

02.09.2022

To,
The Listing Department,
BSE Limited, 25 Floor, P. J. Towers,
Fort, Mumbai 400 001

BSE Scrip Code: - 513642

Sub: Submission of Annual Report for FY 2021-2022 including Notice of 30th Annual General Meeting to be held on 29.09.2022.


Ref: Reg. 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulations 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby submit the Annual Report of the Company for the Financial Year 2021-2022 along with the Notice of 30th Annual General Meeting.

Kindly take the above on your record and acknowledge the same.

Thanking you,
For Axel Polymers Limited


Jigardan Gadhavi
Company Secretary
M. Ship No. A52215





AXEL POLYMERS LIMITED

CIN: L25200GJ1992PLC017678

Registered Office: 309, Moxi, Sankarda - Savli Road, Tal. Savli, Dist. Vadodara – 391780.

Corporate Office: B-312, Western Edge II, Off Western Express Highway, Borivali (East), Mumbai - 400066.

Email Id: cs@axelpolymers.com, **Website:** www.axelpolymers.com, **Phone:** +91 89800 29622.

30th Annual Report & Accounts - 2021-2022

CONTENTS	
Particulars	Page No.
AGM Notice	2-15
Board's Report and Annexures	16-36
Independent Auditors' Report	37-53
Balance Sheet	54
Statement of Profit and Loss	55
Cash Flow Statement	56
Statement of changes in equity	57-58
Notes to the Financial Statements	59-77

BOARD OF DIRECTORS / KMPs

Mr. B. K. Bodhanwala	Chairman & Whole- time Director (upto 01.09.2021)
Mr. Gaurav Thanky	Chairman & Managing Director (from 01.09.2021)
Mr. A. B. Bodhanwala	Director (Executive) cum Chief Financial Officer
Dr. (Mrs.) M. A. Bodhanwala	Director (Woman Non-Executive)
Mr. Amitabh Thakore	Director (Independent - Non-Executive)
Mr. Amol Arvind Samant	Director (Independent - Non-Executive) (upto 19.08.2021)
Mr. Haresh Kothari	Director (Independent - Non-Executive) (from 19.08.2021)
Mr. Jigardan Ajitdan Gadhvi	Company Secretary

STATUTORY AUDITORS

Mukund & Rohit

Chartered Accountants
E-8, Avishkar Complex, Old Padra Road,
Vadodara, Gujarat - 390007

SECRETARIAL AUDITORS & COMPANY LAW ADVISOR

M/s. Devesh Pathak & Associates

Practising Company Secretaries
First Floor, 51, Udyognagar Society, Nr. Ayurvedic College,
Outside Panigate, Vadodara-390019

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited

B 102 - 103, Shangrila Complex, 1st Floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota, Vadodara 390 020

BANKERS

BANK OF BARODA
BANK OF INDIA

REGISTERED OFFICE & WORKS

309, Moxi, Sankarda-Savli Road
Tal. Savli, Dist. Vadodara 391 780
Gujarat, India
Phone: +91 89800 29622
Website: www.axelpolymers.com

COMPANY IDENTIFICATION NO (CIN)

L25200GJ1992PLC017678

NOTICE OF THE 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Members of the Axel Polymers Limited will be held on Thursday, 29th September, 2022 at the Registered Office of the Company at S No. 309, Vill. - Mokshi, Sankarda-Savli Road, Tal. Savli, Dist. Vadodara -391780 Gujarat at 10.00 a.m. through **Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)** to transact the following business:

Ordinary Business: -

- 1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2022 together with the Reports of the Auditors' and Board's thereon.**

To consider and if thought, to pass following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statement for the year ended 31st March, 2022 along with the Board's Report and Auditors' Report thereon as circulated to the shareholders, be and are, hereby received, considered and adopted pursuant to section 137 and any other provisions, applicable, if any, of the Companies Act, 2013.”

- 2. To appoint a Director in place of Mr. A. B. Bodhanwala (DIN: 00421362), who retires by rotation and being eligible offers himself for reappointment.**

To consider and if thought, to pass following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. A. B. Bodhanwala (DIN: 00421362), who retires by rotation and being eligible, offers himself for re-election, be and is hereby re-appointed as a Director, liable to retire by rotation.”

- 3. To re-appoint M/s. Mukund & Rohit, Chartered Accountants as the Statutory Auditors of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] (‘the Act’) and pursuant to the recommendations of Audit Committee and Board of Directors of the Company, M/s. Mukund & Rohit, Chartered Accountants (ICAI Firm Registration Number: 113375W), be and are hereby re-appointed as Statutory Auditors of the Company for the period of Five years, to hold office from the conclusion of this 30th Annual General Meeting (AGM) till the conclusion of 35th AGM of the Company on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee.”

Special Business: -

- 4. To approve revision in remuneration of Mr. Gaurav Thanky (DIN: - 02565340) as a Managing Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in modification of Resolution No. 3 passed at the 28th Annual General Meeting of the Company held on 28th August, 2020 in respect of re-appointment of and remuneration payable to Mr. Gaurav Thanky, Managing Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, approval of the Company, be and is, hereby accorded to

the revision in the terms of remuneration of Mr. Gaurav Thanky as a Managing Director of the Company, by way of increase in the maximum amount of salary payable to him with authority to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) with effect from 01st October, 2021 up to his residual tenure ending on 30th September, 2023 at a remuneration of Rs. 8,50,000 (Rupees Eight Lakh fifty thousand only) per month and perquisites and on such terms and conditions as set out in the explanatory statement annexed hereto as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT in case of no profit or inadequacy of profits in any financial year during the currency of his tenure the remuneration as aforesaid will be paid as minimum remuneration;

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 read with rules made thereunder and other applicable laws, if any [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] as also pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Approval, be and is, hereby accorded, to the continuation of payment of remuneration to Mr. Gaurav Thanky (belonging to promoter group) as a Managing Director on the terms and conditions as approved by the shareholders of the Company, at their 28th Annual General Meeting held on 28th August, 2020 as also increase in his remuneration as aforesaid for his residual term ending on 30th September, 2023 notwithstanding:

(a) the annual remuneration payable to him exceeds Rs. 5 Crores or 2.5 percent of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher,

OR

(b) the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things, including to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Date: 29.08.2022
Place: Moxi

**For and on behalf of Board of
Axel Polymers Limited**

**Sd/-
Gaurav Thanky
Chairman & Managing Director
DIN: 02565340**

GENERAL NOTES:

1. In view of precautionary measures to contain spread of COVID-19 and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 (hereinafter collectively referred to as "the Circulars") companies are allowed to hold Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

2. In terms of the Circulars, the physical attendance of Members is dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting. Since the AGM will be held through VC/OAVM, the Route Map for AGM venue is not required to be annexed to the Notice.
 3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 4. In compliance with the Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2021-22 is being sent only through email to those Members whose email IDs are registered with the Company/Depositories. Members may note that the Notice of the AGM and Annual Report for the Financial Year 2021-22 will also be available on the Company's website www.axelpolymers.com, and the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency providing the e-Voting facility) at www.evoting.nsdl.com.
 5. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the Company's Registrar & Share Transfer Agent i.e. Link Intime India Private Limited ("RTA") in case the shares are held by them in physical mode.
- 6. Process for Registration/updation of E-mail ID, PAN, Bank Account Details and other details:**

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to vadodara@linkintime.co.in or by post to B-102-103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020 Tel: 0265-2356794 / 6136000	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration for opting out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares/ debentures/ bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at: https://axelpolymers.com/document/12 (www.axelpolymers.com)	
Demat	<p>Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant ("DP") only, and not to the Company's RTA.</p> <p>Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better services to the Members.</p>	

This may be treated as an advance opportunity in terms of proviso to Rule 18(3) (i) of the Companies (Management and Administration) Rules, 2014.

7. 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/ Company's RTA.
8. In view of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are being processed only in the dematerialised form with effect from April 1, 2019. Therefore, the Members are requested to take prompt action to dematerialise the Equity Shares of the Company. The Members may contact the Company or the Company's RTA for assistance in this regard.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 3 and 4 of the Notice, is annexed thereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to the Notice as **Annexure-I**.
10. The Members can join the AGM through VC/OAVM mode, 15 minutes before and after scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 29th September, 2022. Members seeking to inspect such documents can send an email to cs@axelpolymers.com.
12. Pursuant to Section 91 of the Act, the Register of Members of the Company will be closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive) for the purpose of AGM.
13. In compliance with Section 108 of the Act, read with the corresponding Rules, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as voting during AGM will be provided by NSDL.
14. Members who have cast their votes by remote e-Voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode and for Members who have not registered their e-mail addresses is provided in the "Instructions for e-Voting" section which forms part of this Notice.
15. The Board of Directors of the Company has appointed Mr. Devesh Pathak, Practising Company Secretary (Membership No.: FCS- 5545), Proprietor, M/s Devesh Pathak & Associates, Vadodara, as the Scrutinizer, to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.

16. Members holding shares either in physical or dematerialised form, as on Thursday, 22nd September, 2022 (“**Cut-off Date**”), may cast their votes electronically. **The e-Voting period commences on Monday, 26th September, 2022 (9:00 A.M. IST) and ends on Wednesday, 28th September, 2022 (5:00 P.M. IST).** The e-Voting module will be disabled by NSDL thereafter. A Member will not be allowed to vote again on any resolution on which vote has already been cast.
17. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Cut-off Date, i.e. as on 22nd September, 2022.
18. A person who is not a Member as on the Cut-off Date is requested to treat this Notice for information purposes only.
19. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM.
20. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, i.e. 22nd September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, may follow steps mentioned in the Notice under ‘Instructions for e-Voting’.

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="394 1339 1433 1633">1. Existing IDeAS user can visit the e-Services website of NSDL viz https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="394 1696 1433 1780">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility (available on App Stores & Google Play Stores) for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon **“Login”** which is available under **‘Shareholder/Member’** section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. **Alternatively**, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps as mentioned below in process for those shareholders whose e-mail ids are no registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Casting vote electronically and joining General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

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

1. The procedure for e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present at the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting during the AGM shall be the same person mentioned for remote e-Voting.

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

1. Members may note that the 30th Annual General Meeting of the Company will be convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013, read with the applicable Circulars. The facility to attend the AGM through VC/OAVM will be provided by the Company through NSDL. Members may access the same at <https://www.evoting.nSDL.com>.
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.
3. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
4. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
5. Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
7. Members can participate in the AGM through their desktops/ smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high-speed internet connectivity.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.
10. Members who would like to express their views or seek information during the AGM may register themselves as a speaker by sending their request alongwith the questions from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at cs@axelpolymers.com latest by 20th September, 2022. Only those Members who have registered themselves as a speaker alongwith the questions will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to pcsdeveshpathak@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “**Upload Board Resolution/Authority Letter**” displayed under “**e-Voting**” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. **In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.**

Process for those shareholders whose email ids are not registered with the depositories for obtaining user id and password and registration of e-mail ids for e-voting for the Resolutions set out in this Notice:

Shareholders may send a request to evoting@nsdl.co.in for obtaining user id and password for e-Voting.

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
2. In case shares are held in demat mode, please provide DPIDCLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions

- The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- The result declared along with the Scrutiniser’s Report shall be placed on the Company’s website at www.axelpolymers.com and on the website of NSDL, <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to BSE Limited, where the equity shares of the Company are listed.

ANNEXURE - I

INFORMATION ABOUT THE APPOINTEE PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015: READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS-2: -

Name of the Director	Mr. A. B. Bodhanwala
Designation	Director & CFO
DIN	00421362
Age	62 years
Date of Birth	19.06.1960
Nationality	Indian
Date of first Appointment	01.03.1993*
Qualification	Chartered Accountant
Expertise	Corporate Law & Finance
Directorship in the other Board Companies as on 31.03.2022 (Excluding Axel Polymers Limited)	N.A.
Chairmanship/Membership of Committee of the Board of the Listed Companies in which he/she is a director as on 31.03.2022	1. Audit Committee
Shareholding in the Company as on 31.03.2022	9,87,020 Equity Shares
Relationship with any Director(s) and Key Managerial Personnel (KMP) of the Company	He is related to Dr. (Mrs.) Minnie A. Bodhanwala
Terms and conditions of Appointment/Reappointment	As per the existing terms and conditions.
Details of Remuneration last drawn, if any	Rs. 24,00,000/- P.A. (for FY 2021-2022)
No. of Board Meetings attended	Attend all Board Meetings held during the FY 2021-2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

M/s. Mukund & Rohit ("M&R"), Chartered Accountants (Firm Registration No. 113375W), were appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 25th Annual General Meeting ('AGM') until the conclusion of 30th AGM of the Company. The tenure of M&R will end at conclusion of the ensuing 30th AGM.

The Board of Directors on the recommendation of the Audit Committee recommended the reappointment of M&R, as the Statutory Auditors of the Company for a further term of five consecutive years from the conclusion of 30th AGM till the conclusion of the 35th AGM, to the approval of the Members. The fee for audit services for financial year 2022-23 will be Rs. 3,50,000/- plus applicable taxes out-of-pocket and other incidental expenses in connection with the audit. In addition to the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, etc. and other permissible non-audit services as required from time to time, for which they will be remunerated separately on such terms as may be recommended by the Audit Committee and approved by the Board of Directors. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as approved by the Board of Directors of the Company.

The Audit Committee and the Board has considered factors like vast audit experience of the firm in various segments, market standing of the firm, qualifications and experience of the partners of the firm, engagement team's experience, clientele served, sound technical knowledge, etc. and found credentials of M&R suitable to handle the statutory audit of the Company.

M/s. M&R has around 90+ professionals and staff. It has offices in Vadodara, Ahmedabad, Mumbai and Gandhidham. They have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections

139 and 141 of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the Companies Act, 2013 or the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Mukund & Rohit, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

This shall be treated as requisite explanatory statement in terms of Regulation 36(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 also.

