

# DUTRON POLYMERS LIMITED

Corp.Off : "Dutron House", Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad - 9 (India)  
Phones : 26561849, 26427522, Fax : (91) (79) 26420894 E-mail : sales@dutronindia.com

**DUTRON**

**ISO 9001 : 2008**  
CERTIFIED COMPANY

31<sup>st</sup> August, 2017

To,  
The Dept. of Corporate Services,  
Bombay Stock Exchange Ltd.  
Floor - 25, PJ Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 517437

Re : DUTRON POLYMERS LIMITED

SUB: Submission of Audit Report [Regulation 34(1)]for the year ended on 31<sup>st</sup> March 2017

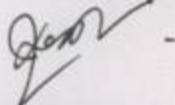
Dear Sir,

With reference to the captioned we are herewith attaching Annual Report for the year ended 31st March, 2017 for **DUTRON POLYMERS LIMITED**.

This is for your kind perusal and record.

Thanking you.

Yours Faithfully,  
For Dutron Polymers Limited



Rasesh Patel  
Managing Director & Compliance Officer



**DUTRON POLYMERS LIMITED**

Spreading Joy  
Enhancing Lives



**36<sup>th</sup>  
Annual Report  
2016-2017**



<b>BOARD OF DIRECTORS</b>	:	SUDIPBHAI B. PATEL CHAIRMAN	DIN-00226676
		RASESH H. PATEL MANAGING DIRECTOR	DIN-00226388
		ALPESH B. PATEL WHOLE TIME DIRECTOR	DIN-00226723
		PRAFUL G. SHAH INDEPENDENT DIRECTOR	DIN-02676653
		MITESH C. SHAH INDEPENDENT DIRECTOR	DIN-06641167
		KAPILABEN H. PATEL WOMAN DIRECTOR (FROM 01-04-2015)	DIN-07150359
<b>AUDITORS</b>	:	BAHETI BHADADA & ASSOCIATES CHARTERED ACCOUNTANTS 201, SHAILY COMPLEX, OPP. OLD GUJARAT HIGH COURT, INCOME TAX, ASHRAM ROAD, AHMEDABAD - 380 009	
<b>BANKERS</b>	:	CORPORATION BANK OPP. NAVRANGPURA BUS STOP, NAVRANGPURA, AHMEDABAD - 380 009.	
		THE AHMEDABAD MERCANTILE CO-OPERATIVE BANK LTD. (SCHEDULED BANK) AMCO HOUSE, STADIUM ROAD, NAVRANGPURA, AHMEDABAD - 380 009	
		HDFC BANK LTD MITHAKHALI BRANCH, NAVRANGPURA AHMEDABAD - 380 009	
<b>REGISTERED OFFICE</b>	:	"DUTRON HOUSE", NR. MITHAKHALI UNDER BRIDGE, NAVRANGPURA, AHMEDABAD - 380 009	
<b>CIN</b>	:	L25209GJ1981PLC004786	
<b>FACTORY</b>	:	BLOCK NO. 642, AT & P.O. HARIYALA, N.H. 8, TA. KHEDA, DIST. KHEDA - 387 411, GUJARAT	
<b>REGISTRARS &amp; SHARE TRANSFER AGENT</b>	:	CAMEO CORPORATE SERVICES. LTD. SUBRAMANIAN BUILDING, No. 1, CLUB HOUSE ROAD, CHENNAI - 600 002.	

## **NOTICE**

Notice is hereby given that the 36th ANNUAL GENERAL MEETING of the members of DUTRON POLYMERS LIMITED will be held on Monday, 25th September, 2017 at 11:30 a.m. at The Ahmedabad Textile Mills Association (ATMA) Hall, Opp. City Gold Cinema, Ashram Road, Ahmedabad – 380009 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2017 the Profit and Loss statement and Cash Flow statement along with notes for the year ended on that date together with Director's Report and Auditor's Report thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Shri Praful G. Shah, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a director in place of Shri Alpesh B. Patel, who retires by rotation and being eligible, offers himself for reappointment.
5. To consider and if thought fit to pass with or without modifications the following resolutions as ordinary resolution "RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or re-enactment(s) thereof and as recommended by the Audit Committee, the appointment of Manthan M Shah Associates, Chartered Accountants as Statutory Auditors, to hold office from the conclusion of the Thirty-Sixth Annual General Meeting till the conclusion of the Forty-First Annual General Meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable to the Statutory Auditors as recommended by Audit Committee.

### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER.
2. Members who have not encashed their dividend warrants for the financial year 2009-10 and onwards are requested to approach the Company for revalidation/obtaining duplicate warrants. Pursuant to the provisions of section 125 of the Companies Act, 2013; the amount of dividend remaining unclaimed for seven years shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Government.
3. The Equity Shares of the Company is listed at the Stock Exchange, Mumbai (BSE), PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001 (Company Code: 517437). The annual listing fee for the financial year 2017-2018 has been paid to the Stock Exchange.
4. The Register of members and the Share transfer Books of the Company will remain closed from 18th September, 2017 to 24th September, 2017 (both days inclusive).
5. Members of physical shares are requested to notify to the registrar any change in their address.
6. Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the Meeting to enable the management keep the information ready.
7. All Members are requested to send nomination for each member folio to the Company's Registrar.
8. The member representing more than one folio in same names (or same sequence of names in case of joint name) are requested to approach the Company's Registrar for consolidation of their folios into a single folio for simplification.
9. A member or his Proxy is requested to bring the copy of the Annual Report already circulated to the members, at the meeting.
10. Members/Proxies should bring the Attendance slip sent herewith duly filled in for attending the Meeting.
11. The Securities and Exchange Board of India as mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs. Member holding shares in physical form are requested to submit their PAN to the Company.

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<b>REGISTERED OFFICE</b>	:	"DUTRON HOUSE", NR. MITHAKHALI UNDER BRIDGE, NAVRANGPURA, AHMEDABAD - 380 009	
<b>CIN</b>	:	L25209GJ1981PLC004786	
<b>FACTORY</b>	:	BLOCK NO. 642, AT & P.O. HARIYALA, N.H. 8, TA. KHEDA, DIST. KHEDA - 387 411, GUJARAT	
<b>REGISTRARS &amp; SHARE TRANSFER AGENT</b>	:	CAMEO CORPORATE SERVICES. LTD. SUBRAMANIAN BUILDING, No. 1, CLUB HOUSE ROAD, CHENNAI - 600 002.	

# DUTRON POLYMERS LIMITED

# ATTENDANCE SLIP

CIN : L25209GJ1981PLC004786  
Registered Office : 'Dutron House',  
Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009.

Name of the Shareholders :		
Address :		
E-mail ID :		
Folio No. / Client Id		D.P. Id.

I hereby record my presence at the 36th ANNUAL GENERAL MEETING of the Company held at The Ahmedabad Textile Mills Association (ATMA ) Hall, Opp. City Gold Cinema, Ashram Road, Ahmedabad - 380009 on Monday, 25th September, 2017 at 11:30 a.m.

-----  
SIGNATURE OF SHAREHOLDER / PROXY'S

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND OVER AT THE ENTRANCE DULY FILLED IN.

# DUTRON POLYMERS LIMITED

## FORM NO. MGT-11 PROXY FORM

CIN : L25209GJ1981PLC004786  
Registered Office : 'Dutron House',  
Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009.

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

Name of the Shareholders :		
Address :		
E-mail ID :		
Folio No. / Client Id		D.P. Id.

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

1. Name : ..... Address : .....  
E-mail ID : ....., or failing him;
2. Name : ..... Address : .....  
E-mail ID : ....., or failing him;
3. Name : ..... Address : .....  
E-mail ID : ....., or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Monday, 25th September, 2017 at 11:30 a.m. at The Ahmedabad Textile Mills Association (ATMA) Hall, Opp. City Gold Cinema, Ashram Road, Ahmedabad - 380 009, and at any adjournment thereof in respect of such the resolutions given in the notice.

Signed this ..... day of ..... 2017

Signature of shareholder : .....

Signature of Proxy holder(s) : (1) ..... (2) ..... (3) .....

Notes : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Book - Post

To,

If Undelivered please return to :

**DUTRON POLYMERS LIMITED**

'Dutron House', Nr. Mithakhali Underbridge,

Navrangpura, Ahmedabad - 380 009.

CIN : L25209GJ1981PLC004786



## DUTRON POLYMERS LIMITED

12. Pursuant to the provisions of the sections 101 and 136 of the Act read with relevant Rule made there under, companies can serve Annual Reports and other communications through electrical mode to those Members who have registered their email addresses either with their DP or the Company. Notice of the AGM along with Annual Report for the year ended March 31, 2017 is being sent by electronic mode to those Members whose email addresses are registered with Company/depositories, unless a Member has requested for physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their email addresses. Members desirous of receiving physical copies of the Annual Report are requested to write to Company Secretary at the Registered Office of the Company. Annual Report for the year ended March 31, 2017 circulated to Members is also available on the website of the Company [www.dutronindia.com](http://www.dutronindia.com).
13. In compliance with the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and clause 35B of the listing agreement with the stock exchange, the Company is providing its members with the option of voting by electronic means (e-voting). The members may cast their votes using an electronic voting system through remote e-voting services. Necessary Arrangement has been made by the company with Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.
14. The instructions and procedure for voting electronically (remote e-voting) by the members are as under:
- i. The remote e-voting facility will be available during the following voting period :

<b>Commencement of e-voting</b>	<b>From 9:00 a.m. on 22nd September, 2017</b>
<b>End of e-voting</b>	<b>Upto 5:00 p.m. on 24th September, 2017</b>

During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on "Shareholders" tab to cast your votes.
- iv. Now, fill up the following details in the appropriate boxes :

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
USER ID	<b>For NSDL :</b> 8 character DP ID followed by 8 digit Client ID <b>For CDSL :</b> 16 digit beneficiary ID	6 digit Folio No. e.g. if your Folio No. is 104, then enter 000104
	Enter characters displayed as image verification and click on login	
Existing Users	If you have logged on to this website for voting earlier for any Company, then your existing password is to be used	
First Time Users : PAN	Enter your 10 digit PAN. Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number e.g. if your name is Mukesh Patel, and sequence number is 45, then enter MU00000045 in the PAN field	First two letters of member's name and the 8 digits of the sequence number e.g. if your name is Mukesh Patel and sequence number is 45, then enter MU00000045 in the PAN field
Bank Account Number OR DOB OR Date of Inc.	Enter the Dividend Bank account number or Date of Birth (DOB) / Date of Inc. as recorded with your depository / Company for said demat account / folio. If the details are not recorded with the depository or Company, please enter 6 digit member id / Folio number in the Bank Account number field.	



## DUTRON POLYMERS LIMITED

- v. After entering these details appropriately click on “SUBMIT” tab.
- vi. Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach “Password Creation” menu where in they are required to mandatorily change their login password in the new password field.  

Kindly note that this password is to be also used by the Demat Account holder for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. Click on the relevant EVSN 170822089 of DUTRON POLYMERS LIMITED to vote,
- viii. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the Option YES or NO as desired.
- ix. Click on the “Resolution FILE Link” if you wish to view all the resolutions.
- x. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xi. Once you “CONFIRM” your vote on the resolutions, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to logon to <https://www.evotingindia.com> and register themselves as Corporate. After receiving the log in details, they have to link their account(s) which they wish to vote and then cast their vote. They should upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, in PDF format in the system for the scrutinizer to verify the same.
- xiii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- xiv. Members can opt for only one mode of voting i.e. either by physical poll or remote e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- xv. The Board of Directors of the company has appointed Ms. Nayna P. Chopra, Practicing Company Secretary, 101, Shri Parshwanath Appartments, Shubhasnagar Society, Girdharnagar, Shahibaug, Ahmedabad – 380 004 as the scrutinizer to scrutinize the remote e-voting and physical poll, both the process in a fair and transparent manner.
- xvi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**BY ORDER OF THE BOARD OF DIRECTORS**

Place : **Ahmedabad**  
Date : **31st July, 2017**

**S. B. PATEL**  
Chairman

## DIRECTORS' REPORT

**To**  
**The Members,**  
**DUTRON POLYMERS LIMITED**

Your directors are delighted to present the report on your company's business and operations for the year ended on March 31, 2017.

### OPERATING RESULTS AND BUSINESS

The performance of the Company during the year 2016-17 is summarized below:

	<u>2016-17</u>	<u>2015-16</u>
	(₹ in Lakh)	(₹ in Lakh)
Profit before Depreciation & Taxation	<b>429.64</b>	421.22
Depreciation	<b>153.94</b>	144.08
Provision for Taxation	<b>92.41</b>	81.05
Exceptional Items	—	—
Net Profit after Tax	<b>183.29</b>	196.09
Profit Available for Appropriation	<b>288.27</b>	258.91
Proposed Dividend	<b>84.00</b>	84.00
Transfer to General Reserve	<b>50.00</b>	50.00

### FINANCIAL PERFORMANCE

Your Company's performance has been affected by absence of large quantity order from Gujarat government. Despite significant drop in revenue, net profit has been down by 6.6% to ₹ 183.29 Lakh. Earnings per share was ₹ 3.05 during the year review.

### DIVIDEND

Your directors recommend a dividend @ 14% on 60,00,000 equity shares of ₹ 10 each for the year ended 31st March, 2017 which will be free of tax in the hands of shareholders.

### FIXED DEPOSITS

During the year, the Company has not accepted any deposits from the public except deposits from directors & shareholders as at 31.03.2017 amounting to ₹ 7,56,38,552. The Company has filed a statement in lieu of advertisement with the Registrar of Companies, Gujarat.

### INSURANCE

All the assets of the Company including inventories, building, plant & machineries are adequately insured.

### DIRECTORATE

Pursuant to the provisions of the Companies Act, 2013, Shri Praful G. Shah and Shri Alpesh B. Patel, Directors of the Company, retire at the ensuing Annual General Meeting of the Company and are eligible for reappointment. The Board recommends their reappointment as Directors of the Company.

