer Agent:

The Company has appointed M/s. Purva Sharegistry Pvt. Ltd. as the Registrar and Share Transfer Agent for Demat shares w.e.f November, 2011 having their Registered Office at:

Unit no. 9, Shiv Shakti Ind. Estate,
J .R. Boricha marg, Opp. Kasturba Hospital Lane
Lower Parel (E) Mumbai 400 011
Tel: 91-22-2301 6761 / 8261
Fax: 91-22-2301 2517

IX. Share Transfer System:

Trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. 23rd March, 2001 as per circular issued by the Securities and Exchange Board of India (SEBI).

The transfer of shares in physical form is processed and completed by M/s. Purva Sharegistry Pvt. Ltd., Registrar & Share Transfer Agent, within the statutory stipulated period. In case where shares are held in electronic form, the transfers are processed by CDSL through the Depository Participants and Registrar.

X. Distribution of Shareholding (as on 31st March, 2019):

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	Total No. of Shares Held	% of Shareholding
1-500	2266	82.19	785900	21.69
501-1000	278	10.08	249700	6.89
1001-2000	126	4.57	208500	5.75
2001-3000	43	1.56	114800	3.17
3001-4000	4	0.15	13100	0.36
4001-5000	16	0.58	75700	2.09
5001-10000	10	0.36	72600	2.00
10001 & Above	14	0.51	2102700	58.04
Total	2757	100.00	3623000	100.00

XI. Categories of Shareholding (as on 31st March, 2019):

Category of Holder	No. of Shares	% of Shareholding
Promoters / Persons acting in concert	1654600	45.67
Banks / Institutions / Mutual Funds	48700	1.34
Private Corporate Bodies	84400	2.33
Indian Public	1832000	50.57
NRIs	2000	0.05
Any other – (HUF)	1300	0.04
Total	3623000	100.00

XII. Details on use of public funds obtained in the last three years:

No funds have been raised from the public during the last three years.

XIII. Outstanding GDR / ADRs / Warrants and Convertible bonds, conversion date and likely impact on the equity:

No GDRs / ADRs / Warrants issued by the company.

XIV. Investor Correspondence:

In case any problem or query shareholders can contact at:

Name : Ms. Juhi Shah, Compliance officer
Address : Naramada Macplast Drip Irrigation Limited,
16/A Parulnagar Society, 1st floor, Bhuyandev Char Rasta,
Opp. Mahakali Temple, Sola Road, Gathlodia, Ahmedabad - 380061
Phone : +91 9157989201
Email : narmadadrip@gmail.com

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

RTA: PURVA SHAREGISTRY PVT LTD

Unit no. 9, Shiv Shakti Ind. Estate,
J .R. Boricha marg, Opp. Kasturba Hospital Lane
Lower Parel (E) Mumbai 400 011
Tel: 91-22-2301 6761 / 8261
Fax: 91-22-2301 2517

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMY OVERVIEW:

Overall, the macroeconomic situation in India improved during 2018-19. Also, in view of the Government's commitment to reforms, the economic outlook for FY 2018-19 looks positive and a GDP growth of over 7% is expected in FY 2018-19 as per the projections of the Government.

OPPORTUNITIES AND THREATS

The rise in the agriculture and infrastructure sectors bode well for the pipe market. The government spends on programmes for safe drinking water; rural sanitation, etc. are expected to generate substantial demand for piping products. Rise in PVC resin prices is the biggest potential threat for the Industry.

FUTURE OUTLOOK

The Company is identifying the various opportunities available with the Company. Looking at the overall scenario of the economic conditions, the company is planning for the maximum utilization of the available resources. The Company expects in raising the demands of the products in which the company is engaged. Thus, the Overall outlook for the coming year looks good and may benefit your company at large.

RISKS AND CONCERNS

The risk associated with the products of the Company is always a cause of concern for the Company. The general risk associated with the competition from large organization as well as from the unorganized and small-scale organizations affects the domestic market to a large extent. Your company is confident of performing better in spite of such business risks.