Accordingly, the Board recommends resolution as set out in item no. 3 of the accompanying notice in respect of appointment of M/s Mukund & Rohit, Chartered Accountants, a Peer Reviewed Firm for your approval by way of Ordinary Resolution.

None of the Directors/Key Managerial Personnel or their relatives shall be deemed to be concerned or interested financially or otherwise in the resolution.

Item No. 4

Considering valuable contributions as well as the increased job responsibilities shouldered by Mr. Gaurav Thanky as a Chairman & Managing Director of the Company, your Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee, has approved the upward revision in the 'basic salary' component of remuneration payable to Mr. Gaurav Thanky as a Managing Director with effect from 1st October, 2021 till his residual tenure ending on 30th September, 2023 as under:

- a) Basic salary: Rs. 8,50,000/- per month
- b) Perquisites: perquisites continue to be the same as approved by the shareholders vide Ordinary Resolution No. 3 passed at the 28th Annual General Meeting of the Company held on 28th August, 2020.
- c) All other terms and conditions of their appointments continue to be the same as approved by the shareholders vide Ordinary Resolution No. 3 passed at the 28th Annual General Meeting of the Company held on 28th August, 2020.

Sub regulation 6 (e) to Regulation 17 to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR) requires approval of shareholders by way of Special Resolution in following circumstances.

“the payment of any fees or compensation to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution, if:

- a) the annual remuneration payable to such executive director exceeds Rs. 5 crore or 2.5 percent of the net profits of the listed entity, whichever is higher; or
- b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.”

Since Mr. Gaurav Thanky, Managing Director is an Executive Director belonging to Promoter group, in order to pay remuneration as aforesaid, on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, your Directors recommend and seek your approval to the resolutions as set out in item no. 4 of the accompanying notice by way of Special Resolution.

Requisite Additional information as prescribed in item no. (iv) of sub-paragraph “B” of paragraph (1) of section II of schedule V of Companies Act, 2013 is available in “Annexure A” to this notice.

The nature of duties of Mr. Gaurav Thanky shall be subject to the supervision and control of the Board, be entrusted with substantial powers of managing the affairs of the Company and day to day management of the Company and represent the Company before the government offices, various stakeholders and outside parties and shall also perform such duties as, from time to time, be entrusted to him by the Board of Directors by passing a resolution and/ or entering into an agreement with him and the business activities of any one or more of its subsidiary and/or associate companies, if any, including performing duties as requested by the Board of Directors from time to time, by serving on the Boards of such companies or by any other executive body or any committee of such a Company.

The terms and conditions of appointment of Mr. Gaurav Thanky also include clauses pertaining to adherence with the Company's Code of Conduct, including non-conflict of interest with the Company and maintenance of confidentiality

None of the Directors/Key Managerial Personnel(s) or their relatives, except Mr. Gaurav Thanky (DIN – 02565340) and his relatives, shall be deemed to be interested or concerned, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

ANNEXURE- A

Additional information required as per Schedule V to the Companies Act, 2013, relating to Item no. 4 of the Notice of Annual General Meeting.

I. General information:

- (i) Nature of Industry: Polymer Compounding.
- (ii) Date or expected date of commencement of commercial production: - the Company's plants are already operational.
- (iii) In Case of new Companies expected date of commencement of activities as per project approved by financial institution approved in the prospectus: - N.A. since the Company is an existing company.

(iv) (Rs. In lakhs)

Particulars	2021-2022
Effective capital	Rs. 1232.35
Total Income	Rs. 7346.71
Profit after Tax	Rs. 91.61

(v) Foreign investments or collaborators, if any: Nil

II. Information about the appointee Director:

1. Background details: Mr. Gaurav Thanky is an engineer by profession, having 2 decades of experience in the plastic industry. He planned and implemented the launch of Company's own brand of Thermoplastic Compounds, Blends & Alloys and developed prospective clients across various sectors for deeper market penetration.
2. Past remuneration: Rs. 91,37,500 p.a. (including perquisites, if any)
3. Recognition or awards: The Company has no information to offer.
4. Job Profile and suitability: Having regard to his rich and very vast experience as also taking in to consideration the contributions made so far for the Company, your Directors are of the opinion that he is suitable to hold the position.
5. Proposed remuneration: As aforesaid in the explanatory statement.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The remuneration as proposed is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company, responsibilities shouldered by him and the industry benchmarks.
7. Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any: He does not have any pecuniary relationship with the Company or any relationship with any Managerial Personnel.

III. Other Information:

a. Reasons of loss or inadequate profit:

Inadequacy of profit can be mainly attributed to the reduced margins of the Company due to increase in stiff competition in Polymers / Engineering Plastic Market from Organized and Unorganized Sectors, and other external factors such as recession & general economic slowdown, Tax reforms, the volatile market conditions of Raw Materials, unstable demand of Polymers, crunch of Working Capital etc.

b. Steps taken or proposed to be taken for Improvement:

While the external factors are beyond the control of the Company, it is focusing on the Internal Factors. For that the Company has initiated certain steps such as better product mix, cost control, continual improvement in Process & Product Quality, reduction of the credit cycle period on credit sales which would reduce the dependence on external borrowing, focusing on maximum profit margin product, maintaining the quality of the product and improving efficiency and reduction of power cost per Kg production etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to hedge and improve the margins.

c. Expected increase in productivity and profits in measurable terms:

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV Disclosures:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors:

As per Item no. 3 of the Explanatory Statement to the Notice of 28th AGM

- (ii) details of fixed component. and performance linked incentives along with the performance criteria;

As per Item no. 3 of the Explanatory Statement to the Notice of 28th AGM

- (iii) service contracts, notice period, severance fees

As per Item no. 3 of the Explanatory Statement to the Notice of 28th AGM

Remuneration package of Mr. Gaurav Thanky has been set out as above.

Date: 29.08.2022
Place: Moxi

For and on behalf of Board of
Axel Polymers Limited

Sd/-
Gaurav Thanky
Chairman & Managing Director
DIN: 02565340

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present their 30th Board's Report together with the Audited Financial Statements for the Financial Year ('FY') ended 31.03.2022.

1. THE STATE OF COMPANY'S AFFAIRS

i. COMPANY OVERVIEW

Axel Polymers Limited ("AXEL") established in the year 1992, is principally engaged in the business of manufacturing of Compounds Blends & Alloys of Engineering & Specialty Polymers and trading of polymer compounds.

AXEL is the largest manufacturer of Engineering Thermoplastic Compounds in India, catering to Multinationals and Domestic Corporates; it has rich domain experience and in-depth knowledge of International and Local Polymers Market having a 3-decade strong operating history in the manufacturing of engineering polymers.

ii. FINANCIAL SUMMARY/HIGHLIGHTS

The Summary of the financial performance of the Company for the year-ended 31.03.2022 compared to the previous year is as follows:

(Rs. in Lakhs.)

Particulars	2021-2022 (Consolidated)	2020-2021 (Consolidated)	2020-2021 (Standalone)
Revenue from Operations	7291.46	4831.51	2304.13
Other Income	55.25	39.80	1.42
Total Income	7346.71	4871.31	2305.55
Profit/(Loss) before Depreciation and Tax	182.26	99.01	49.29
(Less): Depreciation	48.06	42.33	(36.97)
Profit/(Loss) before Tax	134.20	56.68	12.33
Add/(Less): Tax Expenses	-	-	-
i. Current Tax	(4.18)	-	2.28
II. Deferred Tax	(38.42)	8.91	(6.53)
Net Profit/(Loss) for the year	91.61	65.59	18.86
Other Comprehensive Income for the Year (Net of Tax)	(1.86)	(5.69)	(1.99)
Add/(Less): Balance Brought Forward	46.47	(13.43)	(231.10)
BALANCE CARRIED FORWARD TO BALANCE SHEET	138.68	46.47	(210.25)

During the year under review, your Company posted a total income on consolidated basis of Rs. 7,346.71 lacs as against Rs. 2305.55 lacs on standalone basis in the previous year. The Net profit for the year was Rs. 91.61 lacs as against Rs. 18.86 lacs in the previous year.

The global business sentiment in the first half of the last financial year was at its bottom. Things started improving in the second half; however, the Global tension surfaced due to the Ukraine Russia issue, which again slowed the recovery process to an extent. The entire focus was on recreating sustainable business environment and coming back to the new normal.

There was heavy financial pressure on the manufacturing sector; funds were not being realized in time, import cycles being disturbed, commercial terms were turning from Credit to Advance payments. Raw Material availability was shrinking and prices were rising. Your Directors made their earnest efforts focused to keep the operations afloat.

iii. GLOBAL UNCERTAINTY & COVID 19 PANDEMIC APPROACH & IMPACT

India was relatively successful in managing the first wave of the pandemic outbreak but unfortunately, the second wave of Covid-19 in April 2021 was much more pronounced across India, including the rural areas which were relatively less impacted in the first wave.

The Indian GDP, after a steep fall of 24.4% and 7.3% in Q1 and Q2 of FY 2020-21 respectively, showed nominal recovery in Q3 & Q4 but unfortunately, the second wave of Covid-19 in April 2021 again delayed the processes. This recovery trend was the effect of the efforts undertaken by the Government in minimizing the impact of Covid-19 on the economy. The Company adapted to the New Normal situation and was able to optimise / ensure steady cash flows and continuity of operations.

However, the impact assessment of Covid-19 is a continuing process given the uncertainty associated with its nature and durations. The Company will continue to monitor any materials changes as the situation evolves.

iv. SCHEME OF AMALGAMATION:

As you are aware, a Scheme of Arrangement pursuant to the provisions of Section 230 to Section 232 as well as other provisions, applicable, if any, of the Companies Act, 2013 for the Amalgamation of Dhara Petrochemicals Private Limited ('DPPL') with Axel Polymers Limited ('APL') was approved by NCLT and the Order was passed on 03.08.2021 and the directions under the Scheme was effected / implemented on 01.09.2021.

2. SHARE CAPITAL

Pursuant to the Scheme of Amalgamation of Dhara Petrochemicals Private Limited ('DPPL') with your Company i.e., Axel Polymers Limited ('APL') effective from 01.09.2021, Authorised Capital of the Company increase from 15 Crores to 16 Crores and Paid-up Capital increase from Rs. 4,30,00,000/- comprising 43,00,000 Equity shares of Re.10 each fully paid to Rs. 8,51,66,800/- comprising 85,16,680 Equity shares of Re.10 each fully paid.

As on 31st March 2022, the paid-up share capital of your Company stood at Rs. 8,51,66,800/- comprising 85,16,680 Equity shares of Re.10 each fully paid. The new fully paid-up shares are pari-passu in all respects with the existing shares.

3. DIVIDEND

In view of the carried forward losses of the Company, your directors do not recommend dividend for the year.

4. INFORMATION ABOUT SUBSIDIARY/JV/ASSOCIATE COMPANY

Neither the Company has any Subsidiary, Joint Venture or Associate Company nor any other Company has become or ceased to be Subsidiary/Joint Venture/ Associate Company.

5. TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

There was no unpaid/unclaimed amount, required to be transferred to Investor Education & Protection Fund during the year under review.

6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF REPORT

No Material changes and Commitments affecting the financial position of the Company have occurred between the end of financial year to which this financial statement relates and the date of this report and hence not reported.

7. ANNUAL RETURN

The Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 of your Company for the financial year under review is available at website of your Company www.axelpolymers.com under the "Investor Relations" section.

8. DIRECTORS:

A. Details of Appointment/resignation of Directors and Key Managerial Personnel

Dr. (Mrs.) M. A. Bodhanwala was reappointed as a Retiring Director and Mr. Haresh P Kothari was appointed as an Independent Director of the Company by the members at their 29th Annual General Meeting held on 29th September 2021.

Mr. Amol Samant, Independent Director of the Company resigned from the office w.e.f. 19.08.2021 and Mr. B. K. Bodhanwala, Whole Time Director of the Company resigned from the office w.e.f. 01.09.2021.

B. Statement on declaration given by independent directors under Section 149(6) of the Act

The Board of Directors hereby declares that all the independent directors duly appointed by the Company have given the declaration and they meet criteria of independence as provided under Section 149(6) of the Act.

C. A statement with regard to integrity, expertise and experience of independent directors

Your Directors are of the opinion that Independent Directors of the Company are of high integrity and suitable expertise as well as experience (including proficiency)

D. Formal Annual Evaluation

The Company has devised a policy for performance evaluation of Board, its Committees and individual Directors; which include criteria for performance evaluation of executive directors and non-executive directors. The Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committee. The Board of Directors has expressed their satisfaction with the evaluation process.

9. NO. OF MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2021-22, seven meetings of the Board of Directors were held.

10. DIRECTORS TRAINING & FAMILIARIZATION

The Directors are regularly informed during the meetings of the Board and the Committees, of the activities of the Company, its operations and issues facing the Polymer Industry. Considering the association of the Directors with the Company and their seniority and expertise in their respective areas of specialisation and knowledge of the engineering industry, their training and familiarization were conducted in the below mentioned areas:

- The Roles, Rights, Responsibilities and Duties of Independent Directors
- Business Development Strategy and Plans
- Changes brought in by the introduction of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- New SEBI Regime - Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

11. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- (a) In the preparation of the annual accounts for the year ended on 31.03.2022, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2021-2022 and of the profit of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. AUDITORS

A. STATUTORY AUDITORS

The Company had appointed M/S Mukund & Rohit, Chartered Accountants, Vadodara having firm registration no. 113375W as Statutory Auditors of the Company for a period of 5 years; who retires at the ensuing AGM. In line with the recommendations made by the Audit Committee, the Board of Directors have recommended the reappointment of M/s Mukund & Rohit, Chartered Accountants as Statutory Auditors for a further period of 5 years commencing from the conclusion of the ensuing 30th AGM. The Company has obtained necessary certificate under Section 141 of the Act conveying their eligibility for being the Statutory Auditors of the Company.

