



GUJARAT POLY ELECTRONICS LIMITED

**31st
Annual Report**

**2019
2020**



GUJARAT POLY ELECTRONICS LIMITED

CIN: L21308GJ1989PLC012743

THIRTY FIRST ANNUAL REPORT 2019-2020

ANNUAL GENERAL MEETING

Date: 31st August, 2020

Time: 11:00 A.M.

Day: Monday

To be convened through VC / OAVM

BOARD OF DIRECTORS

Mr. T. R. Kilachand	(Chairman)	(DIN: 00006659)
Mr. P. T. Kilachand	(Non-Executive Director)	(DIN: 00005516)
Mr. A. H. Mehta	(Managing Director)	(DIN: 00005523)
Mr. C. K. Khushaldas	(Independent Director)	(DIN: 00260818)
Ms. S. A. Jhaveri	(Independent Director)	(DIN: 00029474)
Mr. J. A. Mehta	(Independent Director)	(DIN: 02693293)
Mr. Y. K. Vyas	(GIIIC Nominee till 10/5/2019)	(DIN: 03420201)
Mr. R. P. Vahi	(Independent Director)	(DIN: 00033940)
Mr. P.J.Parikh	(GIIIC Nominee w.e.f. 10/5/2019)	(DIN: 08352876)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Pranabh Kapoor

CHIEF FINANCIAL OFFICER

Mr. H. H. Jani

AUDITORS

M/s. Mahendra N. Shah & Co.
(Chartered Accountants)

REGISTRAR & TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.,
C – 101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (W), Mumbai 400 083

REGISTERED OFFICE AND WORKS

B-18, Gandhinagar Electronic Estate,
Gandhinagar 382 024, Gujarat

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NOTICE

Notice is hereby given that the **Thirty-First (31st)** Annual General Meeting of the Members of **Gujarat Poly Electronics Limited** will be held on Monday, 31st August, 2020 at 11:00 A.M. through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, to transact the following business:

ORDINARY BUSINESS (ES):

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2020, including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. P. T. Kilachand (DIN: 00005516), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification/s the following resolution as an **Ordinary Resolution**: -

"RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the audit committee to the Board of Directors, M/s. Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad (Firm Reg. No.105775W), be and are hereby re- appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the Thirty Sixth AGM of the Company held in the year 2025 at a remuneration to be fixed by the Board of Directors on the recommendation of Audit Committee plus applicable taxes thereon and reimbursement expenses, if any, incurred by them in connection with the Audit."

SPECIAL BUSINESS (ES):

4. To consider and, if thought fit, to pass with or without modification/s the following resolution as an **Special Resolution**: -

"RESOLVED THAT in supersession of the Resolution passed by the members of the Company at the Annual General Meeting held on 21st August, 2017 and pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof, approval of shareholders of the Company be and is hereby accorded to appoint Mr. A. H. Mehta (DIN: 00005523), as Managing Director of the Company entrusted with substantial powers of the Management, for a period of 3 years from 5th June, 2020 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. A. H. Mehta subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. A. H. Mehta, the remuneration payable to him by way of salary, allowances, and perquisites shall not exceed the limits prescribed under the Companies Act, 2013, read with Schedule V or any amendment, modification, variation or reenactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

5. To consider and if thought fit, to pass with or without modification/s, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 & other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment & Qualifications of Director) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Saloni Jhaveri (DIN: 00029474), Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing, proposing her candidature for the office of director, be and is hereby re-appointed as an Non-Executive Independent Director of the Company, to hold office for a second term of five (5) consecutive years commencing from 12th August, 2020, not liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification/s, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, Schedule IV & other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment & Qualifications of Director) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Jigen A. Mehta (DIN: 02693293), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of director, be and is hereby re-appointed as an Non Executive Independent Director of the Company, to hold office for a second term of five (5) consecutive years commencing from 12th August, 2020, not liable to retire by rotation.”

Date: 26.06.2020

Place: Mumbai

CIN: L21308GJ1989PLC012743

Registered Office:

Plot No. B-18, Gandhinagar Electronic Estate,

Gandhinagar 382 024 Gujarat

By Order of the Board of Directors
For Gujarat Poly Electronics Limited

Pranabh Kapoor

ACS No.: 48671

Company Secretary & Compliance Officer

**NOTES:**

- (a) An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business under Item No. 4, 5 & 6 to be transacted at the meeting, is annexed hereto.
- (b) In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or Other Audio Visual Means (OAVM), without physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 ('SEBI Circular') has also granted certain relaxations. In Compliance with the provisions of the Companies Act 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 31st AGM of the Company is being held through VC/OAVM on Monday, 31st August, 2020 at 11:00 a.m. The deemed venue for the 31st AGM will be place from where the chairman of the Company conduct the meeting.
- (c) Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for Financial Year 2019-20 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 31st AGM has been uploaded on the website of the Company at www.gpelindia.com. The Notice can also be accessed from the website of the Bombay Stock Exchange at www.bseindia.com and NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com. Members who would like to obtain PDF copy on their email ID may write an email to gpel@kilachand.com. Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.
- (d) Pursuant to the General Circular No. 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM, hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (e) Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
- (f) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure as mentioned at page no. 10. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') E-Voting website at www.evoting.nsdl.com.
- (g) Corporate members intending to send their authorised representative to attend the AGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in and gpel@kilachand.com, authorising their representative to attend and vote on their behalf at the AGM.
- (h) In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- (i) All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM.
- (j) Brief resume of Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3)(a) of SEBI (LODR) Regulations, 2015 are provided on page No. 5.
- (k) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM the details of which are available on page No. 8.
- (l) The Register of Members and Share Transfer Book will remain closed from Saturday 25th July, 2020 to Monday 3rd August, 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- (m) Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company or its Registrar & Share Transfer Agents – M/s. Link Intime India Pvt. Ltd.
- (n) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- (o) In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
- (p) The Company's securities are listed on the following Stock Exchange:

Sr. No.	Name & Address of the Stock Exchange	Nature of Security as on 31-03-2020
1.	Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	85,50,000 Equity Shares of Rs. 10/- each

The Company has paid Annual Listing fees for the year 2020-21 to the above Stock Exchange.

Date: 26.06.2020
Place: Mumbai
CIN: L21308GJ1989PLC012743
Registered Office:
 Plot No. B-18, Gandhinagar Electronic Estate,
 Gandhinagar 382 024 Gujarat

By Order of the Board of Directors
For Gujarat Poly Electronics Limited
Pranabh Kapoor
 ACS No.: 48671
Company Secretary & Compliance Officer

RE-APPOINTMENT / APPOINTMENT OF DIRECTORS (ANNEXURE TO NOTICE)

A brief resume in respect of the proposed re-appointment/appointment of Directors is given below in terms of Regulation 36(3) of SEBI (LODR), 2015):

Name of Director	Mr. A. H. Mehta	Mr. P. T. Kilachand	Mr. Jigen A. Mehta	Ms. Saloni Jhaveri
Director Identification Number	00005523	00005516	02693293	00029474
Age	75 years	52 Years	53	54
Qualification	B.Com, F.C.A., F.C.S.	Sc.B. 'Electrical Engg. & A.B' Engg. & Economics from Brown University.	B.Com	B.A. Economics Honours
Date of Appointment	24.09.1989	11.03.1992	30.03.2015	30.03.2015
Expertise	Experience in Audit, Accountancy, Secretarial, Legal & Administration, Taxation etc. with Polychem Limited, Sandeep Holdings Limited and Tendon Singapore Pte. Ltd. He has been involved with the company since its incorporation and is familiar with all aspects of the company. He has been serving as Managing Director of the Company since 1 st June, 2014 and is responsible for Company's finance and legal functions and carries out duties as may be assigned from time to time by the Board of Directors.	He has served as an Executive Director of the Company for more than 7 years and has been actively involved and looking after all aspects of the various activities of the Company since inception. Experience in Management, Marketing and negotiation with varied authorities.	He brings almost 30 years of experience in Financial and Accounting Field.	She runs a business of software outsourcing for almost 22 years and has the responsibility of running the finance, Legal, HR and admin departments.
Other Directorship as on 31 st March, 2020 (Excluding Private Companies)	1. Polychem Limited 2. Sun Tan Trading Company Limited 3. Environmental Purifiers Limited	1. Polychem Limited 2. Ginners & Pressers Limited 3. Sun Tan Trading Company Limited 4. J.K. Investors (Bombay) Limited. 5. Environmental Purifiers Limited 6. JM Financial Capital Limited 7. JM Financial Services Limited 8. Ring Plus Aqua Limited	1. Sun Tan Trading Co. Ltd. 2. Environmental Purifier Ltd.	-
No. of Equity Shares held	206	17,682	-	-
Relationship with other Directors	None of the Directors are related to Mr. A. H. Mehta	Mr. P. T. Kilachand is son of Mr. T.R.Kilachand.	None of the Directors are related to Mr. Jigen Mehta	None of the Directors are related to Ms. Saloni Jhaveri

Date: 26.06.2020

Place: Mumbai

CIN: L21308GJ1989PLC012743

Registered Office:

Plot No. B-18, Gandhinagar Electronic Estate,
Gandhinagar 382 024 Gujarat

By Order of the Board of Directors
For Gujarat Poly Electronics Limited

Pranabh Kapoor
ACS No.: 48671
Company Secretary & Compliance Officer



EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013 sets out the material facts relating to business under Item Nos. 4, 5, and 6 mentioned in the accompanying Notice dated 26th June, 2020.

ITEM 4:

Shri A. H. Mehta was appointed as Managing Director with effect from 1st June, 2017 for the period of three years. In accordance with the conditions specified in Schedule V of the Act, Board of Directors at its meeting held on 5th June, 2020 had appointed Shri A. H. Mehta as Managing Director for a further period of 3 years from 5th June, 2020, superseding the earlier resolution passed by the Company in this connection. This appointment is subject to the approval of the members at the Annual General Meeting.

The terms of appointment of Shri A. H. Mehta as Managing Director is placed before the meeting, are as follows:

i. SALARY:

(A) In any financial year, if the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:

Salary of any amount upto 5% of the Net Profit of the Company as may be decided by the Board based on the performance of the Company, inclusive of incentives for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 2013;

OR

(B) In case, the Company has no profits or its profits are inadequate:

Salary upto Rs. 4,00,000/- per month or Rs. 48,00,000/- per annum (or any higher limit as may be revised from time to time under the Act) as may be decided by the Board inclusive of the following Perquisites as Minimum Remuneration as per Para (B) of Schedule V.

ii. PERQUISITES:

Shri A.H. Mehta shall be entitled to House Rent Allowance not exceeding 60% of the salary, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car, including driver's salary, telephone, mobile, internet and other communication facilities at Managing Director's residence and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Shri A.H. Mehta, subject however to the limit of overall Minimum Remuneration as prescribed under Schedule V.

Shri A.H. Mehta shall further be eligible to the following

perquisites also which shall not be included in the computation of the ceiling limit on remuneration by way of salary, perquisites, allowances etc., in the event of the Company having no profits or its profits are inadequate:

- a) The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent is not taxable under the Income Tax Act;
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

Shri A.H. Mehta shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

The aforesaid remuneration would nevertheless be paid and allowed to Shri A.H. Mehta as the minimum remuneration, within the overall ceiling limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Shri A.H. Mehta, the Company might have made no profits and its profits might be inadequate.

The remuneration is approved by the Remuneration Committee of the Directors at its meeting held on 5th June, 2020.

This may be treated as an abstract of the terms and conditions, governing the appointment and remuneration of the Managing Director, pursuant to Section 109 of the Companies Act, 2013. A Statement as required under section II, Part II of the Schedule V to the Companies Act, 2013 with reference to Resolution No. 4 is annexed hereto and marked as **Annexure- A**.

The Board of Directors recommends the resolution as set out in the Item No. 4 for approval of Members by way of Special Resolutions.

Except, Shri A.H. Mehta being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

ITEM 5:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements, entered with the Bombay Stock Exchange, appointed Ms. Saloni Jhaveri (DIN: 00029474), as Independent Director, in compliance with the requirements of the clause.

Ms. Saloni Jhaveri (DIN: 00029474) is also a member of Nomination and Remuneration Committee and Audit Committee.

Pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, Ms. Saloni Jhaveri was appointed as a Non- Executive Independent Director of the Company by the members of the company at the 26th AGM held on 12th

August, 2015 for a period of 5 years w. e. f. 12th August, 2015 whose term of office will expire on 11th August, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment by passing special resolution by the Company for another term of five consecutive years on the Board of a Company.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 5th June, 2020 and approval of the Board of Directors in their meeting held on 5th June, 2020, based on her skills, rich experience, knowledge and contributions to the management made by her during her tenure, the Board recommend the re-appointment of Ms. Saloni Jhaveri as a Non- Executive Independent Director of the Company for the second term of 5 (Five) years commencing from 12th August, 2020 and she shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received a declaration from Ms. Saloni Jhaveri confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulations.

Ms. Saloni Jhaveri is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, she fulfills the conditions for her re-appointment specified in the Companies Act, 2013.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail: gpel@kilachand.com.

A brief profile of Ms. Saloni Jhaveri is attached to the Notice.

The Board of Directors recommends the resolution as set out in the Item No. 5 for approval of Members by way of Special Resolutions.

Except, Ms. Saloni Jhaveri being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

ITEM 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements, entered with the Bombay Stock Exchange, appointed Mr. Jigen A. Mehta (DIN: 02693293), as Independent Director, in compliance with the requirements of the clause.

Mr. Jigen A. Mehta (DIN: 02693293) is also a member of Nomination and Remuneration Committee and Audit Committee.

Pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, Mr. Jigen A. Mehta (DIN:

02693293) was appointed as a Non- Executive Independent Director of the Company by the members of the company at the 26th AGM held on 12th August, 2015 for a period of 5 years w. e. f. 12th August, 2015 whose term of office will expire on 11th August, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment by passing special resolution by the Company for another term of five consecutive years on the Board of a Company.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 5th June, 2020 and approval of the Board of Directors in their meeting held on 5th June, 2020, based on his skills, rich experience, knowledge and contributions to the management made by him during his tenure, the Board recommend the re-appointment of Mr. Jigen A. Mehta as a Non- Executive Independent Director of the Company for the second term of 5 (Five) years commencing from 12th August, 2020 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received a declaration from Mr. Jigen A. Mehta confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulations.

Mr. Jigen A. Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions for his re-appointment specified in the Companies Act, 2013.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail: gpel@kilachand.com.

A brief profile of Mr. Jigen A. Mehta is attached to the Notice.

The Board of Directors recommends the resolution as set out in the Item No. 6 for approval of Members by way of Special Resolutions.

Except, Mr. Jigen A. Mehta being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

Date: 26.06.2020

Place: Mumbai

CIN: L21308GJ1989PLC012743

Registered Office:

Plot No. B-18, Gandhinagar Electronic Estate, Gandhinagar 382 024 Gujarat

By Order of the Board of Directors
For Gujarat Poly Electronics Limited

Pranabh Kapoor
ACS No.: 48671

**Company Secretary &
Compliance Officer**



E-VOTING INSTRUCTIONS FOR EQUITY AND PREFERENCE SHAREHOLDERS

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure as mentioned at page no. 10 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.
- 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.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means,

as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gpelindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- The voting rights of members shall be in proportion to their shares of the paid up share capital of the Company as on the cut-off date of 24th August, 2020.