INTERNAL CONTROL SYSTEMS

The Company does not have any formal internal audit system. The internal policies of the Company ensure efficient use and protection of assets and resources, compliance with policies and reliability of the financial and operational reports. The management is taking steps to introduce the internal audit system commensurate with the size and nature of the business of the company. The Audit Committee of the Board of Directors deals with the adequacy of internal controls and budgeting functions.

FINANCIAL PERFORMANCE

The Company's performance was satisfactory during the year 2018-19.

HUMAN RESOURCES

The Company continued to have cordial and harmonious relations with its employees during the year under review.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis report describing the Company's objective, expectations or predictions may be "forward – looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets, changes.

Annexure to Corporate Governance Report

**DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT BY
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

To the Members of
Narmada Macplast Drip Irrigation Systems Limited

We the undersigned, in our capacities as Managing Director and Whole Time Director of Narmada Macplast Drip Irrigation Systems Limited ("the Company), to the best of our knowledge and belief certify that:

1. We have reviewed the financial statement and the cash flow statement for the financial year ended 31st March, 2019 and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further state that to best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violate the company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the company and 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 propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a. significant changes, if any, in internal control over financial reporting during the year;
 - b. significant changes, if any, in accounting policies during the quarter and that the same have been disclosed in notes to the financial statements; and
 - c. Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Ahmedabad

Date : 01st September, 2019

Managing Director

Whole Time Director

Independent Auditor's Certificate on Corporate Governance

To the Members of
Narmada Macplast Drip Irrigation Systems Limited

We, M/s. Hardik Kadia & Co., Chartered Accountants, the Statutory Auditors of Narmada Macplast Drip Irrigation Systems 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 para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

MANAGEMENTS' 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 the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

AUDITOR'S 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 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 para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2019.

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, Hardik Kadia & Co.
Chartered Accountants
F.R. No. 145338W

Hardik Kadia
Proprietor

Date: 28th May, 2019
Place: Ahmedabad

Independent Auditors' Report

To the Members of,
Narmada Macplast Drip irrigation Systems Ltd

1. Opinion

We have audited the accompanying Ind AS financial statements of **Narmada Macplast Drip irrigation Systems Ltd** which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

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

Key Audit Matters:

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. 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.

In our opinion and to the best of our information and according to the explanations given to us, the 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 the affairs of the company as at 31st March 2019, and its profits and cash flows for the year ended on that date.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in the 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 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility for the Financial Statements

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedure that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentations of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

4. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section (11) of section 143 of the Companies Act, 2015 we give in the "Annexure-A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

- ii. As required by section 143(3) of the Act, we report that:
- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss, and 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 Indian Accounting Standards specified under section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, 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**”; and
 - g. 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 accordance to the explanation given to us:
 - i. The company does not have any pending litigations which would impact its financial position.
 - 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 which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, **Hardik Kadia & Co.**
Chartered Accountants
(Registration No. 145338W)

Date: 28th May, 2019
Place: Ahmedabad

Hardik Kadia
Proprietor
M. No.: 179290

Annexure-A to Independent Auditors' Report

Referred to in Paragraph 5(i) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

1. In respect of Fixed Assets

- a. The Company is maintained proper records showing full particulars, including quantitative details and situations of its Fixed Assets.
- b. The fixed assets are physically verified by the management at regular intervals and in our opinion is reasonable having regard to the size of Company and the nature of its assets. Pursuant to the verification a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- 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.

2. In respect of its inventories:-

- (a) Inventories have been physically verified by the management at reasonably regular intervals during the year.
- (b) In my opinion and according to the information and explanation given to me, 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 inventories. As explained to me, there were no material discrepancies noticed on physical verification of inventory as compared to the book.

3 The Company has not granted loans to parties covered in the Register maintained under Section 189 of the Companies Act, 2013. As such reporting requirements under this para are not applicable for the reporting period.