### FORMAL EVALUATION STATEMENT

Formal evaluation statement u/s 134(3)(p) of the Companies Act, 2013 is attached herewith to the report. The evaluation includes evaluation of board as a whole, individual director and of every committee of board. The evaluation framework for assessing the performance of Chairman, Directors, Board and Committees comprises, inter-alia, of the following parameters:

- a. Directors bring an independent judgment on the Board's discussions utilizing his knowledge and experience especially on issues related to strategy, operational performance and risk management.
- b. Directors contribute new ideas/insights on business issues raised by Management.
- c. Directors anticipate and facilitate deliberations on new issues that Management and the Board should consider.
- d. The Board / Committee meetings are conducted in a manner which facilitates open discussions and robust debate on all key items of the agenda.

- e. The Board receives adequate and timely information to enable discussions/decision making during Board meetings.
- f. The Board addresses interests of all stakeholders of the Company.
- g. The Committee is delivering on the defined objectives.
- h. The Committee has the right composition to deliver its objectives.

#### **AUDITORS**

As per provisions of Companies Act, 2013, existing Auditors M/s. Baheti Bhadada & Associates retires at ensuing AGM and are not eligible for re-appointment, therefore, the Board after receiving recommendations from Audit Committee recommends members to appoint M/s. Manthan M. Shah and Associates to hold office of Auditor from conclusion of this Annual General Meeting till conclusion of 41st Annual General Meeting. The Company has received letter from them to the effect that their re-appointment if made, would be within limits specified u/s 141(1)(g) of the Companies Act, 2013.

#### **AUDITORS' REPORT**

The observations made in the Auditors Report are self-explanatory and therefore, need not require any further comments by the Board of Directors.

#### **SECRETARIAL AUDIT REPORT**

In pursuant to Section 204 of the Companies Act, 2013, the Board attaches herewith the secretarial audit report issued by practicing company secretary in Annexure A to this report. There are no remarks or comments in said report which requires clarifications by the Board.

#### **ABSTRACTS OF ANNUAL RETURN**

In pursuant to requirement of 93(3) of the Companies Act, 2013, the abstracts of annual return is attached herewith in Annexure of the report in prescribed Form No. MGT-9.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

In compliance with Regulation 34(3) read with Schedule V(B) of the Listing Regulations, Management Discussion and Analysis forms parts of this Annual Report.

#### **RELATED PARTY TRANSACTIONS**

All related party transactions entered into by the Company during the year were arm's length basis and in the ordinary course of business. The Company did not enter into any related party transaction which was in conflict with its interest. Statements of transactions with related parties in summary form are periodically placed with the Audit Committee and are approved by the committee.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to requirement under section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

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

**PARTICULARS OF EMPLOYEES**

During the year, there were no employees, within the organization, who were in receipt of remuneration exceeding ₹ 60,00,000 p.a. or if employed for part of the year drawing remuneration in excess of ₹ 5,00,000/- p.m, as prescribed.

**RISK MANAGEMENT POLICY**

The Risk management policy of the company has been discussed in detail in the Management Discussion & Analysis Report which forms part of this Directors' Report, attached with Annual Report.

**CORPORATE GOVERNANCE**

The Company has generally implemented the procedure and adopted practices in conformity with the Code of Corporate Governance as enunciated in Clause 49 of the Listing Agreement with the Stock Exchanges. The Management Discussion & Analysis and Corporate Governance Report are made a part of the Annual Report. A Certificate from the Auditors regarding compliance of the conditions of the Corporate Governance is given in Annexure, which is attached hereto and forms part of Directors' Report.

**NUMBER OF BOARD MEETINGS**

During the year, the company had conducted total 12 Board Meetings. Notice for them were given properly and due quorum was present at above meetings. The dates of meetings are 21/04/2016, 10/05/2016, 30/05/2016, 04/06/2016, 30/07/2016, 27/09/2016, 02/12/2016, 23/01/2017, 27/01/2017, 31/01/2017, 31/03/2017.

**NOMINATION AND REMUNERATION COMMITTEE**

The Board has formed nomination and remuneration committee as required under section 178(1) of the Companies Act, 2013. The company has disclosed policies as required under 178(3) of the Companies Act in its Corporate Governance Statement, forming part of Directors' Report.

**AUDIT COMMITTEE**

The Board has constituted Audit Committee as required under section 177(1) of the Companies Act, 2013. The Composition of the same has been disclosed in Corporate Governance report forming part of Directors' Report. During the year, the Board has agreed to all recommendations of the audit committee.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company is responsible corporate citizen of our country and is concerned about its social responsibility. It is not mandated u/s 135 of the Companies Act, 2013 to contribute its profit towards CSR. However, the Company will contribute voluntarily when it has substantial profit and finds a good cause to help.

**ACKNOWLEDGEMENTS**

Your Directors take this opportunity to place on record their sense of gratitude to the customers, suppliers and business associates for their support. Your directors are also grateful to the employees for their commitment, dedication and hard work. Lastly, your directors are thankful to the members of the Company for their faith and confidence in the Company.

**BY ORDER OF THE BOARD OF DIRECTORS**

Place: **Ahmedabad**  
Date: **27th May, 2017**

**S. B. PATEL**  
Chairman

## ANNEXURE - A TO DIRECTORS' REPORT

Disclosure as per the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

### A. CONSERVATION OF ENERGY (FORM A)

Energy conservation measures carried out during the year are :

- (i) Installed LED lights in factory for power savings.

#### Form for disclosure of Particulars with respect to consumption of energy

Not Applicable

### B. TECHNOLOGY ABSORPTION (FORM B)

Details are provided in Form B annexed hereto

#### Form for disclosure of particulars with respect to absorption of technology, research & development.

#### (a) Research and Development (R & D)

- |   |   |                |
|---|---|----------------|
| 1. Specific areas in which R & D carried out by the Company   | : | Nil            |
| 2. Benefits derived as a result of the above R & D            | : | Not Applicable |
| 3. Future plan of action                                      | : | Nil            |
| 4. Expenditure on R & D                                       |   |                |
| (a) Capital   | : | Nil            |
| (b) Recurring   | : | Nil            |
| (c) Total   | : | Nil            |
| (d) Total R & D expenditure as a percentage of total turnover | : | Not Applicable |

#### b) Technology Absorption, Adaptation and Innovation

- |  |   |  |
|--|---|--|
| 1. Efforts, in brief, made towards technology absorption | : | (i) Your company has come out with production and marketing of PVC-U pipes - Dutron Drain for drainage applications. |
| 2. Benefits derived as a result of the above efforts     | : | (i) New and better quality UPVC pipes.   |
| 3. Information regarding technology imported             |   |  |
| (a) Technology imported                                  | : | HDPE Pipe Manufacturing, Sales and Application   |
| (b) Year of Import                                       | : | 1993-94  |
| (c) Has technology been fully absorbed                   | : | Yes  |

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

	2015-16 (₹)	2014-15 (₹)
Total foreign exchange outgo	20,20,85,328	18,70,20,091
Total foreign exchange earnings	-----	-----
Total foreign exchange outgo (Capital Goods)	-----	-----

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place: **Ahmedabad**  
Date: **27th May, 2017**

**S. B. PATEL**  
Chairman

**ANNEXURE - B TO DIRECTOR'S REPORT**

**FORM NO. MR - 3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

[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,  
Dutron Polymers Limited  
CIN: L25209GJ1981PLC004786  
Dutron House, Nr. Mithakhali Underbridge  
Navrangpura, Ahmedabad – 380 009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Dutron Polymers Limited (CIN : L25209GJ1981PLC004786) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Dutron Polymers Limited(CIN:L25209GJ1981PLC004786) ("The Company") for the period ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time- Not applicable to the Company during the audit period.
  - (d) The Securities and Exchange Board of India (Employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (share based Employee Benefits) Regulations 2014 – Not Applicable to the Company during the audit period.
  - (e) The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008 – Not Applicable to the Company during the audit Period.
  - (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client – Not applicable as the Company is not registered as registrar to an issue and Share Transfer Agent during the Audit Period;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not applicable to the Company during the Audit Period; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not applicable to the Company during the Audit Period.



- VI. Factories Act, 1948;
- VII. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- VIII. The payment of Gratuity Act, 1972;
- IX. Reserve Bank of India Act, 1934;
- X. Air Pollution Control Act;
- XI. Income Tax Act, 1961 and Indirect Tax laws;
- XII. Indian Contract Act, 1872;
- XIII. The Customs Act, 1962;
- XIV. Indian Stamp Act, 1999;
- XV. Negotiable Instruments Act, 1881;
- XVI. The Sale of Goods Act, 1979
- XVII. Micro, Small And Medium Enterprises Development Act, 2006 and many other Acts;
- XVIII. The Motor Vehicle Act, 1988;
- XIX. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors and committees (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and made effective 1st July, 2015);
- (ii) The Listing agreements entered into by the Company with the Stock Exchange read with the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned above.

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

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

Majority decision is carried through by the descending member's view, if any, are captured and recorded as part of the minutes.

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

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, etc.

I further report that during the audit period there were no instance of;

- (i) Public / Rights / Preferential Issue of Shares / Debentures / Sweat equity.
- (ii) Redemption / Buy-back of Securities.
- (iii) Major decisions taken by the members in pursuance to Sec 180 of the Companies Act, 2013.
- (iv) Merger / Amalgamation / Reconstruction etc.
- (v) Foreign technical collaboration.

**CHOPRA NAYNA PARASMALJI**

Place: **Ahmedabad**  
Date: **27th May, 2017**

Practising Company Secretary  
ACS No. 32833  
C. P. No.12187

Please note that the Secretarial Audit report is to be read with my letter of even date attached as Annexure BA to the report and the letter also forms the integral part of report.

**ANNEXURE - BA**

To,  
The Members,  
Dutron Polymers Limited  
CIN: L25209GJ1981PLC004786  
Dutron House, Nr. Mithakhali Underbridge  
Navrangpura, Ahmedabad – 380 009

Dear Sir,

My secretarial Audit Report of even date for the financial year ended on 31st March, 2017 is to be read along with this letter.

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

**CHOPRA NAYNA PARASMALJI**

Place: **Ahmedabad**  
Date: **27th May, 2017**

Practising Company Secretary  
ACS No. 32833  
C. P. No.12187

**ANNEXURE - C TO DIRECTOR'S REPORT**

FORM NO. MGT - 9

**EXTRACT OF ANNUAL REPORT****As on the financial year ended on 31st March, 2017**

[Pursuant To Section 92(3) of the Companies Act, 2013 And Rule No. 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

- i) CIN : **L25209GJ1981PLC004786**
- ii) Registration Date : **17/11/1981**
- iii) Name of the Company : **DUTRON POLYMERS LIMITED**
- iv) Category / Sub-Category of the Company : Public Company / Limited by shares
- v) Address of the registered office and contact details :  
Dutron House, Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009  
Gujarat, India  
Tel. : +91 - 79 - 2656 1849  
Fax : +91 - 79 - 2642 0894
- vi) Whether listed Company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agents, if any :  
Cameo Corporate Services Ltd.  
Subramanian Building No. 1, Club House Road,  
Chennai - 600 002.  
Tel. : +91 - 44 - 2846 0390 to 94  
Fax : +91 - 44 - 2849 0129  
E-mail : cameo@cameoindia.com

**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	Manufacture of Plastic Products	222	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
	Nil				

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

**(i) Category-wise Share Holding**

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>PROMOTER</b>									
1.	<b>INDIAN</b>									
a.	Individual / HUF	1740016	509600	2249616	37.49	1829937	510400	2340337	39.00	1.51
b.	Central Govt.									
c.	State Govt.(s)									
d.	Bodies Corporate	992125		992125	16.54	992125		992125	16.54	
e.	Banks / FI									
f.	Any Other									
	<b>Sub Total (A) (1) :</b>	<b>2732141</b>	<b>509600</b>	<b>3241741</b>	<b>54.03</b>	<b>2822062</b>	<b>510400</b>	<b>3332462</b>	<b>55.54</b>	<b>1.51</b>
2.	<b>FOREIGN</b>									
a.	NRIs - Individuals		865050	865050	14.42		865050	865050	14.42	
b.	Other - Individuals									
c.	Bodies Corporate									
d.	Banks / FI									
e.	Any Other									
	<b>Sub Total (A) (2)</b>		<b>865050</b>	<b>865050</b>	<b>14.42</b>		<b>865050</b>	<b>865050</b>	<b>14.42</b>	
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>		<b>2732141</b>	<b>1374650</b>	<b>4106791</b>	<b>68.45</b>	<b>2822062</b>	<b>1375460</b>	<b>4197512</b>	<b>69.96</b>	<b>1.51</b>
<b>B.</b>	<b>PUBLIC</b>									
1.	<b>INSTITUTIONS</b>									
a.	Mutual Funds / UTI									
b.	Banks / FI									
c.	Central Govt.									
d.	State Govt. (s)									
e.	Venture Capital Funds									
f.	Insurance Companies									
g.	FIs									
h.	Foreign Venture Capital Funds									
i.	Other (specify)									
	<b>Sub Total (B) (1)</b>									
2.	<b>NON-INSTITUTIONS</b>									
a.	<b>Bodies Corporate</b>									
i)	Indian					33363	0	33363	0.56	0.56
ii)	Overseas									

**DUTRON POLYMERS LIMITED**

<b>b. Individuals</b>										
i)	Individual Shareholders holding nominal share capital upto ₹ 1 lakh	591701	287060	878761	14.65	522004	281060	803064	13.38	-1.27
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	502453	75400	577853	9.63	423112	75400	498512	8.31	-1.32
<b>c. Others (specify)</b>		73935	362660	436595	7.28	104889	362660	437549	7.79	0.51
	<b>Sub Total (B) (2)</b>	<b>1168089</b>	<b>725123</b>	<b>1893209</b>	<b>31.55</b>	<b>1083368</b>	<b>719120</b>	<b>1802488</b>	<b>30.04</b>	<b>-1.51</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>1168089</b>	<b>725123</b>	<b>1893209</b>	<b>31.55</b>	<b>1083368</b>	<b>719120</b>	<b>1802488</b>	<b>30.04</b>	<b>-1.51</b>
	<b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>									
	<b>Grand Total (A+B+C)</b>	<b>3900230</b>	<b>2099770</b>	<b>6000000</b>	<b>100</b>	<b>3905430</b>	<b>2094570</b>	<b>6000000</b>	<b>100</b>	