B. SECRETARIAL AUDITORS

M/s. Devesh Pathak & Associates, Practising Company Secretaries, Vadodara, were appointed as Secretarial Auditors, to carry out Secretarial Audit of the Company Pursuant to Section 204 of The Companies Act, 2013 and rules framed thereunder for the Financial Year 2021-2022. The Secretarial Audit Report has been annexed to this Report as per Annexure I.

C. INTERNAL AUDITORS

Mrs. Pooja Mehta, Chartered Accountant, Mumbai, has been appointed as an Internal Auditor of the Company in terms of Section 138 of The Companies Act, 2013 and rules framed thereunder, for the Financial Year 2021-22 by the Board of Directors, upon recommendation of the Audit Committee.

Explanation or Comments on disqualifications, reservations, adverse remarks or disclaimers in the Auditor's Reports;

Neither the Statutory Auditors nor the Secretarial Auditors of the Company, in their respective reports have made any qualifications, reservations, adverse remarks or disclaimers. Accordingly, no explanations/ comments thereon are required to be furnished.

13. LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any guarantees or securities covered under the provisions of section 186 of the Companies Act, 2013 (the Act). However, the aggregate of loans and advances granted as also investments made, if any, are within the limits of section 186 of the Act.

14. RELATED PARTY TRANSACTIONS

The Particulars of contracts or arrangements entered into by the Company with Related Parties, referred to in sub-section (1) of Section 188 of the Act, in the prescribed Form AOC-2 is enclosed as **Annexure - 2**.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The Particulars as prescribed in section 134(3)(m) of the Act read with the Companies (Accounts) Rules 2014, are as follows.

(A) Conservation of Energy

- (i) the steps taken or impact on conservation of energy: - NIL
- (ii) the steps taken by the Company for utilizing alternate sources of energy: - NIL
- (iii) the capital investment on energy conservation equipment's: - NIL

Power & Fuel Consumption- Electricity	2021-2022	2020-2021
Consumed Quantity units	10,41,694	13,21,072
Amount in Rs.	76,62,182	95,05,501
Rate/Unit Rs.	7.36	7.20
Production Quantity M. T	3110.733	4031.604
Power Cost Per Kg. of Production Rs.	2.46	2.35

(B) Technology Absorption

The Company continues to lay emphasis on development and innovation of in-house technology and technical skill to meet customer requirements. Efforts are also continuing for improving productivity and quality of products and continue to keep pace with the advances in technological innovations and up-gradation.

(C) Foreign Exchange Earnings and Outgo

Foreign exchange earnings or outgo during the year as per below table.

(Rs. in Lakhs.)

Particulars	2021-2022 (Consolidated)	2020-2021 (Consolidated)	2020-2021 (Standalone)
Foreign Exchange Earned	115.77	233.53	0.00
Foreign Exchange Spent	193.70	97.76	0.00

16. RISK MANAGEMENT POLICY

The composition of the Risk Management Committee is not applicable to your Company. However, the Company has adopted a Risk Management policy in accordance with the provisions of the Act.

17. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company

1. Mr. Gaurav Thanky : Managing Director
2. Mr. Aarasp Bejan Bodhanwala : Director - CFO
3. Mr. Bejan Kavasji Bodhanwala : Whole- time Director (upto 01.09.2021)
4. Mr. Jigardan Gadhvi : Company Secretary

18. DEPOSITS

The Company has neither accepted nor renewed any deposit within the meaning of the Companies (Acceptance of Deposits) Rules, 2014.

19. CORPORATE SOCIAL RESPONSIBILITY

Since the Company does not fall in any of the criteria mentioned in section 135(1) of the Act, provisions of Section 135 of the Act and rules framed there under relating to corporate social responsibilities, are not applicable to the Company. Hence, no details in the regard have been furnished.

20. PARTICULARS OF EMPLOYEES

There was no employee drawing remuneration of Rs 1.02 crores or more per annum or Rs. 8.50 lacs per month for any part of the year or more and hence no particulars have been furnished as required under Section 197 of the Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

21. DISCLOSURE UNDER THE SEXUAL HARASSEMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. 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. The summary of sexual harassment complaints received and disposed off during the financial year 2021-2022 is as under:

Number of Complaints Received	NIL
Number of Complaints Disposed off	NIL

22. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, there were no application made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

23. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loans taken from Banks & Financial Institutions.

24. ANNUAL EVALUATION

Pursuant to the Section 134(3)(p) and other applicable provisions, if any, of the Act and Regulation 17(10) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the Board has carried out an annual evaluation of its own performance, its committees and the directors individually.

25. CORPORATE GOVERNANCE REPORT

In view of Paid up Capital and Net worth of the Company being less than Rs. 10 Crores and Rs. 25 Crores respectively, Corporate Governance Report as prescribed in Clause C of schedule V to LODR is not required to be included in the Annual Report in terms of Regulations 27(2) of LODR.

26. CERTIFICATIONS AND DECLARATIONS

The certificate issued by the Managing Director and Executive Director cum CFO of the Company with regards to certification on Audited Financial Statements of the Company for financial year 2021-2022 in accordance with the Provisions of Regulation 17(8) of Listing Regulations is attached as **Annexure 4A** and forms part of this Annual Report.

The declaration by Chairman of the Company relating to compliance of Code of Conduct by all Board Members and Senior Management Personnel of the Company, in accordance with the provisions of Regulation 17(5) of Listing Regulations is attached as **Annexure 4B** and forms part of this Annual Report.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as stipulated under Para B of Schedule V of LODR is attached as **Annexure - 3**.

28. COMMITTEE COMPOSITION

AUDIT COMMITTEE

The Composition of the Audit Committee is in line with the provisions of Section 177 of the Act read with Regulation 18 of SEBI (LODR) Regulation, 2015 as below.

Sr No	Name of the Directors	Designation	Nature of Directorship
1	Amol Arvind Samant	Chairman*	Non-Executive Independent Director (upto 19.08.2021)
2	Haresh P. Kothari	Chairman	Non-Executive Independent Director (from 19.08.2021)
3	Aarasp Bejan Bodhanwala	Member	Executive Director cum CFO
4	Amitabh Gajendra Thakore	Member	Non-Executive Independent Director

The Audit Committee met four times during the period under review. The role, terms of reference as well as power of the Audit Committee are in accordance with the provisions of Regulation 18 of LODR and Section 177 of The Act and Rules framed thereunder.

During the year, The Board has accepted all recommendations of the Audit Committee and accordingly; no disclosure is required to be made in respect of non-acceptance of any recommendation of the Audit Committee by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The Composition of the Nomination and Remuneration Committee is in line with the provisions of Section 178 of the Act read with Regulation 19 of SEBI (LODR) Regulations, 2015 as below.

Sr. No	Name of the Directors	Designation	Nature of Directorship
1	Amol Arvind Samant	Chairman*	Non-Executive Independent Director (upto 19.08.2021)
2	Amitabh Gajendra Thakore	Chairman	Non-Executive Independent Director (from 19.08.2021)
3	Minnie Aarasp Bodhanwala	Member	Non – Executive Director
4	Haresh P. Kothari	Member	Non-Executive Independent Director (from 19.08.2021)

The Nomination and Remuneration Committee met two time during the period under review. The powers, role and terms of reference of the Nomination and Remuneration Committee cover the areas as contemplated under Regulation 19 of LODR and Section 178 of the Act, and Rules and Regulations, framed thereunder, besides other terms as may be referred by the Board of Directors

REMUNERATION POLICY

Pursuant to provisions of the Act, the Nomination and Remuneration Committee (NRC) of your Board has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees. The NRC has developed criteria for determining the qualification, positive attributes and independence of Directors and for making payments to Executive and Non-Executive Directors. The remuneration policy of the Company can also be seen at the website of the Company i.e. www.axelpolymers.com.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition of the Stakeholders Relationship Committee is in line with the provisions of Section 178(5) of the Act read with Regulation 19 of SEBI (LODR) Regulations, 2015 as below.

Sr. No	Name of the Directors	Designation	Nature of Directorship
1	Amitabh Gajendra Thakore	Chairman	Non-Executive Independent Director
2	Minnie Aarasp Bodhanwala	Member	Non-Executive Director
3	Amol Arvind Samant	Member	Non-Executive Independent Director (upto 19.08.2021)
4	Haresh P. Kothari	Member	Non-Executive Independent Director (from 19.08.2021)

The Stakeholders Relationship Committee met once time during the period under review. The powers, role and terms of reference of the Nomination and Remuneration Committee cover the areas as contemplated under Regulation 19 of LODR and Section 178 of The Act, and Rules and Regulations, framed thereunder, besides other terms as may be referred by the Board of Directors.

29. COST RECORDS

As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the Company has made and maintained Cost Records, as required Clause 8 (ix) of the Companies (Accounts) Amendments Rules, 2018, as applicable, however, the Company is NOT required to appoint Cost Auditor to audit its cost records.

30. VIGIL MECHANISM

As per Section 177(9) and (10) of the Act and Regulation 22(1) of LODR, the Company has established Vigil Mechanism for Directors and employees to report genuine concerns. Vigil Mechanism also provides adequate safeguard against victimization of director(s) or employee(s) and also provides for direct access to the chairperson of the Audit Committee in appropriate and exceptional cases.

31. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by any Regulator or Court or Tribunal impacting the going concern status and the Company's Operations in future during the year under review.

32. REPORTING OF FRAUDS

There have been no instances of fraud reported by the Auditors under section 143(12) of the Act and Rules framed there under either to the Company or to the Central Government.

33. TRANSFER TO GENERAL RESERVE

The Company is not required to transfer any amount to its reserves. Hence, no amount is transferred to reserves during the year under review.

34. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business during the year under review.

35. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

There are adequate Internal Control Systems operating in the Company, which are commensurate with the size and operations of the Company. The Audit Committee supervises the checks and control exercised and reports any suggestion or deviation on a continuing basis. The Authority and responsibility of every employee is defined.

36. MEDIAN EMPLOYEE DETAILS

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be made available to any member on request.

37. INSURANCE

All the assets of the Company have been adequately insured and the Company has taken necessary general insurance to ensure its security.

38. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct, which is applicable to the Members of the Board and all senior level employees in the course of day-to-day business operations of the Company. The Code is laid down by the Board, and is known as "Code of Business Conduct"

The Code lays down the Standard Procedure of Business Conduct which is expected to be followed by the Directors and designated employees in their business dealings and in particular on matters relating to integrity in workplace in business practices and in dealing with stakeholders. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code.

39. STATEMENT ON COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS:

In terms of clause no. 9 of Revised SS-1 (Revised Secretarial Standards on Meetings of Board of Directors effective from 01.10.2017), your directors state that the Company has been compliant of applicable Secretarial Standards during the year under review.

40. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible.

Your Directors also wish to thank its customers, dealers, agents, suppliers; investors and bankers for their continued support and faith reposed in the Company.

Date: 29.08.2022

Place: Moxi

**For and on behalf of Board of
Axel Polymers Limited**

**Sd/-
Gaurav Thanky
Chairman & Managing Director
DIN: 02565340**

ANNEXURES TO THE REPORT OF BOARD OF DIRECTORS

Annexure – 1 Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022

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

To,
The Members,
AXEL POLYMERS LIMITED
S NO 309, VIL-MOKSHI, SANKARDA-SAVLI ROAD,
TAL-SAVLI,
VADODARA, GUJARAT,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the AXEL POLYMERS LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; [presently: The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.]
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [presently: The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guideline, 1999 [Presently: The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Repealed)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Presently: The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021]
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [Presently: The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018]
- (vi) Having regard to the products, processes and locations of the Company as also having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, **on test check basis, we further report that** the Company has complied with the following laws applicable specifically to the Company:
1. The Environment (Protection) Act, 1986
 2. The Air (Prevention And Control of Pollution) Act, 1981
 3. The Water (Prevention and Control of Pollution) Act, 1974

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Ltd. including The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

We further report that

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

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

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

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

We further report (by way of information) that during the audit period:

- (a) The Company has not issued any stock options to the employees and accordingly The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 was not applicable
- (b) The Company has neither got delisted Equity Shares nor bought back any security of the Company and accordingly
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
 were not applicable during the audit period.

(c) A Scheme of Arrangement pursuant to the provisions of Section 230 to Section 232 as well as other provisions, applicable, if any, of the Companies Act, 2013 for the Amalgamation of Dhara Petrochemicals Private Limited ('DPPL') with Axel Polymers Limited ('APL') was approved by the Shareholders, Secured Creditors and Unsecured Creditors at their respective meetings held on 17th February, 2021. Thereafter, Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') vide its Order C.P. (CAA) No.16 OF 2021 dated on 3rd August, 2021 has approved the Scheme of Arrangement, and the said scheme is effective from 1st September, 2021.

Pursuant to the approval of the said scheme of amalgamation:

1. The Object Clause of the Company stands altered as per Clause 14.2 of Scheme.
2. The Authorised capital of the Company stands increased from 15,00,00,000 to 16,00,00,000
3. The Board of Directors allotted 42,16,680 Equity Shares of Rs. 10/- each at par on 1st September, 2021 as consideration other than cash to the shareholders of Transferor Company.

The Company has received Listing approval from BSE vide its letter no. DCS/AMAL/MJ/2173/2021-22 dated 16.12.2021. Further, the Company also received Trading approval of BSE vide its E-letter no. DCS/AMAL/TP/MJ/12953/2021-22 dated 23rd December, 2021 w.e.f. 24th December, 2021.

Accordingly, paid up share capital of the Company stood increased to 85,16,680 equity shares of Rs. 10/- each.

- (d) Out of 52,71,526 Equity shares held by the promoters, 51,20,026 Equity shares (97.13%) are already dematerialized. As informed to us most of balance physical 1,51,500 Equity shares (2.87%) are held by the person not related to the Directors.
- (e) Corporate Governance provisions as specified in LODR were not applicable in terms of Regulation 15(2)(a) of LODR as the Paid-up equity Capital and Net Worth of the Company as at 31st March, 2021 did not exceed Rs. 10 crores and Rs. 25 crores respectively.