4 In respect of loan, the provisions of section 185 and 186 have been complied with. There are no loans to directors; there are no investments, guarantees and securities requiring compliance u/s 186 of the Companies Act, 2013.

5 During the year, the company has not accepted any deposits from public.

6 Company is not required to maintain cost records pursuant to section 148 (1) of the Companies Act, 2013.

7 In respect of Statutory Dues:

- a. According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Income Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no undisputed dues, payable in respect of above as at 31st March, 2019 for a period of more than six months from the date on which they became payable.
- b. According to the information and explanations given to us and on the basis of our examination of books of account and record, No disputed dues were outstanding as on 31/03/2019.

- 8 As the Company has not availed any term loan the question of purpose and application does not arise.
- 9 No money has been raised by way of initial public offer or further public offer (including debt instruments).
- 10 To the best of our knowledge and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.
- 11 The Company has not paid or provided managerial remuneration under section 197 of the Companies Act, 2013 and hence, the provision of paragraph 3(xi) of the Order is not applicable to the Company.
- 12 The company is not a Nidhi company. As such The Nidhi rules, 2014 are not applicable.
- 13 All transactions with the related parties are in compliance with the sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by applicable accounting standards.
- 14 The company has not made any preferential allotment or Private placement of shares of fully or partly convertible debentures during the year under review.
- 15 The company has not entered into any non cash transactions with directors or persons connected with it.
- 16 Company is not required to be registered u/s. 45-IA of the Reserve Bank of India Act, 1934.

For, **Hardik Kadia & Co.**
Chartered Accountants
(Registration No. 145338W)

Date: 28th May, 2019
Place: Ahmedabad

Hardik Kadia
Proprietor
M.No.: 179290

Annexure-B to Independent 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 **Narmada Macplast Drip irrigation Systems Ltd** ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 2019, 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.

For, **Hardik Kadia & Co.**
Chartered Accountants
(Registration No. 145338W)

Date: 28th May, 2019
Place: Ahmedabad

Hardik Kadia
Proprietor
M.No.: 179290

Narmda Macplast Drip Irrigation Systems Ltd

Balance Sheet as at 31st March, 2019

(Amount In Rs.)

Particulars	Note no.	As at 31st March, 2019		As at 31st March, 2018	
ASSETS					
(1) Non-current assets					
(a) Property, Plant & Equipment	4.01	31,38,953	31,38,953	33,28,933	33,28,933
(b) Capital work-in-progress					
(c) Investment Property					
(d) Goodwill					
(e) Other Intangible Assets					
(g) Biological Assets other than bearer plants					
(h) Financial Assets :					
(i) Investments	4.02	90,38,850		86,69,170	
(ii) Trade receivables					
(iii) Other Financial Assets	4.03	69,64,253		68,08,738	
(i) Deferred tax assets (net)		48,398		35,217	
(j) Other non-current assets			1,60,51,501		1,55,13,125
(2) Current assets					
(a) Inventories	4.04	-		2,90,942	
(b) Financial Assets :					
(i) Investments					
(ii) Trade receivables	4.05	1,66,44,403		79,13,706	
(iii) Cash and cash equivalents	4.06	26,34,128		33,29,127	
(v) Others (to be specified)					
(c) Current Tax Assets (Net)					
(d) Other current assets	4.07	8,78,603	2,01,57,134	6,40,385	1,21,74,160
Total Assets			3,93,47,588		3,10,16,218
I. EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	4.08	3,62,30,000		3,62,30,000	
(b) Other Equity	4.09	(1,31,98,055)	2,30,31,945	(1,36,86,516)	2,25,43,484
LIABILITIES					
(1) Non-Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	4.10	33,75,915		39,18,751	
(ii) Trade Payables					
(iii) Other financial liabilities (other than those specified in item (b), to be specified)					
(b) Provisions					
(c) Deferred tax liabilities (Net)					
(d) Other non-current liabilities					
(2) Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings					
(ii) Trade payables	4.11	1,13,86,085		14,04,437	
(iii) Other financial liabilities (other than those specified in item (c))					
(b) Other current liabilities	4.12	5,04,697		29,65,733	
(c) Provisions	4.13	10,48,945	1,63,15,642	1,83,813	84,72,734
Total Equity and Liabilities			3,93,47,588		3,10,16,218
Notes to Financial Statements	1				
Significant Accounting Policies	2				

As per our report of even date attached herewith.