THE INSTRUCTION FOR EQUITY AND PREFERENCE SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, 27th August, 2020., 2020 at 9:00 A.M. and ends on Sunday, 30th August, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system. Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 mentioned below in process for those shareholders whose email ids are not 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.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in and gpel@kilachand.com.



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.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

"Process for those Equity shareholders (Physical or demat) whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

The Members of the Company holding Equity Shares of the Company in physical or demat Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN , mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB) .

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

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

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) by email to rnt.helpdesk@linkintime.co.in."

INSTRUCTION FOR EQUITY AND PREFERENCE SHAREHOLDERS FOR E-VOTING ON THE DAY OF AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present

in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system 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 on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

ANNEXURE A

Statement as required under Proviso (IV) to Clause (B) of Section II, Part II of the Schedule V to the Companies Act, 2013 with the reference to the Resolution No. 4 is as follows:

I. General Information:

(1) Nature of Industry:

Manufacturer, Importer, Seller, Marketing etc. of Ceramics Capacitors

(2) Date or expected date of commencement of Commercial production :

Existing Company already commenced commercial production since 1993.

(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Existing Company, Not applicable

(4) Financial Performance based on given Indicators:

(Rs in lakhs)

Sr. No	Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019	For the year ended 31.03.2018
1.	Sales Turnover	1360.14	2,255.28	1,441.21
2.	Profit/(Loss) before Tax	121.67	542.43	66.53
3.	Current Tax	-	-	-
3.	Deferred Tax	-	-	-
4.	Profit after Tax	121.67	542.43	66.53

(5) Foreign Investments or Collaborations, if any: NIL.

II. Information about the Appointees

(1) Background details :

Mr. A.H. Mehta (DIN: 00005523)

Mr. A.H. Mehta holds a Bachelor Degree in Commerce. In addition, he is a Chartered Accountant and a Company Secretary. He has experience in Audit, Accountancy, Secretarial, Legal & Admn, Taxation, etc with Polychem Ltd., Sandeep Holdings Ltd and Tandon Singapore Pte. Ltd.

(2) Past Remuneration :

Remuneration of Rs. 24,99,119/- excluding superannuation fund and provident fund has been paid for the year ended 31st March, 2020.

(3) Recognition or awards :

None

**(4) Job profile and suitability :**

He has been involved with the Company since its incorporation and is familiar with all aspects of the Company. He had been serving as an Executive Director of the Company from 1st July, 2001 till 31st May, 2014, subsequently he was appointed as Managing Director 1st June, 2014 and is responsible for Company's finance and legal functions and carries out duties as instructed to him from time to time by the Board of Directors.

(5) Remuneration Proposed :

As stated in the Resolution proposed in the notice at Item No. 4

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :

The Remuneration proposed to Mr. A.H. Mehta is similar to that drawn by the peers in the similar capacity in the similar industry.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

Mr. A. H. Mehta holds 206 Equity shares of Rs.10/- each of the Company and remuneration paid to Mr. A. H. Mehta, Other than these there is no pecuniary relationship of Mr. A. H. Mehta, directly or indirectly with company or with its managerial personnel.

III. Other Information :**(1) Reasons of loss or inadequacy profits :**

Due to fast changing market & new evolving technologies obsolescence is a major concern. Also, faster delivery requirements require adequate stocking, another disruptive factor is Volatility in currency & Commodity prices etc. which have a direct impact on margins.

(2) Steps taken or proposed to be taken for improvement :

The Company has taken steps to outsource materials which will reduce costs of the products, increase margins, reduce costs particularly personnel cost. All these steps will improve working of the company.

(3) Expected Increase in productivity and profits in measurable terms :

The Company is a seller of ceramic Capacitors in India. Due to the continuous effort of improving the operational efficiencies, outsourcing of materials, reduction in costs etc., the Directors are hopeful of increasing the sales turnover of the company. However considering nature of activities and the market move, it is not possible to quantify the growth in measurable terms.

DIRECTORS' REPORT

To
The Members of
Gujarat Poly Electronics Limited

Your Directors' present the Thirty First Annual Report and Statement of Accounts for the year ended 31st March, 2020.

	01-04-19 to 31-03-20 (Rs.in Lakhs)	01-04-18 to 31-03-19 (Rs.in Lakhs)
FINANCIAL RESULTS		
Sales	1,360.14	2255.28
Profit/(Loss) before Depreciation & tax	140.83	556.56
Depreciation	19.16	14.13
Profit &(Loss) before tax	121.67	542.43
Current tax	-	-
Deferred tax	-	-
Profit/(loss) after tax	121.67	542.43
Other Comprehensive Income	(4.04)	(2.01)
Total Comprehensive Income for the year	117.63	540.42

1. STATE OF COMPANY'S AFFAIRS:

The Sales during the year was Rs.1,360.14 lakhs compared to previous year Sales of Rs.2,255.28 lakhs. During the year ended 31st March, 2020 the Company has earned a Profit of Rs. 121.67 lakhs (Previous year Profit of Rs.542.43 lakhs).

The Company manufactures as well as outsourced the full range of products viz. ceramic Capacitors both Multilayer and Single layer, through various sources, as per our quality standards. We also market other Active and Passive Components.

In view of the accumulated loss, your Directors have not been able to recommend any Dividend for the year 2019-2020.

2. NUMBER OF BOARD MEETINGS HELD DURING THE YEAR:

During the financial year 2019-20, Six Board Meetings were held on the following dates:

- | | | |
|------------------------------------|------------------------------------|-------------------------------------|
| (a) 10 th May, 2019 | (b) 10 th July, 2019 | (c) 30 th July, 2019 |
| (d) 23 rd October, 2019 | (e) 30 th January, 2020 | (f) 24 th February, 2020 |

More details for the Board Meeting are given under Corporate Governance Report.

3. AUDIT COMMITTEE:

The Audit Committee during the year consisted of 4 members. The details of the committee is given under Corporate Governance Report

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee consists of 4 members. More details on the committee are given in Corporate Governance Report.

5. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Board has established a vigil mechanism for directors and employees to report genuine concerns to be disclosed, the details of which is placed on the website of the company. The Board has also formulated the whistle blower policy, same has been uploaded on the website of the company. http://www.gpelindia.com/gpelindia/Download/Whistle%20Blower%20Policy_14.pdf

There were no reporting made by any employee for violations of applicable laws and regulations and the Code of Conduct for the F.Y. 2019-20.

**6. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 of the Companies Act, 2013 the Directors confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- b. Appropriate accounting principles have been selected and applied consistently and have made judgements 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 31st March, 2020 and of the profit of the Company for the year ended 31st March, 2020;
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis;
- e. The directors have laid down internal financial controls to be followed by the Company;
- f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws;

7. TAXATION:

The Company's Income Tax assessments have been completed up to the year ended 31st March, 2018.

8. DEPOSITS:

Company has not received any deposits from Public during the year.

9. INDUSTRIAL RELATIONS:

Industrial Relations with the employees of the Company were cordial during the year under review.

10. CONSERVATION OF ENERGY:

Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo etc. is given in **Annexure-I** forming part of this report.

11. DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP):

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. P. T. Kilachand, Non- Executive Director (DIN: 00005516) of the Company is liable to retire by rotation and being eligible, offers himself for reappointment.

Mr. A. H. Mehta (DIN: 00005523) was appointed as Managing Director with effect from 1st June, 2017 for the period of three years. In accordance with the conditions specified in Schedule V of the Act, Board of Directors at its meeting held on 5th June, 2020 had appointed Mr. A. H. Mehta as Managing Director for a further period of 3 years from 5th June, 2020, superseding the earlier resolution passed by the Company in this connection.

Ms. Saloni Jhaveri (DIN: 00029474) and Mr. Jigen A. Mehta (DIN: 02693293), Independent Directors of the Company who were appointed by the members of the company at the 26th AGM held on 12th August, 2015 for a period of 5 years w. e. f. 12th August, 2015 whose term of office will expire on 11th August, 2020 are re-appointed by the Board in its Board Meeting held on 5th June, 2020 for their second term of five years as per the provisions of the Companies Act, 2013.

The Board recommends the appointment/re-appointments of directors as mentioned above in the ensuing AGM of the Company.

During the year under review Gujarat Industrial Investment Corporation Ltd (GIIC) has withdrawn nomination of Mr. Y. K. Vyas and proposed to appoint Mr. P. J. Parikh as its nominee on the Board of the Company. The Board has appointed Mr. P. J. Parikh, Nominee of GIIC as an Additional Director of the Company with effect from 10th May, 2019, further members of the company at the 30th AGM held on 30th July, 2019 has appointed him as Nominee Director of the Company

Mr. Pranabh Kapoor has been appointed as Company Secretary & Compliance Officer of the Company by the Board w.e.f. 23rd October, 2019 in place of Mr. Dharmesh H. Upadhyaya, who has resigned w.e.f. 23rd October, 2019.

12. DECLARATION ABOUT INDEPENDENT DIRECTORS UNDER SUB-SECTION 6 OF SECTION 149:

The Company has received the declaration from each Independent Directors that they meet the criteria of independence laid down under section 149(6) of the Companies Act, 2013, under regulation 16(b) of SEBI (LODR) Regulations, 2015.

13. DISCLOSURE OF REMUNERATION RECEIVED BY MANAGING DIRECTOR OF THE COMPANY FROM ITS SUBSIDIARY/ HOLDING COMPANY UNDER SECTION 197(14):

During the year 2019-20, Mr. A. H. Mehta, Managing Director of the Company has received Rs. 25,05,266/- excluding provident fund and superannuation fund from Polychem Limited, Holding company in capacity of Dy. Managing Director.

14. FORMAL ANNUAL EVALUATION:

As required under the act, evaluation of every Director's performance was carried out. An evaluation sheet was given to each director wherein certain criteria was set out for which ratings are to be given.

15. COMPANY'S POLICY ON DIRECTORS APPOINTMENT, REMUNERATION ETC.:

The Board on recommendation of Nomination and Remuneration Committee, has framed a policy for appointment and Evaluation of Board and remuneration for the Directors, Key Managerial Personnel and other employees. The policy is available on the website of the Company i.e. http://www.gpelindia.com/gpelindia/Download/Criteria%20For%20Appointment%20Evaluation%20of%20Board%20of%20Directors,%20KMP%20and%20Senior%20Management%20Personnel_14.pdf

16. RELATED PARTY TRANSACTIONS:

All Related Party Transactions (RPT) entered into by the Company during the year under review were at arms' length and in ordinary course of business. All RPT are placed before Audit Committee for its approval.

The Company has taken loan from Polychem Limited at the rate of interest of 10.50% p.a. which is settled during the year 2019-2020 and there is no outstanding balance as on 31st March, 2020.

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

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

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

The Board on recommendation of Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The policy is uploaded and can be viewed on the Company's website

http://www.gpelindia.com/gpelindia/Download/Related%20Party%20Transation%20Policy_14.pdf

17. OTHER DISCLOSURES AS PER SECTION 134 OF THE COMPANIES ACT, 2013:

(a) There are no qualifications, reservations or adverse remark or disclaimer by the Statutory Auditor in their report.

(b) Due to COVID-19 there is 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 the report.

(c) Extract of the Annual Report is provided in sub-section 3 of section 92, which is given **Annexure-II** forming part of this report and is available on Company's website www.gpelindia.com as per the Companies (Amendment) Act, 2017.

18. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The policy is uploaded and can be viewed on the Company's website <http://www.gpelindia.com/gpelindia/Download/AntiSexual%20Harasement%20Policy.pdf>

The Company has also formed an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

The Company has not received any complaints on sexual harassment during the year.

**19. MANAGERIAL REMUNERATION:**

- (i) The ratio of remuneration of Mr. A. H. Mehta, Managing Director with the median remuneration of the employees of the company is 9.51:1.
- (ii) Increase in remuneration of Mr. A. H. Mehta, Managing Director is 6.91% and in Mr. H. H. Jani , Chief Financial officer is 5.77%
- (iii) There is an increase of 8.00% in the median remuneration of employees in the financial year.
- (iv) There are 38 permanent employees in the company.
- (v) There is a decrease of 39.69% in Company's Performance for the year considering the revenue from the operations and the average increase in the remuneration of the Company is 6.73% for the year. The increase in the remuneration was on account of the annual increment to the employee.
- (vi) During the financial year 2019-20, remuneration to Key Managerial Personnel is Rs.74,43,084/- as against the Company's performance is Rs.13,60,14,211/- remuneration to performance ratio comes to 5.47%.
- (vii) Earnings per equity share (EPS) for the year is 1.42 where as in previous year Earnings per equity share (EPS) was 6.34 There is a decrease in Market Capitalisation of the Company, Market capitalisation for current year is Rs. 4,05,27,000/- and for Previous year it was Rs. 19,87,87,500/-
- (viii) Average increase in the salaries of employees other than the managerial personnel was 4.47%.
- (iv) Comparison of remuneration of each KMP against the performance of the Company :

Key Managerial Personnel	Remuneration (Rs.)	Performance of the Company (Rs.)	% of remuneration against the performance of the company
A. H. Mehta	29,58,547	13,60,14,211	2.18
T. R .Kilachand	15,38,597	13,60,14,211	1.13
H. H. Jani	22,94,317	13,60,14,211	1.69
D. H. Upadhyaya (April 2019 to October 2019)	2,82,911	13,60,14,211	0.21
P.R.Kapoor (October 2019 to March 2020)	2,47,571	13,60,14,211	0.18

- (x) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of directors based on the recommendation of Nomination and Remuneration committee as per Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (xi) The ratio of the remuneration of the highest paid director to that of the employee who is not a director but receive remuneration in excess of the highest paid director during the year 0.82:1.
- (xii) It is hereby affirmed that the remunerations paid is as per the remuneration policy of the company.
 - Average increase in remuneration in point no. (v) relates to all the employees including managerial remuneration. Whereas increase in remuneration in point no. (viii) relates to the employees excluding managerial remuneration.

20. CORPORATE GOVERNANCE:

Pursuant to Regulation 34(3), Schedule V of SEBI (LODR) Regulations, 2015, a separate report on Corporate Governance and a certificate from the Secretarial Auditor of the Company are annexed to the Directors' Report.

21. STATUTORY AUDITOR:

In terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, an audit firm can hold office as statutory auditor for two terms of five consecutive years i.e. for a maximum period of ten years.

Accordingly, M/s. Mahendra N. Shah & Co., Ahmedabad bearing registration number 105775W, Chartered Accountants was appointed as statutory auditor of the Company at the 26th Annual General Meeting (AGM) held on 12th August, 2015 to hold office upto the conclusion of 31st AGM (ensuring AGM) of the Company. Hence, they will retire at the forthcoming Annual General Meeting and their re-appointment is required for the second term of 5 year.

Your Directors recommend the re-appointment of M/s. Mahendra N. Shah & Co., Ahmedabad as Statutory Auditors to hold office from the conclusion of this AGM until the conclusion of the 36th AGM of the Company to be held in the year 2025.

The Company has also received consent letters and certificate from the Auditors to the effect that their appointment, if made, shall be in accordance with the conditions as prescribed in the Companies (Audit and Auditors) Rules, 2014, as amended and that they are not disqualified for appointment within the meaning of Section 139 and 141 of the Companies Act, 2013.

22. SECRETARIAL AUDITOR:

Complying with the provisions of Section 204 of the Companies Act, 2013 the Audit Committee has recommended and the Board of Directors have appointed M/s. D. J. Vyas & Associates, Company Secretaries, Mumbai, (Membership No. F2874 & C.P. No. 1775), being eligible and having sought appointment, as Secretarial Auditor of the company to carry out the Secretarial Audit of the Company for the year ending March 31, 2021 on fees as may be mutually agreed.