**ii) Shareholding of Promoters**

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	
Dutron Plastics Limited	551325	9.19		551325	9.19		
Nippon Polymers Pvt. Ltd.	440800	7.35		440800	7.35		
Jagruti Patel	406300	6.77		406300	6.77		
Kirtikumar Patel	465050	7.75		465050	7.75		
Rasesh Patel	540397	9.00		558033	9.30		0.30
Alpesh Patel	481751	8.03		500751	8.35		0.32
Sudip Patel	412548	6.88		416548	6.94		0.06
Kapila Patel	319800	5.33		319800	5.33		
Nita Patel	110900	1.85		110900	1.85		
Jyotiben Patel	44100	0.73		44100	0.73		
Trupti Patel	83500	1.39		93000	1.55		0.16
Shailesh Patel	26600	0.44		26600	0.44		
Hasmukhlal T. Patel HUF	39500	0.66		39500	0.66		
Rupal Patel	17950	0.30		18750	0.31		0.01
Nilay Patel	121270	2.02		127270	2.12		0.10
Pooja Patel	45000	0.75		45000	0.75		
Bhoomi Patel				33785	0.56		0.56
<b>Total</b>	<b>4106791</b>	<b>68.44</b>		<b>4197512</b>	<b>69.95</b>		<b>1.51</b>

**DUTRON POLYMERS LIMITED**

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

	Shareholding at the beginning of the year		Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
At the beginning of the year	4106791	68.44			4106791	68.44
1) Rasesh Patel	540397	9.00			540397	9.00
			2900	Transfer	543297	9.07
			3204	Transfer	546501	9.10
			1400	Transfer	547901	9.13
			1809	Transfer	549710	9.16
			2000	Transfer	551710	9.20
			296	Transfer	552006	9.20
			195	Transfer	552201	9.20
			2950	Transfer	555151	9.25
			2882	Transfer	558033	9.30
2) Alpesh Patel	481751	8.03			481751	8.03
			3500	Transfer	485251	8.09
			4200	Transfer	489451	8.16
			2200	Transfer	491651	8.19
			1595	Transfer	493246	8.22
			600	Transfer	493846	8.23
			905	Transfer	494751	8.25
			1500	Transfer	496251	8.27
			1000	Transfer	497251	8.29
			1000	Transfer	498251	8.30
			2500	Transfer	500751	8.35
3) Sudip Patel	412548	6.88			412548	6.88
			3000	Transfer	415548	6.93
			1000	Transfer	416548	6.94
4) Trupti Patel	83500	1.39			83500	1.39
			4000	Transfer	87500	1.46
			2000	Transfer	89500	1.49
			1000	Transfer	90500	1.50
			2500	Transfer	93000	1.55
5) Nilay Patel	121270	2.02			121270	2.02
			3000	Transfer	124270	2.07
			1000	Transfer	125270	2.09
			1000	Transfer	126270	2.10
			1000	Transfer	127270	2.12
6) Rupal Patel	17950	0.30			17950	0.30
			800	Transfer	18750	0.31



**DUTRON POLYMERS LIMITED**

	Shareholding at the beginning of the year		Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
7) Bhoomi Patel						
			22538	Transfer	22538	0.38
			1006	Transfer	23544	0.39
			941	Transfer	24485	0.41
			1000	Transfer	25485	0.42
			3855	Transfer	29340	0.49
			2990	Transfer	32330	0.54
			1455	Transfer	33785	0.56
8) Dutron Plastics Limited	551325	9.19			551325	9.19
9) Nippon Polymers P. Ltd.	440800	7.35			440800	7.35
10) Jagruti Patel	406300	6.77			406300	6.77
11) Kirtikumar Patel	465050	7.75			465050	7.75
12) Kapila Patel	319800	5.33			319800	5.33
13) Nita Patel	110900	1.85			110900	1.85
14) Jyotiben Patel	44100	0.73			44100	0.73
15) Shailesh Patel	26600	0.44			26600	0.44
16) Hasmukhlal T. Patel HUF	39500	0.66			39500	0.66
17) Rupal Patel	17950	0.30	800	Transfer	18750	0.31
18) Pooja Patel	45000	0.75			45000	0.75
At the end of the year	4106791	68.44			4197512	69.95

**DUTRON POLYMERS LIMITED**

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

	Shareholding at the beginning of the year		Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
1) Subramaniam P.	0	0.00	144510	Transfer	144510	2.41
			(620)	Transfer	143890	2.39
			(7290)	Transfer	136600	2.28
			(1500)	Transfer	135100	2.25
			(750)	Transfer	134350	2.24
			(731)	Transfer	133619	2.23
			(619)	Transfer	133000	2.22
			(68)	Transfer	132932	2.21
2) Atulesh Patel	120000	2.00			120000	2.00
3) Vijay M. Patel	112700	1.88			112700	1.88
4) Sangeetha S.	78780	1.31			78780	1.31
			(5990)	Transfer	72790	1.21
			(72790)	Transfer	0	0.00
5) Savitha S.	71720	1.20			71720	1.18
			(71720)	Transfer	0	0.00
6) Tushar Patel	40000	0.67	15000	Transfer	55000	0.92
7) Smitaben K. Patel	52500	0.88			52500	0.88
8) Ketan Bharatkumar Shah	40000	0.67			40000	0.67
9) Chhotalal P. Shah	40000	0.67			40000	0.67
10) Veena Vasant Patel	35800	0.60	35800		35800	0.60
11) Krish Ajay Patel	24850	0.41			24850	0.41
12) Jinal Kiritkumar Patel	22900	0.38			22900	0.38

v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>A. Directors</b>				
1) Sudip Patel	412548	6.88	416548	6.94
2) Rasesh Patel	540397	9.01	558033	9.30
3) Alpesh Patel	481751	8.03	500751	8.35
4) Praful Shah	0	0.00	0	0.00
5) Mitesh Shah	0	0.00	0	0.00
6) Kapilaben Patel	319800	5.33	319800	5.33
<b>B. Key Managerial Personnel</b>				
1) Bhartkumar R. Barot – CFO	0	0.00	0	0.00
2) Roopa R. Shah – Com. Secretary	0	0.00	0	0.00

V.) INDEBTEDNESS

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

Amount in ₹	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	18727292	129401005	3035000	151163297
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>18727292</b>	<b>129401005</b>	<b>3035000</b>	<b>151163297</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	0	17320322	0	17320322
Reduction	11833490	0	25000	11858490
<b>Net Change</b>	<b>11833490</b>	<b>17320322</b>	<b>25000</b>	<b>5461832</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6893802	146721327	3010000	156625129
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>6893802</b>	<b>146721327</b>	<b>3010000</b>	<b>156625129</b>

**VI.) REMUNERATION OF DIRECTORS AND KEY MANGERIAL PERSONNEL**

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

Sr. No.	Particulars of Remuneration Amount in ₹	Name of MD/WTD/Manager		Total Amount
		Sudip B. Patel	Rasesh H. Patel	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600000	600000	1200000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit	0	0	0
	- others, specify...	0	0	0
	-Other Commission	0	0	0
5	Others, please specify	0	0	0
	Total (A)	600000	600000	1200000
	Ceiling as per the Act			3200000

B) Remuneration to other Directors :

Sr. No.	Particulars of Remuneration Amount in ₹	Name of Directors				Total Amount
		Alpesh B. Patel	Praful G. Shah	Mitesh C. Shah	Kapilaben H. Patel	
1	Independent Directors					
	Fee for attending board committee meetings	-	4000	5000	0	9000
	Commission	-	0	0	0	0
	Others, please specify	-	0	0	0	0
	Total (1)	-	4000	5000	0	9000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B) = (1+2)	0	4000	5000	0	9000
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act					

**DUTRON POLYMERS LIMITED**

C) Remuneration to Key Managerial Personnel other than MD/Manager/WTD :

Sr. No.	Particulars of Remuneration Amount in ₹	Key Managerial Personnel		
		CFO	Com. Secretary	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	551392	212250	763642
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>551392</b>	<b>212250</b>	<b>763642</b>

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

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### INTRODUCTION

Dutron Polymers Ltd. was formed to manufacture Plastic Pipes and Fittings, in ISI marked segment of the industry at Dist. Kheda, Gujarat. Today, the Company has been recognized as one of the most reliable quality plastic pipes & fittings manufacturers in India. Its products HDPE, PVC & CPVC pipes and fittings cater to several market areas- agriculture, industries, building, construction and infrastructure projects. The Company is ISO 9001:2015 certified and has been steadily growing its base in all parts of the country, especially in Gujarat and neighboring states.

### ECONOMIC OVERVIEW

Global economy remained at slow growth during 2016-17. Indian economy growth was around 7%, slightly lower partly due to demonetization. But current year is promising for Indian economy as several measures like GST implementation; housing, sanitation & water supply schemes will aid the growth.

### INDIA'S PLASTIC PIPE INDUSTRY

India's plastic pipe industry has been growing at a pace higher than overall economy's growth in past few years. Plastic pipes are mainly used for Agriculture, Housing, Infrastructure and Industries to carry water, air or chemicals. Almost half of India's plastic pipe market is catered by small and unorganized processors. But with GST implementation and aggressive reaching strategy from large manufacturers, the market is shifting towards organized, branded products.

### BUSINESS OUTLOOK

Absence of a single large quantity customer during later part of the year affected your company's financial numbers; your company has devised a strategy of not depending heavily on a specific market or customer. Dutron is focusing on expanding reach of its products to more and more locations throughout the country. The company has introduced DUTRON Drain, underground drainage PVC-U pipe during the year. Gujarat Government's Micro irrigation scheme and Sardar Sarovar Narmada Nigam Limited's water distribution projects are still prospective customers that can boost company's business. Dutron's CPVC Pipes & fittings are manufactured using raw material from Japan's renowned supplier Sekisui. Dutron has been one of the early users of Sekisui CPVC compound 'Durastream' in India. After demonetization and suppressed real estate market, government's focus on agriculture and non agriculture sectors during 2017-18 is likely to result in good demand of HDPE, PVC and CPVC pipes and fittings in coming years.

### OPPORTUNITIES AND THREATS

The Government's various infrastructure spending plans in irrigation, drinking water, affordable housing and Smart City projects will give very good opportunity to your company in next couple of years. Replacement of metal plumbing pipes with plastic pipes are increasing taking place in India. Most likely event of introduction of GST will benefit organized plastic pipes manufacturers like your company.

Major risks and threats to your company are related to Global Economic Situation and how India is affected in this. Stagnant building and construction industry is a threat faced by your company.

### BUSINESS, OPERATIONAL AND FINANCIAL RISKS

The major risks and concerns which may have impact on Company's business are as follows:

1. Indian Economy and International Economic trends
2. Foreign Currency rate fluctuations
3. Interest rate fluctuations and high rates on inflation
4. Unforeseen circumstances like natural calamities- floods, earthquakes-, closure due to violence
5. Delay in the government spending on infrastructure

Since the company is 100% dependent on import of raw material for CPVC pipes, fluctuations of foreign currency rate affect the most in profitability on CPVC pipes sales. However, it is expected that this fluctuation will decrease due to actions by RBI. Further, Plastic Pipes manufacturing industry is competitive industry and reflects with demand-supply chain, trusted quality, and customer confidence is directly linked with economic factors like consumer reliance, technology and its upgradation etc.



**INTERNAL CONTROL SYSTEMS**

The Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operation, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws. The internal control mechanism comprises of well-defined organization structure, documented policy guidelines, pre-determined authority levels and processes commensurate with the level of responsibility.

**FINANCIAL PERFORMANCE**

The highlight of financial performance is discussed in the Director's Report. The Audit Committee also reviews financial performance of the Company from time to time.

**HUMAN RESOURCES MANAGEMENT**

Dutron's belief in trust, transparency and teamwork has yielded improvement in employee efficiency at all levels. The Company's commitment to harmonious industrial relations resulted in enhancing effectiveness of operations and enabled the achievement of benchmarks in industry. The Company's ongoing objective is to create an inspirational work climate where talented employees engage in creating sustained value for the stakeholders. The Company has developed an environment of harmonious and cordial relations with its employees.

**CAUTION STATEMENT**

Statements in this Management Discussion and Analysis Report describing the Company's objectives, estimates etc. may be "Forward looking statements" within the applicable laws and regulations. Actual results may vary from these expressed or implied; several factors that may affect Company's operations include Dependency on telecommunication and information technology system, Government policy and several other factors. The Company takes no responsibility for any consequences of the decisions made, based on such statement and holds no obligation to update these in future.

**FOR DUTRON POLYMERS LIMITED**

Place: **Ahmedabad**  
Date: **27th May, 2017**

**S. B. PATEL**  
Chairman

## CORPORATE GOVERNANCE REPORT

Corporate Governance is about commitment to values and ethical business conduct. Corporate Governance at DUTRON is a rigorous and well-established framework that helps to manage the Company's affairs in a fair, accountable and transparent manner. "Transparency" and "Accountability" which are the two columns of good governance are piped in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. Responsible corporate conduct is integral to the manner that we conduct our business and our actions are governed by values and principles, which are reinforced across all levels within the Company. Your Company has evolved guidelines and best practices over the years to ensure timely disclosure of information regarding our financials, performance, product offerings, distribution network and governance. Dutron Polymers Limited has established a tradition of the highest standards of corporate governance principals and best practices. The Company is committed to introducing corporate governance practices in tandem with domestics and international developments to position it to conform to the best governance practices. To succeed, maintain sustainable growth and create long-term value requires the highest standards of corporate discipline. Your Company continues to focus its resources, strengths and strategies to achieve these.

### 1. OUR GOVERNANCE PHILOSOPHY

The Company's philosophy on corporate governance envisages the attainment of the highest levels of transference, accountability and equity in all facets of its operation and in all its interactions with its stake holders including shareholders, employees, the government, lenders and the society. The Company believes that all its operations and actions must focus the goal of enhancing overall shareholder value, over a sustained period of time. Your Company continuously strives for excellence by adopting best governance and disclosure practices. In this context, your Company has been making significant disclosures on the Board composition and functioning, management thoughts on the performance and outlook from time to time.

### 2. GOVERNANCE PRACTICES BEYOND REGULATORY REQUIREMENTS

Our governance practices go beyond the statutory and regulatory requirements. Our endeavor is more to follow the spirit of good governance than mere compliance with the conditions specified by regulatory authorities. With this objective, we have formulated, inter alia, the following policy documents and introduced best practices of governance:

#### 2.1 Code of Ethics

Our policy document on 'Code of Ethics', in essence, directs that our employees should conduct the business with integrity by excluding consideration of personal advantage. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner.