For, **Hardik Kadia & Co.**
Chartered Accountants
FRN: 145338W

For and on behalf of the board of
Narmada Macplast Drip Irrigation Systems Ltd.

Hardik Kadia
Proprietor

Vajubhai Vaghasia
Managing Director

Jitenbhai Vaghasia
Whole -time Director

Date: 28/05/2019
Place: Ahmedabad

Juhi Shah
Company Secretary

Abhishek Patel
Chief Financial Officer

Narmda Macplast Drip Irrigation Systems Ltd

Statement of Profit and Loss for the year ended on 31st March, 2019

(Amount In Rs.)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
(I) Revenue from operations	4.14	8,94,29,525	45,19,381
(II) Other Income	4.15	4,38,940	3,94,319
(III) Total Income (I+II)		8,98,68,465.00	49,13,700.00
<u>(IV) EXPENSES</u>			
Purchase of Stock -in-Trade		8,51,75,313	0
Changes in Inventories of Finished goods, Work-in-Progress and by products	4.16	2,90,942	8,800
Employee Benefits Expense	4.17	16,64,580	11,69,850
Finance Costs	4.18	11,299	56,320
Depreciation and Amortization Expense		1,89,980	2,10,716
Other Expenses	4.19	16,37,759	25,62,425
Total Expenses (IV)		8,89,69,873	40,08,111
(V) Profit / (Loss) Before Exceptional Items & Tax (III-IV)		8,98,592	9,05,589
(VI) Exceptional Items		-	-
(VII) Profit / (Loss) Before Tax (V-VI)		8,98,592	9,05,589
(VIII) Tax Expenses :			
(1) Current tax		2,21,297	1,11,263
(2) Deferred tax		(13,181)	-15,580
(3) Income Tax of Earlier Year		0	3,13,725
(IX) Profit / (Loss) for the period from Continuing Operation (VII-VIII)		6,90,476	4,96,181
(X) Profit / (Loss) from discontinued operations		-	-
(XI) Tax expense of discontinued operations		-	-
(XII) Profit / (Loss) from discontinued operations (after tax) (X-XI)		-	-
(XIII) Profit / (Loss) for the period (IX+XII)		6,90,476	4,96,181
(XIV) Other Comprehensive Income		-	-
Earning per equity share of face value of Rs. 10 each			
Basic & Diluted (In Rs.)	4.20	0.19	0.14
Notes to Financial Statements and significant accounting policies	1		

As per our report of even date attached herewith.

For, Hardik Kadia & Co.

Chartered Accountants

FRN: 145338W

For and on behalf of the board of

Narmada Macplast Drip Irrigation Systems Ltd.

Hardik Kadia
Proprietor

Vajubhai Vaghasia
Managing Director

Jitenbhai Vaghasia
Whole-time Director

Date: 28/05/2019
Place: Ahmedabad

Juhi Shah
Company Secretary

Abhishek Patel
Chief Financial Officer

Narmada Macplast Drip Irrigation Systems Limited

Cash flow statement for the year ended 31st March' 2019

(Amount in Rupees)