For Devesh Pathak & Associates
Practising Company Secretaries

Date: 29th August, 2022
Place: Vadodara

Sd/-
Devesh A. Pathak
(Sole proprietor)
Membership No. FCS 4559
CoP No.: 2306
UDIN: F004559D000863340

Note: This report is to be read with our letter of even date which is enclosed as forming integral part of Report.

29th August, 2022

To,
The Members,
AXEL POLYMERS LIMITED
S No 309, Vil-Mokshi, Sankarda-Savli Road
Tal-Savli,
Vadodara - 391780

Ref: Secretarial Audit Report dated 29th August, 2022 pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and the practices we followed provided reasonable basis for our opinion.
3. We have not received an Independent Auditor's Report and Audited Financial Statement for the financial year ended on 31st March, 2022 and accordingly, we have relied upon the Unaudited Financial Statement and Management Representation provided by the Company on the matter.
4. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company and have relied upon the reports of designated professionals including Statutory Auditors for the purpose. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happenings of events etc.
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. Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Devesh Pathak & Associates
Practising Company Secretaries

Sd/-
CS Devesh A. Pathak
Proprietor
Membership No. FCS 4559
CoP No.:2306

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

AXEL POLYMERS LIMITED
S NO 309, VIL-MOKSHI, SANKARDA-SAVLI ROAD
TAL-SAVLI,
VADODARA-391780

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Axel Polymers Limited having CIN: L25200GJ1992PLC017678 and having registered office at S No 309, Vil -Mokshi, Sankarda-Savli Road Tal-Savli, Vadodara-391780 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Amitabh Gajendra Thakore	00016715	31/12/2005
2.	Mr. Aarasp Bejan Bodhanwala	00421362	01/03/1993
3.	Dr. (Mrs.) Minnie Aarasp Bodhanwala	00422067	28/02/2002
4.	Mr. Gaurav Surendrakumar Thanky	02565340	01/06/2014
5.	Mr. Haresh Padamshi Kothari	05140850	19/08/2021

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

Place: Vadodara
Date: 29th August, 2022

For Devesh Pathak & Associates

Sd/-
Devesh A. Pathak
FCS 4559
CP No. 2306
UDIN: F004559D000863340

Annexure – 2

Form AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.]

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

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements, or transactions entered into during the year ended 31st March 2022, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	V.R. Industries Mr. Gaurav Thanky, MD of the Company is a Partner.	Mr. Gaurav Thanky MD of the Company
(b) Nature of contracts / arrangements / transactions	Manufacturing, Purchase & Sales Agreement	Payment of rent for Office premises
(c) Duration of the contracts / arrangements / transactions	3 years w.e.f. 28 th August, 2020	36 Months w.e.f. 01.09.2021
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	The Terms are mainly to Buy, Sell or Manufacture Compounds of Engineering Polymers in domestic as well as Export Market. Value of Contract during the year ended 31st March 2022 Rs. 1015.57 Lakhs	Details of property B / 312, Western Edge II, Off Western Express Highway, Borivali (East) Mumbai 400 065 Duration: 36 Months w.e.f. 01.09.2021 Rent Rs. 3.00 lacs p.m. up to 31.08.2022 Rs. 3.30 lacs p.m. from 01.09.2022 (As per terms of Leave and License Agreement)
(e) Date(s) of approval by the Board, if any:	29.06.2021	01.09.2021
(f) Amount paid as advances, if any:	NIL	NIL

Date: 29.08.2022
Place: Moxi

For and on behalf of Board of
Axel Polymers Limited

Sd/-
Gaurav Thanky
Chairman & Managing Director
DIN: 02565340

Annexure – 3

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL UNCERTAINTY & COVID 19 PANDEMICS

The world faced the greatest threat to life and livelihood due to the Covid-19 pandemic. This has impacted the global economy and all of its citizens.

India was relatively successful in managing the first wave of the pandemic outbreak but unfortunately, the second wave of Covid-19 in April 2021 was much more pronounced across India, including the rural areas which were relatively less impacted in the first wave.

The Indian GDP, after a steep fall of 24.4% and 7.3% in Q1 and Q2 of FY 2020-21 respectively, showed nominal recovery in Q3 & Q4 but unfortunately, the second wave of Covid-19 in April 2021 again delayed the processes. This recovery trend was the effect of the efforts undertaken by the Government in minimizing the impact of Covid-19 on the economy. The Company adapted to the New Normal situation and was able to optimise / ensure steady cash flows and continuity of operations.

We are grateful to the frontline healthcare workers and other support teams who are selflessly and fearlessly served humanity during these challenging times. The silver lining is the success of large-scale vaccination in the country in controlling the pandemic that has put the country in the driving seat.

The global business sentiment in the first half of the last financial year was at its bottom. Things started improving in the second half; however, the Global tension surfaced due to the Ukraine Russia issue, which again slowed the recovery process to an extent. The entire focus was on recreating sustainable business environment and coming back to the new normal. There was heavy financial pressure on the manufacturing sector; funds were not being realized in time, import cycles being disturbed, commercial terms were turning from Credit to Advance payments. Raw Material availability was shrinking and prices were rising. Your Directors made their earnest efforts focused to keep the operations afloat.

However, the impact assessment of Covid-19 is a continuing process given the uncertainty associated with its nature and durations. The Company will continue to monitor any materials changes as the situation evolves.

Industry structure and development

Axel is a leading Manufacturer of Compounds Blends & Alloys of Engineering Polymers in India. Changing economic and business conditions, technological innovation and technology adoption are making the markets more competitive. The customer focus has shifted to cost saving and alternate solution. Axel always provides the optimum solution to its customer.

These are challenging times across the world. Almost every business every individual is being impacted in these times and your Company is no exception to it. We have worked harder and smarter, delight our customers now more than ever. The true spirit is founded on our enthusiasm, our constant will to renew, our willingness to assume responsibility and to ensure that we succeed. Your company backed by a list of Multinational and Indian Corporate Giants and remarkable processing talents was able to face those challenges by bolstering talent and cost-effective plans across the company.

Performance Analysis

During the year under review, your Company posted a total income on consolidated basis of Rs. 7,346.71 lacs as against Rs. 2305.55 lacs on standalone basis in the previous year. The Net profit for the year was Rs. 91.61 lacs as against Rs. 18.86 lacs in the previous year.

The global business sentiment in the first half of the last financial year was at its bottom. Things started improving in the second half; however, the Global tension surfaced due to the Ukraine Russia issue, which again slowed the recovery process to an extent. The entire focus was on recreating sustainable business environment and coming back to the new normal.

There was heavy financial pressure on the manufacturing sector; funds were not being realized in time, import cycles being disturbed, commercial terms were turning from Credit to Advance payments. Raw Material availability was shrinking and prices were rising. Your Directors made their earnest efforts focused to keep the operations afloat.

Opportunities & Threats

Compared to the Global crisis, the effect on India was less pronounced. The main factor is the domestic consumption in India is sufficiently large. The silver lining is the success of large-scale vaccination in the country in controlling the pandemic that has put the country in the driving seat. Sustained domestic growth will bring improvement in all facets of life.

World markets segments continue to remain in the slump but do recognise the competitiveness of Indian products and services. This will in turn accelerate the pace of the domestic markets too in future.

The existing scale of our operations, future developments, low overheads, and qualities of products matching with International Standards are our inherent strengths. This in turn continues to give us unparalleled platform to be more competitive.

We are focused to deliver superior values to customers, ensuring International qualities for all the products and services.

Segment wise / Product wise performance

Class of Goods	Unit	Sales Qty (MT)	Value Rs (lacs)
Compounds of Engineering Polymers	MT	1419	2959.45
Toll Compounds of Engineering Polymers	MT	1715	203.30
Trading of Engineering Polymers and compatibilizers	MT	2010	4120.54

Outlook

The global health pandemic had disrupted daily lives, livelihoods, and businesses and economies world over, orchestrating an uncertain situation on account of endless lockdowns of cities and countries. This unprecedented event caused an operational and financial dent to businesses of all sizes and statures, challenging frameworks and continuity plans. To ensure safety of people and continuity of operations, businesses resorted to immediate viable measures like remote working and cost reductions to stay afloat and sustain.

With restrictions easing and commercial activity gradually picking up across the country in Q4, and business sentiments were showing positive signs of recovery. But... again the 2nd wave impacted the situation in February 2021. Globally, countries went into lockdown; in one form or the other.

However, the impact assessment of Covid-19 is a continuing process given the uncertainty associated with its nature and durations. The Company will continue to monitor any materials changes as the situation evolves.

The pandemic has forced change: economic, societal and commercial. It is imperative to reevaluate existing plans, remodel to sustain, factor in resilience to overcome future challenges of similar velocity, and most importantly adapt to the 'New Normal'.

Looking to the overall scenario in the country as well as globally, the current year was comparatively better. However, your Directors are making their earnest efforts to pull up the Sales revenue as fast as possible.

Risk Management

Polymer Industry has a certain specific set of risk characteristics, which needs to be carefully evaluated and mitigated. In order to effectively manage the same, the Company has evolved proactive Risk Management System, which is adhered to. The risk management covers the entire process from capital investment, competitors' activities, new entrants etc.

Continual reforms and emphasis on technological developments shall reduce the exposure to risk. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the shareholders and stakeholders, to achieve business objectives and enable sustainable growth

Internal Control Systems

There are adequate internal control systems operating in the Company, which are commensurate with the size and operations of the Company. The Audit Committee supervises the checks and controls exercised and reports any suggestions or deviations on a continuing basis. The authority and responsibility of every employee is defined, thus leaving no scope for any deviation.

Financial performance vis-à-vis Operational performance

During the year under review, your Company posted a total income on consolidated basis of Rs. 7,346.71 lacs as against Rs. 2305.55 lacs on standalone basis in the previous year. The Net profit for the year was Rs. 91.61 lacs as against Rs. 18.86 lacs in the previous year.

The global business sentiment in the first half of the last financial year was at its bottom. Things started improving in the second half; however, the Global tension surfaced due to the Ukraine Russia issue, which again slowed the recovery process to an extent. The entire focus was on recreating sustainable business environment and coming back to the new normal.

There was heavy financial pressure on the manufacturing sector; funds were not being realized in time, import cycles being disturbed, commercial terms were turning from Credit to Advance payments. Raw Material availability was shrinking and prices were rising. Your Directors made their earnest efforts focused to keep the operations afloat.

The Company has met all the Financial Commitments to Bank within the stipulated period as per the Audit Report. The production costs in absolute terms, increased during the current year.

Human Resources

The focus is on the capability development, performance management and employee engagement. This is expected to improve the cost competitiveness through greater levels of employee participation, commitment and involvement.

Cautionary Statement

Statement in this management analysis detailing the Company's objectives, projections, estimates, expectations, or predictions may be "forward looking" statements within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that may influence your company's operations include Global and domestic supply and demand conditions affecting selling prices, input availability and prices, changes in Government policies, regulations, tax regimes, economic development within and outside the country and other allied factors. The Company assumes no responsibility to publicly amend, modify or revise the forward-looking statement on the basis of subsequent developments, information or events.

Annexure 4A

MD/CFO CERTIFICATION TO THE BOARD

(Under Regulation 17(8) of the Listing Regulation, 2015)

We, Mr. Gaurav S. Thanky, Managing Director and Mr. Aarasp B. Bodhanwala Chief Financial Officer certify that -

- a. We have reviewed the financial statements for the Quarter and Year ended on 31.03.2022 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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;
- b. There are, to the best of our knowledge and belief, no transactions, entered into by the Company during the Quarter and Year ended on 31.03.2022, which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps have been taken or proposed to be taken to rectify these deficiencies.
 - There has not been any significant change in internal control over financial reporting during the Year under reference.
 - There has not been any significant change in accounting policies during the Year requiring disclosure in the notes to the financial statements; and
 - We are not aware of any instance during the Year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Moxi
Date: 29.08.2022

Gaurav S. Thanky

A.B. Bodhanwala

Sd/-
Managing Director
DIN: 02565340

Sd/-
Director – CFO
DIN: 00421362

Annexure 4B

CONFIRMATION ON CODE OF CONDUCT

[Regulation 34(3) read with Schedule V (Part D) of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Axel Polymers Limited

This is to confirm that the Board of Director has laid down a code of conduct for Directors and senior management of the Company. It is further confirmed that all Directors and senior management of the company have affirmed compliance with the Code of Conduct of the Company as at 31.03.2022, as envisaged in Regulation 34(3) read with Schedule V (Part D) of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date: 29.08.2022
Place: Moxi

**For and on behalf of Board of
Axel Polymers Limited**

**Sd/-
Gaurav Thanky
Chairman & Managing Director
DIN: 02565340**



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AXEL POLYMERS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of AXEL POLYMERS LIMITED, which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss, Statement of Changes in Equity, and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of the 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We have conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together with the Ethical requirements that are relevant to our audit of the financial statements under the provision of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Codes of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements 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.

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management report and chairman's statement, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and



presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risk of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedure that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls System in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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



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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act is not attached since the Company has no branch.
 - d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - f) On the basis of the written representations received from the directors as on 31stMarch, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31stMarch, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g) 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**";



- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company 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 Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and



(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material mis-statement.

v) The dividend declared or paid during the year by the Company is in Compliance with Section 123 of the Act.

3. With respect to the matter to be included in the Auditor's Report under Section 197 (16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) of the Act which are required to be commented upon by us.

**For Mukund & Rohit
Chartered Accountants
Registration No. 113375W**

**Place: Vadodara
Date: 30-05-2022**

**Sd/-
Rohit Kothari
Partner
Membership No. 038908
UDIN:22038908AKAEZK3461**

Annexure A to the Auditors' Report

The Annexure referred to in our report to the members of **Axel Polymers Limited** for the year ended March 31, 2022, we report that:

I.