#### 2.2 Business Policies

Our 'Business Policies' contains the policy on fair market practices, inside information, financial records and accounting integrity, external communication, work ethics, personal conduct, policy on prevention of sexual harassment, health, safety & environment and quality.

#### 2.3 Prohibition of Insider Trading Policy

The Company has adopted a 'Code of Conduct for Prevention of Insider Trading' in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. This Code is amended from time to time reflecting the changes brought in by SEBI in the Insider Trading Regulations. The said Code is applicable to all Directors and such Designated Employees who are reasonably expected to have access to unpublished price sensitive information relating to the Company.

#### 2.4 Whistle Blower Policy

We have established a mechanism for our employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct & Ethics policy. Our whistle blower policy also safeguards the whistle blower from any adverse personnel action and allows direct access to the Chairperson of the Audit Committee in exceptional cases. We further affirm that no employee has been denied access to the Audit Committee.

#### 2.5 Risk Management

The Company is exposed to risks from market fluctuations of foreign exchange, interest rates, commodity prices, business risk, compliance risks and people risks.

- Foreign Exchange Risk: The Company's policy is to actively manage its long term foreign exchange risk within the framework laid down by the Company's FOREX Policy approved by the Board.
- Interest Rate Risk: Given the interest rate fluctuations, the Company has adopted a prudent and conservative risk mitigating strategy to minimize the interest costs.
- Commodity Price Risk: The Company is exposed to the risk of price fluctuation on raw materials as well as finished goods in all of its products. The Company proactively manages these risks in inputs through forward booking, inventory management, proactive management of vendor development and relationships. The Company's strong reputation for quality, product differentiation and service, the existence of a powerful brand image and a

robust marketing network mitigates the impact of price risk on finished goods.

- Risk Element in Individual Businesses: Apart from the risks on account of interest rate, foreign exchange and regulatory changes, various businesses of the Company are exposed to certain operating business risks, which are managed by regular monitoring and corrective actions.
- Compliance Risk: The Company is exposed to risks attached to various statutes and regulations including the Competition Act, 2002. The Company is mitigating these risks through regular reviews of legal compliances, through internal as well as external compliance audits.
- People Risk: Retaining the existing talent pool and attracting new manpower are major risks. The Company has initiated various measures such as rollout of strategic talent management system, training and integration of learning activities.

### **3. BOARD ROOM PRACTICES**

#### **3.1 Board Charter**

The Board of Directors has adopted a comprehensive board charter. The charter has set out matters relating to board composition, scope & functions of the board & committees, etc.

#### **3.2 Tenure of Independent Director**

Tenure of independent directors on the board of the Company shall not extend beyond stipulated years, subject to their re-appointment on retirement by rotation as per statutory provisions.

#### **3.3 Director's Interactions with Shareholders**

Shri Rasesh H. Patel and Shri Mitesh C. Shah interact with shareholders. The suggestions and queries are forwarded to the Company Secretary. The directors assure the shareholders that their Company is running smoothly and is rising in a steady yet sustainable manner over the period of times.

#### **3.4 Meeting of Independent Directors with Operating Team**

The independent directors of the company meet in executive sessions with the operating teams in each of the respective areas, on a regular basis as they deem necessary. These executive session discussions may include topics such as operating policies and procedures; risk management strategies; measures to improve efficiencies; performance and compensation; strategic issues for board consideration; flow of information to directors; management progression and succession and others as the independent directors may determine. During these executive sessions, the independent directors have access to members of management and other advisors, as the independent directors may determine and deem fit.

#### **3.5 Commitment of Directors**

The board meeting dates for the entire financial year are scheduled in the beginning of the year and an annual calendar of meetings of the board and its committees is circulated to the directors. This enables the directors to plan their commitments and facilitates attendance of all directors at the meetings of the board and its committees. Such advance planning of meetings enables the directors to plan their commitments, particularly in the context that the meetings of the board normally extend over the entire working day.

### **4. GOVERNANCE PRACTICES BEING FOLLOWED TO PROMOTE THE INTERESTS OF OURSTAKEHOLDERS**

We have in the recent past introduced several trend setting governance practices to improve stakeholder satisfaction.

### **5. COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT**

Dutron Polymers Limited is fully compliant with the mandatory requirements of Clause 49 of the Listing Agreement formulated by Securities and Exchange Board of India (SEBI). We present our report on compliance of governance conditions specified in Clause 49.

#### **5.1 Board of Directors**

##### **5.1.1 Board Composition – Board Strength and Representation**

As at March 31, 2017, the board consisted of six members. The Chairman and Managing Director look after the day-to-day business of the Company under the overall supervision and guidance of the Board. The Directors are professionals having expertise in their respective functional areas and bring a wide range of skills and experience to the Board. The composition of and the category of directors on the board of the company are as under :

<b>Category</b>	<b>Particulars of Directors</b>
Promoter & Executive Director	- Sudip B. Patel - Rasesh H. Patel - Alpesh B. Patel
Promoter & Women Director	- Kapilaben H. Patel
Independent & Non- Executive Director	- Praful G. Shah - Mitesh C. Shah

### 5.1.2 Conduct of Board Meetings

The day to day business is conducted by the officers and the managers of the Company under the direction of the Board led by the Chairman. The board holds six to seven meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company. The board performs the following specific functions in addition to the oversight of the business and the management :

- ◆ Review, monitor and approve major financial and business strategies and corporate actions.
- ◆ Assess critical risks facing the Company their mitigation.
- ◆ Provide counsel on the selection, evaluation, development and compensation of senior management.
- ◆ Ensure that processes are in place for maintaining the integrity of
  - the Company
  - the financial statements
  - compliance with law
  - relationships with all the stakeholders
  - delegation of appropriate authority to the senior executives of the Company or effective management of operations.

### 5.1.3 Board Meetings

During the financial year under review, 12 Board Meetings were held on the following dates :

Sr. No.	Date of Board Meeting	Board Strength	No. of Directors Present
1.	21-04-2016	6	5
2.	10-05-2016	6	5
3.	30-05-2016	6	5
4.	04-06-2016	6	5
5.	30-07-2016	6	6
6.	27-09-2016	6	5
7.	29-10-2016	6	6
8.	02-12-2016	6	5
9.	23-01-2017	6	5
10.	27-01-2017	6	5
11.	31-01-2017	6	6
12.	31-03-2017	6	4

### 5.1.4 Attendance of directors at the Board Meetings held during the year and Attendance of the Directors at the Last Annual General Meeting (AGM) held on 27th September, 2016

Directors	Meetings In year	Meetings Attended	AGM Attended
Sudip B. Patel	12	12	Yes
Rasesh H. Patel	12	11	Yes
Alpesh B. Patel	12	12	Yes
Kapilaben H. Patel	12	12	Yes
Praful G. Shah	12	10	No
Mitesh C. Shah	12	5	Yes

#### Notes:

- None of Directors has business relationship with the Company.
- None of the Directors has receive a any loans / advances from the Company.

### 5.1.5 Attendance & Other Directorships

None of the directors holds directorships in more than 15 public limited companies. Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and details of directorships (excluding private limited, foreign company and companies under section 25 of the Companies Act, 1956) and Chairmanships / Committee memberships held by the directors as on 31st March, 2017 are as follows :

Sr. No.	Directors	Category of Directorship **	Board Meetings Attended	Attendance at the last AGM	No. of Other Directorships Held	No. of Board Committees in which Member / Chairman
1	Sudip B. Patel	ED (P)	12	YES	3	1
2	Rasesh H. Patel	ED (P)	11	YES	2	1
3	Alpesh B. Patel	ED (P)	12	YES	2	1
4	Kapilaben H. Patel	NED (P)	12	YES	-	-
5	Praful G. Shah	NED (I)	10	NO	-	2
6	Mitesh C. Shah	NED (I)	5	YES	-	1

\*\*ED (P): Executive Director & Promoter

NED (P): Non Executive Director & Promoter

NED (I): Non Executive & Independent Director

#### Notes :

- i. The information provided above pertains to the following committees in accordance with the provisions of Clause 49 of the Listing Agreement:
  - a) Audit committee
  - b) Shareholders/investors' grievances committee
- ii. Membership of committees includes Chairmanship, if any.

### 5.1.6 Membership of Board Committees

No director holds membership of more than 10 committees of Boards nor is any director a chairman of more than 5 committees of Boards.

### 5.1.7 Details of Directors

The abbreviated resumes of all Directors are furnished hereunder:

#### ◆ **Sudip B. Patel**

He has B. E. in Chemical Engineering from L.D. College of Engineering, Ahmedabad and M. Tech from UDCT, Mumbai. He later completed his MBA from USA. He is looking after production. He is also key person for new product developments & R&D activities. He is also the Whole time Director of the other group Companies: Dutron Plastics Limited, Nippon Polymers Private Limited and Cosmofil Plastisack Private Limited.

#### ◆ **Rasesh H. Patel**

He possesses M. S. in Electrical Engineering & MBA from USA. He is looking after Purchases, Automation and MIS activities. He is also the Compliance Officer of the company and looks after all legal, stock exchange and SEBI requirements. Also, he is the Whole Time Director of the other group Companies: Dutron Plastics Limited and Nippon Polymers Private Limited.

#### ◆ **Alpesh B. Patel**

He is B. E. in Plastic Engineering from Ahmedabad and MBA from USA. He is Whole Time Director of the Company and looks after Marketing and General Administration. He has been instrumental in expansion of the business and promoting the company's products in international markets, development of Brands and creating new markets. He is also Whole Time Director of the other group Companies Dutron Plastics Limited and Nippon Polymers Private Limited.

#### ◆ **Kapilaben H. Patel**

She is graduate aged 77 years and has been inducted as Woman Director. Being wife of founder of Dutron Group, she has been a witness to the growth of the entire business right from scratch to its current level, bringing her experience on management legacy and business ethics in the Company.

#### ◆ **Praful G. Shah**

Shri Praful G. Shah, aged about 83 years has done B. Com, LL.M, and is practicing as Income Tax (Advocate) for 44 years. He has varied experience as Lecturer in Law College. He is a member of Income Tax Appellate Tribunal

Association and also of Income Tax Bar Association for past so many years. He is the independent Director of our Company. He has vast knowledge & enriched experience in his fields.

◆ **Mitesh C. Shah**

Shri Mitesh C. Shah, aged about 50 years is graduate in Commerce with over 24 years of experience in marketing, distribution and sales of plastic products. He has in-depth knowledge about applications of various plastic products in India, especially in pipes and fittings; in several segments of market.

**5.1.8 Insurance Coverage**

The Company has not obtained director's liability insurance coverage in respect of any legal action that might be initiated against directors.

**5.2 Details of Committees**

**5.2.1 Audit Committee**

The Audit Committee has been constituted w.e.f. 31st May, 2016. Audit Committee presently comprises of Two Non-Executive Directors viz. Mitesh C. Shah as the Chairman of the Committee and Praful G. Shah. The Chairman & the Managing Director are the permanent invitees.

All the members of Audit Committee have good knowledge of finance, accounts and company law. The chairman of the committee has financial management expertise. The committee held 4 meetings during the year. The audit committee also advises the management in the areas where internal audit can be improved. The minutes of the meetings of the audit committee are placed before the board. The terms of reference of the audit committee are in accordance with all the items listed in Clause 49 (II) (D) and (E) of the listing agreement and section 177 of the Companies Act, 2013, as follows:

- 1) To monitor & look into the working of the following matters:
  - a) To recommend appointment of statutory auditors, internal auditors and cost auditors and fixation of their remuneration and also deciding the fees for other services provided by them.
  - b) To review with statutory auditors their findings, suggestions and other related matters.
  - c) To review financial statements and to seek clarifications etc. from the statutory auditors, focusing primarily on the following points before submission to the Board:
    - i. Major accounting entries based on exercise of judgment by management.
    - ii. Matters required being included in the directors' responsibility statement included in the report of the board of directors.
    - iii. Any changes in accounting policies and practices.
    - iv. Qualifications in draft statutory audit report.
    - v. Significant adjustments arising out of audit.
    - vi. Compliance with listing and other legal requirements concerning financial statements.
    - vii. Any related party transactions.
  - d) To review the adequacy of internal control system internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - e) To review Company's accounting and risk management policies.
  - f) Reviewing with the management the quarterly financial statements before submission to the board for approval.
    - i. Looking into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors.
    - ii. To review the functioning of the Whistle Blower mechanism, in case the same exists.
    - iii. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- 2) Review the following information:
  - (i) Management discussion and analysis of financial condition and results of operations;
  - (ii) Internal audit reports relating to internal control weaknesses;
  - (iii) Management letters / letters of internal control weaknesses issued by statutory / internal auditors;
  - (iv) Statement of significant related party transactions; and
  - (v) The appointment, removal and terms of remuneration of the auditor shall be subject to review by the Audit Committee.
- 3) The Audit Committee has the following powers:
  - (i) To investigate any activity within its terms of reference.



- (ii) To seek any information from any employee.
- (iii) To obtain outside legal and professional advice.
- (iv) To secure attendance of outsiders with relevant expertise, if it considers it necessary.

Attendance at the Meetings of the Audit Committee held During Year 2016-17

Directors	Meetings in year	Attended
Mitesh C. Shah	4	4
Praful G. Shah	4	4

The Audit Committee held meetings on 30th May, 2016, 30th July, 2016, 29th October, 2016 and 31st January, 2017. The meetings are regularly held throughout the year.

### 5.2.2 Nomination / Remuneration Committee

The Nomination/Remuneration Committee of the board is constituted to formulate from time to time,

- (a) Process for selection and appointment of new directors and succession plans; and
- (b) A compensation structure for the members of the board.

Shri Mitesh C. Shah is the Chairman of the Committee and Shri Alpesh B. Patel is Member of the committee, a meeting of committee was held on 30th May, 2016 for fixing the remuneration, etc.

- **Non-Executive Directors:**

The Company currently has Two Non-Executive Directors. Non-Executive Directors are not paid any remuneration. Executive Director Alpesh B. Patel is not paid any remuneration.