Particulars	For the year ended 31st March,2019		For the year ended 31st March,2018	
	Amount	Amount	Amount	Amount
(A) Cash flow from operating activities				
(1) Net profit after tax and extraordinary items		690476		496181
ADD:(I) Depreciation Written off	1,89,980		2,10,715	
(ii) Provision for income tax	11,51,229		1,11,263	
(iii) Preliminary Expense	-		-	
LESS: (i) Other Expense Written off	(2,02,015)		-	
(ii) Deferred tax Asset	13,181		15,580	
		11,26,013		3,06,398
(2) Operating profit before working capital changes		18,16,489	-	8,02,579
Working capital changes				
Add: (i) Decrease in Current Assets (Except Cash & Cash Equivalents)	2,90,942		75,84,838	
(ii) Increase in Current Liabilities	99,81,648			
Less: (i) Decrease in Current Liabilities	25,25,836		55,18,054	
(ii) Increase in Current assests (Except Cash & Cash Equivalents)	89,68,915	(12,22,161)		20,66,784
(3) Cash generated from operating activities		5,94,328		28,69,363
Less: Income Tax Paid	2,21,297		1,14,825	
		2,21,297		1,14,825
(4) Cash flow before extraordinary items		3,73,031		27,54,538
Add/ (less) extraordinary items		-		-
Net cash inflow / outflow from operating activities After tax & extraordinary items		3,73,031		27,54,538
(B) Cash flow from investing activities				
Add : Proceeds on account of changes in Investments & Fixed Assets				
Less : Purchase of Fixed assets & Investments	3,69,680		17,50,371	
Net Cash inflow / outflow from investing activities		(3,69,680)		(17,50,371)
(C) Cash flow from financing activities				
Add : Changes in Long term Loans & Advances			-	
Proceeds of Share Capital	-		-	
Less : Advances given	1,55,515			
Less : Repayment of Loans	5,42,836		5,76,566	
Net cash inflow / outflow from financing activities		(6,98,351)		(5,76,566)
(D) net increase / decrease in cash & cash equivalent		(6,95,000)		4,27,601
(E) Add: Cash & Cash Equivalents in the beginning of the year		33,29,127		29,01,526
(F) Cash & Cash Equivalents at the end of the year		26,34,127		33,29,127

For, **Hardik Kadia & Co.**
Chartered Accountants

Hardik M. Kadia
Proprietor

Place: Ahmedabad
Date: 28/05/2019

For and on behalf of board
Narmada Macplast Drip Irrigation Systems Ltd.

Vajubhai Vaghasia
Managing Director

Jitenbhai Vaghasia
Whole-time Director

Juhi Shah
Company Secretary

Abhishek Patel
Chief Financial Officer

Narmda Macplast Drip Irrigation Systems Ltd

4.01 Fixed Assets

(Amount In Rs.)

Sr. No.	Description	Gross Block				Depreciation and Amortisation				Net Block	
		As at April 1, 2018	Additions during the year	Disposals during the year	As at March 31, 2019	As at April 1, 2018	For the year	On Disposals during the year	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
	Tangible Assets										
	<u>Land</u>										
1	Land	10,44,241	-	-	10,44,241	-	-	-	-	10,44,241	10,44,241
	<u>Building</u>										
2	Building	80,28,383	-	-	80,28,383	63,19,026	83,246	-	64,02,272	16,26,111	17,09,357
	<u>Plant and Machinery</u>										
3	Plant & Machinery	1,44,96,845			1,44,96,845	1,41,40,488	64,501	-	1,42,04,989	2,91,856	3,56,357
4	Air Conditioner	2,47,434	-	-	2,47,434	56,812	34,503	-	91,315	1,56,119	1,90,622
5	Mobile	8,125			8,125	6,645	268	-	6,913	1,212	1,480
6	Dye	15,300			15,300	12,512	505	-	13,017	2,283	2,788
	<u>Furniture and Fixture</u>										
7	Furniture & Fixture	4,15,160	-	-	4,15,160	4,11,975	825	-	4,12,800	2,360	3,185
	<u>Laboratory Equipment</u>										
8	Laboratory Equipments	4,81,134	-	-	4,81,134	4,70,420	2,774	-	4,73,194	7,940	10,714
	<u>Motor Car</u>										
9	Four Wheeler	37,000	-	-	37,000	35,419	494	-	35,913	1,087	1,581
	<u>Motor Vehicle</u>										
10	Vehicle	5,22,658	-	-	5,22,658	5,15,762	1,785	-	5,17,547	5,111	6,896
	<u>Computer</u>										
11	Computer	5,89,599	-	-	5,89,599	5,87,887	1,081	-	5,88,968	631	1,712
	Total	2,58,85,879	-	-	2,58,85,879	2,25,56,946	1,89,980	-	2,27,46,926	31,38,953	33,28,933