The Secretarial Audit Report for F.Y. 2019-2020 is enclosed and marked as **Annexure III.**

23. CORPORATE SOCIAL RESPONSIBILITY:

In accordance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility (CSR) Committee. The details of composition of CSR committee are given in the Corporate Governance Report attached hereto. The CSR Committee has framed and finalised the CSR policy of the Company which was duly approved by the Board. The CSR policy of the Company can be accessed on the Company's website and weblink of the same is <http://www.gpelindia.com/gpelindia/Download/Corporate%20Social%20Responsibility%20Policy.pdf>.

Annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as "**Annexure- IV.**" and forms integral part of this Report.

24. COVID-19 IMPACT ON THE COMPANY

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time. Measures taken to contain the spread of the virus, have triggered significant disruptions to businesses worldwide, followed by the lockdown in the country which has adversely affected the business operations of the Company. Due to the rapid spread of the COVID-19 in the Country, the health of the employees and workers of the Company is very important to the Company and we are taking measures to protect them and following prescribed safety protocols. Supply chains have been severely disrupted which has resulted in our receiving few import consignments from 24th March onwards. Customers have also cancelled or postponed orders. As such, there will be a negative financial impact on the company as sales are very low and therefore, losses have been incurred.

In assessing the recoverability of Company's assets such as Trade receivable, Loans and Advances, Inventories, Plant & Machineries etc., the Company has considered internal and external information up to the date of approval of these financial results. The company is making all efforts to recover the carrying value of current assets but it is too early to estimate the financial impact of these efforts. This will only be clear as the country and customers and supply chains open up again and we can resume operations. However, management does not see any risks in the Company's ability to continue as a going concern as of now.

25. ACKNOWLEDGEMENT:

The Directors extend their sincere thanks to the State and Central Government Authorities and Members for their co-operation and continued support during the difficult times being experienced by the Company.

Sincere thanks are also due to the management team and the staff for their valuable contribution despite adverse circumstances being faced by the Company.

Date: 26.06.2020

Place: Mumbai

CIN: L21308GJ1989PLC012743

Registered Office:

Plot No. B-18, Gandhinagar Electronic Estate,
Gandhinagar 382 024 Gujarat

By Order of the Board of Directors
For Gujarat Poly Electronics Limited

T. R. Kilachand
Executive Chairman



ANNEXURE I

A. CONSERVATION OF ENERGY

a) Energy conservation steps taken: NIL		
b) Additional Investments & Proposals being implemented: NIL		
c) Impact of measures at (a) & (b) above: Not Applicable		
d) Power & Fuel Consumption :	2019-20	2018-19
Units (Kwh)	90,780	82,103
Total Amount (Rs.)	10,80,707	10,48,136

B. TECHNOLOGY ABSORPTION

1. **SPECIFIC AREAS IN WHICH R & D CARRIED OUT BY THE COMPANY:** NIL
2. **BENEFITS DERIVED AS A RESULT OF ABOVE R & D:** Not Applicable
3. **FUTURE PLAN OF ACTION:** NIL
4. **EXPENDITURE OF R & D:** Negligible

TECHNOLOGY – ABSORPTION, ADAPTATION & INNOVATION

(1) (a) Technology Absorption

Technology Absorption is complete in the areas commissioned.

- (b) Adaptation: Not Applicable
- (c) Innovation: Not Applicable

(2) BENEFITS

Not Applicable

(3) IMPORTED TECHNOLOGY

No additional import of Technology in the Financial Year 2019-20.

C. FOREIGN EXCHANGE EARNINGS AND OUT GO

- i) Total Foreign Exchange used: Rs. 5,18,52,894/-
- ii) Total Foreign Exchange earned: Rs. NIL

ANNEXURE II**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2020****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014****I. REGISTRATION & OTHER DETAILS:**

1. CIN	L21308GJ1989PLC012743
2. Registration Date	14.09.1989
3. Name of the Company	Gujarat Poly Electronics Limited
4. Category/Sub-category of the Company	Public Company/Limited by shares
5. Address of the Registered office & contact details	Plot No. B – 18, Gandhinagar Electronic Estate, Gandhinagar – 382 024, Gujarat Tel: 079 23287162/63. Fax: 079 23287161
6. Whether listed company	Yes
7 Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Link Intime India Pvt. Ltd., C – 101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai 400 083. Tel. No.: +91 022 4918 6000 Fax No.: +91 022 4918 6060 Email Id: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing and Trading of Ceramic Capacitor	26101	100%

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	Polychem Limited 7, Jamshedji Tata Road, Churchgate Reclamation, Mumbai – 400020	L24100MH1955PLC009663	Holding	53.99	2(46)



IV. A. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	46,16,152	-	46,16,152	53.99	46,16,152	-	46,16,152	53.99	-
e) Banks / FI	4,97,103	-	4,97,103	5.81	4,97,103	-	4,97,103	5.81	-
f) Any other Foreign Bodies Corporate	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	51,13,255	-	51,13,255	59.80	51,13,255	-	51,13,255	59.80	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	65,364	1,460	66,824	0.78	53,808	1,460	55,268	0.65	-0.13
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) Trust	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	65,364	1,460	66,824	0.78	53,808	1,460	55,268	0.65	-0.13
2. Non-Institutions									
a) Bodies Corp.	21,778	-	21,778	0.25	13,025	-	13,025	0.15	-0.10
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-

b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	9,97,404	14,65,451	24,62,855	28.81	10,74,621	14,45,332	25,19,953	29.47	0.66
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6,92,101	-	6,92,101	8.09	6,71,090	-	6,71,090	7.85	-0.24
c) Others (specify)									
Directors other than Promoters	1,25,795	-	1,25,795	1.47	1,25,675	-	1,25,675	1.47	-
Non Resident Indians	3,915	10,586	14,501	0.17	4,162	10,343	14,505	0.17	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
HUF	34,166	-	34,166	0.40	37,057	0	37,057	0.44	0.03
Clearing Members	18,665	-	18,665	0.22	112	0	112	0.00	-0.22
Trusts	60	-	60	-	60	-	60	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	18,93,884	14,76,037	33,69,921	39.41	19,25,802	14,55,675	33,81,477	39.55	0.14
Total Public Shareholding (B)=(B)(1)+ (B) (2)	19,59,248	14,77,497	34,36,745	40.20	19,79,610	14,57,135	34,36,745	40.20	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	70,72,503	14,77,497	85,50,000	100	70,92,865	14,57,135	85,50,000	100	-



B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year. (01.04.2019)			Shareholding at the end of the year (31.03.2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Polychem Limited	46,16,152	53.99	-	46,16,152	53.99	-	-
2	Gujarat Industrial Investment Corporation Ltd	4,97,103	5.81	-	4,97,103	5.81	-	-
	Total	51,13,255	59.80	-	51,13,255	59.80	-	-

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

Sr. No.	Promoters	No. of Shares at the beginning (01-04-19)/ end of the year (31-03-20)	% of total shares of the company	Date	Increase/ Decrease In shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
							No. of shares	% of total shares of the company
No change during the year								

D) Shareholding Pattern of top ten Shareholders as on 31st March, 2020 (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Top 10 Shareholders	No. of Shares at the beginning (01-04-19)/ end of the year (31-03-20)	% of total shares of the company	Date	Increase / Decrease In shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
							No. of shares	% of total shares of the company
1.	Harsha Hitesh Javeri	2,70,000	3.16	01.04.2019				
		2,70,000	3.16	31.03.2020	No change during the year			
2.	Hitesh Ramji Javeri	1,90,000	2.22	01.04.2019	-			
				07.02.2020	4194	Bought	1,94,194	2.27
		1,94,194	2.27	31.03.2020				
3.	Bank of Baroda	65,364	0.76	01.04.2019				
				19.07.2019	8,616	Sold	56,748	0.66
				26.07.2019	2,090	Sold	54,658	0.63
				02.08.2019	850	Sold	53,808	0.62
		53,808	0.62	31.03.2020				
4.	Nandish T. Kilachand	45,832	0.53	01.04.2019				
		45,832	0.53	31.03.2020	No change during the year			
5.	Nitin Gajanan Desai	45,082	0.53	01.04.2019				
		45,082	0.53	31.03.2020	No change during the year			

Sr. No.	For Top 10 Shareholders	No. of Shares at the beginning (01-04-19)/ end of the year (31-03-20)	% of total shares of the company	Date	Increase / Decrease In shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
							No. of shares	% of total shares of the company
6.	Kailashben Ashokkumar Patel	-	-	01.04.2019	-			
				05.07.2019	3,501	Bought	3,501	0.04
				12.07.2019	4,845	Bought	8,346	0.09
				26.07.2019	1,744	Bought	10,090	0.11
				09.08.2019	823	Bought	10,913	0.12
				30.08.2019	301	Bought	11,214	0.13
				18.10.2019	5,745	Bought	16,959	0.19
				01.11.2019	10,000	Bought	26,959	0.31
				08.11.2019	5,100	Bought	32,059	0.37
				15.11.2019	4,200	Bought	36,259	0.42
				22.11.2019	1,255	Bought	37,514	0.43
				13.12.2019	3,893	Bought	41,407	0.48
				20.12.2019	1,000	Bought	42,407	0.49
				31.12.2019	407	Sold	42,000	0.49
				07.02.2020	1,304	Bought	43,304	0.50
				14.02.2020	167	Bought	43,471	0.50
		43,471	0.50	31.03.2020				
7.	Sonal Pinakin Patel	26,503	0.31	01.04.2019	No change during the year			
		26,503	0.31	31.03.2020				
8.	Saurav Gupta	23,670	0.28	01.04.2019	No change during the year			
		23,670	0.28	31.03.2020				
9.	Tanvi Jignesh Mehta	38,091	0.45	01.04.2019	-			
				03.05.2019	801	Sold	37,290	0.43
				12.07.2019	3,450	Sold	33,840	0.39
				26.07.2019	450	Sold	33,390	0.39
				15.11.2019	6,690	Sold	26,700	0.31
				22.11.2019	2,921	Sold	23,779	0.27
				06.12.2019	940	Sold	22,839	0.26
				13.12.2019	4,448	Sold	18,391	0.21
				27.12.2019	2,400	Sold	15,991	0.18
				10.01.2020	41	Sold	15,950	0.18
				17.01.2020	2,195	Sold	13,755	0.16
				24.01.2020	806	Sold	12,949	0.15
				31.01.2020	4,205	Sold	8,744	0.10
				07.02.2020	8,744	Sold	0	0.00
		0	0.00	31.03.2020				
10.	Jainam Uday Shah	36,000	0.42	01.04.2019				
				25.10.2019	2,375	Sold	33,625	0.39
				01.11.2019	33,625	Sold	0	0.00
		0	0.00	31.03.2020				



E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Promoters	No. of Shares at the beginning (01-04-19) / end of the year (31-03-20)	% of total shares of the company	Date	Increase/ Decrease In shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
							No. of shares	% of total shares of the company
	Directors							
1	Tanil R. Kilachand	49,602	0.58	01.04.2019	0	No change during the year		
		49,602	0.58	31.03.2020	0			
2.	Parthiv T. Kilachand	17,682	0.20	01.04.2019	0	No change during the year		
		17,682	0.20	31.03.2020	0			
3	Atul H. Mehta	206	0.01	01.04.2019	0	No change during the year		
		206	0.01	31.03.2020	0			
4	Chandrakant K. Khushaldas	Do not hold any shares in the Company						
5	Prakash J. Parikh Nominee of GILC)	60	0.01	01.04.2019	0	No change during the year		
		60	0.01	31.03.2020	0			
6	Saloni Jhaveri	Do not hold any shares in the Company						
7	Jigen A. Mehta	Do not hold any shares in the Company						
8	Rajan P. Vahi	Do not hold any shares in the Company						
	KMPs							
9	Pranabh Kapoor	Do not hold any shares in the Company						
10	Harshad H. Jani	190	0.01	01.04.2019	0	No change during the year		
		190	0.01	31.03.2020	0			

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(In Rupees)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	8,000,000	-	8,000,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	8,000,000	-	8,000,000
Change in Indebtedness during the financial year				
* Addition	-	95,795	-	95,795
* Reduction	-	8,095,795	-	8,095,795
Net Change	-	(8,000,000)	-	(8,000,000)
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(In Rupees)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		A. H. Mehta - MD	T. R. Kilachand-EC	
1	Gross salary	2,751,502*	1,453,997*	4,205,499
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,505,089*	1,036,960*	3,542,049
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,46,413	417,037	663,450
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	2,751,502	1,453,997	4,205,499
	Ceiling as per the Act	6,000,000	6,000,000	12,000,000

*Excluding Provident Fund.

B. Remuneration to other directors

(In Rupees)

Sr. No.	Particulars of Remuneration	Name of Directors							Total Amount
		C. K. Khushaldas	J. A. Mehta	S. A. Jhaveri	R. P. Vahi	P. T. Kilachand	Y. K. Vyas	P. J. Parikh	
		Independent Directors				Non-Executive Directors			
1	Independent Directors								
	Fees for attending Board and Audit Committee Meetings	64,000	80,000	24,000	32,000	-	-	-	2,00,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	64,000	80,000	24,000	32,000	-	-	-	2,00,000
2	Other Non-Executive Directors								
	Fees for attending Board and Audit Committee Meetings	-	-	-	-	40,000	-	24,000	64,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	40,000	-	24,000	64,000
	Total (B)=(1+2)	64,000	80,000	24,000	32,000	40,000	-	24,000	2,64,000
	Total Managerial Remuneration	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

Above Board meeting fees are paid subject to attendance in the meeting.



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(In Rupees)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		D. H. Upadhyaya	Pranabh Kapoor	H. H. Jani	Total
		(From April, 2019 to October, 2019)	(From October, 2019 to March, 2020)		
		CS	CS	CFO	
1	Gross salary	259,299*	228,251*	2,135,245*	2,622,795
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	204,882*	228,251*	1,926,112*	2,359,245
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	54,417	-	209,133	263,550
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	259,299	228,251	2,135,245	2,622,795

*Excluding Provident Fund

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No such Penalties or Punishment or Compounding of offence was there during the Financial Year 2019-20 under Companies Act, 2013.

ANNEXURE III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

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

To,
The Members ,Gujarat Poly Electronics Limited
B-18, Gandhinagar Electronic Estate
Gandhinagar – 382 024

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Gujarat Poly Electronics Limited (**"the Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and 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 31 March, 2020(**"Audit Period"**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 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:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.



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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Audit Period; the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

During the Audit Period; there was no specific law that otherwise was applicable to the Company.

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and notes on agenda were sent 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.

During the Audit Period, all decisions at Board Meetings and Committee Meetings were carried out unanimously.

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 that during the audit period the Company had no specific event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc.

For D. J. Vyas & Associates
Company Secretaries

Devang J. Vyas
Proprietor

UDIN: F002874B000380944
FCS No.: 2874, **COP No.:** 1775

Date: 26th June, 2020
Place: Mumbai

ANNEXURE IV

Annual Report on Corporate Social Responsibility

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs :-

Gujarat Poly Electronics Limited is committed to contribute towards Corporate social responsibility. The Company has taken various steps to meet society's expectations and welfare of the people. The company implemented the social activities in the neighboring places of Company's registered office the welfare of the general public living therein.

The Company has in place a Corporate Social Responsibility (CSR) Committee as per the requirement of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, amended time to time. The CSR Policy has been framed by the Committee which can be accessed from the website of the Company.