- **Executive Directors:**

The appointment of Executive Directors including Chairman and Managing Director and Whole-time Director is governed by the recommendation of the Remuneration & Nomination Committee, Resolutions passed by the Board of Directors and Shareholders of the Company, which covers the terms of such appointment and remuneration, read with the service rules of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Chairman Sudip B. Patel and Managing Director Rasesh H. Patel comprises of salary, perquisites and allowances, commission and contributions to Provident and other Retirement Benefit Funds as approved by the Shareholders at the General Meetings. Annual increments are linked to performance and are decided by the Remuneration Committee and recommended to the Board for approval thereof. The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Total remuneration paid to Directors of the Company during the year ended March 31st March, 2017 is ₹ 14.28 Lakh.

Particulars	Amount in ₹
Remuneration	12,00,000
Contribution to Provident Fund	1,44,000
Provision for Gratuity	84,000
Total	14,28,000

Notes:

- a. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
- b. The Company has so far not issued any stock options to its directors.

### Equity shares held by directors:

Particulars of Equity Shares held by the directors as on 31st March, 2017 is as follows:

Name of Directors	Equity shares held
Sudip B. Patel	4,16,548
Rasesh H. Patel	5,58,033
Alpesh B. Patel	5,00,751
Kapila H. Patel	3,19,800
Mitesh C. Shah	Nil
Praful G. Shah	Nil

Directors' Remuneration Policy:

The Nomination / Remuneration Committee determines, the compensation of the directors including their commission and ESOPs. The key components of the Company's remuneration policy are:

- ◆ Compensation will be a major driver of performance and contribution.
- ◆ Compensation will be competitive and benchmarked with a selected group of Companies from the financial services

sector.

- ◆ Compensation will be transparent, fair and simple to administer.
- ◆ Compensation will be fully legal and tax compliant.

### 5.2.3 Shareholders/Investors' Grievances Committee

The Shareholders/Investors' Grievances Committee of the Board currently comprises

- Rasesh H. Patel (Chairman of the Committee)
- Mitesh C. Shah (Member of the Committee)

The scope of the Committee is to approve transfers / transmissions of shares held in physical form / issuance of duplicate certificates, new certificates after split /consolidation and review and redressal of investor complaints.

Particulars of Investor's complaints received during the year 2016-17 are as follows:

Particulars	Queries Received	Queries Redressed
Transfer of Shares	Nil	Nil
Non-receipts of Annual Report	Nil	Nil
Non-receipt of Dividend warrants	Nil	Nil
Pending Share Transfer	Nil	Nil

The Particulars of meetings held during the year are furnished hereunder.

Directors	No. of Meetings Held	No of Meetings Attended
Rasesh H. Patel	4	3
Mitesh C. Shah	4	4

The meetings were held on 30th May, 2016, 30th July, 2016, 29th October, 2016 and 31st January, 2017. The meetings are regularly held throughout the year.

## 6. GENERAL BODY MEETINGS

The Company held as last three Annual General Meetings as under:

- ◆ For 2013-14 at The Ahmedabad Textile Mills Association (ATMA) Hall, Ashram Road, Ahmedabad on Friday, 25th September, 2014 at 11:30 a.m.
- ◆ For 2014-15 at The Ahmedabad Textile Mills Association (ATMA) Hall, Ashram Road, Ahmedabad on Friday, 25th September, 2015 at 11:30 a.m.
- ◆ For 2015-16 at The Ahmedabad Textile Mills Association (ATMA) Hall, Ashram Road, Ahmedabad on Friday, 27th September, 2016 at 11:30 a.m.

## 7. MEANS OF COMMUNICATION

Information relating to the quarterly, half-yearly and yearly financial results of the Company is sent to the Stock Exchanges immediately on approval of the Board. These results are published generally in "Western Times" (Gujarati) and "Western Times" (English). Media Releases & significant developments in the Company have been made from time to time in the media. The Company has not made any presentation to the Institutional Investors or Analysts. These results are simultaneously posted on the website of the company at <http://www.dutronindia.com> and on the website of Bombay Stock Exchange Ltd. Individual reminders are sent each year to those members whose dividends have remained unclaimed, before transferring the money to the Investors' Education & Protection Fund (IEPF).

## 8. GENERAL SHAREHOLDER INFORMATION

- 8.1 Annual General Meeting : Monday, 25th September, 2017 on at 11:30 a.m.  
Date, Time and Venue : The Ahmedabad Textile Mills Associations (ATMA) Hall, Opp. City Gold Cinema, Ashram Road, Ahmedabad -380 009
- 8.2 Financial Year : 2016-17
- Results for first quarter ending 30th June, 2017 : On or Before 15th August, 2017
  - Results for second quarter ending 30th September, 2017 : On or Before 15th November, 2017
  - Results for third quarter ending 31st December, 2017 : On or Before 15th February, 2018
  - Results for financial year ending 31st March, 2018 : On or Before 30th May, 2018
- 8.3 Date of Books Closure : 18th September, 2017 to 24th September, 2017



## DUTRON POLYMERS LIMITED

- 8.4 Dividend Payment Date : 3rd October, 2017
- 8.5 Registered Office : "Dutron House", Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009
- 8.6 Registrar & Share Transfer Agent : Cameo Corporate Services Ltd.  
Subramanian Building, No. 1, Club House Road,  
Chennai - 600 002  
Tel. : (044) 2846 0390 to 94  
E-mail : cameo@cameoindia.com
- 8.7 Address for Investors Correspondence : "Dutron House", Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009  
Tel. : (079) 2656 1849, 2642 7522  
Fax : (079) 2642 0894  
Email: investor@dutronindia.com
- 8.8 Plant Location : Block No. 642, At & P.O. Hariyala, N.H. 8, Ta. Kheda,  
Dist. Kheda - 387 411, Gujarat
- 8.9 Listing on Stock Exchanges : Bombay Stock Exchange Limited. Code-517437  
DEMAT ISIN in NSDL & CDSL : INE940C01015

8.10 Market Price Data during 2016-2017 :

Month	Dutron BSE Share Price		S & P BSE SENSEX	
	High	Low	High	Low
April 2016	90.55	77.30	26100	24523
May 2016	90.40	79.00	26873	25058
June 2016	87.10	77.00	27105	25911
July 2016	92.40	78.20	28240	27034
August 2016	98.00	79.40	28532	27628
September 2016	98.00	93.75	29077	27717
October 2016	127.40	102.90	28478	27488
November 2016	158.00	113.50	28030	25718
December 2016	176.70	137.15	26804	25774
January 2017	172.40	140.65	27980	26447
February 2017	147.35	110.25	29065	27590
March 2017	156.45	126.50	29825	28716

8.11 Distribution of Shareholding as on 31st March, 2017 :

Distribution of Shares (Slabwise)	No. of Shareholders	Percentage of Total Shareholders	Total Shares	Percentage of Shares
Up to 500	1421	79.65	2,50,933	4.25
501 - 1000	129	7.23	1,04,066	1.71
1001 - 2000	64	3.59	97,029	1.61
2001 - 3000	51	2.86	1,28,704	2.13
3001 - 4000	11	0.62	39,111	0.64
4001 - 5000	27	1.52	1,29,482	2.15
5001 & above	81	4.53	52,50,695	87.50
<b>TOTAL</b>	<b>1784</b>	<b>100.00</b>	<b>60,00,000</b>	<b>100.00</b>

As on 31st March, 2017, out of 60,00,000 fully paid up equity shares of ₹ 10 each listed with the Stock Exchange, 39,05,430 shares have been demated. The price of shares as on the close of 31st March, 2017 was ₹132.10

**8.12 Dividend History for the last 10 Financial Years :**

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Amount Declared per share (in ₹)
1	2015-16	27.09.2016	1.40
2	2014-15	25.09.2015	1.40
3	2013-14	25.09.2014	1.40
4	2012-13	26.09.2013	1.40
5	2011-12	21.09.2012	1.20
6	2010-11	22.09.2011	1.20
7	2009-10	24.09.2010	1.50
8	2008-09	17.09.2009	1.10
9	2007-08	10.09.2008	0.90
10	2006-07	17.09.2007	0.60

**8.13 Unclaimed Dividend/Share Certificates :**

The dividend remaining unclaimed for a period of seven years is compulsorily to be deposited in Investors Education and Protection Fund (IEPF) Account in accordance with Provisions of the Companies Act, 2013 administered by the Central Government, which cannot be claimed by the Shareholders/Investors. Details of Unclaimed Dividend and due dates for transfer are as follows :

Sr. No.	Year of Declaration	Date of Declaration	Unclaimed Amount	Due Date of Transfer Transfer to IEPF Account
1.	2009-10	24.09.2010	1,49,682	October, 2017
2.	2010-11	22.09.2011	93,140	September, 2018
3.	2011-12	21.09.2012	1,10,623	September, 2019
4.	2012-13	26.09.2013	1,16,900	October, 2020
5.	2013-14	25.09.2014	1,13,725	October, 2021
6.	2014-15	25.09.2015	1,03,467	October, 2022
7.	2015-16	27.09.2016	1,12,177	October, 2023

During the Financial Year under review, the Company has transferred ₹ 64,578 to Investors Education and Protection Fund towards Unclaimed Dividend for the financial year 2008-09.

**8.14 Code of Conduct :**

The company adopted the code of conduct and ethics for directors & senior management. The code has been circulated to all the members of the board and senior management. The board members & senior management have affirmed their compliance with the code and a declaration signed by the Chairman of the company appointed is given below:

“It is hereby declared that the company has obtained from all members of the board and senior management affirmation that they have complied with the code of conduct for directors & senior management of the company for the year 2016-17.”

**8.15 Review of Directors Responsibility Statement :**

The board in its report has confirmed that annual accounts for the year ended on 31st March, 2017 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
DUTRON POLYMERS LIMITED

We have examined the compliance of conditions of **Corporate Governance** by **Dutron Polymers Limited** ('the Company') for the year ended on 31st March, 2017, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock Exchanges.

The Compliance of conditions of corporate governance is responsibility of the management. Our examination was limited to review of the procedures and implementations thereof adopted by the Company for ensuring the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges.

We state that no grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders / Investors' Grievances Committee / Management of the Company.

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

**FOR BAHETI BHADADA & ASSOCIATES**  
Chartered Accountants

**KRUTESH PATEL**

Partner

Membership No. : 140047

Firm Reg. No. 100865W

Place : **Ahmedabad**  
Date : **27th May, 2017**

**CFO CERTIFICATION**

I, Mr. Bharatkumar R. Barot, Chief Financial Officer, certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2017 and state that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We further certify that we have indicated to the Auditors and the Audit Committee:
  - (i) Significant changes in internal control system during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**FOR DUTRON POLYMERS LIMITED**

Place : **Ahmedabad**  
Date : **27th May, 2017**

**B. R. BAROT**  
CFO

## INDEPENDENT AUDITORS' REPORT

To  
The Shareholders of  
DUTRON POLYMERS LIMITED

### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **DUTRON POLYMERS LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March, 2017, and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### OPINION

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, for the year ended on that date.

### REPORT ON INTERNAL FINANCIAL CONTROLS

As required by clause (i) of sub-section 3 of section 143 of the Companies Act, the report on internal financial controls is annexed herewith as Annexure – A.

### 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 report that, the said order is applicable to the company which is annexed herewith as Annexure - B.

## DUTRON POLYMERS LIMITED

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls , refer to our separate Report in Annexure - A.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which may impact its financial position in its 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - (iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and the same are in accordance with the Books of Account maintain by the Company.

**FOR BAHETI BHADADA & ASSOCIATES**  
Chartered Accountants

**KRUTESH PATEL**

Partner

Membership No. : 140047

Firm Reg. No. 100865W

Place: **Ahmedabad**  
Date: **27th May, 2017**

## **ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT REPORT ON INTERNAL FINANCIAL CONTROLS**

**[Under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")]**

We have audited the internal financial controls over financial reporting of Dutron Polymers Limited ("the Company") as of 31st March, 2017 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 controls 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 Companies Act, 2013.

### **AUDITORS' RESPONSIBILITY**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

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

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR BAHETI BHADADA & ASSOCIATES**

Chartered Accountants

**KRUTESH PATEL**

Partner

Membership No. : 140047

Firm Reg. No. 100865W

Place: **Ahmedabad**

Date: **27th May, 2017**



**ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT****(Referred to in paragraph 3 of our Report of even date)****1. FIXED ASSETS**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year. No serious discrepancies have been noticed on such verification.

**2. INVENTORY**

- (a) The stocks of finished goods, stores and spares have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedure of physical verification of stocks followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of stock records, in our opinion the Company is maintaining proper records of stock. No material discrepancies have been noticed on physical verification of stocks as compared to book records.

**3. LOANS**

- (a) (i) According to information and explanations given to us, the Company has granted unsecured loans payable on demand on party covered in the register maintained under section 189 of the Companies Act, 2013. Particulars are as under :

No. of Parties	2
Granted During the year	₹ 16,42,00,000
Repayment Received in Year	₹ 17,30,00,000
Maximum Outstanding in Year	₹ 8,83,08,755
Closing Balance	₹ 7,10,82,775

- (ii) In our opinion, the terms and conditions of loans given by the company, secured and unsecured Loans are prima facie not prejudicial to the interest of the company.
- (b) According to information and explanations given to us, the Company had taken loans from three parties covered in the register maintained under section 189 of the Companies Act, 2013. Particulars are as under :

No. of Parties	3
Opening Balance	₹ 7,23,92,250
Taken or Accepted in year	₹ NIL
Repaid During the year	₹ 32,00,000
Maximum Outstanding in Year	₹ 7,66,57,484
Closing Balance	₹ 7,56,38,552

- (c) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from the parties, listed in the register maintained under section 189 of the Companies Act, 2013 are not, prima facie, prejudicial to the interest of the Company.