4.02 Investments**(Amount In Rs.)**

Sr. No.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Investment in Shares (Unquoted)				
	Investment in Equity	26,27,935		26,23,090	
	Shares of Bank	62,500		67,345	
	Term deposits	63,48,415		59,78,735	
			90,38,850		86,69,170
	TOTAL		90,38,850		86,69,170

4.02.a Investment in shares represents investment in unquoted shares of a company. Reliable data for fair value measurement is not available after reasonable efforts by the management, and hence the same has been recorded at historical cost.

4.02.b Term deposits include deposits in lien with Punjab National Bank worth Rs. 28,00,000/-.

4.03 Other Financial Assets

Sr. No.	Particulars	As at 31/03/2019		As at 31/03/2018	
	(Unsecured and Considered good)				
	Deposits	2,17,288		2,17,288	
	Advances	67,46,965		65,91,450	
			69,64,253		68,08,738
	TOTAL		69,64,253		68,08,738

4.04 Inventories

Sr. No.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Stock in trade	-		2,90,942	
			-		2,90,942
	TOTAL		-		2,90,942

4.05 Trade Receivable

Sr. No.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Considered good	1,66,44,403		79,13,706	
			1,66,44,403		79,13,706
	TOTAL		1,66,44,403		79,13,706

4.06 Cash & cash equivalents

Sr. No.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Bank Balance				
	In Current Accounts	26,06,212		32,63,249	
	Cash on hand	27,916		65,878	
			26,34,128		33,29,127
	TOTAL		26,34,128		33,29,127

4.07 Other current assets

Sr. No.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Tender Fees	2,00,000		-	
	Balances with revenue authorities	6,78,603		6,40,385	
			8,78,603		6,40,385
	TOTAL		8,78,603		6,40,385

4.07.a Balance with revenue authorities mainly consists of Tax Deducted at Source (under the Income Tax Act) of the company which is in nature of receivable for the company of current and past years.

4.08 Share Capital

Sr.	Particulars	As at 31/03/2019		As at 31/03/2018	
(a)	Authorised Share Capital : 50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000		5,00,00,000	
			5,00,00,000		5,00,00,000
(b)	Issued, Subscribed and Paid Up Share Capital : 36,23000 Equity Shares of Rs. 10 each fully paid up Less: 283000 Calls unpaid at Rs.5/- on equity share	3,62,30,000		3,62,30,000	
		-		-	
	TOTAL		3,62,30,000		3,62,30,000

i) The details of shareholders holding more than 5% of Equity shares

Name of Shareholder	As at 31/03/2019		As at 31/03/2018	
	No. of Share	% Held	No. of Share	% Held
Vrajlal Vaghasia	15,66,400	43.23	15,66,400	43.23

ii) The reconciliation of the number of shares outstanding is set out below.

Particulars	As at 31/03/2019 No. of Shares	As at 31/03/2018 No. of Shares
Equity shares at the beginning of the year	3623000	3623000
Add: Shares issued during the year	-	-
Equity shares Outstanding at the end of the year	3623000	36,23,000

iii) Terms /rights attached to equity shares

- (i) **Equity** : The company has equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to have one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

4.09 Other Equity

Sr.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Profit & Loss Account				
	As per last Balance Sheet	(1,36,86,516)		(1,41,82,697)	
	Less:				
	Other Adjustments	2,02,015		-	
	Add: Profit during the year	6,90,476		4,96,181	
			(1,31,98,055)		(1,36,86,516)
	TOTAL		(1,31,98,055)		(1,36,86,516)

- 4.09.a Other adjustments are in nature of writing off of TDS receivable which was outstanding in the books of account. However, in view of the management, such TDS is no more receivable due to non-compliance of TDS Rules (under Income Tax Act) by the TDS deductor.