2. The composition of CSR Committee :-

Name of the Director	Category
Mr. P. T. Kilachand (Non-Executive Director)	(Chairman)
Mr. R. P. Vahi (Non-Executive Independent Director)	Member
Mr. A. H. Mehta (Managing Director)	Member

3. Average net profit of the Company for last three financial years: Rs. 2,03,79,336/-

4. Prescribed CSR Expenditure (2% of the amount 3 above): Rs. 4,07,587/-

5. Detail of CSR spent during the financial year :-

- a) Total amount to be spent for the financial year: Rs. 4,07,587/-
- b) Amount spent for 2019-20: Rs. 4,10,000/-
- c) Manner in which the amount spent during the financial year :-

Sr. No.	CSR Project / Programs	Sector in which the Project / Programs is covered	Projects or programs 1) Local area or other 2) Specify the State and District where the Project or programs was undertaken	Amount outlay (budget) project / programs wise	Amount spent on the project / programs Direct expenditure on project / programs	Cumulative expenditure upto reporting period	Amount spent: Direct or through implementing Agency
1.	Renewable Energy and Installation of Rooftop Solar Panels	Items (iv) of Sch. VII of Companies Act 2013	District Patan, Gujarat	Rs. 4,07,587/-	Rs. 4,10,000/-	Rs. 4,10,000/-	North Gujarat Education Society, Mumbai (Agency)

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof the company shall provide the reasons for not spending the amount in its Board report : Not Applicable
7. The CSR Committee confirmed that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the company.

By Order of the Board of Directors
For **Gujarat Poly Electronics Limited**

T. R. Kilachand
Executive Chairman

Date: 26th June, 2020
Place: Mumbai



MANAGEMENT DISCUSSION & ANALYSIS REPORT

OVERVIEW

Your Company, GUJARAT POLY ELECTRONICS LTD (GPEL), was set up to manufacture Multilayer Ceramic Capacitors in Radial, Axial & SMD configurations in the Electronic Estate at Gandhinagar, Gujarat.

Over the years GPEL has added Single Layer Ceramic Capacitors, both Low & High voltage, in our range of products. Over time GPEL has outsourced the above products & have added products like other types of Capacitors & Diodes to our bouquet of products for trading.

All our products are a benchmark in the market & are well received in the market place.

INDUSTRIAL STRUCTURE & DEVELOPMENT

Your Company (GPEL) caters to the following prime market segments of the Electronic Industry:

1. Instrumentation & Industrial Electronics
2. Computer Peripherals
3. Consumer Electronics
4. Defence Electronics
5. Telecommunications
6. Electronic Manufacturing Services (EMS) / Subcontractors

In addition to the above Market Segments, our products are serviced through a wide Dealer network all over India.

OPPORTUNITIES & THREATS

Electronic Components are the building blocks of any Electronic Industry & are majorly classified into Active & Passive Components. GPEL products like Capacitors are classified under the Passive Component category.

Ceramic Capacitors are characterized by their miniature size, Cost Effective solutions, wide range of products, far superior characteristics in comparison to other types of Capacitors & are the most widely used in the Electronic Industry.

Some of the threats facing the Electronic Component Industry are as follows:

1. Due to the low cost & wide usage, Ceramic Capacitors are fiercely competitive.
2. All OEM's can Import Passive Electronic Components into India very easily at Zero Custom Duty.
3. Telecom & EMS Segments have access to worldwide market sourcing, making the components all the more competitive.
4. Most of the Customers in the Electronic Industry work on Annual contracts. Therefore, any adverse Market conditions & FE variations directly impact on the bottom lines.

RISKS & CONCERNS

1. Most of the Electronic Board assemblers require parts in KIT form, which requires supply of all parts together.

2. Obsolesce is the order of the day in the Electronic Industry due to frequent changes/modifications in the design of our customers.
3. Therefore, Stocking is the essence of making or dropping a Sale.
4. Market fluctuations on account of Business environment directly effects margins.
5. Currency fluctuations have a direct impact on the bottom lines.

PERFORMANCE BY SECTOR

The FY 2019-20 witnessed a slowdown, particularly in the Second Half of the FY. The uncertainty & Market fears due to the impending Pandemic which hit China first & began to effect India in the last quarter FY. The stocking & availability of parts improved dramatically in the current FY which directly impacted on the ASP's & the Sales offtakes. The Automotive segment requirements tapered off in the Second Half of the FY. Similarly the EMS Segment recorded a slowdown & consequently the Dealer Sales were severely affected. Also the Instrumentation & Industrial Electronics segment Sales recorded a decline over previous Year.

Due to the above reasons, the overall Sales achieved during the FY 2019-20 was Rs 1360.14 Lacs, against Rs 2255.28 Lacs in the previous Year, a decline of 40%.

KEY FINANCIAL RATIOS

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key financial ratios.

The Company has identified the following ratios as key financial ratios:

Particulars	2019-20	2018-19
Debt-Equity Ratio	(0.62)	(0.56)
Interest Coverage Ratio	103.80	19.00
Current Ratio	0.74	0.67
Operating Profit Margin	10.18	25.71
Net Profit Margin	8.95	24.05
Return on Net Worth	(182.58)	(294.37)
Inventory Turnover Ratio	6.02	8.52
Debtors Turnover Ratio	3.21	5.08

OUTLOOK

The Directors are hopeful of increasing the Sales Turnover by consolidating the existing range of products being offered to our esteemed customers in these difficult times. The Company is cautiously optimistic about the growth in the current Financial year .

CORPORATE GOVERNANCE REPORT

I. Company's Philosophy on Corporate Governance:

The Philosophy on Corporate Governance aims at attainment of the highest level of transparency, accountability and equity in the functioning of the Company vis-à-vis interactions with employees, shareholders, creditors and customers. The objective of the Company is not only to meet the statutory requirements of the code but also go well beyond it by instituting such systems and procedures as are required in accordance with the latest global trend of making management completely transparent and institutionally sound.

II. Board of Directors

The Company has 1 Executive Chairman, 1 Managing Director and 6 Non-Executive Directors out of which 1 is Non-Executive Director, 4 are Independent Directors, 1 is a Nominee Director. Board of Directors are responsible for management of the Company's business. The Board's role, functions, responsibility and accountability are clearly defined.

The details of Directors being appointed and re-appointed in the ensuing Annual General Meeting have been given in the Notice calling the Thirty First Annual General Meeting of the Company.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Chairmanships/Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of private limited companies, Section 25 companies and of companies incorporated outside India. Chairmanship/Membership of Board Committees includes only Audit and Stakeholders Relationship Committees.

Composition and Category of Directors / Attendance at Meetings/Directorships and Committee Memberships in other companies as on 31st March, 2020 and other relevant details are as follows:

1. Financial Year, April 2019 to March 2020

Name of the Director	Attendance Particulars					No. of other Directorship and Committee Membership/ Chairmanship	
	Category	No. of Board Meetings held	No. of Board Meetings attended	Last AGM held on 30.07.2019	Board Meeting Sitting Fees paid Rs.	Other Directorship in Public Limited Companies	Committee Membership / Chairmanship
Mr. T. R. Kilachand	Executive Chairman ED	6	6	Yes	-	2	1
Mr. P. T. Kilachand	NED	6	5	No	40,000/-	8	-
Mr. A. H. Mehta	MD	6	6	Yes	-	3	-
Mr. C. K. Khushaldas	NED(I)	6	4	Yes	32,000/-	1	-
*Mr. Y. K. Vyas (Nominee of GIIC)	NED	6	-	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mr. J. A. Mehta	NED(I)	6	6	Yes	48,000/-	2	-
Ms. S. A. Jhaveri	NED(I)	6	3	No	16,000/-	-	-
Mr. Rajan P. Vahi	NED(I)	6	4	No	32,000/-	-	-
Mr. P.J. Parikh (Nominee of GIIC)	NED	6	3	Yes	24,000/-	2	-

*Mr. Y. K. Vyas (Nominee of GIIC) has ceased from the Directorship of the Company w.e.f 10th May, 2019.

Notes:

1. NED – Non-Executive Director
2. MD- Managing Director
3. NED (I) – Non-Executive Independent Director
4. ED – Executive Director



The names of the listed entities where the person is a director and the category of directorship:

Sr. No.	Name of Director	Name of Listed Company	Category of Directorship
1.	Mr. T. R. Kilachand	Polychem Limited	Promoter and Non -Executive Chairman
2.	Mr. P. T. Kilachand	Polychem Limited	Promoter and Managing Director
3.	Mr. A. H. Mehta	Polychem Limited	Deputy Managing Director
4.	Mr. C. K. Khushaldas	-	-
5.	Mr. J. A. Mehta	-	-
6.	Ms. S. A. Jhaveri	-	-
7.	Mr. Rajan P. Vahi	-	-
8.	Mr. P.J. Parikh (Nominee of GIIC)	Gujarat Lease Financing Limited	Director

2. Number of Board Meetings held and dates on which held:

During the financial year 2019-20, Six Board Meetings were held on the following dates:

(a) 10th May, 2019 (b) 10th July, 2019 (c) 30th July, 2019 (d) 23rd October, 2019 (e) 30th January, 2020 (f) 24th February, 2020

3. Disclosure of Relationships between directors inter-se:

Mr. P. T. Kilachand, Non-Executive Director is a son of Mr. T. R. Kilachand, Chairman of the Company.

4. Separate Meeting of Independent Director

As stipulated by the code of Independent Directors under the Companies Act, 2013 and under regulation 25(3) of SEBI (LODR) Regulations, 2015 a separate meeting of the Independent directors of the company was held on 30th January, 2020 to review the performance of Non - Independent Directors and the Board as a whole, review of the performance of the Chairperson of the Company, assessment of the quality, quantity and timeliness of the flow of information between the Company's management and the Board and its committees.

Name of the Director	Category	Meeting Attended
Mr. C. K. Khushaldas	Chairman	1
Mr. J. A. Mehta	Member	1
Ms. S. A. Jhaveri	Member	1
Mr. Rajan P. Vahi	Member	1

5. Evaluation of Independent Directors and Board's Performance:

In compliance with the companies Act, 2013 and SEBI (LODR) Regulations 2015, the performance evaluation of the Independent Directors and Board as a whole was carried out during the year, the details of the same have been given under directors' report.

6. Familiarization Program:

The Company has taken up the initiative to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company, etc. The details of such familiarization program has been disclosed on the company's website. <http://www.gpelindia.com/Download/gpelindia%20Familiarisation%20Programme.pdf>

7. Details of Directors appointed and re-appointed during the year:

The details of Directors being appointed and re-appointed in the ensuing Annual General Meeting have been given in the Notice calling the Thirty First Annual General Meeting of the Company.

8. Details of Number of shares and Convertible Instruments held by Non - Executive Directors:

Except Mr. P. T. Kilachand who hold 17,682 Equity shares of Rs.10/- each of the Company respectively, no other Non-Executive Director holds any shares or Convertible Instruments of the Company.

9. Code of Conduct

The Company has framed and adopted a Code of Conduct, which is applicable to all the directors and members of the senior management in terms of Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015. The said code, lays the general principles designed to guide all directors and members of the senior management in making ethical decisions.

All Directors and members of the senior management have confirmed their adherence to the provisions of the said code.

Declaration

As provided under Regulation 26 (3) of SEBI (LODR) Regulations, 2015, we confirm that the Board Members and Senior Management of the Company have confirmed compliance with the Code for the year ended 31.03.2020.

For Gujarat Poly Electronics Limited
A. H. Mehta
Managing Director

III. Audit Committee:

(A) Terms of reference of the Audit Committee are:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor’s independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statements and the auditors’ report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters.

(B) Composition of Audit Committee and Meeting held during the year:

The composition of the Audit Committee meets with the requirements of Section 177 of the Companies Act 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

During the year under review, four meetings of the Audit Committee were held on the following dates and the attendance of each member of the Committee is given below:

- (a) 10th May, 2019
- (b) 30th July, 2019
- (c) 23rd October, 2019
- (d) 30th January, 2020

Name of the Director	Category	No. of Meeting/s		Sitting Fees paid (Rs.)
		Held	attended	
Mr. C. K. Khushaldas	Chairman	4	4	32,000/-
Mr. T. R. Kilachand	Member	4	4	-
Mr. J. A. Mehta	Member	4	4	32,000/-
Ms. S. A. Jhaveri	Member	4	1	8,000/-

The majority of the members of the Audit Committee are independent and have knowledge of finance, accounts, company law and Electronics Industry as a whole. The quorum for audit committee meeting is minimum of two members.

The Company Secretary acts as the Secretary to the Committee.

(C) Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Verify with regard to related party transactions, whether Committee laid down parameters for determining a particular transaction as significant and reviewed the necessity of such transactions;
3. Management letters / letters of internal control weaknesses issued by the statutory auditor;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

IV. Corporate Social Responsibility (“CSR”) Committee:

The Committee is constituted in line with the provisions of Section 135 of the Act.

It formulates and recommends to the Board, a CSR Policy indicating the activities to be undertaken by the Company. Also recommend the amount of expenditure to be incurred during the year on the activities mentioned in the CSR policy. It will also monitor the CSR policy.



During the year 2019-20, one meeting of the Corporate Social Responsibility (“CSR”) Committee was held on 30th January, 2020. The composition of this Committee as on 31st March, 2020 is as follows:

Name of the Director	Category	No. of Meeting	
		Held	Attended
Mr. P. T. Kilachand	Chairman	1	1
Mr. R. P. Vahi	Member	1	1
Mr. A. H. Mehta	Member	1	1

V. Nomination & Remuneration Committee:

It comprises of Four Directors, three of them are Non-Executive Independent Directors and one member is Executive Director.

(A) Terms of Reference of Nomination and Remuneration Committee:

The Committee is empowered:-

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. The terms of reference of Nomination & Remuneration Committee include recommending to the Board of Directors specific remuneration packages for Managing Director and management.

(B) Composition of Nomination & Remuneration Committee and Meeting held during the year:

During the year 2019-20, one meeting of the Nomination and Remuneration Committee was held on 10th May, 2019.

The Composition of the Nomination & Remuneration Committee as on 31st March, 2020 was as under.

Name of the Director	Category	No. of Meeting	
		held	attended
Mr. C. K. Khushaldas	Chairman	1	1
Mr. T. R. Kilachand	Member	1	1
Mr. J. A. Mehta	Member	1	1
Ms. S. A. Jhaveri	Member	1	-

(C) Remuneration Policy and details of Remuneration:

The company has adopted the ‘Policy on Appointment and evaluation of Board of Directors, KMP, and Senior Management personnel’ which sets out the criteria for remuneration to be paid, has been placed on the website of the Company http://www.gpelindia.com/gpelindia/Download/Criteria%20For%20Appointment%20Evaluation%20of%20Board%20of%20Directors,%20KMP%20and%20Senior%20Management%20Personnel_14.pdf

None of the Non-Executive Director receives salary, benefits, bonuses, stock options, pension etc. except sitting fees the details of which is given above in table – Board of Directors and Audit committee.

The Company pays fees to all Directors excluding the Managing Director and Executive Chairman of the Company for attendance during the meeting. The Managing Director is paid remuneration of Rs. 29,58,547/- and the Executive Chairman is paid remuneration of Rs. 15,38,597/- during the year.

Further, Board has approved the payment of Sitting fees to NED / Independent Directors of the Company in pursuant to section 197 (5) of the Companies Act, 2013. The Company has not paid any severance fee to its Directors.