- (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (ii) The Company has maintained proper records of intangible assets inter alia original cost, date of purchase and put to use, useful life, residual value, amortization for the current year, accumulated amortization and etc.
- (b) The Property, Plant and Equipment have been physically verified by the management during the year as per program of verification, which in our opinion is reasonable having regard to the size of the company and nature of its assets. As explained to us, no material discrepancies have been noticed on such verification. However, we are unable to comment on physical verification exercise as no records have been produced before us.
- (c) The title deeds of immovable properties are held in the name of the company.
- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder,

- II. (a) As explained to us, the Inventory have been physically verified by the management at reasonable intervals and in our opinion, the coverage and procedure of such verification by the management is appropriate. As represented by the management, no material discrepancy was noticed on such verification.



(b) During the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence, this clause is not applicable.

- III. As informed to us, the Company has not made investments in, provided any guarantee or security, granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, LLP or other parties covered in register maintained under section 189 of the Companies Act 2013. Hence, the questions of reporting whether such loans are not prejudicial to the company's interest, or whether the receipt of the principal amount and interest are regular and, whether reasonable steps for the recovery of overdue of such loan are taken does not arise.
- IV. In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- V. Based on the our scrutiny of Company's record and according to the information and explanation provided by the management, in our opinion, the Company has not accepted any loans or deposits, which are "Deposits" within the meaning of Rule 2(b) of the Companies (Acceptance of Deposit's) Rules, 2014.
- VI. According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
- VII.
- (a) The Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees state insurance, income-tax, sales- tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and no statutory dues were outstanding, as at 31st March, 2022 for a period of more than six months from the date they became payable.



- (b) According to the information and explanation given to us, there are no dues of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, which have not been deposited on account of any dispute.

Nature of the Statute	Nature of The Dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act 1961	Tax Deducted at Source	8.98	Various assessment years, bifurcation currently not available.	TDS-CPC

VIII. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

IX.

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.



- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31st March 2022.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).

X.

- (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

XI.

- (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.



- (b) During the year, no report under sub section (12) of section 143 of the Companies Act 2013 has been filed by us in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with Central Government.
- (c) During the year, no complaints have been received by us as Auditors, hence, this clause is not applicable.
- XII. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- XIII. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the Note No. 36 financial statements as required by the applicable accounting standards.
- XIV.
- (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company for the period under audit and the observation there under have been incorporated
- XV. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- XVI.
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.



- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) and 3 (xvi) d of the Order is not applicable.
- XVII. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- XVIII. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- XIX. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- XX. During the year under review sub-section 5 of Section 135 of the Companies Act is not applicable to the Company. Accordingly, clause 3 (xx)(a) and 3 (xx)(b) of the Order are also not applicable for the year under review.



XXI. The company does not have any subsidiary or joint venture and hence, this clause is not applicable.

**For Mukund & Rohit
Chartered Accountants
Registration No. 113375W**

**Place: Vadodara
Date: 30-05-2022**

**Sd/-
Rohit Kothari
Partner
Membership No. 038908
UDIN: 22038908AKAEZK3461**

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Axel Polymers Limited ("the Company") as of 31st March 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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



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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS 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 Ind AS 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 2022, 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 Mukund & Rohit
Chartered Accountants
Registration No. 113375W**

**Place: Vadodara
Date: 30-05-2022**

**Sd/-
Rohit Kothari
Partner
Membership No. 038908
UDIN:22038908AKAEZK3461**

AXEL POLYMERS LIMITED
Balance Sheet as at 31st March, 2022

Amount in Lacs

Particulars	Note No	As at 31st March 2022	As at 31st March 2021
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	392.41	407.78
(b) Goodwill	-	374.87	374.87
(c) Other Intangible assets	4	3.97	-
(d) Financial Assets			
(i) Trade Receivables	5	227.47	250.55
(ii) Loans	6	47.61	44.53
(iii) Other Financial Assets	7	20.33	25.86
(d) Advance Income Tax Assets (Net)	8	8.53	30.60
(e) Deferred Tax Assets (Net)	9	-	20.18
(f) Other non-current assets	10	29.75	29.65
		1104.93	1184.02
Current assets			
(a) Inventories	11	2826.83	2218.77
(b) Financial Assets			
(i) Trade Receivables	5	1139.26	1323.76
(ii) Cash and cash equivalents	12	93.88	73.04
(iii) Loans	13	5.82	5.16
(iv) Other Financial Assets	14	295.60	307.74
(c) Advance Income Tax Assets (Net)	15	11.29	1.65
(d) Other current assets	16	58.49	42.21
		4431.18	3972.33
Total		5536.12	5156.35
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	17	851.67	851.67
Other Equity	18	380.68	290.46
		1232.35	1142.13
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	494.46	484.94
(ia) Lease Liabilities	-	-	-
(ii) Trade Payables	23	1.56	18.67
(iii) Other Financial Liabilities	20	-	-
(b) Provisions	21	7.37	49.91
(c) Deferred Tax Liability (Net)	9	18.24	-
(d) Other non-current liabilities	-	-	-
Total A		521.63	553.51
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	2099.46	2104.15
(ia) Lease Liabilities	-	-	-
(ii) Trade payables	23	1616.95	1274.83
(iii) Other Financial liabilities	24	25.24	42.87
(b) Other current liabilities	25	13.92	18.61
(c) Provisions	26	4.30	10.51
(d) Current Tax Liabilities (Net)	27	22.26	9.74
Total B		3782.13	3460.71
Total Liabilities(A+B)		4303.77	4014.22
Total Equity and Liabilities		5536.12	5156.35

The accompanying notes 1 to 38 are an integral part of our financial statements

As per our Report of even date attached

For Mukund & Rohit
Chartered Accountants
Registration No. 113375W

For & on behalf of the Board
Axel Polymers Limited

Sd/-
Rohit kothari
Partner
Membership No: 038908

Sd/-
Gaurav Thanky
Managing Director
DIN: 02565340

Sd/-
A.B.Bodhanwala
Director & CFO
DIN: 00421362

Sd/-
Jigardan Gadhvi
Company Secretary

Place: Vadodara
Date : 30-05-2022

Place: Vadodara
Date : 30-05-2022

AXEL POLYMERS LIMITED

Statement of Profit and Loss for the year ended 31st March, 2022

		Amount in Lacs		
	Particulars	Note No.	As at 31st March 2022	As at 31st March 2021
I	Revenue from operations	28	7291.46	4831.51
II	Other Income	29	55.25	39.80
III	Total Income (I+II)		7346.71	4871.31
IV	EXPENSES			
	Cost of materials consumed	30	6071.73	4077.69
	Excise duty on sale of goods	30		
	Purchase of Stock in trade	32		
	Changes in inventory of finished goods & work-in-progress	31	112.78	(379.07)
	Employee Benefits Expense	32	357.70	326.63
	Finance Costs	33	284.18	331.88
	Depreciation and Amortization Expense	3&4	48.06	42.33
	Other Expenses	34	338.07	415.17
	Total Expenses (IV)		7212.51	4814.63
V	Profit Before Exceptional items and Tax (III-IV)		134.20	56.68
VI	Exceptional Items			
VII	Profit Before Tax (V-VI)		134.20	56.68
VIII	Tax Expense:			
	(a) Current Tax		22.26	9.74
	(b) Minimum alternate tax credit entitlement		(18.08)	(9.74)
	(C) Deferred Tax		38.42	(8.91)
IX	Profit for the Year (VII-VIII)		91.61	65.59
X	Other Comprehensive Income (OCI)			
	(A) Items that will not be reclassified subsequently to profit or loss			
	(i) Re-measurement of the Defined Benefit Plans		0.53	(7.06)
	Ind As adjustment		1.33	1.37
	Total of Other Comprehensive Income (OCI) (X)		1.85	(5.69)
XI	Total Comprehensive Income for the Year (IX+X)		89.75	59.90
XII	Earnings Per Equity Share :			
	Basic (in Rs.)	35	1.08	0.77
	Diluted (in Rs.)		1.08	0.77

The accompanying notes 1 to 38 are an integral part of our financial statements

As per our Report of even date attached

For Mukund & Rohit
Chartered Accountants
Registration No. 113375W

For & on behalf of the Board
Axel Polymers Limited

Sd/-
Rohit kothari
Partner
Membership No: 038908

Sd/-
Gaurav Thanky
Managing Director
DIN: 02565340

Sd/-
A.B.Bodhanwala
Director & CFO
DIN: 00421362

Sd/-
Jigardan Gadhvi
Company Secretary

Place: Vadodara
Date : 30-05-2022

Place: Vadodara
Date : 30-05-2022

Cash Flow Statement As At 31.03.2022

Amount in Lakhs

	Particulars	As At 31st March, 2022	As At 31st March, 2021
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before tax and extra ordinary items (Including Prior period adjustments)	134.20	56.68
	Adjustments For:		
	Depreciation	48.06	42.33
	Interest expense	284.18	333.25
	Interest income	(18.00)	(38.33)
	Provision for Gratuity		-
	Provisions written back		-
	Operating Profit before working capital changes	448.44	393.93
	Adjustment for (increase)/decrease in Operating assets		
	Inventories	(608.06)	(570.90)
	Current Trade Receivables	184.49	(618.17)
	Non current Trade Receivables	23.08	57.92
	Loans current as well as non current	14.34	0.01
	Other Financial Asset-non current	5.53	0.07
	Advance Income Tax Asset-non current	22.07	(7.39)
	Deferred Tax Assets (Net)	0.00	
	Other Financial Asset-current	12.14	(93.04)
	Advance Income Tax Assets (Net)-current	(9.64)	2.27
	Other current Asset	(16.27)	(31.10)
	Other non current Asset	(0.10)	0.00
	Adjustment for Increase/(Decrease) in Operating Liabilities		
	Provisions Current as well as non current	(48.75)	10.16
	Provision for Tax	12.52	0.00
	Trade Payables-current	342.12	715.41
	Trade Payables-Non current	(17.10)	0.00
	Other Financial Liability - current	(17.63)	(3.56)
	Other Financial Liability - non current	0.00	0.00
	Other current Liabilities	(4.68)	(14.23)
	Cash Generated From Operations	342.50	(158.62)
	Net Direct Taxes (Paid)/Refunded	(22.26)	(14.36)
	Net Cash From Operating Activities	(A) 320.24	(172.98)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	(36.72)	(38.85)
	Sale of Assets (Including Profit/loss)	0.00	0.00
	Interest Income	18.00	38.33
	Net Cash From Investing Activities	(B) (18.72)	(0.52)
C	CASH FLOWS FROM FINANCIAL ACTIVITIES		
	Proceeds from long term borrowings	8.20	223.68
	Proceeds from short term borrowings	(4.69)	243.86
	Finance Cost	(284.18)	(333.25)
	Net Cash From Financing Activities	(C) (280.67)	134.28
	Net increase/decrease in Cash and equivalents (A)+(B)+(C)	(D) 20.85	(39.22)
	Opening balance of Cash and Cash equivalents	(E) 73.04	112.25
	Closing balance of Cash and Cash equivalents	(D) +(E) 93.88	73.04
	Cash and cash Equivalents include		
	Cash in hand	23.70	19.17
	Balance with Scheduled Bank		
	- In Current Account	0.46	0.00
	- In Deposit Account	69.73	53.86
	(held as Margin Money having original maturity of < 12 months)		
		93.88	73.04

Note :-

- Cash Flow Statement has been prepared under the 'Indirect Method' set out in Indian Accounting Standards (Ind AS)-7. "Statement of Cash Flows"
- Figures of the previous year have been regrouped / reclassified wherever necessary.
- Figures for provision derived after adjustment for Other Comprehensive Income (OCI).

The accompanying notes 1 to 38 are an integral part of our financial statements

For Mukund & Rohit
Chartered Accountants
Registration No. 113375W

For & on behalf of the Board
Axel Polymers Limited

Sd/-
Rohit kothari
Partner
Membership No: 038908

Sd/-
Gaurav Thanky
Managing Director
DIN: 02565340

Sd/-
A.B.Bodhanwala
Director & CFO
DIN: 00421362

Sd/-
Jigardan Gadhvi
Company Secretary

Place: Vadodara
Date : 30-05-2022

Place: Vadodara
Date : 30-05-2022

AXEL POLYMERS LIMITED
Statement of Changes in Equity for the year ended on 31st March, 2022
A. Equity Share Capital:
A1. Current Reporting Period :
Amount in Lacs

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
851.67	-	851.67	-	851.67

A2. Previous Reporting Period :

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
430.00	-	430.00	421.67	851.67

B. Other Equity:
B1. Current Reporting Period :
Amount in Lacs

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus					Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective Portion of Cash Flow Hedges	Revaluation Surplus	Exchange Difference on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money received against Share Warrants	Total
			Capital Reserve	Securities Premium	Other Reserves * (Share premium)	Retained Earnings	Remeasurement of defined benefit plan								
Balance at the beginning of the current reporting period	-	-	-	-	244.00	53.85	(2.74)	-	-	-	-	-	(4.65)	-	290.46
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	244.00	53.85	(2.74)	-	-	-	-	-	(4.65)	-	290.46
Total Comprehensive Income for the current year	-	-	-	-	-	91.61	(0.53)	-	-	-	-	-	(1.33)	-	89.75
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	0.47	-	-	-	-	-	-	-	-	0.47
Balance at the end of the current reporting period	-	-	-	-	244.00	145.92	(3.26)	-	-	-	-	-	(5.97)	-	380.68



B2. Previous Reporting Period :

Amount in Lacs

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus					Remeasurement of defined benefit plan	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective Portion of Cash Flow Hedges	Revaluation Surplus	Exchange Difference on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money received against Share Warrants	Total
			Capital Reserve	Securities Premium	Other Reserves * (Share premium)	Retained Earnings										
Balance at the beginning of the current reporting period	-	-	-	-	244.00	(10.44)	(9.79)	-	-	-	-	-	(3.28)	-	220.48	
Changes in accounting policy/prior period errors	-	-	-	-	0.00	0.00	0.00	-	-	-	-	-	-	-	0.00	
Restated balance at the beginning of the current reporting period	-	-	-	-	244.00	(10.44)	(9.79)	-	-	-	-	-	(3.28)	-	220.48	
Total Comprehensive Income for the current year	-	-	-	-	-	65.59	7.06	-	-	-	-	-	(1.37)	-	71.28	
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Any other change (to be specified)	-	-	-	-	-	(1.31)	-	-	-	-	-	-	-	-	(1.31)	
Balance at the end of the current reporting period	-	-	-	-	244.00	53.85	(2.74)	-	-	-	-	-	(4.65)	-	290.46	



Axel Polymers Limited

Notes to Financial Statement for the year ended on 31st March, 2022

NOTE:- 1 Corporate Information

Axel Polymer Limited is a company incorporated under the laws of the Republic of India with its registered office at 309, Mokshi, Sankarda – Savli Road, Savli , Vadodara-391780 having business of manufacturing Compounds, Blends and Alloys of Engineering, Specialty and Commodity Polymers since 1995.