4.10 Borrowings (Non-current)

Sr.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Long term loans and borrowings		33,75,915		39,18,751
	TOTAL		33,75,915		39,18,751

- 4.10.a Long term loans and borrowings mainly consists of unsecured loans received from Promoter directors of the company.

4.11 TRADE PAYABLE

Sr.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Trade payables				
	-For Goods	1,12,81,544		12,34,998	
	-For Expenses	1,04,541		1,69,439	
			1,13,86,085		14,04,437
	TOTAL		1,13,86,085		14,04,437

4.12 Other Current Liabilities

Sr.	Particulars	As at 31/03/2019		As at 31/03/2018	
	Duties and taxes	14,697		2,38,388	
	Short term borrowings	-		22,20,725	
	Security and Deposit	4,90,000		4,90,000	
	Other payables	-		16,620	
			5,04,697		29,65,733
	TOTAL		5,04,697		29,65,733

4.12.a Short term borrowings consists of Bank overdraft against lien of a Term Deposite with the Punjab National Bank.

4.13 Short Term Provisions

Sr.	Particulars	As at 31/03/2019		As at 31/03/2018	
	For Expenditure	7,750		72,550	
	For Tax	10,41,195		1,11,263	
			10,48,945		1,83,813
	TOTAL		10,48,945		1,83,813

4.14 Revenue from Operations

Sr. No.	Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	Revenue from Sale of Products	8,57,12,369		8,801	
	Revenue from Sale of services	37,17,156		45,10,580	
			8,94,29,525		45,19,381
	TOTAL		8,94,29,525		45,19,381

4.15 Other Income

Sr. No.	Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	Interest income	4,10,757		3,92,193	
	Miscellaneous income	28,183		2,126	
			4,38,940		3,94,319
	TOTAL		4,38,940		3,94,319

4.16 Change in Inventories of Finished Goods, Stock In Process and By Products**(Amount In**

Sr. No.	Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	Opening stock				
	Traded goods		2,90,942		2,99,742
	Closing stock				
	Traded goods		-		2,90,942
	TOTAL		2,90,942		8,800

4.17 Employee Benefits Expense

Sr. No.	Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	Salaries and wages		16,64,580		11,69,850
	TOTAL		16,64,580		11,69,850

4.18 Finance Cost

Sr. No.	Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	Interest expense	11,299		56,320	
	TOTAL		11,299		56,320

4.19 Other Expenses

Sr. No.	Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	Power & Fuel	35,100		15,580	
	Preliminary Expenses	-		-	
	Transport Charges	5,22,900		-	
			5,58,000		15,580
	<u>Administrative Expenses</u>				
	Payment to Auditor				
	As Auditor :				
	Statutory Audit Fees	55,000		65,000	
	Legal , Professional & Consultancy Expenses	4,56,397		6,41,284	
	Office & Godown Rents	-		-	
	Computer expense	13,348		23,460	
	Conveyance expense	12,534		15,325	
	Membership & Subscription Exp.	-		13,500	
	Kasar & Vatav expense	-		-	
	Petrol & Diesel	-		11,000	
	Postage and Courier expense	14,052		11,052	
	Printing and Stationery expense	2,153		24,422	
	Telephone expense	48,701		53,738	
	Licence Fees	21,680		5,71,571	
	Exhibition and traveling exps	-		99,364	
	Other Administrative Expenses	4,55,894		10,17,129	
			10,79,759		25,46,845
	TOTAL		16,37,759		25,62,425

4.20 Earning Per Share

Sr. No.	Particulars	Year ended	Year ended
		March 31, 2019	March 31, 2018
(i)	Net profit after tax as per statement of profit and loss attributable to Equity Shareholders (Rs. in Lakhs)	6,90,476	4,96,181
(ii)	Weighted Average number of equity shares used as denominator for calculating EPS	36,23,000	36,23,000
(iii)	Basic & Diluted Earning per share (Rs.)	0.19	0.14
(iv)	Face value per equity share (Rs.)	10	10

Notes to the financial statements

1. Basis of preparation of financial statements

(i) Statement of compliance and basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of the Indian GAAP ("Previous GAAP"), which included Standards notified under the Companies (Accounting Standards) Rules, 2006. The date of transition to Ind AS is April 1, 2017. Accounting policies have been applied consistently to all periods presented in these financial statements. The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

(ii) Basis of measurement

These financial statements have been prepared on a historical cost convention and on an accrual basis.