VI. Stakeholders Relationship Committee

The constitution of Stakeholders Relationship Committee is as per requirement of Section 178(5) of the Companies Act, 2013. The Committee has been delegated the power of attending to share transfers.

The following Directors are the members of the 'Stakeholders Relationship Committee':-

Name of the Director	Category	No. of Meetings	
		Held	Attended
Mr. P. T. Kilachand	Chairman	4	4
Mr. T. R. Kilachand	Member	4	4
Mr. A. H. Mehta	Member	4	4

The Committee would look into the redressal of the shareholders' complaints in respect of all matters including transfer or credit of shares to demat accounts, non-receipt of Annual Report, Non-receipt of Share Certificates etc.

Mr. Pranabh Kapoor, Company Secretary provided secretarial support to the Committee and was also the designated Compliance Officer of the Company.

Five complaints were received during the year ended on 31st March, 2020 and no complaints were pending as on 31st March, 2020.

VII. Skills/Expertise/ Competence of the Board of Directors of the Company

The following is the list of core skills/expertise/competencies possessed by the Board of Directors of the Company, which are essential for the functioning of the Company in an effective manner.

a) Market Exploration & Potential Marketing:-

Experience in developing promotional strategies to increase the sales in the existing and explore potential market for the Company.

b) Service on the Boards' of Various Companies:-

Experience of serving on the Boards' of different companies in order to develop insights about Corporate Governance, Management Responsibility, Protecting Stakeholders interest.

c) Financial Expertise:-

Expertise in accounting and financial control functions. Possessing analytical skills. Expertise in preparation of financial strategies for the long term growth of the business of the Company.

d) Law & policies:-

Awareness of the existing law and economical policies applicable to the Company thereby ensuring proper legal and statutory compliances and appropriate application of policies to the advantage of the Company.

e) Expansion , Modification & Updation:

A significant background about the technology applicable to the company resulting in how to implement technological updates into the Business of the Company

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

Name	Market Exploration & Potential Marketing	Service on the Board's of Various Companies	Financial Expertise	Law and Policies	Expansion Modification & Updation
Mr. T. R. Kilachand	✓	✓	✓	✓	✓
Mr. P. T. Kilachand	✓	✓	✓	✓	✓
Mr. A. H. Mehta	✓	✓	✓	✓	✓
Mr. C. K. Khushaldas	✓	-	✓	✓	-
Mr. J. A. Mehta	✓	✓	✓	✓	-
Ms. S. A. Jhaveri	✓	-	✓	✓	✓
Mr. Rajan P. Vahi	✓	-	✓	✓	✓
Mr.P.J. Parikh	✓	✓	✓	-	-



VIII. General Body Meetings:

Annual General Meeting (AGM)

The particulars of Annual General Meetings and Extra Ordinary General Meetings of the Company held during the last 3 years are as under.

Financial Year	AGM	Location	Date	Time	No. of Special Resolutions passed
2016 - 17	AGM	Gandhinagar Electronic Estate, Gandhinagar, Gujarat	21.08.2017	12:00 Noon	1
2017 - 18	AGM	Gandhinagar Electronic Estate, Gandhinagar, Gujarat	24.08.2018	12:00 Noon	1
2018-19	AGM	Gandhinagar Electronic Estate, Gandhinagar, Gujarat	30.07.2019	12:00 Noon	1

No Resolutions have been passed through postal ballot during the last three years.

IX. Disclosure

Mr. T. R. Kilachand, Executive Chairman, Mr. A. H. Mehta, Managing Director, Mr. V. K. Puniani, Senior General Manager (Plant) and Mr. H. H. Jani, CFO, constitutes 'Management'.

1. Disclosures on materially significant related party transactions that may have a potential conflict with the interest of company at large.

The Board noted that certificate has been received from the management that there have not been any material financial or commercial transactions during the year where management has personal interest that may have a potential conflict with the interest of company at large.

The details of transactions of the company with the related parties have been disclosed as Note No. 4.12 of the Notes to the Accounts.

2. Details of Non-Compliance by the company, penalties, strictures :

There were no instances of non-compliance and no strictures or Material penalties imposed on the Company either by SEBI, Stock Exchange or any statutory authorities on any matter related to capital markets during the last three years.

3. Whistle Blower Mechanism

The Company has adopted the whistle blower policy and has establish a vigil mechanism under Regulation 22 of SEBI (LODR) Regulations 2015, the details of mechanism and policy has been disclosed on the website.

It is hereby affirm that no person has been denied access to the audit committee.

4. Details of Compliance with Mandatory Requirements :

The Company has complied with all the mandatory requirements as mentioned in SEBI (LODR) Regulations, 2015.

5. Web Link of Policies:

- The Company has no subsidiary and hence there is no need to frame any policy for determining "material" subsidiary.
- The Company has framed a Policy on Related Party transaction, the weblink for the same is http://www.gpelindia.com/gpelindia/Download/Related%20Party%20Transation%20Policy_14.pdf
- The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not required.

6. Certificate of Non-Disqualification of Directors:

The Certificate as required under 10(i) of Part C of Schedule V of the SEBI (LODR) Regulations, 2015 issued by D. J. Vyas & Associates, Practicing Company Secretaries is enclosed and marked as **Annexure A**.

7. There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the SEBI (LODR) Regulations, 2015.

8. Details of total fees paid to statutory auditors:

The details of total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor are as follows:

Type of Service	2019-20
Audit fees	Rs. 3,00,000/-
Tax Audit Fees & Certifications	Rs. 1,60,000/-
Expenses Reimbursed	Rs. 2,700/-
Any Other	Rs. 85,000/-

X. CEO/CFO Certification

Mr. A. H. Mehta, Managing Director and Mr. H. H. Jani, Chief Financial Officer of the Company have certified to the Board that:

- (a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:-
1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
 2. 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 their knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2020 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting's and that they have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee those deficiencies of which they are aware, in the design or operation of such internal control and that they have taken the required steps to rectify these deficiencies.
- (d) They further certify that they have indicated to the auditors and Audit Committee -
- (i) there have been no significant changes in internal control over financial reporting during the year.
 - (ii) there is no changes in accounting policies during the year.
 - (iii) there have been no instances of significant fraud of which they have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control system over financial reporting.

XI. Discretionary Requirements under regulation 27(1) of SEBI (LODR) Regulations, 2015

The company has complied with all the Mandatory requirements, apart from it the company has also adopted some non-mandatory requirements as follows.

1. Audit Qualifications:
 - a) The Company's financial statement for the year ended 31st March, 2020 does not contain any qualification.
 - b) Secretarial Audit Report for the year ended 31st March, 2020 does not contain any qualification.
2. Separate posts of Chairman and CEO: The Chairman of the Board's position is separate from that of Managing Director.
3. Reporting of Internal Auditor: The Internal Auditor reports to the Board of Directors.

XII. Means of Communications

The quarterly results are communicated to Bombay Stock Exchange Ltd., Mumbai. These results are also published in one English Newspaper i.e. The Indian Express, Ahmedabad and one Regional language Newspaper i.e. Financial Express, Ahmedabad. Results of 4th quarter i.e. Quarter ended 31st March, 2020 has been uploaded on the Company's website: www.gpelindia.com.



XIII. General Shareholder Information

AGM: Date: Time:	Monday, 31 st August, 2020 11:00 A.M.
Financial Year	April 2019 to March 2020
E-voting period	From 9:00 A.M. Thursday, 27 th August, 2020. till 5:00 P.M. Sunday, 30 th August, 2020
Cut-off date for e-voting	Monday, 24 th August, 2020
Dates of Book Closure	Saturday 25 th July, 2020 to Monday 3 rd August, 2020
Dividend Payment Date	N. A.
Listing on Stock Exchange	Bombay Stock Exchange Ltd.
Stock Code	517288
Demat ISIN Number in NSDL & CDSL for Equity Shares	INE541F01022
Market Price Data : High, Low during each month in the financial year 2019-20	See Table No.1 below
Registrar and Share Transfer Agents.	M/s.Link Intime India Pvt. Ltd., C 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in
Share Transfer System	Share Transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects.
Distribution of shareholding & Category-wise distribution	See Table No. 2 & 3
Dematerialisation of shares	See Table No. 4.
Plant Location	B -18, Gandhinagar Electronic Estate, Gandhinagar-382024 (Gujarat) Telephone : 079-23287162 / 63 Fax : 079-23287161 Email : gpel@kilachand.com Web-site: www.gpelindia.com CIN: L21308GJ1989PLC012743
Address for correspondence	B -18, Gandhinagar Electronic Estate, Gandhinagar-382024 (Gujarat) Telephone : 079-23287162 / 63 Fax : 079-23287161 Email : gpel@kilachand.com
Listing Fees and custodial fees applicable have been paid.	

Table 1 – Market Price Data

High, Low of market price of the Company’s shares traded on Bombay Stock Exchange Ltd., Mumbai, during the financial year 2019-20

Month	High (Rs.)	Low (Rs.)	Total No. of shares traded
April - 2019	35.55	23.40	82,751
May - 2019	34.05	24.10	89,030
June - 2019	27.00	18.35	59,982
July - 2019	25.10	18.00	55,515
August - 2019	17.10	13.15	32,068
September - 2019	15.40	13.00	20,131
October - 2019	13.80	7.41	67,799
November - 2019	9.00	6.50	38,824
December - 2019	8.59	5.85	33,782
January - 2020	9.34	6.65	23,374
February - 2020	7.33	6.35	13,397
March - 2020	7.40	4.74	8,962

Table 2 - Distribution of Shareholding as on 31.03.2020

No. of Equity Shares.	No. of Shares held	% of total shares	No. of Shareholders	% of total Shareholders
1 to 500	1714256	20.05	22013	97.44
501 to 1000	229210	2.68	310	1.37
1001 to 2000	211133	2.47	143	0.63
2001 to 3000	119684	1.40	46	0.20
3001 to 4000	78343	0.92	23	0.10
4001 to 5000	61710	0.72	13	0.06
5001 to 10000	172950	2.02	24	0.11
10001 and above	5962714	69.74	20	0.09
Total	85,50,000	100.00	22,592	100.00

Table 3 - Category-wise distribution of shareholding as on 31.03.2020

Sr. No.	Category	No. of shareholders	No. of shares held	% of total shares
1.	Promoters	2	51,13,255	59.80
2.	Institutions:			
	a. Mutual Funds	-	-	-
	b. Banks & FI	3	55,268	0.65
	c. Insurance Companies	-	-	-
	d. Others	-	-	-
3.	Non – Institutions:			
	a. Bodies Corporate	35	13,025	0.15
	b. NRI	31	14,505	0.17
	c. HUF	67	37,057	0.43
	d. Clearing Members	2	112	0.00
	e. Trusts	1	60	0.00
4.	Directors other than Promoters and their Relatives	13	1,25,675	1.47
5.	Resident Individuals	22,438	31,91,043	37.33
	Total	22,592	85,50,000	100

Table 4 - Break-up of shares in physical & electronic mode as on 31.03.2020

Mode	No. of shareholders	% of total shareholders	No. of shares	% of total shares
Physical	18,551	82.11	14,57,135	17.04
Electronic	4,041	17.89	70,92,865	82.96
Total	22,592	100.00	85,50,000	100.00



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,
Gujarat Poly Electronics Limited
B-18, Gandhinagar Electronic Estate,
Gandhinagar, Gujarat - 382024

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gujarat Poly Electronics Limited having CIN L21308GJ1989PLC012743 and having Registered Office situated at B-18, Gandhinagar Electronic Estate, Gandhinagar, Gujarat - 382024 (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 and its officers, we hereby certify (subject to what is stated in the following paragraph) that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Tanil Ramdas Kilachand	00006659	11/03/1992
2.	Mr. Parthiv Tanil Kilachand	00005516	11/03/1992
3.	Mr. Atul Haridas Mehta	00005523	14/09/1989
4.	Mr. Chandrakant Khushaldas	00260818	14/03/2007
5.	Ms. Saloni Jhaveri	00029474	30/03/2015
6.	Mr. Jigen Anilkumar Mehta	02693293	30/03/2015
7.	Mr. Prakash Jagjivandas Parikh (Nominee)	08352876	10/05/2019
8.	Mr. Rajan Pyarelall Vahi	00033940	24/01/2019

As per information displayed on the website of the Ministry of Corporate Affairs (MCA), Vahi Financial Services Private Limited (VFSPL) of which Mr. Rajan Pyarelall Vahi is a Director, has not filed its financial statements or annual returns from F.Y. 2016-17 and onwards. Mr. Vahi had filed an application for striking off the name of VFSPL under section 248(2) of the Companies Act, 2013 on 19th June, 2017 which is pending for final approval. The status of his DIN is not treated as dis-qualified by the MCA in pursuance of relevant provisions of the Companies Act, 2013.

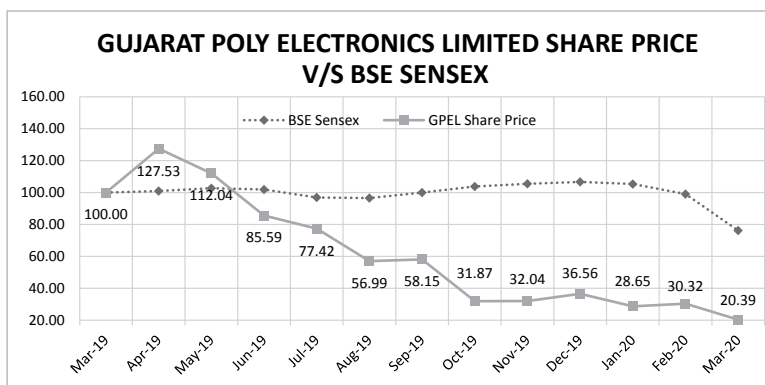
Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the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

For D. J. Vyas & Associates
Company Secretaries

Devang J. Vyas
Proprietor

Date: 17th June, 2020
Place: Mumbai

Membership No.: 2874
CP No.: 1775
UDIN: F002874B000347561

PERFORMANCE IN COMPARISON TO BSE SENSEX:

Closing value of GPEL share price v/s BSE sensex on the last trading day of the month Base is considered to be 100 as on 31st March 2019.

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Gujarat Poly Electronics Limited

We have examined the compliance of conditions of Corporate Governance by Gujarat Poly Electronics Limited for the year ended 31st March, 2020 stipulated in regulation 17 to 27 and clause (b) to (i) of regulation 46(2) and para C and D of schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Compliance of conditions of Corporate Governance is the responsibility of the management of the company. Our examination was limited to the procedures and implementation thereof, adopted by the company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in SEBI listing regulations.

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

For D. J. Vyas & Associates
Company Secretaries

Devang J Vyas
Proprietor

Date: 26th June, 2020
Place: Mumbai

FCS No.: 2874, COP No. 1775
UDIN: F002874B000381142



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUJARAT POLY ELECTRONICS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion:-

We have audited the standalone financial statements of **Gujarat Poly Electronics Limited** (the 'Company') which comprise the Balance Sheet as at March 31, 2020, and the statement of Profit and Loss (including other comprehensive income) Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Sec. 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended (Ind AS), other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit, total comprehensive income, changes in equity and its cash flows for the year then ended on that date.