## DUTRON POLYMERS LIMITED

4. In our opinion and according to the information and explanations given to us, there is adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of stores, raw materials, components, plant & machinery, equipments and other assets and with regard to the sale of goods. Further, on the basis of our examination of the books and records of the Company and according to the information and explanation given to us, we have neither come across nor have been informed of any failure to correct major weakness in the aforesaid internal control procedures.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit during the current financial year.
6. The Company has maintained necessary cost records as prescribed u/s 148 of Companies Act, 2013. However, we do not report on its true and fair view.
7. (a) The Company is regular in depositing undisputed statutory dues including Provident Fund (PF), Employees' State Insurance (ESI), Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with appropriate authorities.  
(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty which have remained outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.  
(c) The company is not required to transfer any amount to Investor Education and Protection Fund in accordance with provisions of Companies Act, 2013 or rules made there under.
8. The Company has not incurred cash losses during the year. The Company has no accumulated losses more than 50% of its net worth.
9. On the basis of the verification of records and information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks.
10. The Company has not given any guarantees for loans taken by others from banks and financial institutions during the year.
11. Based on verification of records of the company, the term loans were applied for the purpose for which loans were obtained.
12. Based on the Audit procedure performed and the representation obtained from the management, we report that no case of fraud on or by the Company has been noticed or reported during the year under Audit.
13. According to the information and explanation given to us, all the transactions with the related parties are in compliance with section 177 and section 188 of the Companies Act, 2013.
14. According to the information and explanation given to us, we report that the Company has not entered into any non-cash transactions (u/s 192 Companies Act, 2013) with its Directors or the with the persons connected to it.
15. The Company has not made any preferential allotment or private placement of shares or fully or partially convertible debentures during financial year.
16. The Company has paid/provided for managerial remuneration as per provisions of section 197 read with Schedule V of Companies Act, 2013.

**FOR, BAHETI BHADADA & ASSOCIATES**  
Chartered Accountants

**KRUTESH PATEL**  
Partner

Membership No. : 140047  
Firm Reg. No. 100865W

Place: **Ahmedabad**  
Date: **27th May, 2017**

## BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹
<b><u>I. EQUITY AND LIABILITIES</u></b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	1	60,000,000	60,000,000
(b) Reserves and Surplus	2	102,634,532	95,095,025
(c) Money Received against Share Warrants		0	0
<b><u>(2) Share Application Money Pending Allotment</u></b>			
		0	0
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Long Term Borrowings	3	78,648,552	75,427,250
(b) Deferred Tax Liabilities (Net)		4,169,678	0
(c) Other Long Term Liabilities		0	0
(d) Long Term Provisions	4	4,691,307	34,000
<b><u>(4) Current Liabilities</u></b>			
(a) Short Term Borrowings	5	77,976,577	75,736,047
(b) Trade Payables	6	27,775,000	27,265,499
(c) Other Current Liabilities	7	2,708,850	4,581,472
(d) Short Term Provisions	8	13,369,466	14,341,954
<b>Total Equity &amp; Liabilities</b>		<b>371,973,962</b>	<b>352,481,247</b>
<b><u>II. ASSETS</u></b>			
<b><u>(1) Non-Current Assets</u></b>			
(a) Fixed Assets	9		
(i) Gross Block		195,362,474	177,347,582
(ii) Depreciation		(107,378,488)	(92,251,288)
(iii) Net Block		87,983,986	85,096,294
(b) Non-Current Investments	10	8,977,686	10,000
(c) Deferred Tax Assets (Net)		0	0
(d) Long Term Loans and Advances	11	6,587,264	6,363,410
(e) Other Non-Current Assets		0	0
<b><u>(2) Current Assets</u></b>			
(a) Current Investments		0	0
(b) Inventories	12	161,343,373	131,390,135
(c) Trade Receivables	13	95,665,824	121,903,747
(d) Cash and Cash Equivalents	14	4,734,937	455,175
(e) Short Term Loan and Advances	15	6,680,892	7,262,486
(f) Other Current Assets		0	0
<b>Total Assets</b>		<b>371,973,962</b>	<b>352,481,247</b>
Significant Accounting Policies	24		

Notes to Accounts referred to above and notes attached there to form an integral part of Balance Sheet.  
This is the Balance Sheet referred to in our Report of even date.

**FOR BAHETI BHADADA & ASSOCIATES**

Chartered Accountants

**KRUTESH PATEL**

PARTNER

Membership No. : 140047

Firm Reg. No. 100865W

Place : Ahmedabad

Date : 27th May, 2017

**FOR DUTRON POLYMERS LIMITED****S. B. PATEL**

Chairman

**A. B. PATEL**

Director

**R. H. PATEL**

Director

**M. C. SHAH**

Director

**P. G. SHAH**

Director

**B. R. BAROT**

CFO

**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars		Note No.	Year Ended 31st March, 2017 ₹	Year Ended 31st March, 2016 ₹
I	Revenue from Operations	16	1,014,534,957	1,212,041,270
	Less : Duties and Taxes		(140,719,532)	(164,712,813)
			873,815,425	1,047,328,457
II	Other Income	17	1,519,966	1,475,681
	<b>III Total Revenue (I+II)</b>		<b>875,335,391</b>	<b>1,048,804,138</b>
IV	<u>Expenses :</u>			
	Cost of Materials Consumed & Direct Expenses	18	811,205,942	977,984,478
	Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade	19	(10,933,925)	(129,727)
	Employee Benefit Expense	20	11,002,543	8,483,694
	Finance Cost	21	14,124,443	13,393,177
	Depreciation and Amortization Expense	22	15,394,398	14,408,124
	Other Administrative Expenses	23	6,972,547	6,950,090
	<b>Total Expenses (IV)</b>		<b>847,765,948</b>	<b>1,021,089,836</b>
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		27,569,443	27,714,302
VI	Exceptional Items		0	0
VII	Profit before Extraordinary Items and Tax (V-VI)		27,569,443	27,714,302
VIII	Extraordinary Items		0	0
X	Profit Before Tax (VII-VIII)		27,569,443	27,714,302
X	<u>Tax Expense :</u>			
	- Current Tax		(9,400,000)	(8,600,000)
	- Excess Provision Written Back (Earlier Year)		(26,484)	495,112
	- Deferred Tax		185,873	0
XI	Profit (Loss) from the Period from Continuing Operations	(IX-X)	<b>18,328,832</b>	<b>19,609,414</b>
XII	Profit (Loss) from Discontinuing Operations		0	0
XIII	Tax expense of Discontinuing Operations		0	0
XIV	Profit (Loss) from Discontinuing Operation (XII-XIII)		0	0
XV	Profit (Loss) for the Period (XI+XIV)		<b>18,328,832</b>	<b>19,609,414</b>
XVI	Earning per Equity Share :			
	(1) Basic		3.05	3.27
	(2) Diluted		3.05	3.27
	Significant Accounting Policies	24		

Notes to Accounts referred to above and notes attached there to form an integral part of Profit & Loss Statement  
This is the Profit & Loss Statement referred to in our Report of even date.

**FOR BAHETI BHADADA & ASSOCIATES**

Chartered Accountants

**KRUTESH PATEL**

PARTNER

Membership No. : 140047

Firm Reg. No. 100865W

Place : **Ahmedabad**Date : **27th May, 2017****FOR DUTRON POLYMERS LIMITED****S. B. PATEL**

Chairman

**A. B. PATEL**

Director

**R. H. PATEL**

Director

**M. C. SHAH**

Director

**P. G. SHAH**

Director

**B. R. BAROT**

CFO

## Notes to Accounts Forming Integral Part of the Balance Sheet as at 31st March, 2017

## NOTE NO. 1 SHARE CAPITAL

(a)

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	<b>Authorized Capital</b> 60,00,000 Equity Shares of ₹ 10 each.	60,000,000	60,000,000
		<b>60,000,000</b>	<b>60,000,000</b>
2	<b>Issued, Subscribed &amp; Paid Up Capital</b> 60,00,000 Equity Shares of ₹ 10 each fully Paid up. (Out of which 3,00,000 Equity Shares of ₹ 10 each issued as Bonus Shares and 30,00,000 Equity Shares of ₹ 10 each at premium of ₹ 10 Each)	60,000,000	60,000,000
	<b>Total in ₹</b>	<b>60,000,000</b>	<b>60,000,000</b>

## (b) Details of Shareholders holding more than 5% share of the Company :

Sr. No.	Particulars	As at 31st March, 2017		As at 31st March, 2016	
		No. of Shares	% held	No. of Shares	% held
1	Dutron Plastics Ltd	551,325	9.19%	551,325	9.19%
2	Rasesh H. Patel	558,033	9.30%	540,397	9.01%
3	Alpesh B. Patel	500,751	8.35%	481,751	8.03%
4	Patel Kirtikumar N.	465,050	7.75%	465,050	7.75%
5	Nippon Polymers Pvt. Ltd.	440,800	7.35%	440,800	7.35%
6	Sudip B. Patel	416,548	6.94%	412,548	6.88%
7	Patel Jagruti K.	406,300	6.77%	406,300	6.77%
8	Kapila H. Patel	319,800	5.33%	319,800	5.33%

(c) There are no changes in Equity Share Capital during the year (2016-17 &amp; 2015-16)

## NOTE NO. 2 RESERVES &amp; SURPLUS

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Securities Premium Reserve (Shares)	30,000,000	30,000,000
2	General Reserve	57,714,221	52,714,221
3	Revaluation Reserve	1,882,215	1,882,215
4	Surplus (Profit & Loss Account)	13,038,096	10,498,589
	Balance brought forward from previous year	10,498,589	6,281,960
	Add: Profit for the period	18,328,832	19,609,414
	Add : Adjustment for Employee Benefit	3,676,264	0
	Less : Adjustment for Deferred Tax Liabilities	(4,355,551)	0
	Less: Proposed Dividend	(8,400,000)	(8,400,000)
	Less: Tax on Dividend	(1,710,038)	(1,992,785)
	Less: Transfer to General Reserve	(5,000,000)	(5,000,000)
	<b>Total in ₹</b>	<b>102,634,532</b>	<b>95,095,025</b>

## NOTE NO. 3 LONG TERM BORROWINGS

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Loans From Directors	75,638,552	72,392,250
2	Customers' Security Deposits	3,010,000	3,035,000
	<b>Total in ₹</b>	<b>78,648,552</b>	<b>75,427,250</b>

**NOTE NO. 4 LONG TERM PROVISIONS**

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Provision for Employee Benefit		
1	Provision for Gratuity	84,000	34,000
2	Provision for Leave Encashment	4,607,307	0
	<b>Total in ₹</b>	<b>4,691,307</b>	<b>34,000</b>

**NOTE NO. 5 SHORT TERM BORROWINGS**

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	<u>Loan Repayable on Demand</u>		
	From Bank (OD A/c)		
	- AMCO Bank (No.499) (OD against Third Parties FD)	6,893,802	18,727,292
2	From Oher Parties	71,082,775	57,008,755
	<b>Total in ₹</b>	<b>77,976,577</b>	<b>75,736,047</b>

**NOTE NO. 6 TRADE PAYABLES**

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Sundry Creditors for Material / Supplies	27,775,000	27,265,499
2	Sundry Creditors for Services	0	0
	<b>Total in ₹</b>	<b>27,775,000</b>	<b>27,265,499</b>

**NOTE NO. 7 OTHER CURRENT LIABILITIES**

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Sales Tax Payable	0	1,188,923
2	TDS Payable	38,669	1,208,542
3	Advance From Customers (Debtors)	2,670,181	2,184,007
	<b>Total in ₹</b>	<b>2,708,850</b>	<b>4,581,472</b>

**NOTE NO. 8 SHORT TERM PROVISIONS**

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>1</b>	<b>Provision for Employee Benefits</b>		
	Bonus Payable	1,275,000	1,275,000
	Salary Expenses Payable	383,948	293,019
	Wages Payable	1,233,781	1,288,069
	<b>Sub Total (1)</b>	<b>2,892,729</b>	<b>2,856,088</b>
<b>2</b>	<b>Other</b>		
	Audit Fees Payable	100,500	100,000
	Provision For Taxation	257,037	1,261,566
	Proposed Dividend	8,400,000	8,400,000
	Tax on Dividend	1,710,038	1,710,038
	Telephone Expenses Payable	9,162	14,262
	<b>Sub Total (2)</b>	<b>10,476,737</b>	<b>11,485,866</b>
	<b>Total in ₹ (1+2)</b>	<b>13,369,469</b>	<b>14,341,954</b>

NOTE NO. 8 FIXED ASSETS AS AT 31ST MARCH, 2017

Sr. No.	Particulars	Gross Block				Depreciation				Net Block	
		Balance As at 01-04-2016 ₹	Additions ₹	Deductions during the year ₹	Balance as at 31-03-2017 ₹	5% Residual Value	Balance as at 01-04-2016 ₹	Deduction for the Year	Balance as at 31-03-2017 ₹	WDV As at 31-03-2017 ₹	WDV As at 31-03-2016 ₹
1	Land -A	1,769,700	0	0	1,769,700	0	0	0	1,769,700	1,769,700	1,769,700
2	Land - B	165,771	0	0	165,771	0	0	0	165,771	165,771	165,771
3	Factory Building- A	2,709,792	0	0	2,709,792	0	0	215,925	2,709,792	0	215,925
4	Factory Building - B	26,155,611	9,900	0	26,165,511	0	0	5,489,306	26,165,511	0	5,479,406
5	Furniture	403,288	105,465	0	508,753	0	0	62,528	217,603	291,150	248,213
6	Electric Fittings - B	6,115,032	1,713,175	0	7,868,207	0	0	1,085,796	4,253,683	3,614,524	2,987,145
7	Plant & Machinery - B	122,023,060	14,123,034	0	136,146,094	0	0	7,334,882	64,349,221	71,796,873	65,008,721
8	Factory Equipments	1,101,366	383,460	0	1,484,826	0	0	70,403	805,137	679,689	366,632
9	Technical Know How	2,560,385	0	0	2,560,385	0	0	47,271	2,385,348	175,037	222,308
10	Office Equipments	51,483	0	0	51,483	0	0	4,157	51,483	0	4,157
11	Laboratory Equipments	1,549,123	0	0	1,549,123	0	0	112,396	706,265	842,858	955,254
12	Computers	83,050	4,700	0	87,750	0	0	16,333	69,850	17,900	29,533
13	Vehicles	4,824,281	0	298,842	4,525,439	241,214	267,198	432,362	1,606,709	2,918,730	3,382,736
14	Dies & Moulds - A	6,093	0	0	6,093	0	0	0	6,093	0	0
15	Dies & Moulds - B	7,789,547	1,974,000	0	9,763,547	0	0	523,039	4,051,793	5,711,754	4,260,793
	<b>Total of Current Year</b>	<b>177,347,582</b>	<b>18,313,734</b>	<b>298,842</b>	<b>195,362,474</b>	<b>241,214</b>	<b>267,198</b>	<b>15,394,398</b>	<b>107,378,488</b>	<b>87,983,986</b>	<b>85,096,294</b>
	<b>Total of Previous Year</b>	<b>145,234,737</b>	<b>32,112,845</b>	<b>0</b>	<b>17,747,582</b>	<b>241,214</b>	<b>0</b>	<b>14,408,124</b>	<b>92,251,288</b>	<b>85,096,294</b>	<b>67,391,573</b>