(iii) Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- (a) **Revenue recognition:** The Company uses the accrual method for primarily trading and rent income earned.
- (b) **Contingent liabilities:** The Company has defaulted in various compliances including filing of mandatory documents with Bombay Stock Exchange. As such the company is liable to pay penalty for various defaults in compliances with Bombay Stock Exchange. No provision has been made in accounts as amount is unascertainable.
- (c) **Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible.

2. Significant accounting policies

(i) 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.

(ii) Financial instruments

(a) Non-derivative financial instruments:

Non derivative financial instruments consist of:

- Financial assets, which include cash and cash equivalents, trade receivables, employee and other advances, investments in equity and debt securities and eligible current and noncurrent 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. 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

The Company's cash and cash equivalents consist of cash on hand and in banks and Demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits are considered as part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under cash and cash equivalents.

B. Investments

Investments in equity instruments:

The Company carries certain equity instruments (unquoted) which are not held for trading. The Company has elected to present such equity instruments at historical costs in the absence of any reliable data with the company in respect of investment.

C. Other financial assets:

Other financial assets 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. These are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less any impairment losses. These comprise trade receivables, cash and cash equivalents and other assets.

D. Trade and other payables

For these financial instruments, i.e. Trade and other payables, the carrying amounts approximate fair value due to the short term maturity of these instruments.

(b) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognise the financial asset and also recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

(iii) Equity

(a) Share capital and share premium

The authorized share capital of the Company as of March 31, 2019 is Rs. 5,00,00,000 divided into 50,00,000 equity shares of Rs. 10 each.

The paid-up share capital of the Company as of March 31, 2019 is Rs. 3,62,30,000 divided into 36,23,000 equity shares of Rs. 10 each. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as share premium. Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

(b) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes. The company has only accumulated losses of Rs. 1,31,98,055/- under the head of Retained Earnings.

(c) Other comprehensive income

Changes in the fair value of financial instruments measured at fair value through other comprehensive income and presented within equity as other comprehensive income.

(iv) Property, plant and equipment

(a) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

(b) Depreciation

The Company depreciates property, plant and equipment over the estimated useful life on a WDV basis from the date the assets are available for use. Freehold land is not depreciated.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. The cost of property, plant and equipment not available for use as at each reporting date is disclosed under capital work-in-progress.

(v) 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.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

(vi) Revenue

The Company derives revenue primarily from trading and rent income during the reporting period.

(vii) Finance cost

Finance cost comprise of interest cost on borrowings.

(viii) Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

a. Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period.

b. Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(ix) Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

3. Notes on Transition to Ind AS

These financial statements are prepared in accordance with Ind AS. For years up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Indian GAAP (i.e. Previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS for periods ending on March 31, 2019, together with the comparative period data as at end for the year ended March 31, 2018.

4. Related party disclosure

a) The related parties are :

Name of related parties	Nature of relationship
Shri Vrajlal Vaghasia	Chairman & Managing Director
Shri Jitendrabhai Vaghasia	Whole-time Director

b) The Company has the following related party transactions for the year ended March 31, 2019 and 2018:

Transaction	Amount (Rs.)	
	2019	2018
Remuneration	298000	298000

c) The Company has the following balances outstanding as of March 31, 2019 and March 31, 2018

Balances at the year end	Key managerial personnel	
	2019	2018
Payables	10,55,657/-	19,00,258/-

Above payables are in nature of unsecured loans received by the company from the directors of the company.