Note:-2

2(A) Significant Accounting Policies

A.1 Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

A.2 Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention on an accrual basis of accounting except following assets and liabilities which have been measured at fair value amount:

- i) Certain financial assets and liabilities, and
- ii) Defined benefit plans – plan assets

A.3 Use of estimates

The preparation of financial statement requires management of the company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and reported.

A.4 Inventories

Inventories are Valued at lower of cost or net realizable value. Valuation is ascertained on following basis.

- a. Raw materials, stores, spares and consumables on FIFO basis.
- b. Semi-finished goods and finished goods, cost includes direct material and labour and proportion of manufacturing overheads on FIFO basis.

A.5 Cash and Cash Equivalents:

The cash flow statements is prepared by the "Indirect Method" set out in Accounting Standard 3 on "Cash Flow Statement" and presents the cash flow by Operating, Investing & Financing activities of the company.

Cash and Cash Equivalents for the purpose of Cash Flow Statement comprise cash at bank and in hand and short term Investment with the Original Maturity of 3 months or less.



Axel Polymers Limited

Notes to Financial Statement for the year ended on 31st March, 2022

A.6 Property, Plant and Equipments

Property, Plant and Equipments are stated at cost, less accumulated depreciation and impairment, if any. It includes the direct costs attributable to bringing the assets to its working condition for its intended use.

Capital work-in-progress comprises of the cost of the assets that are not yet ready for their intended use at the reporting date.

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

The depreciation during the year has been provided on straight line basis as per Schedule II of the Companies act 2013 since the acquisition of respective fixed assets. The depreciation on fixed assets is provided on the straight line method considering the useful life and residual value of respective fixed asset.

The useful life of assets as adopted by the company as per new schedule II of the Companies act is listed as under:

Particulars	Useful Life
Freehold Land	20
Building (Factory)	30
Building (Residential)	60
Plant and Machinery	8
Plant and Machinery (Twin Screw Extruder)	20*
Electrical Installations	10
Laboratory Equipment	10
Computers, Server & Networking Device	3
Furniture	10
Office equipment	5
Vehicles - Four Wheeler	8

*Based on an independent technical evaluation carried out by external valuer, the management believes that the useful life of Plant and machinery estimated best represent the period over which the management expects to use these assets. However, the useful lives for these assets is different from that prescribed in schedule II of the Act.

A.7 Revenue recognition:

- Revenue from sale of goods is recognised when significant risks and rewards of ownership have been passed to the buyer and when the effective control of the seller as the owner is lost. Revenues are recorded at invoice value, net of goods & service tax.
- Interest income is recognized on time proportion basis.
- Dividend income is recognised when the right to receive payment is established.
- Job work income is recognised on completion of job.

A.8 Foreign currency transactions

Exchange differences

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.



Axel Polymers Limited

Notes to Financial Statement for the year ended on 31st March, 2022

- a) Exchange differences arising on settlement of transactions and translation of monetary items other than those covered by (b) below are recognized as income or expense in the year in which they arise. Exchange differences considered as borrowing cost are capitalized to the extent these relate to the acquisition / construction of qualifying assets and the balance amount is recognized in the Profit and Loss Statement.
- b) Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of transaction. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item. (i.e. translation difference on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

A.9 Employee Benefits

- a) The Company's contribution in respect of provident fund is charged to Profit and Loss Account each year.
- b) The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation. The gratuity is paid @ 15 days salary for every completed year of service as per the payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the Life Insurance Corporation of India (LIC) under LIC's Group Gratuity policy. The liability in respect of gratuity is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect post-employment are charged to the Other Comprehensive Income.

A.10 Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset should be capitalised as part of the cost of that asset. The amount of borrowing costs eligible for capitalisation should be determined in accordance with this Standard. Other borrowing costs should be recognised as an expense in the period in which they are incurred

To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation on that asset should be determined as the actual borrowing costs incurred on that Borrowing during the period less any income on the temporary investment of those borrowings.

A.11 Segment disclosures:

The company operates in a single business segment, i.e. of manufacturing of compounds, blends & alloys of Engineering Polymers; and also no geographical segments as company operates only in India. Accordingly, no separate disclosures required by AS-17 for primary business segment and geographical segment.

A.12 Lease:-

Finance Leases

Assets acquired under lease where the company has substantially all the risk and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of lease at lower of the fair value and present value of minimum lease payments. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.



Axel Polymers Limited

Notes to Financial Statement for the year ended on 31st March, 2022

Operating Leases

Assets acquired as leases where a significant portion of risks and rewards of ownership are retained by the lessor are classified as operating lease. Operating lease charges are recognised in the Profit and Loss account on a straight line basis over the lease term.

A.13 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with the IND AS -33 'Earning per Share' prescribed by the Companies (Accounting Standard) Rules 2006. Basic Earning per Share is computed by dividing the net profit or loss for the year by the weighted average number of Equity Share outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity share.

A.14 Taxes on Income

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

- Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- Deferred tax

Deferred tax is recognised on temporary difference between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

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

A.15 Impairment of Assets:-

The Company tests for impairments at the close of the accounting period if and only if there are indications that suggest a possible reduction in the recoverable value of an asset. If the recoverable value amount of an Asset, i.e. the net realisable value or the economic value in use of a cash generating unit, is lower than the carrying amount of the Asset the difference is provided for as impairment. However, if subsequently the position reverses and the recoverable amount become higher than the then carrying value the provision to the extent of the then difference is reversed, but not higher than the amount provided for.



Axel Polymers Limited

Notes to Financial Statement for the year ended on 31st March, 2022

A.16 Provisions, Contingent Liabilities and Contingent Assets:-

Provision is recognized only when there is a present obligation as a result of past events and when reliable estimates of the amount of the obligation can be made. Contingent liability is disclosed for:-

- a) Possible Obligations which will be confirmed only by future events not wholly within the control of the company or
- b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or reliable estimates of the amount of the obligation cannot be made. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.



AXEL POLYMERS LIMITED
Note 3 : Property, Plant, Equipment and Intangible Assets
(a) Property, Plant and Equipment consist of following :
Amount in Lacs

Particulars /Assets	PROPERTY, PLANT AND EQUIPMENT							
	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicle	Office Equipment	Others	
							Cylinder	Computers
GROSS BLOCK								
At 1st April 2020	29.87	244.70	712.25	72.02	36.01	19.45	0.89	11.71
Additions	-	-	5.80	26.98	-	2.92	-	0.75
Deductions/Adjustments	-	-	-	-	-	-	-	-
At 31st March 2021	29.87	244.70	718.05	99.00	36.01	22.37	0.89	12.46
Additions	-	-	22.63	1.92	-	-	-	2.04
Deductions/Adjustments	-	-	-	-	-	-	-	-
At 31st March 2022	29.87	244.70	740.68	100.92	36.01	22.37	0.89	14.51
DEPRECIATION								
At 1st April 2020	-	109.50	581.08	29.03	12.20	15.04	0.57	9.64
Charge for the year	-	6.94	17.95	4.78	4.10	1.58	0.03	0.66
Deductions/Adjustments	-	-	-	-	-	-	-	-
At 31st March 2021	-	116.43	599.04	33.82	16.30	16.61	0.60	10.30
Charge for the year	-	6.94	19.58	7.30	4.10	1.53	0.03	1.18
Deductions/Adjustments	-	-	-	1.05	-	-	-	0.11
At 31st March 2022	-	123.37	618.62	42.17	20.40	18.14	0.63	11.59
NET BLOCK								
At 31st March 2021	29.87	128.27	119.01	65.18	19.71	5.76	0.28	2.16
At 31st March 2022	29.87	121.34	122.05	58.74	15.61	4.23	0.25	2.92

(b) Title deeds of Immovable Property not held in name of the Company

Relevant line item in the Balance sheet	Description of item of Property	Gross Carrying Value	Title deeds held in the name of	whether title deed holder is promoter	Property held since which date	Reason for not being held in the
PPE	Land	NA	NA	NA	NA	
	Building	NA	NA	NA	NA	
Investment Property	Land	NA	NA	NA	NA	
	Building	NA	NA	NA	NA	
PPE retired from active use and held for disposal	Land	NA	NA	NA	NA	
	Building	NA	NA	NA	NA	
others	Land	NA	NA	NA	NA	
	Building	NA	NA	NA	NA	



AXEL POLYMERS LIMITED

Note 3 : Property, Plant, Equipment and Intangible Assets contd

(a) Property, Plant and Equipment consist of following :

Amount in Lacs

Particulars /Assets	PROPERTY, PLANT AND EQUIPMENT									Grand Total
	Others									
	Data Proc Machines	Air Conditioner	Printer	Mobile Handset	CCTV Camera	Attendance Machine	Electrical installations	Laboratory Equipment		
GROSS BLOCK										
At 1st April 2020	16.23	6.28	0.32	1.83	-	-	36.11	57.63		1245.31
Additions	0.62	-	-	0.93	0.34	0.51	-	-		38.85
Deductions/Adjustments	-	-	-	-	-	-	-	-		-
At 31st March 2021	16.85	6.28	0.32	2.77	0.34	0.51	36.11	57.63		1284.16
Additions	-	-	-	0.13	-	-	3.37	2.43		32.52
Deductions/Adjustments	-	-	-	-	-	-	-	-		-
At 31st March 2022	16.85	6.28	0.32	2.90	0.34	0.51	39.48	60.06		1316.68
DEPRECIATION										
At 1st April 2020	16.00	2.20	0.25	0.65	0.00	0.00	27.19	30.77		834.11
Charge for the year	0.21	0.18	0.01	0.12	0.02	0.07	1.08	4.58		42.33
Deductions/Adjustments	-	-	-	-	-	-	-	-		-
At 31st March 2021	16.21	2.38	0.26	0.77	0.02	0.07	28.27	35.36		876.44
Charge for the year	0.20	0.42	0.01	0.15	0.03	0.10	1.28	3.58		46.42
Deductions/Adjustments	-	0.24	-	-	-	-	-	-		1.41
At 31st March 2022	16.40	3.04	0.27	0.92	0.06	0.17	29.55	38.93		924.27
NET BLOCK										
At 31st March 2021	0.64	3.90	0.07	1.99	0.32	0.44	7.84	22.27		407.72
At 31st March 2022	0.44	3.23	0.06	1.97	0.29	0.34	9.93	21.12		392.41



AXEL POLYMERS LIMITED**Note 4 : Intangible Assets****(a) Intangible Assets consist of following :**

Particulars /Assets	Amount in Lacs	
	Intangible Asset Software	Total
GROSS BLOCK		
At 1st April 2020	-	-
Additions	-	-
(Deductions)/Adjustments	-	-
At 31st March 2021	-	-
Additions	4.20	4.20
(Deductions)/Adjustments	-	-
At 31st March 2022	4.20	4.20
DEPRECIATION		
At 1st April 2020	-	-
Charge for the year	-	-
(Deductions)/Adjustments	-	-
At 31st March 2021	-	-
Charge for the year	0.23	0.23
(Deductions)/Adjustments	-	-
At 31st March 2022	0.23	0.23
NET BLOCK		
At 31st March 2021	-	-
At 31st March 2022	3.97	3.97



5 Non current & Current - Financial Asset - Trade Receivables

Particulars	Outstanding for following periods from due date of payment					Total
	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
i) Undisputed Trade receivables – considered good	1124.17	15.10	1.23	2.59	126.79	1269.87
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	3.14	0.32	3.46
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	93.40	93.40
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	1124.17	15.10	1.23	5.73	220.50	1366.73

F.Y. 2020-21

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables – considered good	1320.78	2.98	19.84	7.76	125.59	1476.95
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	3.64	0.32	-	3.96
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	7.52	85.88	93.40
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	1320.78	2.98	23.49	15.60	211.47	1574.31



6 Non current -Financial Asset -Loans

Particulars	31st March, 2022	31st March, 2021
Loans & Advances		
A B Bodhanwala	-	15.00
MAT credit entitlement	47.61	29.53
Total	47.61	44.53

7 Non current - Financial Asset -Other Financial Assets

Particulars	31st March, 2022	31st March, 2021
Gold Coins 5 gms	0.11	0.11
Security Deposit	18.09	23.29
Vadodara Stock Exchange Ltd.	1.55	1.55
Advance To Suppliers	0.57	0.90
Total	20.33	25.86

8 Advance Income Tax Assets (Net)

Particulars	31st March, 2022	31st March, 2021
TDS Receivable	8.53	30.60
Total	8.53	30.60

9 Deferred Tax Assets (Net)

Particulars	31st March, 2022	31st March, 2021
Deferred Tax Asset	-	20.18
Deferred Tax Liability	18.24	-
Total	18.24	20.18

10 Other Non current Asset

Particulars	31st March, 2022	31st March, 2021
Capital advance	29.55	29.55
Trust - Ggca Axel Polymers Ltd.	0.20	0.10
Total	29.75	29.65