## NOTE NO. 10 NON - CURRENT INVESTMENTS

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Investment in Equity Unquoted - The Ahmedabad Mercantile Co. Op. Bank (200 Shares of ₹ 50 each)	10,000	10,000
2	Fixed Deposit with Banks	1,701,960	0
3	Gratuity Fund Investment	7,265,726	0
	<b>Total in ₹</b>	<b>8,977,686</b>	<b>10,000</b>

## NOTE NO. 11 LONG TERM LOANS AND ADVANCES

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Capital Assets	0	0
2	Security Deposit (a) Unsecured, Considered Good	5,206,998	5,206,998
3	Loans & Advances to related parties	0	0
4	Other Loans & Advances (a) Loan to Staff Members (b) Advances to Staff Members	1,363,266 17,000	1,139,412 17,000
	<b>Total in ₹</b>	<b>6,587,264</b>	<b>6,363,410</b>

## NOTE NO. 12 INVENTORIES

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Raw Material	86,381,175	67,361,862
2	Finished Goods	72,236,296	61,806,835
3	Scrap Material	1,356,890	945,440
4	Packing Material	1,369,012	1,275,998
	<b>Total in ₹</b>	<b>161,343,373</b>	<b>131,390,135</b>

## NOTE NO. 13 TRADE RECEIVABLES

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	<b>Outstanding for more than six months</b> (a) Unsecured, Considered Good	3,443,982	6,810,665
2	<b>Others</b> (a) Unsecured, Considered Good	92,221,842	115,093,082
	<b>Total in ₹</b>	<b>95,665,824</b>	<b>121,903,747</b>



**NOTE NO. 14 CASH & CASH EQUIVALENTS**

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	<b>Cash-in-Hand</b>		
	Cash Balance	100,037	117,982
	Sub Total (A)	<u>100,037</u>	<u>117,982</u>
2	<b>Bank Balance</b>		
	Corporation Bank (105)	7,508	7,508
	The Ahmedabad Mercantile Co-op. Bank Ltd. (1337)	29,037	27,952
	HDFC Bank Ltd. (4739)	3,841,464	87,483
	Bank of Baroda (757)	122,797	49,540
	Corporation Bank (CBCA 292)	634,094	164,710
	Sub Total (B)	<u>4,634,900</u>	<u>337,193</u>
	<b>Total in ₹ (A+B)</b>	<u><b>4,734,937</b></u>	<u><b>455,175</b></u>

Details of Specified Bank Notes (SBN) held and transacted during the period of 08-11-2016 to 31-12-2016 as provided in table below :

Sr. No.	Particulars	SBNs	Other Denomination Notes	Total
1	Closing Cash-in-Hand as on 08-11-2016	246,000	43,297	289,297
2	(+) Permitted Receipts	0	290,850	290,850
3	(-) Permitted Payments	0	(161,112)	(161,112)
4	(-) Amount Deposited in Bank	(246,000)	0	(246,000)
	<b>Closing Cash-in-Hand as on 30-12-2016</b>	<b>0</b>	<b>173,035</b>	<b>173,035</b>

**NOTE NO. 15 SHORT TERM LOANS AND ADVANCES**

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	Loans & Advances to Related Parties	0	0
2	Other		
	(a) Advances to Suppliers	777,302	374,139
	Advance Recoverable in Cash or in Kind or for value to be considered Good		
	(b) Advance Income Tax & TDS	0	677,250
	(c) Excise Duty Balances	3,972,354	2,940,604
	(d) Internal Receivable	422,655	381,903
	(e) Discount Purchase Receivable	1,409,223	2,888,590
	(f) Sales Tax Receivable	99,358	0
	<b>Total in ₹</b>	<u><b>6,680,892</b></u>	<u><b>7,262,486</b></u>

**NOTE NO. 16 REVENUE FROM OPERATIONS**

Sr. No.	Particulars	2016-2017	2015-2016
1	Local Sales	519,671,698	651,267,251
2	OGS Sales	350,603,824	390,608,711
3	VAT	28,539,749	36,187,675
4	CST	8,085,316	8,924,761
5	Excise	103,995,109	119,600,377
6	Trading Sales	2,794,309	5,245,715
7	Waste Sales (Scrap)	839,552	202,140
8	Job Work Services (Fabrication)	5,400	4,640
	<b>Total in ₹</b>	<u><b>1,014,534,957</b></u>	<u><b>1,212,041,270</b></u>

## NOTE NO. 17 OTHER INCOME

Sr. No.	Particulars	2016-2017	2015-2016
1	Dividend Income	1,200	1,200
2	Rent Income	960,000	960,000
3	Interest Income	558,766	514,481
	<b>Total in ₹</b>	<b>1,519,966</b>	<b>1,475,681</b>

## NOTE NO. 18 COST OF MATERIALS CONSUMED

Sr. No.	Particulars	2016-2017	2015-2016
(a)	<b>Raw Material Consumption</b>		
	Opening Stock	67,361,862	47,958,320
	Goods Purchased	745,974,878	902,002,509
	Freight Inward (Taxable)	5,388,819	6,372,483
	Freight Inward (Exempted)	1,018,188	592,220
	<b>Total</b>	<b>819,743,747</b>	<b>956,925,532</b>
	Less: Closing Stock	86,381,175	67,361,862
	<b>Sub Total (A)</b>	<b>733,362,572</b>	<b>889,563,670</b>
(b)	<b>Direct / Production Expenses</b>		
1	Contractor's Wages	14,277,505	11,377,545
2	Factory Wages	16,310,412	16,819,222
3	Freight Outward (Exempted)	55,924	243,824
4	Freight Outward (Taxable)	1,664,285	3,462,452
5	Packing Expenses	4,361,929	4,206,487
6	Power & Fuel	31,403,698	37,453,408
7	Repair & Maintenance (Building)	581,914	53,779
8	Repair & Maintenance (Machinery)	4,498,746	6,148,420
9	Excise Duty	2,990,918	6,531,131
10	Sales Tax	1,651,574	1,792,246
11	Service Tax	(93,082)	300,900
12	Swachh Bharat Cess	139,547	31,394
	<b>Sub Total (B)</b>	<b>77,843,370</b>	<b>88,420,808</b>
	<b>Total in ₹ (A + B)</b>	<b>811,205,942</b>	<b>977,984,478</b>

**NOTE NO. 19 CHANGE IN INVENTORIES**

Sr. No.	Particulars	2016-2017	2015-2016
1	<b>Opening Stock</b>		
	Finished Goods	69,532,689	68,969,595
	Less : Excise Duty	(7,725,854)	(7,663,288)
	Net Finished Goods	61,806,835	61,306,307
	Scrap Material	1,063,620	4,418,750
	Less : Excise Duty	(118,180)	(157,640)
	Net Scrap Material	945,440	1,261,110
	Packing Material	1,275,998	1,331,129
	Sub Total (A)	<u>64,028,273</u>	<u>63,898,546</u>
2	<b>Closing Stock</b>		
	Finished Goods	81,265,833	69,532,689
	Less : Excise Duty	(9,029,537)	(7,725,854)
	Net Finished Goods	72,236,296	61,806,835
	Scrap Material	1,526,501	1,063,620
	Less : Excise Duty	(169,611)	(118,180)
	Net Scrap Material	1,356,890	945,440
	Packing Material	1,369,012	1,275,998
	Sub Total (B)	<u>74,962,198</u>	<u>64,028,273</u>
	<b>Total in ₹ (A - B)</b>	<u><u>(10,933,925)</u></u>	<u><u>(129,727)</u></u>

**NOTE NO. 20 EMPLOYEE BENEFIT EXPENSES**

Sr. No.	Particulars	2016-2017	2015-2016
1	Office Salaries	4,398,914	3,473,300
2	Leave Salaries	1,055,902	46,512
3	Directors' Remuneration	1,200,000	1,200,000
4	Bonus Expenses	1,142,018	1,241,491
5	Canteen Expenses	222,471	234,779
6	Staff Welfare Expenses	758,519	168,438
7	Provident Fund	970,372	888,601
8	Officer's Provident Fund	144,000	144,000
9	Gratuity Expenses	1,100,000	1,075,000
10	ESIC Expenses	10,347	11,573
	<b>Total in ₹</b>	<u><u>11,002,543</u></u>	<u><u>8,483,694</u></u>

**NOTE NO. 21 FINANCE COST**

Sr. No.	Particulars	2016-2017	2015-2016
1	Interest	13,502,527	12,730,570
2	Bank Charges	621,916	662,607
	<b>Total in ₹</b>	<u><u>14,124,443</u></u>	<u><u>13,393,177</u></u>

**NOTE NO. 22 DEPRECIATION & AMORTISED COST**

Sr. No.	Particulars	2016-2017	2015-2016
1	Depreciation	15,394,398	14,408,124
	Less: Transfer from Revaluation Reserve	0	0
	<b>Total in ₹</b>	<b>15,394,398</b>	<b>14,408,124</b>

**NOTE NO. 23 OTHER ADMINISTRATIVE EXPENSES**

Sr. No.	Particulars	2016-2017	2015-2016
1	Advertisement	187,384	1,415,205
2	Sales Promotion	545,581	267,103
3	Auditors Remuneration	101,000	132,662
4	Vehicles Repairs (Other)	576,420	576,377
5	Vehicles Repairs (Car)	247,878	77,735
6	Conveyance Expenses	142,342	72,593
7	Insurance Expenses	670,981	633,384
8	Fees & Subscription Expenses	2,135,982	2,063,625
9	Miscellaneous Expenses	131,846	177,652
10	Office & General Expenses	22,705	6,874
11	Postage & Telegram	308,251	266,576
12	Rent Rates & Taxes	337,855	136,876
13	Repair & Maintenance (Equipment)	11,580	113,895
14	Stationery & Printing Expenses	522,425	425,418
15	Telephone Expenses	130,963	138,666
16	Travelling Expenses (Including Foreign Travelling)	848,735	434,516
17	Software Charges	9,975	3,933
18	Directors' Sitting Fees	9,000	7,000
19	Prior Period Expenses	31,644	0
	<b>Total in ₹</b>	<b>6,972,547</b>	<b>6,950,090</b>

**NOTE NO. 24 NOTES ON ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2017**

1. Figures of previous year have been regrouped / rearranged wherever necessary.
2. The information regarding suppliers holding permanent registration certificate as a small scale industrial undertaking or as an ancillary industrial undertaking issued by the Directorate of Industries of state is not available. In absence of such information, the amount and interest due as per the Interest on delayed payments to Small and Ancillary Industries Act, 1993 is not ascertainable. There is no claim for payment of interest under the aforesaid law.
3. Disclosures under Section 22 of Micro, Small and Ancillary Industries Act, 2006 can be considered on receiving relevant information from suppliers who are covered under the act is received from such suppliers.

**4. Directors' Remuneration**

<b>PARTICULARS</b>	<b>2016-17 (₹)</b>	<b>2015-16 (₹)</b>
Remuneration	12,00,000	12,00,000
Contribution to Provident Fund	1,44,000	1,44,000
Provision for Gratuity	84,000	34,000
<b>Total</b>	<b>14,28,000</b>	<b>13,78,000</b>

**5. Remuneration to Auditors**

<b>PARTICULARS</b>	<b>2016-17 (₹)</b>	<b>2015-16 (₹)</b>
Payment To Auditors		
* For Audit Fees	1,00,000	90,000
* For VAT Audit & other Fees	1,84,500	1,72,500
* For Service Tax on Fees	42,175	36,974
<b>Total</b>	<b>3,26,675</b>	<b>2,99,474</b>

**6. Foreign Exchange Earning and Outgo**

<b>PARTICULARS</b>	<b>2016-17 (₹)</b>	<b>2015-16 (₹)</b>
Foreign Exchange Earnings	---	----
Foreign Exchange Outgo	20,20,85,328	18,70,20,091
Foreign Exchange Outgo (Capital Goods)	---	----

**7. Information pursuant to provisions of Part II of Schedule III of the Companies Act, 2013**

**Quantitative Particulars**

**(a) Finished Goods**

<b>Particulars</b>	<b>Opening Quantity as on 01/04/2016</b>	<b>Production During Year</b>	<b>Sale During Year</b>	<b>Closing Stock as on 31/03/2017</b>
Plastic Products (Kgs.)	6,65,435	95,54,424	93,92,460	8,27,399
Plastic Products (Nos.)	Nil	5,43,526	5,43,526	Nil

**(b) Consumption of Raw Material**

Particulars	Opening Quantity as on 01/04/2016	Purchase During Year	Consumption During Year	Closing Stock as on 31/03/2017
Raw Material (Kgs.)	5,70,013	1,00,58,835	96,48,613	9,80,235
Raw Material (Nos.)	83,976	5,78,954	5,43,526	1,19,404

**SIGNIFICANT ACCOUNTING POLICIES**

- **Basis of Preparation of Financial Statements**

- The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles on going concern basis and provisions of the Companies Act, 2013 as adopted consistently by the company. The accounts are materially complying with Accounting Standards issued by The Institute of Chartered Accountants of India.
- The company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis. However Municipal Tax is recognized on Cash Basis.

- **AS – 1 – Disclosure of Accounting Policies**

The Accounting Principles and policies, recognized as appropriate for measurement and reporting of the financial performance and the financial position on Accrual Basis except otherwise disclosed using historical cost i.e. not taking into account changing money values/impact of inflation, are applied in the preparation of the financial statement and those which are considered material to the affairs are suitably disclosed. The statement on Significant Accounting policy excludes disclosures regarding Accounting Standards in respect of which there are no material transactions during year.