Basis for Opinion:-

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

Emphasis of Matter

We draw attention to note no. 4.03 of the financial statement, wherein management while concluding no significant impact due to COVID-19 on current year's finance results has considered internal and external source of information relating to economic forecasts and estimates on realisability of various classes of assets and expects to recover the carrying

amount of these assets. However the assessment of impact of the COVID-19 is continuing process given the uncertainties associate with its nature and duration. The Company will continue to closely monitor any material changes to future economic conditions. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

KEY AUDIT MATTER	RESPONSE TO KEY AUDIT MATTER
Reasonableness of carrying amount of assets held for sale Assets held for sale carried at lower of book value and net realisable value which has been estimated using significant unobservable inputs including non-binding offers from and negotiations held with prospective buyers as a result of which fair value is sensitive to changes in input assumptions.	Principal Audit Procedures Our audit procedures consisted of challenging management's assumptions relating to business projections and expectation of outcome of negotiations with prospective buyers. Conclusion The assumptions and inputs have been appropriately considered in estimating the fair value.

Information other than Financial Statements & Auditors Report thereon

The Company's Board of Directors is responsible for the Other Information. The Other Information interalia comprises of Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information (but does not include the standalone financial statements and our auditor's report thereon), which we obtained prior to the date of this report and the rest of the Annual Report is expected to be made available to us after that date.

Our opinion on the standalone financial statements does not cover the Other Information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Based on the work we have performed, if we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements:-

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient

and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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



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

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

Report on Other Legal and Regulatory Requirements

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

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income and the Cash Flow Statement, Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to or separate report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with requirements of Sec. 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its Directors during the year is in accordance with the provisions of Sec. 197.
- (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 Auditor's) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on the financial position of its financial statements– Refer Note 4.02 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, Mahendra N. Shah & Co.,
Chartered Accountants
FRN 105775W

Rashmi Sheth
Partner

Date: 26th June, 2020
Place: Ahmedabad

Mem. No.: 030406

GUJARAT POLY ELECTRONICS LIMITED

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the financial statements of the Company for the year ended March 31, 2020:

1. In respect of Fixed Assets :
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. According to information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
2. In respect of Inventories:

According to information and explanation given to us, Physical verification of inventories has been conducted at reasonable interval by the Management and no material discrepancies were noticed on physical verification during the year.
3. According to information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii)(a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has not granted loan or given guarantee or provided security as provided in the section 185 and 186 of the Companies Act, 2013.
5. According to information and explanation given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. The Central Government has not prescribed maintenance of Cost Records under section 148(1) of the Companies Act, 2013 in respect of manufacturing activities of the Company.
7. According to information and explanations given to us in respect of statutory dues and on the basis of our examination of the books of account, and records,
 - (a) the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, GST, Duty of Customs, and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanations given to us, there are no material dues of income tax, GST and duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
8. The company has not defaulted in repayment of dues to Financial Institutions or banks or debenture holders.
9. According to the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
10. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given by the management, the managerial remuneration has been paid or provided in due compliance of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.



13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For, Mahendra N. Shah & Co.,
Chartered Accountants
FRN 105775W

Rashmi Sheth

Partner

Mem. No.: 030406

Date: 26th June, 2020

Place: Ahmedabad

ANNEXURE 'B'

Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of Sec.143 of the Companies Act, 2013("the Act")

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

Management's Responsibility for Internal Financial Controls

The 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. 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 Act.

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For, Mahendra N. Shah & Co.,
Chartered Accountants
FRN 105775W

Date: 26th June, 2020
Place: Ahmedabad
UDIN: 20030406AAAAAK6945

Rashmi Sheth
Partner
Mem. No.: 030406



STANDALONE BALANCE SHEET AS AT MARCH 31, 2020

All amounts are in '000 unless otherwise stated

	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	2.01	18,839	16,845
Other Intangible assets	2.02	994	930
Right to use Asset	2.03	1,508	
Financial assets			
Other financial assets	2.04	841	485
Deferred tax assets (Net)	2.05	-	-
Other non current assets	2.06	16	16
Total non-current assets		22,198	18,276
Current Assets			
Inventories	2.07	20,538	24,648
Financial Assets			
Trade receivables	2.08	36,355	48,498
Cash and cash equivalents	2.09	3,717	2,371
Bank balances other than 2.09 above	2.10	18,052	52
Loans	2.11	1,018	487
Other financial assets	2.04	271	13
Other current assets	2.06	534	403
Total current assets		80,485	76,472
Assets Held for Sale	2.06 A	3,138	3,138
Total assets		105,821	97,886
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	2.12	85,500	85,500
Other Equity	2.13	(92,164)	(103,927)
Total equity		(6,664)	(18,427)
Liabilities			
Non-current liabilities			
Provisions	2.14	2,704	2,268
Lease Liability	2.15	1,446	-
Total non-current liabilities		4,150	2,268
Current liabilities			
Financial Liabilities			
Borrowings	2.16	-	8,000
Trade payables	2.17	2,767	1,008
Other financial liabilities	2.18	98,150	98,150
Other current liabilities	2.19	5,463	4,875
Provisions	2.14	1,955	2,012
Total current liabilities		108,335	114,045
Total equity and liabilities		105,821	97,886

Summary of Significant accounting Policies 1
Refer accompanying notes. These notes are an integral part of the financial statements.

As per our report of even date
For Mahendra N. Shah & Co.
Chartered Accountants
Firm Registration No.: 105775W
Rashmi Sheth
Partner
(Membership No. 030406)
Place: Ahmedabad
Date: June 26, 2020

For and on behalf of the Board of Directors

T. R. Kilachand
Chairman
DIN 00006659
H. H. Jani
Chief Financial Officer

A. H. Mehta
Managing Director
DIN 00005523
P. R. Kapoor
Company Secretary & Compliance Officer
(M. No.: A48671)
Place: Mumbai
Date: June 26, 2020

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

Particulars	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
Income			
Revenue from operations	3.01	136,014	225,528
Other income	3.02	1,107	789
Total Income		137,121	226,317
Expenses			
Cost of materials consumed	3.03	285	508
Purchase of stock-in-trade	3.04	76,363	120,942
Changes in inventories of stock-in-trade	3.05	4,103	1,719
Operational expenses	3.06	12,815	17,659
Employee benefits expense	3.07	29,335	26,741
Finance costs	3.08	137	3,092
Depreciation and amortization expense	3.09	1,916	1,413
Total Expenses		124,954	172,074
Profit / (loss) before tax		12,167	54,243
Tax expenses			
Current tax		-	-
Profit/ (loss) for the period		12,167	54,243
Other comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		(404)	(201)
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive Income / (Loss)		(404)	(201)
Total comprehensive Income for the year		11,763	54,042
Earnings per equity share :			
Basic (in Rs.)		1.42	6.34
Diluted (in Rs.)		1.42	6.34

Significant accounting Policies

1

Refer accompanying notes. These notes are an integral part of the financial statements.

As per our report of even date**For Mahendra N. Shah & Co.**

Chartered Accountants

Firm Registration No.: 105775W

Rashmi Sheth

Partner

(Membership No. 030406)

Place: Ahmedabad**Date:** June 26, 2020

For and on behalf of the Board of Directors

T. R. Kilachand

Chairman

DIN 00006659

H. H. Jani

Chief Financial Officer

A. H. Mehta

Managing Director

DIN 00005523

P. R. Kapoor

Company Secretary & Compliance Officer

(M. No.: A48671)

Place: Mumbai**Date:** June 26, 2020



STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

Equity share capital	Amount.
Balance as at March 31, 2018	85,500
Changes in equity share capital during the year	-
Balance as at March 31, 2019	85,500
Changes in equity share capital during the year	-
Balance as at March 31, 2020	85,500
Other Equity	
Particulars	Total Other equity
Balance at April 1, 2018	(157,969)
Profit for the year	54,243
Other comprehensive income	(201)
Total comprehensive income for the year	54,042
Balance at March 31, 2019	(103,927)
Profit for the year	12,167
Other comprehensive income	(404)
Total comprehensive income for the year	11,763
Balance at March 31, 2020	(92,164)

Significant accounting Policies

Refer accompanying notes. These notes are an integral part of the financial statements.

As per our report of even date
For Mahendra N. Shah & Co.
 Chartered Accountants
 Firm Registration No.: 105775W

Rashmi Sheth
 Partner
 (Membership No. 030406)

Place: Ahmedabad
Date: June 26, 2020

For and on behalf of the Board of Directors

T. R. Kilachand
 Chairman
 DIN 00006659

H. H. Jani
 Chief Financial Officer

A. H. Mehta
 Managing Director
 DIN 00005523

P. R. Kapoor
 Company Secretary & Compliance Officer
 (M. No.: A48671)

Place: Mumbai
Date: June 26, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
(A) Cash flow From Operating Activities		
Profit before income tax	12,168	54,243
Non-cash Adjustment to Profit Before Tax:		
Depreciation and amortization expense	1,916	1,413
Amount no longer payable written back	(54)	(16)
Allowance for bad & doubtful Debts (Net)	(2,880)	(117)
Write off of stores and spares	-	-
Sundry advances written off	155	23
Unrealised foreign exchange loss / (gain)	(266)	(751)
Actual Rent Paid	(673)	-
Gain/Loss on disposal of property, plant and equipment	-	1,619
Income from Interest	(736)	(18)
Other Income	-	-
Interest and finance charges	108	3,092
Lease Discounting	29	-
	<u>9,767</u>	<u>59,488</u>
Change in operating assets and liabilities :		
Decrease/(increase) in trade receivables	14,870	(8,065)
Decrease/(increase) in inventories	4,110	3,665
Increase/(decrease) in trade payables	2,079	(7,697)
Decrease/(Increase) in other financial assets	(614)	4
Decrease/(increase) in other non-current assets	(0)	2
Decrease/(increase) in other current assets	(132)	(107)
Decrease/(increase) in Loans	(531)	(89)
Increase/(decrease) in provisions	379	900
Increase/(decrease) in other current liabilities	183	(2,231)
Cash generated from operations	<u>30,111</u>	<u>45,870</u>
Net cash flow from/(used in) operating activities (A)	<u>30,111</u>	<u>45,870</u>
(B) Cash flow From Investing Activities		
Payments for acquisition of property, plant and equipment	(3,393)	(7,161)
Proceeds from sale of property, plant and equipment	-	131
Interest Income	736	18
Net Cash flow from/(used in) Investing Activities (B)	<u>(2,657)</u>	<u>(7,012)</u>
(C) Cash flow From Financing Activities		
Interest and finance charges	(8,108)	(39,337)
Net Cash flow from/(used in) Financing Activities (C)	<u>(8,108)</u>	<u>(39,337)</u>
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	19,346	(479)
Cash and Cash Equivalents at the beginning of the year	2,423	2,902
Cash and Cash Equivalents at the end of the year	<u>21,769</u>	<u>2,423</u>
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents		
Balance with bank:		
Cash on Hand	121	-
On current accounts	3,596	2,371
Others (specify nature)		
a. security deposit with HDFC	52	52
b. Fixed deposits with Bank	18,000	-
Balance as per the cash flow statement	<u>21,769</u>	<u>2,423</u>
Note:		
Above statement has been prepared by using Indirect method as per Ind AS - 7 on Statement of cash flows		

As per our report of even date

For Mahendra N. Shah & Co.

Chartered Accountants

Firm Registration No.: 105775W

Rashmi Sheth

Partner

(Membership No. 030406)

Place: Ahmedabad

Date: June 26, 2020

For and on behalf of the Board of Directors

T. R. Kilachand

Chairman

DIN 00006659

H. H. Jani

Chief Financial Officer

A. H. Mehta

Managing Director

DIN 00005523

P. R. Kapoor

Company Secretary & Compliance Officer

(M. No.: A48671)

Place: Mumbai

Date: June 26, 2020



SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS

Background

Gujarat Poly Electronics Limited is engaged in the manufacturing and trading of Ceramic Capacitors both Multilayer and Single layer. The company is public limited company and is listed on the Bombay Stock Exchange (BSE).

Authorization of standalone financial statements

The financial statements were authorized for issue in accordance with a resolution of the directors on 26th June, 2020.

1.00 Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the presentation of these financial statements.

1.01 BASIS OF PREPARATION

(i) Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") and relevant rules issued thereunder. In accordance with proviso to the Rule 4A of the Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities are measured at fair value; and
- defined benefit plans – plan assets measured at fair value.

1.02 ROUNDING OF AMOUNTS

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands, except where otherwise indicated.

1.03 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents its assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current if it is:

- a) Expected to be realised or intended to sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Based on the nature of operations, the Company has ascertained its operating cycle as 12 months for the purpose of current - non-current classification of assets and liabilities.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1.04 USE OF JUDGEMENTS, ESTIMATES & ASSUMPTIONS

While preparing financial statements in conformity with Ind AS, the management makes certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on our estimate of the effect of certain matters that are inherently uncertain and more particular to COVID-19 pandemic situation. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluate these estimates and assumptions based on the most recently available information.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

Key sources of estimation uncertainty

- a) Financial instruments; (Refer note 4.08)
- b) Useful lives of property, plant and equipment and intangible assets; (Refer note 1.06 & 1.07)
- c) Valuation of inventories; (Refer note 1.10)
- d) Assets and obligations relating to employee benefits; (Refer note 4.05)
- e) Evaluation of recoverability of deferred tax assets; (Refer note 2.05) and
- f) Contingencies. (Refer note 4.02) and g) COVID-19 pandemic Impact (Refer note 4.03)

1.05 FOREIGN CURRENCY TRANSACTIONS

(i) Functional and presentation currency

The Company's financial statements are prepared in INR, which is also the Company's functional and presentation currency.

(ii) Transactions and balances

Monetary items

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit and loss.

Non – Monetary items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.06 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.



SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit and loss.

Stores & Spares which meet the definition of property plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalized as property, plant and equipment.

Depreciation on Property, plant and equipment

Depreciation on Property, Plant & Equipment is provided on straight line method except Furniture and Fixtures. In accordance with requirements prescribed under Schedule II of Companies Act, 2013, the Company has assessed the estimated useful lives of its Property, Plant & Equipment and has adopted the useful lives and residual value as prescribed in Schedule II. Furniture and Fixtures are depreciated on written down value basis.

Depreciation on additions/deletions during the year are provided on pro rata basis. In case of impairment, depreciation is provided on the revised carrying amount over its remaining useful life.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

1.07 INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised on straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each year end. The amortisation expense on Intangible assets with finite lives and impairment loss is recognised in the Statement of Profit and Loss.

Business application software intended for long term use are recorded at their acquisition cost and the cost of assets at their carrying value.

Amortisation of intangible assets

Computer software is amortized over the estimated useful life of the assets.

1.08 IMPAIRMENT OF ASSETS

Carrying amount of tangible assets and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company's assets (cash-generating units). Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.09 LEASES

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS

As a Lessee

Operating Lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

1.10 INVENTORIES

Inventories are valued at the lower of cost (determined on FIFO basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and Finished goods include appropriate proportion of overheads and, where applicable, excise duty.

1.11 CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.12 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition and Measurement – Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortised Cost:

A financial asset is classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FVTPL:

A financial asset is classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For Trade Receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Classification and Subsequent measurement: Financial Liabilities

The Company's financial liabilities include trade payables and other financial liabilities.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of Financial Assets and Financial Liabilities:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

1.13 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a current pre-tax rate. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed in the case of:

- a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from the past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent Assets is disclosed when inflow of economic benefits is probable.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1.14 REVENUE RECOGNITION

Revenue is measured at the value of the consideration received or receivable, after deduction of any trade discount, volume rebates and any taxes or duties collected on behalf of Government such as Goods and Services Tax, etc.

Adopting Ind AS 115 the Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Sale of Goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customers and there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Other Revenue

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

Revenue in respect of insurance/other claims etc, is recognized only when it is reasonably certain that the ultimate collection will be made.

1.15 TAXES ON INCOME

Current Tax:

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.



SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1.16 GOVERNMENT GRANT

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it shall be recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. The above criteria is also used for recognition of incentives under various scheme notified by the Government.

1.17 GRATUITY AND OTHER POST - EMPLOYEE BENEFITS

a) **Short-term obligations**

Short term employee benefits are recognised as an expense at an undiscounted amount in the Statement of profit & loss of the year in which the related services are rendered.

b) **Post-employment obligations**

The Company operates the following post-employment schemes:

- defined benefit plans such as gratuity; and
- defined contribution plans such as provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

c) **Other long-term employee benefit obligations**

The liabilities for leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

1.18 EARNINGS PER SHARE (EPS)

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

2.01 Property, plant and equipment: All amounts are in '000 unless otherwise stated

Particulars	Gross Carrying Amount			Depreciation / Impairment		Net Block		
	As at April 1, 2019	Addition	Disposal	Reclassification as held for sale	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019	
Own Assets:								
Land (Lease Hold)	1,628	-	-	1,628	67	17	84	1,561
Building - Factory	5,816	696	-	6,512	1,744	557	2,301	4,072
Plant & Machinery	7,563	-	-	7,563	49	5	54	7,514
Electrical Installation	312	4	-	316	6	2	8	306
Furniture & Fixtures	103	-	-	103	29	4	33	70
Office Equipment	820	144	-	964	427	125	552	412
Vehicles	3,064	2,431	-	5,495	433	506	939	2,631
Computer & Peripherals	722	4	-	726	428	69	497	229
Total	20,028	3,279	-	23,307	3,184	1,284	4,468	18,839
Own Assets:								
Land (Lease Hold)	2,473	2,341	-	3,186	68	47	48	67
Building - Factory	4,813	1,003	-	5,816	1,074	670	1,744	4,072
Plant & Machinery	9,298	-	1,735	7,563	42	7	49	7,514
Electrical Installation	311	1	-	312	4	2	6	306
Furniture & Fixtures	103	-	-	103	21	8	29	74
Office Equipment	728	92	-	820	232	195	427	393
Vehicles	377	2,700	13	3,064	140	293	433	2,631
Computer & Peripherals	528	196	2	722	280	148	428	294
Total	18,631	6,333	1,750	20,028	1,861	1,370	3,184	16,845



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

2.02 Other Intangible Assets : All amounts are in '000 unless otherwise stated

Particulars	Gross Carrying Amount		Amortisation / Impairment		Net Block	
	As at April 1, 2019	As at March 31, 2020	For the Year April 1, 2019 to March 31, 2020	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Software	474	31	505	372	14	386
Software-SAP	828	83	911	-	36	36
Total	1,302	114	1,416	372	50	422
						994
						930

Particulars	Gross Carrying Amount		Amortisation / Impairment		Net Block	
	As at April 1, 2018	As at March 31, 2019	For the Year April 1, 2018 to March 31, 2019	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
Software	474	474	329	43	372	102
Intangible Asset under development	-	-	-	-	-	144
Software-SAP	828	828	-	-	-	828
Total	474	828	1,302	329	43	372
						930
						144

Range of remaining period of amortisation of Intangible Assets is as below:

Particulars	Total WDV	
	Within 1 Year	Exceeding 5 Years
Software	213	781
Total	213	781
		994
		994

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

2.03 Non-current assets		As at March 31,			
		2020	2019		
Right to use Asset		1,508	-		
		<u>1,508</u>	<u>-</u>		
2.04 Other financial assets		Non-Current		Current	
		As at March 31,		As at March 31,	
		2020	2019	2020	2019
Security deposits		841	485	-	-
Interest Receivable		-	-	271	13
		<u>841</u>	<u>485</u>	<u>271</u>	<u>13</u>
2.05 Deferred tax assets (net)		As at March 31,			
		2020	2019		
Tax effect of items constituting deferred tax liabilities					
Difference between book balance and tax balance of fixed assets				2,824	3,916
				<u>2,824</u>	<u>3,916</u>
Tax effect of items constituting deferred tax assets (Refer note below)					
Disallowances u/s 43(B) of Income Tax Act,1961				1,766	1,646
Right to Use Asset				419	-
Brought forward business losses (restricted to the extent of net deferred tax liability on depreciation on account of virtual certainty.)				639	2,270
				<u>2,824</u>	<u>3,916</u>
Net deferred tax asset / (liabilities)				<u>-</u>	<u>-</u>

The Company has substantial unused tax losses and unused tax credits. The deferred tax assets relating to such deductible temporary differences, carry forward unused tax losses and carry forward unused tax credits is significantly higher than deferred tax liabilities. On conservative approach, the Company has recognized deferred tax assets on unabsorbed depreciation only to the extent of its deferred tax liabilities.

Unrecognised deductible temporary differences, unused tax losses and unused tax credits on which deferred tax assets has not being recognised

Particulars	2019-20	2020-21	2021-22	2022-23	2023-24	Indefinite	Total
Tax Losses :							
Unabsorbed depreciation	-	-	-	-	-	73,784	73,784
Business losses	-	-	-	-	-	-	-
Total	-	-	-	-	-	73,784	73,784



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

2.06 Other assets	Non-Current		Current	
	As at March 31,		As at March 31,	
	2020	2019	2020	2019
<u>Advances other than Capital Advances</u>				
Unsecured, considered good unless stated otherwise				
Prepaid expenses	-	-	320	225
Balances with Statutory Authorities:	-	-	173	119
Sundry Advances	-	-	41	59
<u>Other Receivables</u>				
Employee Super Annuation Scheme A/c HDFC-841	6	6	-	-
GPPEL Employees GGCA Trust A/C	10	10	-	-
	<u>16</u>	<u>16</u>	<u>534</u>	<u>403</u>
2.06A Assets held for sale:				
Particulars			Balance as at March 31,	
			2020	2019
Plot of Land at cost			3,186	3,186
Less: Amortisation			48	48
Net Cost			<u>3,138</u>	<u>3,138</u>
<p>The company is occupying two plots of lease Land of which one Plot of Land was not in active use since long and has initiated action for disposal of this land and accordingly this asset is disclosed in "Asset Held for Sale " and is valued at lower of amortised cost or fair market value and amortisation for the year thereof is charged to statement of profit and loss. In view of the COVID-19 pandemic situation delay in actual sales may arise.</p>				
2.07 Inventories			As at March 31,	
			2020	2019
Raw Materials			2,730	2,762
Work in progress			94	126
Finished Goods			932	955
Stock-in-Trade			16,680	20,727
Stores and spares			46	46
Packing Materials			56	32
			<u>20,538</u>	<u>24,648</u>
2.08 Trade Receivables			Current	
			As at March 31,	
			2020	2019
Unsecured, considered good			36,355	48,498
Unsecured, considered doubtful			1,575	4,458
			<u>37,930</u>	<u>52,956</u>
Allowance for doubtful debts (expected credit loss)			1,575	4,458
			<u>36,355</u>	<u>48,498</u>
2.09 Cash and Cash Equivalent			As at March 31,	
			2020	2019
Balances with banks:				
Cash On Hand			121	-
On current accounts			3,596	2,371
			<u>3,717</u>	<u>2,371</u>

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

2.10 Bank balances other than cash and cash equivalents	As at March 31,	
	2020	2019
Deposits with HDFC (original maturity for more than 3 months but less than 12 months)	52	52
Fixed deposits with Bank	18,000	-
	<u>18,052</u>	<u>52</u>

2.11 Loans	Current	
	As at March 31,	
	2020	2019
Loans to employees		
Unsecured, considered good unless stated otherwise	1,018	487
	<u>1,018</u>	<u>487</u>

2.12 Equity Share capital	As at March 31,	
	2020	2019
Authorised share capital :		
1,20,00,000 (March 31, 2020: 1,20,00,000; April 1, 2019: 1,20,00,000) equity shares of Rs.10/- each	120,000	120,000
	<u>120,000</u>	<u>120,000</u>
Issued, Subscribed & Paid up Capital		
85,50,000 (March 31, 2020: 85,50,000; April 1, 2019: 85,50,000) equity shares of Rs. 10/- each (fully paid up)	85,500	85,500
Total issued, subscribed and fully paid-up share capital	<u>85,500</u>	<u>85,500</u>

a. Reconciliation of shares outstanding as at the beginning and at the end of the reporting period:

Equity shares	As at March 31,			
	2020		2019	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	8,550,000	85,500	8,550,000	85,500
Shares Issued during the year under ESOP	-	-	-	-
Shares Issued during the year as Bonus shares	-	-	-	-
Shares Bought back/ Other movements during the year	-	-	-	-
Outstanding at the end of the period	<u>8,550,000</u>	<u>85,500</u>	<u>8,550,000</u>	<u>85,500</u>

b. Rights, preference and restrictions attached to shares:

Equity Shares

The Company has issued only one class of equity shares having face value of Rs. 10 (March 31, 2020 : Rs. 10; April 1, 2019 Rs.10) per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held by the shareholders.

c. Details of share holders holding more than 5% shares in the company

	As at March 31,			
	2020		2019	
	No. of Shares	% of holding	No. of Shares	% of holding
Equity shares of Rs. 10 each fully paid				
Name of the Shareholder				
Polychem Limited	4,616,152	54%	4,616,152	54%
Gujarat Industrial Investment Corporation Ltd	497,103	6%	497,103	6%



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

2.13 Other equity	As at March 31,	
	2020	2019
Retained Earnings	<u>(92,164)</u>	<u>(103,927)</u>

Description of the nature and purpose of each reserve within equity is as follows:

Retained Earnings:

Retained earnings are the profits that the company has earned till date and is net of amount transferred to other reserves such as general reserves etc. and adjustments on account of transition to Ind.As.

2.14 Provisions	Non-Current		Current	
	As at March 31,		As at March 31,	
	2020	2019	2020	2019
Leave Encashment	2,704	2,268	1,651	1,702
Bonus Payable	-	-	304	310
	<u>2,704</u>	<u>2,268</u>	<u>1,955</u>	<u>2,012</u>

2.15 Non-current liabilities	Non-Current	
	As at March 31,	
	2020	2019
Lease Liability	1,446	-
	<u>1,446</u>	<u>-</u>

2.16 Borrowings	Current	
	As at March 31,	
	2020	2019
Unsecured		
Loan from Holding Company	-	8,000
	<u>-</u>	<u>8,000</u>

Note:

1. The loan from holding company carries interest at 10.5% p.a. Terms of repayment in respect of the same have not been stipulated.

2.17 Trade payables	Current	
	As at March 31,	
	2020	2019
Total outstanding dues of Micro Enterprises & Small Enterprises	-	-
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	2,767	1,008
	<u>2,767</u>	<u>1,008</u>

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

2.18 Other financial liabilities	Current	
	As at March 31,	
	2020	2019
Interest Accrued and due	-	-
Preference Share Capital	98,150	98,150
	98,150	98,150

Note:

1 Rights of ½% Non-cumulative Redeemable Preference shareholders

9,81,500 ½% Non-cumulative Preference shares of Rs.100 each fully paid-up have been allotted on October 31, 2002 to term lenders, viz. ICICI, IDBI, IFCI & BOB, as per AAIFR Order dated March 31, 2002 without payment being received in cash. IDBI, IFCI & BOB have sold their preference shares numbering 6,68,280 to Polychem Limited, Holding Company of GPEL for Rs. 10,80,000/-.

The balance 3,13,220 preference shares were sold by ICICI to 3A Capital Services Ltd. for Rs. 63,000/-.

2.19 Other liabilities	Current	
	As at March 31,	
	2020	2019
Gratuity payable (Funded)	1,689	1,638
Statutory Payables	897	1,326
Dues to Customer	166	85
Provision for Expense	2,005	1,058
LTA Payable	706	768
	5,463	4,875



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

3.01 Revenue from operations	Year Ended March 31, 2020	Year Ended March 31, 2019
Revenue from operations		
Sale of products (Net)	135,955	225,312
Other operating revenue		
Others	59	216
	<u>136,014</u>	<u>225,528</u>
3.02 Other Income	Year Ended March 31, 2020	Year Ended March 31, 2019
Interest Income	736	18
Other non - operating income		
Amount not payable written back	54	16
Misc. Income	9	4
Foreign Exchange Gain	266	751
Other non - operating income	42	-
	<u>1,107</u>	<u>789</u>
3.03 Cost of materials consumed	Year Ended March 31, 2020	Year Ended March 31, 2019
Opening Stock	2,762	2,845
Purchases	253	425
Less: Closing stock	(2,730)	(2,762)
	<u>285</u>	<u>508</u>
3.04 Purchases of Stock-in-trade	Year Ended March 31, 2020	Year Ended March 31, 2019
i) Trading Goods	76,363	120,856
ii) Packing Material	-	86
	<u>76,363</u>	<u>120,942</u>
3.05 Changes in inventories	Year Ended March 31, 2020	Year Ended March 31, 2019
Finished Goods		
Closing Stock	932	955
Less: Opening Stock	-955	-3,970
	<u>(23)</u>	<u>(3,015)</u>
Work in process		
Closing Stock	94	126
Less: Opening Stock	-126	-156
	<u>(32)</u>	<u>(30)</u>
Trading Goods		
Closing Stock	16,680	20,727
Less: Opening Stock	-20,728	-19,403
	<u>(4,048)</u>	<u>1,324</u>
Net (Increase)/Decrease	<u>4,103</u>	<u>1,719</u>

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

3.06 Operational expenses	Year Ended March 31, 2020	Year Ended March 31, 2019
Advertisement expenses	102	117
Bank Charges	24	10
Bad Debts	-	200
Conveyance & travelling expenses	1,286	1,652
CSR Expense	410	-
Director sitting fees	264	212
Director Meeting Expense	52	54
ECL (Other) Expense	(2,880)	(117)
Electric Power, oil fuel and water charges	1,081	1,048
Factory Expense	435	443
Freight Outward(net)	344	373
General charges	146	200
Insurance charges	382	371
Labour Charges	332	232
Legal and professional fees	2,953	2,680
Loss on sale of Asset	-	1,619
Land Non Use Charges	761	781
Membership & subscription	64	37
Miscellaneous expenses	1,771	2,365
Motor car expenses	837	450
Property Tax	363	363
Postage & courier expenses	349	370
Printing & Stationery expenses	714	660
Auditor's Remuneration		
Audit fees	300	300
Limited review fees	75	75
Tax audit fees	45	45
Other matters	125	120
Rates & taxes	97	106
Rent	0	654
Repair & Maintenance		
Machinery	11	20
Others	816	704
Selling & distributions expenses	332	363
Security Service Charges	897	904
Stores and spares and Tools consumed	1	5
Packing Material		
Opening Stock	10	
Add : Purchase during the year	95	
Less : Closing Stock	(35)	3
Telephone expenses	257	240
	12,815	17,659



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

3.07 Employee Benefits Expense	Year Ended March 31, 2020	Year Ended March 31, 2019
Salaries, wages & incentives	24,836	22,569
Contribution to provident and other fund	3,326	3,025
Staff welfare expenses	1,173	1,147
	<u>29,335</u>	<u>26,741</u>
3.08 Finance Costs	Year Ended March 31, 2020	Year Ended March 31, 2019
Interest and Finance charges on financial liabilities not a FVTPL		
Interest on Loan	96	3,091
Other interest expenses	12	1
Lease Discounting	29	-
	<u>137</u>	<u>3,092</u>
3.09 Depreciation and amortization expense	Year Ended March 31, 2020	Year Ended March 31, 2019
Depreciation of property, plant and equipment	1,284	1,370
Amortization of Intangible assets	50	43
Lease Amortization	582	-
	<u>1,916</u>	<u>1,413</u>
4.01 Earnings Per Share (EPS)	As at March 31, 2020	As at March 31, 2019
<u>Basic earnings per share :</u>		
Attributable to equity holders of the Company	1.42	6.34
<u>Diluted earnings per share :</u>		
Attributable to equity holders of the Company	1.42	6.34
<u>Reconciliation of earnings used in calculating earnings per share :</u>		
Basic earnings per share		
Profit attributable to equity holders of the Company used in calculating basic earnings per share :	12,167	54,243
Diluted earnings per share		
Profit attributable to equity holders of the Company used in calculating diluted earnings per share	12,167	54,243
Weighted average number of Equity shares used as the denominator in calculating basic & diluted earnings per share	8,550	8,550
4.02 Contingent Liabilities	As at March 31, 2020	As at March 31, 2019
Disputed Demand of Employees' State Insurance Corporation *	<u>103</u>	<u>103</u>
*Bank Guarantee is issued to ESIC as security for Rs. 52,000/- only		

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

4.03 Going concern under COVID-19 Pandemic Impact

The Company has assessed the impact that may result from this pandemic on its overall position for carrying amounts of receivables, inventories, tangible and intangible assets, investments, and other assets / liabilities. In developing the assumptions relating to the possible uncertainties in the global economic conditions because of this pandemic, the Company has considered internal and external information available till the date of approval of these financial results and has assessed its situation. In that context and based on the current estimates, the Company believes that COVID-19 is not likely to have any material impact on its financial statements, liquidity or ability to service its debt or other obligations. However the overall economic environment, being uncertain due to COVID-19, may affect the underlying assumptions and estimates in future, which may differ from those considered as at the date of approval of these financial statements. The Company would closely monitor such developments in future economic conditions and consider their impact on the financial statements of the relevant periods. Having regard to the above, the financial statements have been prepared by the Management of the company on a "Going concern" basis.