11 Inventories

Particulars	31st March, 2022	31st March, 2021
(At lower of Cost or Net Realisable Value)		
Raw Material	1599.28	868.86
Work in Process	80.26	51.22
Finished Goods	1087.89	1229.70
Consumables	59.40	68.99
Total	2826.83	2218.77

12 Current - Financial Asset-Cash and cash equivalents

Particulars	31st March, 2022	31st March, 2021
Cash in Hand	23.70	19.17
Other (margin money)	69.73	47.10
Balances with banks	0.46	6.77
Total	93.88	73.04

13 Current - Financial Asset -Loans

Particulars	31st March, 2022	31st March, 2021
Loans To Employees	5.82	5.16
Total	5.82	5.16

14 Current - Financial Asset-Other Financial Assets

Particulars	31st March, 2022	31st March, 2021
Interest Receivable	51.17	38.15
Receivable from NBFC	0.57	0.87
Fixed Deposits with Bank (Collateral Security Deposit (For CC Limit))	243.86	268.72
Total	295.60	307.74

15 Advance Income Tax Assets (Net)

Particulars	31st March, 2022	31st March, 2021
TCS Receivable	-	1.65
Tds Receivable 2021-22	8.92	-
TCS Receivable	2.38	-
Total	11.29	1.65

16 Other Current Asset

Particulars	31st March, 2022	31st March, 2021
Balances with statutory/Government authorities	2.09	12.15
Pre paid Expenses	2.83	3.47
GST Credit	32.18	-
RodTEP export incentive on Exports receivable	0.64	-
Advances to Suppliers	20.75	26.60
Total	58.49	42.21



NOTES TO THE FINANCIAL STATEMENTS

Note No.	Particulars	As at 31st March, 2022	
		No. of Shares	Amount in Lakhs
17	Share Capital		
	AUTHORIZED SHARE CAPITAL :	1,60,00,000	1600.00
	1,60,00,000 Equity Shares of Rs.10/- each		
	(P.Y. 1,60,00,000 Equity Shares of Rs.10/- each)		
	* (Standalone Authorized Share Capital for P.Y. 2020-2021 was 1,50,00,000 Equity Shares of Rs.10/- each)		
	ISSUED ,SUBSCRIBED & PAID UP CAPITAL :		
	85,16,680 Equity Shares of Rs.10/- each fully paid up	85,16,680	851.67
	(P.Y. 85,16,680 Equity Shares of Rs.10/- each)		
	* (Standalone Issued,Subscribed & Paid Up Capital for P.Y. 2020-2021 was 43,00,000 Equity Shares of Rs.10/- each)		
	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:		
	Equity Shares with voting rights	No.of Shares	Amount in Lakhs
	Opening Balance	85,16,680	851.67
	Add:Fresh Issue	-	-
	Closing Balance	85,16,680	851.67
	Shareholders holding exceeding 5% shares	No. of Shares	%
	Gaurav Thanky	36,10,025	42.39
	Aarasp Bejan Bodhanwala	9,87,020	11.59

S. No	Promoter name	Shares held by Promoters & Promotor Group as at 31.03.2022		Change during the year		Shares held by Promoters & Promotor Group as at 31.03.2021	
		No. of Shares **	% of total shares**	No. of Shares	% Change during the year***	No. of Shares **	% of total shares**
1	Gaurav Surendrakumar Thanky	36,10,025	42.39	33,86,158	37.18	2,23,867	5.21
2	Aarasp Bejan Bodhanwala	9,87,020	11.59	8,28,920	7.91	1,58,100	3.68
3	Dhara Gaurav Thanky	2,22,571	2.61	63,070	-1.10	1,59,501	3.71
4	Minnie Aarasp Bodhanwala	1,20,100	1.41	0	-1.38	1,20,100	2.79
5	Bejan Kavasji Bodhanwala	100	0	0	0.00	100	0.00
6	Tehmi Bejan Bodhanwala	100	0	0	0.00	100	0.00
7	Tinaz Aarasp Bodhanwala	67,400	0.79	0	-0.78	67,400	1.57
8	Balwant Gordhanbhai Patel	0	0	-82,300	-1.91	82,300	1.91
9	Patel Devendra Manji	1,03,700	1.22	0	-1.19	1,03,700	2.41
10	Mahendrakumar Patel	47,800	0.56	0	-0.55	47,800	1.11
11	Ram Trivedi	31,500	0.37	0	-0.36	31,500	0.73
12	Devshi Arajkan Kanbi	20,000	0.23	0	-0.24	20,000	0.47
13	Ramji Manji Kerai	20,000	0.23	0	-0.24	20,000	0.47
14	Javraj M. Bhadranwala	9,800	0.12	0	-0.11	9,800	0.23
15	Navin Patel	9,800	0.12	0	-0.11	9,800	0.23
16	Rameshchandra Sanghvi	4,900	0.06	0	-0.05	4,900	0.11
17	Namrata Pravin Joshi	4,505	0.05	4,505	0.05	0	0.00
18	Vatsalya Surendrakumar Thanky	4,505	0.05	4,505	0.05	0	0.00
19	Mukesh C Patel	2,500	0.03	0	-0.03	2,500	0.06
20	Hemendra S Patel	1,700	0.02	0	-0.02	1,700	0.04
21	A.J.Desai	800	0.01	0	-0.01	800	0.02
22	Ishwarbhai D Patel	800	0.01	0	-0.01	800	0.02
23	Kanubhai C Patel	600	0.01	0	0.00	600	0.01
24	Vikrambhai H Patel	400	0	0	-0.01	400	0.01
25	Jitesh R Desai	400	0	0	-0.01	400	0.01
26	Hasmukhbhai M Patel	200	0	0	0.00	200	0.00
27	Amita J Desai	100	0	0	0.00	100	0.00
28	Ashwinbhai T Patel	100	0	0	0.00	100	0.00
29	Thakurbhai D Patel	100	0	0	0.00	100	0.00
	Share Holding of the Promoter & Promoter Group	52,71,526	61.90	42,04,858	37.09	10,66,668	24.81
	Total Share Holding	85,16,680	100	42,16,680		43,00,000	100

* Increase in Authorized Share Capital is pursuant to the Scheme of Amalgamation as specified in the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 for the amalgamation of Dhara Petrochemicals Private Limited ("the Transferor Company") with Axel Polymers Limited ("the Transferee Company").

* As per NCLT Order dated 3rd August 2021; approving the scheme of amalgamation with "Appointed date" as 01.04.2020 for the scheme to be effective.

* Shares were allotted to shareholders of the transferor company in ratio of 1:9.01; pursuant to the NCLT Order No CP(CAA) No.16 of 2021 connected with CA(CAA) 86 of 2020 Order issued by Hon'ble National Company Law Tribunal Ahmedabad Bench.

No	List of Allottees	No. of Shares allotted
1	Gaurav Surendrakumar Thanky	33,06,670
2	Dhara Gaurav Thanky	63,070
3	Aarasp Bejan Bodhanwala	8,28,920
4	Vatsalya S. Thanky	4,505
5	Namrata P. Joshi	4,505
6	Kaushal Patel	4,505
7	Pooja Praful Mehta	4,505
	Total Shares Alloted pursuant to Scheme	42,16,680



18 Other Equity

Particulars	31st March, 2022	31st March, 2021
Share Premium	244.00	244.00
Retained Earnings	54.31	(11.74)
Income for the year	91.61	65.59
Other Comprehensive Income	(9.24)	(7.38)
Total	380.68	290.46

Computation of Other Equity

Particulars	Total
Total Balance as at 31st March, 2020	(23.52)
Add: effect of prior period tax adjustment pertaining to FY FY 19-20 effect in FY 20-21(exp Rs. 158416/-)	(1.58)
Add: Difference on account of inter company balance being adjusted in Reserves	0.28
Profit for the Year	65.59
Other Comprehensive Income for the Year (net of Tax)	(5.69)
Total Comprehensive Income for the Year	59.90
Balance as at 31st March, 2021	53.85
Balance of OCI as at 31st March, 2021	(7.38)
Total Balance as at 31st March, 2021	46.46
Add: Effect of Re-measurement of the Defined Benefit Plans given in Retained Earning	0.53
Add: Rectification on account of Fixed Assets given in Retained Earning	(0.06)
Profit for the Year	91.61
Other Comprehensive Income for the Year (net of Tax)	1.85
Total Comprehensive Income for the Year	89.75
Balance as at 31st March, 2022	145.92
Balance of OCI as at 31st March, 2022	(9.24)
Total Balance as at 31st March, 2022	136.68

19 Non-Current Liabilities-Financial Liabilities - borrowing

Particulars	31st March, 2022	31st March, 2021
Bank of Baroda - Star GECL	66.09	106.77
Bank of Baroda - Star GECL	85.00	-
(Amount sanctioned by the Bank Rs 85 lacs as per the under the special scheme to build up current assets for Working capital management under the Covid-19 crisis. -Tenure: 60 Months (inclusive of 24 months of Moratorium) -Interest: BRLLR+1% p.a. i.e 7.50% with monthly rests. BRLLR is linked to the RBI Repo Rate and same will change with the moement of the RBI Repo Rate. Mark Up/ Base Spread shall remain constant for a period of three years. -Security: 1. No additional collateral for this additional credit under the scheme. 2. Credit under this scheme shall rank parri passu with the existing credit facilities in terms of cash flows and securities charges to existing facilities.		
Bank of India - Star GECL	88.40	158.55
Bank of India - Star GECL	100.00	-
(Amount sanctioned by the Bank Rs 100 lacs as per the under the special scheme to build up current assets for Working capital management under the Covid-19 crisis. -Tenure: 60 Months (inclusive of 24 months of Moratorium) -Interest: BRLLR+0.65% p.a. i.e 7.50% with monthly rests. BRLLR is linked to the RBI Repo Rate and same will change with the moement of the RBI Repo Rate. Mark Up/ Base Spread shall remain constant for a period of three years. -Security: 1. No additional collateral for this additional credit under the scheme. 2. Credit under this scheme shall rank parri passu with the existing credit facilities in terms of cash flows and securities charges to existing facilities.		
Loans from Banks/ NBFC	6.70	56.12
Unsecured loans from Directors (Refer to note no. 36 (i) under notes on accounts)	148.28	163.49
Total	494.46	484.94

20 Non-Current Liabilities-Financial Liabilities- Other Financial Liability

Particulars	31st March, 2022	31st March, 2021
Deposits	-	-
Total	-	-

21 Non-Current Liabilities-Provision

Particulars	31st March, 2022	31st March, 2021
Provision for gratuity	7.37	42.63
Provision for Income Tax	-	7.28
Total	7.37	49.91

22 Current Liabilities - Financial Liabilities- Borrowing

Particulars	31st March, 2022	31st March, 2021
BOB CC A/C 53	695.16	696.94
(Secured by Hypothication of Stock, Book-Debts & Equitable Mortgage of Land & Building, Plant & Machinery & Personal Properties of Directors and Personal Guarantees of Directors carries interest rate @ 10.95% p.a.)		
BOI cash credit facility	1241.61	1208.63
(Secured by Hypothication of Stock, Book-Debts & Equitable Mortgage of Personal Properties of Directors and Personal Guarantees of Directors carries interest rate @ 12.25% p.a.)		
Bank of Baroda - Loan under credit Line Gurantee Scheme	46.65	33.18
Bank of India - Loan Under Credit Line Gurantee Scheme	64.98	40.45
BOB Current Account	-	5.05
Loans from Banks/ NBFC (Repayable within 12m)	51.06	119.90
Total	2099.46	2104.15



23 Current Liabilities-Financial Liabilities-Trade Payables

F.Y. 2021-22

Particulars	Outstanding for following periods from due date of payment				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i)MSME	227.48	-	-	-	227.48
(ii)Others	1389.47	-	1.56	-	1391.03
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	1616.95	-	1.56	-	1618.51

F.Y. 2020-21

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	679.39	17.87	-	-	697.26
(ii)Others	595.44	0.80	-	-	596.24
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	1274.83	18.67	-	-	1293.50

24 Current Liabilities -Other Financial liabilities

Particulars	31st March, 2022	31st March, 2021
Reimbursement Of Expenses	1.10	0.63
Advance from Customer	0.16	0.25
Provision - Expenses	23.99	41.99
Total	25.24	42.87

25 Other Current Liabilities

Particulars	31st March, 2022	31st March, 2021
Statutory Liabilities	13.92	18.61
Total	13.92	18.61

26 Current Liabilities - Provision(s)

Particulars	31st March, 2022	31st March, 2021
Provision-Gratuity	4.30	10.51
Total	4.30	10.51

27 Current Tax Liabilities (Net)

Particulars	31st March, 2022	31st March, 2021
Provision - Current Tax	22.26	9.74
Total	22.26	9.74



NOTES TO THE FINANCIAL STATEMENTS

28 Revenue from Operations Amount in Laacs

Particulars	2021-22	2020-21
Sale of Products (Refer to note no. 36 (i) under notes on accounts)	7083.77	4496.40
Sale of Services	203.31	335.11
Freight	4.38	-
Total	7291.46	4831.51

29 Other Income

Particulars	2021-22	2020-21
Provision written back	35.16	-
Interest Income	18.00	37.82
(TDS CY Rs. 1,79,969/- and PY Rs. 3,60,916/-)		
Discount and Kasar	100.54	0.50
Foreign Exchange gain/Export Incentive	0.64	1.48
Miscellaneous Income	1.45	-
Total	55.25	39.80

30 Cost of Materials Consumed

Particulars	2021-22	2020-21
Raw Material Consumed		
Opening Stock	868.86	688.38
Purchases (Refer to note no. 36 (i) under notes on accounts)	6802.16	4258.16
Total	7671.02	4946.55
Less : Closing Stock	1599.28	868.86
Raw Material Consumed	6071.73	4077.69