- **AS – 2 – Valuation of Inventories**

The Company has kept proper records of its inventories. The Cost of inventory is ascertained as sum total of cost of procurement, cost of conversions and cost of bringing inventories to its present location and conditions excluding any abnormal cost, administrative, financial, and selling and storage cost. While net realizable value is calculated on the basis of estimated sales price in the ordinary course of business less estimated cost of completion and estimated cost necessary to make sale. Net realizable value is calculated on the basis of most reliable evidence at the time of valuation. The comparison of cost and net realizable value is made item by item or by group of item.

Inventories are generally valued at cost or market value whichever is lower. Closing stock of raw material has been valued at cost price after adjusting CENVAT credit availed. Balance in CENVAT credit account has been grouped along with excise balances under the head of loans & advances. The closing stock of finished goods & scrap material has been valued including Excise Duty.

- **AS – 3 – Cash Flow Statement**

Cash flow statement, as per AS – 3 is annexed with financial statements.

• **AS –4 – Contingencies and Events occurring after Balance sheet date**

Sr. No.	Particulars	Amount (₹)
1	Contingent Liabilities	Nil
2	Liabilities Disputed under Income Tax	Nil
3	Estimated Amount of Contracts remaining to be executed on Capital accounts and not provided for	Nil
4	Material Events occurring after Balance sheet date are taken into cognizance. There have been no material changes or events since the date of balance sheet affecting financial statements as on the Balance sheet date. Further, on the date of Balance sheet, no events or circumstances have occurred, though properly excluded from the accounts, are of such importance that they should be disclosed through any medium.	
5	Particulars of Disputed dues in respect of Income tax	Nil

• **AS – 5 – Net Profit and Loss for the period, extraordinary items and change in accounting policy**

1	Net Profit for the period : All items of income and expense in the period are included for determination of net profit of the year unless specifically mentioned elsewhere in the financial statements or required by an Accounting Standard. Prior period items, extra ordinary items and changes in accounting policy are disclosed only if those have material impact on the affairs of the company.
2	Prior Period items: All material items of Income/ Expenditure pertaining to prior period and expenses to subsequent period are accounted separately. The other income includes prior period item of ₹ Nil
3	Extra ordinary Items : There are no Extra ordinary Items.
4	Accounting Policies : The company has consistently followed accounting policies and there are no material changes in accounting policy of the company from that followed in previous year.

• **AS – 6 – Depreciation Accounting**

- a) The Gross Block of fixed assets is stated at cost of acquisition or construction including any cost attributable to bringing the assets to their working condition for their intended use.
- b) The Company has depreciated its assets on the rates prescribed in the Companies Act, 2013 on 'Straight Line Basis' Method.

• **AS – 10 – Accounting of Fixed Assets**

The Company has carried out changes in Fixed Assets as per new Companies Act, 2013 and rules made there under. When there were changes in method of accounting in earlier years, figures of assets have been revised.

• **AS – 11 – Accounting of Foreign Exchange Fluctuations**

Transactions in foreign currency are recorded at the approximate exchange rate prevailing on the date of transactions. Foreign currency monetary assets and monetary liabilities not covered by forward exchange contracts are translated at year end exchange rates and profit and loss so determined and realized exchange gains/losses are recognized in purchase proceed of imports. The company has made loss due to Foreign Exchange Fluctuations (Purchase proceeds of imports) amounting to ₹ 1,13,090 during the year.

• **AS – 12 – Accounting for the Government Grant**

The company recognizes the Government grants only when there is reasonable assurance that:

- \* The enterprise will comply with the conditions attached to them and
- \* The grant will be received.

During the year, the company has not received any grant/subsidy.

• **AS – 13 – Accounting for Investments**

- (a) Investments in Equity - Associates (Trade/ Quoted) : Nil
- (b) Investments in Equity - Others (Trade/Quoted) : Nil
- (c) Investments in Equity - Others (Trade/Unquoted): 200 Shares of The Ahmedabad Mercantile Co-Op. Bank Ltd. fully paid up equity shares of F.V. ₹50 each.
- (d) Current Investments: Nil

• **AS – 15 – Accounting for Retirement Benefits**

Contribution made to defined contribution retirement benefit plans viz Provident fund, Gratuity fund, which are recognized as expenses as they fall due and paid. All the above expenditures are debited to profit and loss account. Provision for leave salary has been made.

• **AS – 16 – Accounting of Borrowing Cost**

Interest on Borrowings to finance fixed assets are capitalized only if the borrowing costs are directly attributable to the acquisition of fixed assets or assets get substantial period of time to get ready for intended use. Expenditure incurred on alteration/temporary construction is charged against revenue under appropriate head in year in which it incurred.

Borrowing cost capitalized in year	₹ Nil
------------------------------------	-------

• **AS – 17 – Segment Reporting**

The Company is engaged in manufacture of HDPE/PVC/CPVC Pipes. This is the only segment of the company and there is no other reportable segment. Hence segment wise reporting is not applicable to the company.

• **AS – 18 – Related Party Disclosure**

**A. List of Related Parties and Relations**

1. Group Companies

- |                                 |                               |
|---------------------------------|-------------------------------|
| (1) Cosmofil Plastics Pvt. Ltd. | (2) Dutron Plastics Ltd.      |
| (3) Dutron Plastics (Bharuch)   | (4) Dutron Polymers           |
| (5) Dura Vinyle Industries      | (6) Nippon Polymers Pvt. Ltd. |
| (7) Technoplast Engg. Co.       |                               |

2. Key Management Personnel

- (a) Sudip B. Patel
- (b) Rasesh H. Patel
- (c) Alpeesh B. Patel



## DUTRON POLYMERS LIMITED

3. List of Relatives of Key Managerial Personnel and Enterprise over which Key Management Personnel and their relatives significantly influence, with whom transaction have taken place during the year :

- |                                   |                               |
|-----------------------------------|-------------------------------|
| (1) Cosmofil Plastisack Pvt. Ltd. | (2) Dutron Plastics Ltd.      |
| (3) Dutron Plastics (Bharuch)     | (4) Dutron Polymers           |
| (5) Dura Vinyle Industries        | (6) Nippon Polymers Pvt. Ltd. |
| (7) Technoplast Engg. Co.         |                               |

### B. Transactions with Related Parties

Particulars	Subsidiaries, Fellow Subsidiaries and Associates		Key Management Personnel		Relatives of Key Managerial Personnel and Enterprise	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
₹ in Lakh						
Purchase of Goods	120.90	117.03	0.00	0.00	0.00	0.00
Sale of Goods	266.80	279.48	0.00	0.00	0.00	0.00
Receiving of services	0.00	0.00	0.00	0.00	0.00	0.00
Finance Charges (including loans and equity contribution in cash or kind given)	1,642.00	1,489.00	32.00	168.00	0.00	0.00
Interest Paid	58.60	50.60	71.63	68.64	0.00	0.00
Finance (including loans taken)	1,730.00	1,536.00	0.00	50.00	0.00	0.00
Any Other (Office Rent & Remuneration)	1.20	1.20	12.00	12.00	0.00	0.00

• **AS – 20 – Earning Per Share**

Basic Earning per Share are disclosed in the profit and loss account. There is no Diluted Earnings per Share as there are no dilative potential equity shares.

Particulars	2016-17	2015-16
Earning Available for share holders (₹)	1,83,28,832	1,96,09,414
Weighted average no. of Equity Shares	60,00,000	60,00,000
Basic & diluted EPS (₹ / Share)	3.05	3.27
Face value of share (₹)	10	10

- **AS – 21 – Accounting for Taxes on Income**

Provision for current income taxes is made on taxable income at the rate applicable to the relevant assessment year. Deferred taxes are recognized for future tax consequences attributable to timings difference between the financial statements, determination of income and their recognition for tax purpose. The effect on deferred tax assets and liabilities of a change in tax rates is recognized for tax purposes. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in Profit and Loss Account using the tax rates and tax laws that have been enacted or substantively enacted by balance sheet date.

Deferred tax assets are recognized and carried forward only to the extent that there is a virtual certainty of realization of such assets. Considering this, the company has not applied for provision for deferred tax.

- **AS – 22– Impairment of Assets**

The carrying value of fixed assets is evaluated whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. There is no impairment loss recognized or quantified during the reporting period.

- **AS – 23– Provisions, Contingent Liabilities and Contingent Assets**

Contingent liabilities are not provided for but are disclosed after a careful evaluation of facts and legal aspects of the matter involved. In general, liabilities and contingencies are provided for it if, in the opinion and at the discretion of the management, there are reasonable prospects of such liabilities crystallizing or future outcome of such contingencies is likely to be materially detrimental to business.

The notes referred to above form an integral part of Accounts.

As per our report of even date attached.

Signatures to Note Nos. 1 to 24

**FOR BAHETI BHADADA & ASSOCIATES**

Chartered Accountants

**KRUTESH PATEL**

Partner

Membership No. : 140047

Firm Reg. No. 100865W

**FOR DUTRON POLYMERS LIMITED**

**S. B. PATEL**

Chairman

**A. B. PATEL**

Director

**R. H. PATEL**

Director

**M. C. SHAH**

Director

**P. G. SHAH**

Director

**B. R. BAROT**

CFO

Place: **Ahmedabad**

Date: **27th May, 2017**

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017**

	As At 31st March, 2017 ₹	As At 31st March, 2016 ₹
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before tax and extraordinary items	27,569,443	27,714,302
Adjustment for :		
Depreciation	15,394,398	14,408,125
Extra Ordinary Items	3,707,908	0
Profit on Sale of Assets	0	0
	<u>19,102,306</u>	<u>14,408,125</u>
Operating Profit before working capital changes	46,671,750	42,122,426
Adjustment for :		
Trade and other Receivables	26,237,923	16,048,828
Inventories	(29,953,238)	(19,556,375)
Short Term Loan & Advances	581,594	(1,996,515)
Trade Payables	509,501	(4,883,072)
Other Current Liabilities	(1,872,622)	(467,710)
Short Term Borrowings	2,240,530	20,983,240
Short Term Provisions	(972,488)	1,888,708
	<u>(3,228,800)</u>	<u>12,017,104</u>
<b>Cash Generated from Operations</b>	43,442,950	54,139,531
Less : Direct taxes paid	(11,136,522)	(10,097,674)
<b>Net Cash inflow from Operating Activities</b>	<u>32,306,427</u>	<u>44,041,856</u>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of fixed assets	(18,313,734)	(32,112,845)
Sale of fixed assets	0	0
<b>Net Cash outflow from Investing Activities</b>	<u>(18,313,734)</u>	<u>(32,112,845)</u>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from long-term borrowing	3,221,302	(5,572,428)
Long Term Loans & Advances	(223,854)	(69,116)
Long Term Provisions	4,657,307	0
Non-Current Investment	(8,967,686)	0
Dividends paid	(8,400,000)	(8,400,000)
<b>Net Cash outflow from Financing Activities</b>	<u>(9,712,931)</u>	<u>(14,041,544)</u>
<b>Net increase in cash and Cash Equivalents (A + B + C)</b>	<u>4,279,762</u>	<u>(2,112,533)</u>
Cash and cash equivalents as at 01-04-2015 (Opening Balance)	455,175	2,567,708
Cash and cash equivalents as at 31-03-2016 (Closing Balance)	4,734,937	455,175

**FOR BAHETI BHADADA & ASSOCIATES**  
Chartered Accountants

**KRUTESH PATEL**  
PARTNER  
Membership No. : 140047  
Firm Reg. No. 100865W

Place: **Ahmedabad**  
Date: **27th May, 2017**

**FOR DUTRON POLYMERS LIMITED**

**S. B. PATEL**  
Chairman

**R. H. PATEL**  
Director

**P. G. SHAH**  
Director

**A. B. PATEL**  
Director

**M. C. SHAH**  
Director

**B. R. BAROT**  
CFO

**AUDITOR'S CERTIFICATE**

To

The Board of Directors

Dutron Polymers Limited

We have examined the above Cash Flow Statement of Dutron Polymers Limited for the year ended 31st March, 2017. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of Listing Agreements with various Stock Exchanges and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of 27th May, 2017 to the Members of the Company.

**FOR BAHETI BHADADA & ASSOCIATES**

Chartered Accountants

Place: **Ahmedabad**

Date: **27th May, 2017**

**KRUTESH PATEL**

Partner

# DUTRON POLYMERS LIMITED

# ATTENDANCE SLIP

CIN : L25209GJ1981PLC004786  
Registered Office : 'Dutron House',  
Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009.

Name of the Shareholders :		
Address :		
E-mail ID :		
Folio No. / Client Id		D.P. Id.

I hereby record my presence at the 36th ANNUAL GENERAL MEETING of the Company held at The Ahmedabad Textile Mills Association (ATMA ) Hall, Opp. City Gold Cinema, Ashram Road, Ahmedabad - 380009 on Monday, 25th September, 2017 at 11:30 a.m.

-----  
SIGNATURE OF SHAREHOLDER / PROXY'S

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND OVER AT THE ENTRANCE DULY FILLED IN.

# DUTRON POLYMERS LIMITED

## FORM NO. MGT-11 PROXY FORM

CIN : L25209GJ1981PLC004786  
Registered Office : 'Dutron House',  
Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009.

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

Name of the Shareholders :		
Address :		
E-mail ID :		
Folio No. / Client Id		D.P. Id.

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

1. Name : ..... Address : .....  
E-mail ID : ....., or failing him;
2. Name : ..... Address : .....  
E-mail ID : ....., or failing him;
3. Name : ..... Address : .....  
E-mail ID : ....., or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Monday, 25th September, 2017 at 11:30 a.m. at The Ahmedabad Textile Mills Association (ATMA) Hall, Opp. City Gold Cinema, Ashram Road, Ahmedabad - 380 009, and at any adjournment thereof in respect of such the resolutions given in the notice.

Signed this ..... day of ..... 2017

Signature of shareholder : .....

Signature of Proxy holder(s) : (1) ..... (2) ..... (3) .....

Notes : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Book - Post

To,

If Undelivered please return to :

**DUTRON POLYMERS LIMITED**

'Dutron House', Nr. Mithakhali Underbridge,

Navrangpura, Ahmedabad - 380 009.

CIN : L25209GJ1981PLC004786