4.04 Ind AS 116, Leases Impact

The preparations for this standard are substantially complete. The estimated impact of Ind AS 116 on the Company's financial statements at 31 March 2020 is as follows:

Balance Sheet: The company estimates the adoption of Ind AS 116 will result in an increase in total assets of Rs. 19.27 Lakhs split between right-of-use assets of Rs. 15.07 Lakhs and deferred tax assets of Rs. 4.20 Lakhs. Financial liabilities are expected to increase by Rs. 14.46 Lakhs.

Statement of Profit and Loss: The Company estimates that the adoption of Ind AS 116 will result in increased depreciation of Rs. 5.82 Lakhs from the right-of-use assets and increased Finance costs of Rs.0.29 Lakhs for the year due to the interest recognised on lease liabilities. These will offset the reduction in operating lease expenses of Rs.6.72 lakhs for the year.

4.05 Employee benefits

a) Defined Contribution Plans:

Amount recognized as an expense and included in Note 3.07 of Statement of Profit and Loss

	2019-20	2018-19
1 Contribution to Provident Fund	1,406	1,242
2 Contribution to Pension Fund	431	390
3 Contribution to Superannuation Fund	1,039	877
	<u>2,876</u>	<u>2,509</u>

b) Defined Benefit Plans:

The Company sponsors funded defined benefit plans for qualifying employee. The defined benefit plans are administered by separate fund that are legally separate fund from the entity. The board of the fund is responsible for the investment policy with regard to assets of the fund.

These plans typically expose the Company to Actuarial risks such as : investment risk, interest rate risk, longevity risk and salary risk. No other post-retirement benefit are provided to the employees.

Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government bond yields. If the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has investment with LIC of India
Interest Risk	A decrease in the interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

Particulars	Gratuity	
	March 31, 2020	March 31, 2019
Discount rate	6.83%	7.76%
Expected rate of salary increase	6.00%	6.00%
Mortality Rate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

4. (a) Amounts recognised in Statement of Profit and Loss in respect of defined benefit plans

Particulars	Gratuity	
	March 31, 2020	March 31, 2019
Service cost:		
Current service cost	322	293
Net Interest Cost	127	222
Past Service Cost	-	-
Components of defined benefits cost recognised in Statement of Profit and Loss	449	515

4. (b) Amounts recognised in Other Comprehensive Income in respect of defined benefit plans

Particulars	Gratuity	
	March 31, 2020	March 31, 2019
Remeasurement of net defined benefit liability		
Return on plan assets(excluding amount included in net interest expense)	34	(134)
Net Actuarial (Gain)/ Loss	370	335
Components of defined benefits cost recognised in Other Comprehensive Income	404	201

4. (c) Amounts recognised in Balance Sheet in respect of defined benefit plans

Particulars	Gratuity	
	March 31, 2020	March 31, 2019
Present Value of the Defined Benefit Obligations	(10,687)	(9,544)
Fair Value of Plan Assets	8,998	7,906
Liability Recognised in the Balance Sheet	(1,689)	(1,638)

5. (a) Movements in present value of defined benefit obligation

Particulars	Gratuity	
	March 31, 2020	March 31, 2019
Opening defined benefit obligations	9,544	8,287
Current service cost	322	293
Interest cost	741	645
Past Service Cost	-	-
Benefit paid form the fund	(289)	(16)
Remeasurement (Gains) / losses		
Actuarial (gains) / losses on Defined Benefit Obligation - Due to change in financial obligation	362	7
Actuarial (gains) / losses on Defined Benefit Obligation - Due to experience	7	328
Closing defined benefit obligation	10,687	9,544

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

5. (b) Reconciliation

Particulars	Gratuity	
	March 31, 2020	March 31, 2019
Opening Net Liability	1,639	2,860
Add: Employer Expenses (Expenses recognised in the statement of P/L account)	449	516
Add: Trasfer to OCI	404	201
Less: Benefit Paid	-	-
Less: Employers contribution	(802)	(1,938)
Closing Net Liability	1,690	1,639

6. The category of plan assets as a percentage of total plan are as follows:

Particulars	Gratuity	
	March 31, 2020	March 31, 2019
Deposits with LIC of India	100%	100%

7. Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

Key assumptions for determination of Defined Benefit Obligation are Discount Rate (i.e. Interest Rate) Salary Growth Rate and Employee Turnover Rate

Particulars	Gratuity	
	March 31, 2020	March 31, 2019
Delta Effect of +1% Change in Rate of Discounting	(388)	(341)
Delta Effect of -1% Change in Rate of Discounting	434	380
Delta Effect of +1% Change in Rate of Salary Increase	328	303
Delta Effect of -1% Change in Rate of Salary Increase	(313)	(277)
Delta Effect of +1% Change in Rate of Employee Turnover	45	60
Delta Effect of -1% Change in Rate of Employee Turnover	(49)	(65)

4.06 Dues to Micro and Small Enterprises

There is no outstanding amount at the year end to the creditors qualify as supplier under the Micro, Small and Medium Enterprise Development Act, 2006 and there is no delay in payment to such creditors during the year therefore no liability u/s 16 of the said Act has arose. Accordingly, no disclosure is required to be made u/s. 22 of the Act.

4.07 Capital Management

Risk management

For the purpose of the Company's capital management, capital includes issues capital and all other equity reserves. The Company manages its capital structure to ensure that it will be able to continue as going concern while maximizing the return to the stakeholders.

The details of outstanding capital and payables to holding company on account of loan is as under

Particular	As at	
	March 31, 2020	March 31, 2019
Equity	(6,664)	(18,427)
Loan from Holding Company	-	8,000
Less: Cash and Cash Equivalents	(21,769)	(2,423)
	(21,769)	5,577

The Company is not exposed to any externally imposed capital requirements.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

4.08 Financial Instruments :

(i) Methods & assumption used to estimates the fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following method and assumption is used to estimate the fair values:

- (a) The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, loans to employees, borrowings, trade payables, other financial liabilities and cash and cash equivalents are considered to be the same as their fair values.

(ii) Categories of financial instruments

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: inputs which are not based on observable market data

Particulars	As at March 31, 2020		As at March 31, 2019	
	Carrying values	Fair value	Carrying values	Fair value
Financial assets				
Measured at amortised cost				
Trade receivables	36,355	36,355	48,498	48,498
Loans	1,018	1,018	487	487
Cash and Bank balances	21,769	21,769	2,423	2,423
Other financial assets	1,112	1,112	498	498
Total (A)	60,254	60,254	51,906	51,906
Financial liabilities				
Measured at amortised cost				
Borrowings	-	-	8,000	8,000
Trade payables	2,767	2,767	1,008	1,008
Other financial liabilities	98,150	98,150	98,150	98,150
Total Financial liabilities	100,917	100,917	107,158	107,158

4.09 Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board of Directors. The details of different types of risk and management policy to address these risks are listed below:

The Company's activities are exposed to various risks viz. Credit risk, Liquidity risk and Market risk. In order to minimise any adverse effects on the financial performance of the Company, it uses various instruments and follows polices set up by the Board of Directors / Management.

(i) Credit risk

Credit risk arises from the possibility that counter party will cause financial loss to the company by failing to discharge its obligation as agreed.

The Company has specific policies for managing customer credit risk; these policies factor in the customers' financial position, past experience and other customer specific factors. The Company uses the allowance matrix to measure the expected credit loss of trade receivables from customers.

Based on the industry practices and business environment in which the Company operates, management considers that the trade receivables are in default if the payment are more than 18 months past due.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

Table showing age of gross trade receivables and movement in expected credit loss allowance:

Age of Receivables	As at	
	March 31, 2020	March 31, 2019
Within the credit period	29,158	40,754
1-90 days past due	5,531	7,522
91-180 days past due	1,673	766
181-270 days past due	185	4
271-360 days past due	49	230
More than 360 days past due	1,334	3,680
Total	37,930	52,956

Movement in the expected credit allowance

As at March 31, 2018	4575
Provided during the year	-117
As at March 31, 2019	4458
Provided during the year	-2883
As at March 31, 2020	1575

(ii) Liquidity Risk

Liquidity risk is risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations.

Maturities of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities as at the reporting date:

As at March 31, 2020	less than 1 year	1 to 5 year	Total
Borrowings	-	-	-
Trade payables	2,767	-	2,767
Other Financial Liabilities	-	98,150	98,150
As at March 31, 2019	less than 1 year	1 to 5 year	Total
Borrowings	-	8,000	8,000
Trade payables	1,008	-	1,008
Other Financial Liabilities	-	98,150	98,150

(iii) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed in the ordinary course of business to risks related to changes in foreign currency exchange rate and interest rate.

Market Risk – Foreign Exchange

Foreign currency risk is that risk in which the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and a portion of its business is transacted in one currency and therefore the Company is exposed to foreign exchange risk through its overseas sales in one foreign currency. The Company hedges the receivables by forming view after discussion with Forex Consultant and as per policies set by Management.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

The carrying amount of the Company's foreign currency denominated monetary liabilities as at the end of the reporting period is as follows:

Currencies	March 31, 2020	March 31, 2019
USD	-	-
Foreign currency exposure as at March 31, 2020	USD	Total
Liabilities		
Trade Payables	-	-
Foreign currency exposure as at March 31, 2019	USD	Total
Liabilities		
Trade Payables	-	-

Details of Unhedged Foreign Currency Exposure is as under:-

Currency	Nature	March 31, 2020		March 31, 2019	
		Amount in Foreign Currency	Amount in INR (in '000)	Amount in Foreign Currency	Amount in INR (in '000)
USD	Liability-Import Payable	-	-	-	-

Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on loss before tax and on other components of equity

Particulars	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	1 % Increase (In '000)	1 % Increase (In '000)	1 % Decrease (In '000)	1 % Decrease (In '000)
USD	-	-	-	-

4.10 Segment Reporting

The Company's business activity fall within a single business segment viz. Capacitors, comprising mainly trading in Ceramic Capacitors and all the sales are made in India. Considering the same, there are no reportable segments (business / or geographical) in accordance with the requirements of Ind AS 18 "Operating Segment".

- 4.11 The Company has aggressively focused in Trading of goods. Due to change in technological advancements, commercial considerations and market preferences, the company has taken up exercise to identify inventories which has very slow turnover ratio. The company will pass necessary accounting treatment on final ascertainment of the same.

4.12 Related Party Transactions

(a) Names of related parties and description of relationship

Nature of Relationship	Name of Related Parties
i Key managerial personnel	T. R. Kilachand - Executive Director , Chairman P. T. Kilachand - Non Executive Director A. H. Mehta - Managing Director C. K. Khushaldas - Independent Non Executive Director J. A. Mehta - Independent Non Executive Director S. A. Jhaveri - Independent Non Executive Director P. J. Parikh (Nominee of GIIC) - Non Executive Director R. P. Vahi - Independent Non Executive Director H. H. Jani - Chief Financial Officer P. R. Kapoor - Company Secretary and Compliance Officer
ii Entities where the key managerial personnel have significant influence/control	GINNERS & PRESSERS LIMITED
iii Holding	POLYCHEM LIMITED

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

All amounts are in '000 unless otherwise stated

(b) Details of Transactions:

	Key Managerial personnel		Entities where the key managerial personnel have significant influence / control		Holding		Total Amount	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Expenses								
<u>Electricity charges</u>								
Ginners & Pressers Limited	-	-	71	71	-	-	71	71
<u>Remuneration</u>								
A. H. Mehta	2,959	2,767	-	-	-	-	2,959	2,767
T. R. Kilachand	1,539	835	-	-	-	-	1,539	835
H. H. Jani	2,294	2,169	-	-	-	-	2,294	2,169
D. H. Upadhyaya (April to Oct-2019)	283	405	-	-	-	-	283	405
P. R. Kapoor (Oct to March-2020)	248	-	-	-	-	-	248	-
<u>Directors sitting fees (including Audit committee Fees)</u>								
T. R. Kilachand	-	8	-	-	-	-	-	8
P. T. Kilachand	40	28	-	-	-	-	40	28
C. K. Khushaldas	64	64	-	-	-	-	64	64
S. A. Jhaveri	24	32	-	-	-	-	24	32
J. A. Mehta	80	64	-	-	-	-	80	64
R. P. Vahi	32	-	-	-	-	-	32	-
Y. K. Vyas	-	16	-	-	-	-	-	16
P. J. Parikh	24	-	-	-	-	-	24	-
Total expenses payable	7,587	6,388	71	71	-	-	7,658	6,459
<u>Reimbursement/(Recovery) of expenses</u>								
Polychem limited	-	-	-	-	52	48	52	48
Total reimbursement	-	-	-	-	52	48	52	48
<u>Interest on Inter Corporate Deposit</u>								
Polychem limited	-	-	-	-	96	3,091	96	3,091
<u>Balance outstanding as at year end</u>								
Polychem limited	-	-	-	-	-	8,000	-	8,000

As per our report of even date
For Mahendra N. Shah & Co.
Chartered Accountants
Firm Registration No.: 105775W

For and on behalf of the Board of Directors
T. R. Kilachand
Chairman
DIN 00006659

A. H. Mehta
Managing Director
DIN 00005523

Rashmi Sheth
Partner
(Membership No. 030406)

H. H. Jani
Chief Financial Officer

P. R. Kapoor
Company Secretary & Compliance Officer
(M. No.: A48671)

Place: Ahmedabad
Date: June 26, 2020

Place: Mumbai
Date: June 26, 2020



GUJARAT POLY ELECTRONICS LIMITED

Plot No. B-18, Gandhinagar Electronic Estate, Gandhinagar, Gujarat - 382 024.