31 Changes in inventory of finished goods & work-in-process

Particulars	2021-22	2020-21
Closing Stock of :		
Finished Goods	1087.89	1229.70
Work in Process	80.26	51.22
Total	1168.15	1280.93
Opening Stock of :		
Finished Goods	1229.70	873.99
Work in Process	51.22	27.87
Total	1280.93	901.86
(Increase)/Decrease in Stock (A-B)	112.78	(379.07)
Stock and opening stock of finished goods	112.78	(379.07)

32 Employees benefits

Particulars	2021-22	2020-21
Salary, Wages, Allowances & other benefits (Amount includes Director's remuneration and perquisite payable for Current year Rs.1,16,92,061/- and for previous year Rs.1,21,40,461/-) (Refer to note no. 36 (i) under notes on accounts)	332.97	302.00
Gratuity	10.73	10.81
ESIC	2.12	1.81
Contribution to Provident fund and other funds	11.59	11.09
Staff Welfare Expenses	0.28	0.93
Total	357.70	326.63

33 Financial Cost

Particulars	2021-22	2020-21
Interest to Bank	268.30	304.44
Interest to Others	0.02	4.97
Interest on Corporate Deposits	-	0.04
Interest to creditors	-	1.82
LC Opening/retirement/Discounting Charges	9.41	5.80
Franking/Notary Charges	0.01	1.34
Bank charges	6.43	13.48
Total	284.18	331.88

34 Other Expenses

Particulars	2021-22	2020-21
Manufacturing Expenses		
Power & Fuel	77.29	98.36
Repairs & Maintainance to Plant & Machinery	16.72	10.61
Factory Expense	2.26	2.21
Administrative & Others Expenses		
Clearing, Forwarding & Freight Charges	64.76	107.80
Consumption of Store & Spares	26.71	11.94
Insurance	8.26	5.54
Payment to Auditor:		
- For Audit Fees	3.50	5.50
Rates & Taxes	0.29	0.77
Repairs & Maintenance to Others	2.60	2.25
Foregin Exchange Loss	0.94	0.00
Other Expenses	134.75	170.19
Total	338.07	415.17

35 Financial instruments Disclosure

A Capital Management

The Company's objective when managing capital is to:

1. Safeguard its ability to continue as going concern so that the Company is able to provide maximum return to shareholders and benefits for other stakeholders
2. Maintain an optimal capital structure to reduce the cost of capital.

Gearing Ratio

The gearing ratio at end of the reporting period is as follows.

Particulars	Amount in Lacs	
	As at 31 March, 2022	As at 1st April, 2021
Debt	494.46	484.94
Total Equity	1232.35	1142.13
Debt to Equity Ratio	0.40	0.42
1. Debt is defined as all Long Term Debt outstanding + Current Maturity outstanding in lieu of Long Term Debt.		
2. Equity is defined as Equity Share Capital + Other Equity		

B Categories of Financial Instruments

Particulars	Amount in Lacs	
	As at 31 March, 2022	As at 1st April, 2021
Financial Assets		
Measured at amortised cost		
(a) Trade and other receivables	1366.73	1574.31
(b) Cash and cash equivalents	93.88	73.04
(c) Other Bank balances	-	-
(d) Loans	5.82	5.16
(e) Other Financial Assets	295.60	307.74
Financial Liabilities		
Measured at amortised cost		
(a) Borrowings	2099.46	2104.15
(b) Trade Payables	1616.95	1274.83
(c) Other Financial Liabilities	25.24	42.87

C Financial Risk management objectives

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management policies act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management. Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers. The Company has in place risk management processes in line with the Company's policy. Each significant risk has designated 'owner' within the Company at an appropriate senior level. The potential financial impact of the risk and its likelihood of a negative outcome are regularly updated.

The risk management process is coordinated by the Management Assurance function and is regularly reviewed by the Company's Audit Committee. The Audit Committee is aided by the CFO Committee and the Risk Management Committee, which meets regularly to review risks as well as the progress against the planned actions. Key business decisions are discussed at the periodic meetings of the CFO Committee and the Executive Committee. The overall internal control environment and risk management programme including financial risk management is reviewed by the Audit Committee on behalf of the Board.

D Liquidity Risk Management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are required to be settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. The management prepares annual budgets for detailed discussion and analysis of the nature and quality of the assumption, parameters etc.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

35 Financial instruments Disclosure

Particulars	Amount in Lacs			
	Less than 1 year	1 and 5 years	More than 5 years	Total
As at 31st March, 2022				
Non - Current Financial Liabilities				
Borrowings	-	494.46	-	494.46
Other Financial Liabilities	-	-	-	-
	-	494.46	-	494.46
Current Financial Liabilities				
Borrowings	2099.46	-	-	2099.46
Trade Payables	1616.95	-	-	1616.95
Other Financial Liabilities	25.24	-	-	25.24
	3741.65	-	-	3741.65
Total Financial Liabilities	3741.65	494.46	-	4236.12
As at 1st April, 2021				
Non - Current Financial Liabilities				
Borrowings	-	484.94	-	484.94
Other Financial Liabilities	-	-	-	-
	-	484.94	-	484.94
Current Financial Liabilities				
Borrowings	2104.15	-	-	2104.15
Trade Payables	1274.83	-	-	1274.83
Other Financial Liabilities	42.87	-	-	42.87
	3421.85	-	-	3421.85
Total Financial Liabilities	3421.85	484.94	-	3906.78

35 Earnings per Equity share

Particulars	As at	As at
	31st March, 2022	31st March, 2021
Profit After Tax for the year attributable to equity shareholders	91.61	65.59
Weighted average number of Equity shares	85,16,680	85,16,680
Basic and Diluted earnings per equity shares (Rs.)	1.08	0.77



NOTES TO THE FINANCIAL STATEMENTS

Note 36 :-

i. Disclosure of related party transaction as required by IND AS – 24 Related Party Disclosure:

Relationship	Name
Whole-time Director Resigned w.e.f. from 01.09.2021	Mr B.K. Bodhanwala
Managing Director & Chairman	Mr Gaurav Thanky
Non-Exccutive Director	Dr M.A. Bodhanwala
Director & CFO (KMP)	Mr. A.B. Bodhanwala
Firm in which KMP is substantially interested	V R Industries

Note: Related parties and these relationships are as identified by Management and relied upon by the auditors.

Amount in Lacs			
Transactions with Key Personnel during the year:			
Particulars	Nature of Payment	2021-22	2020-21
B.K. Bodhanwala	Managerial Remuneration	1.50	2.63
	Other Perquisites	-	0.35
	Guarantees given	1124.95	1039.95
	Loan repaid	30.04	-
	Closing Balance of Unsecured loan	-	30.04
A.B. Bodhanwala	Managerial Remuneration	24.00	20.00
	Other Perquisites	0.05	-
	Loan repaid	9.50	10.36
	Guarantees given	1124.95	1039.95
	Closing Balance of unsecured loan	-	5.18
M.A. Bodhanwala	Guarantees Given	1124.95	1039.95
Gaurav Thanky	Managerial Remuneration	91.38	70.30
	Loan repaid	89.87	-
	Guarantees given	2923.95	1039.95
	Closing Balance of unsecured loan	148.28	-
Dhara Thanky	Guarantees given	-	-
V.R. Industries	Sales of goods	48.73	181.48
	Purchase of goods	966.84	163.22
	Closing balance on account of Sales	-	-
	Closing balance on account of Purchase	-	28.47

ii. (a) CIF Value of Imports :

PARTICULARS	2021-22	2020-21
	(Rs)	(Rs)
CIF Value of Imports	193.70	97.76

ii. (b) CIF Value of Exports :

PARTICULARS	2021-22	2020-21
	(Rs)	(Rs)
CIF Value of Exports	115.77	233.53

iii. (a) Expenditure in Foreign Currency incurred during the year:

PARTICULARS	2021-22	2020-21
	(Rs)	(Rs)
	200.06	117.74

iii. (b) Earnings in Foreign Currency incurred during the year:

PARTICULARS	2021-22	2020-21
	(Rs)	(Rs)
	115.77	233.53

iii. (c) Particulars Of Unhedged Foreign Currency Exposure :-

PARTICULARS	2021-22	2020-21
	(Rs)	(Rs)
	-	-

iv. Contingent Liabilities:

PARTICULARS	2021-22	2020-21
	(Rs)	(Rs)
	-	-

v. Capital Commitments:

Particulars	As at 31.03.2022	As at 31.03.2021
Capital Commitments by the company	-	-

NOTES TO THE FINANCIAL STATEMENTS

Note 37:

Financial Ratios

No	Ratio	Numerator	Denominator	2021-2022	2020-2021	% Change	Justification for change in excess of 25%
1	Current Ratio	Current Assets	Current Liabilities	1.17	1.15	1.88%	NA
2	Debt Equity Ratio	Total Long term Debt	Shareholder's Equity	0.28	0.28	-0.19%	NA
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	0.98	1.10	-11.35%	NA
4	Return on Equity Ratio	EAT / PAT	Equity Share capital Add: Reserves and Surplus	7.43	5.74	29.44%	The ratio in the current year has improved as compared to the previous year, primarily reflecting better operational performance.
5	Finished Goods or Stock Turnover Ratio	Revenue	Average Inventory	2.89	2.50	15.65%	NA
6	Debtors Turnover Ratio	Revenue	Average Trade Receivable	4.96	3.24	53.07%	The ratio in the current year has improved compared to the previous year, reflecting company's effectiveness in collecting its accounts receivable.
7	Creditors Turnover Ratio	Purchases of Material and other Services	Average Trade Payables	4.67	3.47	34.82%	The ratio in the current year has improved as compared to the previous year, indicating improvement in creditworthiness by timely payments for negotiating favorable credit terms.
8	Capital employed Turnover Ratio	Revenue	Working Capital	4.62	3.30	39.92%	The ratios in the current year have improved as compared to the previous year, primarily reflecting better utilization of funds and increased efficiencies resulting in increased turnover.
9	Net profit Ratio	Net Profit	Revenue	1.84	1.17	56.89%	The ratio in the current year has improved as compared to the previous year, primarily reflecting better operational performance due to capital restructuring and improved efficiencies.
10	Return On Investment (ROI) Or Return On Capital Employed (ROCE)	Income generated from investments	Time weighted average investments	28.54	28.03	1.83%	NA



Axel Polymers Limited

Notes to Financial Statement for the year ended on 31st March, 2022

Note : 38

i. As per the IND AS -19 "Employee Benefits", the disclosure as defined are given below:

Defined Benefit Plan

I) Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Amount in Lacs	
	Gratuity	
	2021-22	2020-21
Defined Benefit obligation at the beginning of the year	30.59	61.69
Current Service Cost	9.70	7.90
Interest Cost	1.80	3.66
Actuarial Gain / (Loss)	1.07	(6.98)
Past Service cost	-	-
Benefits paid	(2.96)	-
Defined Benefit obligation at the end of the year	40.21	66.28

II) Reconciliation of opening and closing balances of fair value of Plan Assets

Particulars	Amount in Lakhs	
	Gratuity	
	2021-22	2020-21
Fair Value of Plan Assets at the beginning of the year	13.14	12.30
Return on Plan Assets	1.32	0.84
Actuarial Gain / (Loss)	-	-
Employer Contribution	17.04	-
Benefits paid	(2.96)	-
Fair value of Plan Assets at year end	28.54	13.14

III) Reconciliation of fair value of Assets and Obligation

Particulars	Amount in Lakhs	
	Gratuity	
	2021-22	2020-21
Fair Value of Plan Assets	28.54	13.14
Present value of obligation	40.21	66.28
Amount recognized in Balance Sheet (Surplus / (Deficit))	(11.67)	(53.14)

IV) Expenses recognized during the year

Particulars	Amount in Lakhs	
	Gratuity	
	2021-22	2020-21
Current Service Cost	9.70	7.90
Interest Cost	1.02	2.90
Past Service Cost and Loss (Gain) on curtailment and settlement	-	-
Total included in :Employee Benefit Expenses	10.73	10.81



Axel Polymers Limited

Notes to Financial Statement for the year ended on 31st March, 2022

V) Actuarial assumption

Particulars	Gratuity	
	2021-22	2020-21
Discount Rate	6.90%	6.55%
Salary Growth Rate	7.00%	7.00%
Withdrawal Rates	10% at younger ages reducing to 2% at older ages	10% at younger ages reducing to 2% at older ages

VI) Sensitivity Analysis

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Increase	Decrease	Increase	Decrease
Change in Discounting Rate (delta effect of +/-0.5%)	38.60	41.94	29.45	31.82
Change in Salary Growth Rate (delta effect of +/-0.5%)	41.78	38.74	31.70	29.47
Change in Withdrawal rate (delta effect of +/-0.1%)	40.23	40.17	30.52	30.67

Sensitivity analysis is performed by varying a single parameter; while keeping all the other parameters unchanged.

Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

- ii. Previous year's figures have been regrouped, rearranged or re-casted wherever necessary.
- iii. The outstanding balances of Trade Payables, Unsecured Loans, Trade Receivables, Deposits and Loans & Advances are subject to confirmation.

As per our Report of even date

For Mukund & Rohit
Chartered Accountants
Registration No. 113375W

For & on behalf of the Board
Axel Polymers Ltd

Sd/-
Rohit Kothari
Partner
Membership No. 038908
UDIN: 22038908AKAEZK3461

Sd/-
Gaurav Thanky
Managing Director
DIN: 02565340

Sd/-
A. B. Bodhanwala
Director & CFO
DIN: 00421362

Sd/-
Jigardan Gadhvi
Company Secretary

Place: Vadodara
Date: 30-05-2022

Place: Vadodara
Date: 30-05-2022



AXEL POLYMERS LIMITED

CIN: L25200GJ1992PLC017678

Registered Office: 309, Moxi, Sankarda - Savli Road, Tal. Savli, Dist. Vadodara – 391780.

Corporate Office: B-312, Western Edge II, Off Western Express Highway, Borivali (East), Mumbai - 400066.

Email Id: cs@axelpolymers.com, **Website:** www.axelpolymers.com, **Phone:** +91 89800 29622.