

PARAS PETROFILS LIMITED

Add: 1stFloor Dhamanwala Complex, Opp. Apple Hospital, Khatodara Road, Udhana,
Surat, Gujarat-395002, CIN: L17110GJ1991PLC015254

Email-id: finance@paraspetrofiles.com

Ph.: +91-9825568096; Website: www.paraspetrofiles.co.in

Date: 25.11.2020

The Head Listing
Compliance,
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai-400001

The Manager
**National Stock Exchange of
India Ltd.**
Exchange Plaza, Plot No. C/1,
G Block,
Bandra-Kurla Complex,
Mumbai-400051

The Manager
**The Calcutta Stock Exchange
Ltd.**
7, Lyons Range, Murgighata,
BBD Bagh, Kolkata
West Bengal – 700001

Security Code: 521246

Symbol: PARASPETRO

Scrip Code: 026039

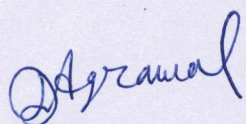
Sub: Submission of Annual Report as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Please find attached herewith **Annual Report** for the **Financial Year 2019-2020** as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Submitted for your information and records.

Yours faithfully,
For Paras Petrofils Limited



Diwakar Agrawal
Company Secretary



29th
ANNUAL
REPORT
2019-20



PARAS PETROFILS LIMITED

L17110GJ1991PLC015254

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REFERENCE INFORMATION

BOARD OF DIRECTORS

Mr. Harshad Jivabhai Patel	Non Executive Independent Director* <i>Resigned w.e.f. 28.07.2020</i>
Ms. Usha Ashokkumar Jain	Non Executive Director* <i>Resigned w.e.f. 01.09.2020</i>
Mr. Harikishan Chunilal Panpaliya	Non Executive Independent Director
Mr. Anil Kumar Ghanshyamdas Bansal	Non Executive Independent Director
Mr. Chetankumar Manubhai Sharma	Non Executive Independent Director* <i>Resigned w.e.f. 28.07.2020</i>
Mr. Deepak Kishorchandra Vaidya	Whole Time Director
Ms. Madhuben Shankarabhai Rathod	Non Executive Additional Director* <i>Appointed w.e.f. 01.09.2020</i>

KEY MANAGERIAL PERSONNEL

Mr. Deepak Kishorchandra Vaidya	Whole Time Director & Chief Financial Officer
Mr. Sachin Kumar	Company Secretary & Compliance Officer <i>*Resigned on 31.08.2019</i>
Mr. Diwakar Agrawal	Company Secretary & Compliance Officer <i>*Appointed on 25.09.2019</i>

AUDIT COMMITTEE

Mr. Harikishan Chunilal Panpaliya	Chairperson (Chairperson w.e.f. 28.07.2020)
Mr. Anil Kumar Ghanshyamdas Bansal	Member (Member w.e.f. 28.07.2020)
Mr. Chetankumar Manubhai Sharma	Member (Cessation w.e.f. 28.07.2020)
Mr. Deepak Kishorchandra Vaidya	Member (Member w.e.f. 28.07.2020)

NOMINATION & REMUNERATION COMMITTEE

Mr. Harikishan Chunilal Panpaliya	Chairperson
Mr. Anil Kumar Ghanshyamdas Bansal	Member
Ms. Usha Ashokkumar Jain	Member (Cessation w.e.f. 01.09.2020)
Ms. Madhuben Shankarabhai Rathod	Member (Member w.e.f. 01.09.2020)

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Harikishan Chunilal Panpaliya	Chairperson (Chairperson w.e.f. 28.07.2020)
Mr. Anil Kumar Ghanshyamdas Bansal	Member (Appointed w.e.f. 28.07.2020)
Mr. Deepak Kishorchandra Vaidya	Member

SECRETARIAL AUDITOR

M/s. Jain P & Associates, Company Secretaries
Add: C-273, IInd Floor, Sector-63, Noida-201301, Uttar Pradesh

STATUTORY AUDITOR

RMR & Co., Chartered Accountants,
B-203, Shrihari Park, Near Centre Point Building, Sagrapura, Surat-395002

INTERNAL AUDITOR

Mr. Kailash Dan Charan

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai 400059, India. Email: investor@bigshareonline.com

CIN

L17110GJ1991PLC015254

REGISTERED OFFICE

1st Floor, Dhamanwala Complex, Opp. Apple Hospital,
Khatodara Road, Udhana, Surat - 395002, Gujarat

SHARES LISTED AT

BSE Ltd.
National Stock Exchange of India Limited
The Calcutta Stock Exchange Limited

BANKERS

STATE BANK OF INDIA

1st Floor Kiran Chambers Opp. J.K. Tower
Ring Road, Surat- 395002

ICICI BANK LIMITED

HG 1,2 Platinum Plaza, Opp. V.T. Chokshi College,
Atwalines, Parle Point, Surat - 395007

E-MAIL

finance@paraspetrofilms.com

WEBSITE

www.paraspetrofilms.co.in

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of Paras Petrofils Limited (“**Paras**” or “**the Company**”) will be held on **Thursday, December 17, 2020 at 12:30P.M.** through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) facility to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended on 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors’ and Auditors’ thereon.
2. To appoint a director in place of **Mr. Deepak Kishorchandra Vaidya (DIN: 08201304)**, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider the regularization/appointment of **Ms. Madhuben Shankarbhai Rathod (DIN: 08861595)** as director of the Company pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as Ordinary Resolution.

**By Order of the Board of Director
For ParasPetrofils Limited**

**Deepak KishorchandraVaidya
Whole Time Director
DIN: 08201304**

Date:06.11.2020

Place:Surat

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as ‘MCA Circulars’) and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting (‘AGM’) through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the ‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as ‘e-AGM’.
2. The deemed venue for 29th e-AGM shall be the Registered Office of the Company at 1st Floor, Dhamanwala Complex, Opp. Apple Hospital Khatodara Road, Udhana Surat-395002.
3. The Company has appointed **Beetal Financial & Computer Services (P) Limited** as “**Facilitator of VC/OAVM**” to facilitate the conduct of AGM through VC/OAVM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body’s resolution/authorization, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to **cstanayojha@gmail.com** with a copy marked to Company **finance@paraspetrofils.com & helpdesk.evoting@cdsindia.com**.

6. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Brief details of the director, who are eligible to be re-appointed in place of retiring director in 29th e-AGM, are annexed hereto as per requirements of regulation 36(3) of the SEBI LODR) Regulations, 2015 and as per provisions of the Companies Act.
8. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 12.15 P.M. to 12.45 P.M. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. Institutional investors, if any, who are members of the Company are encouraged to attend and vote at the 29th e-AGM of the Company.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
11. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 29th e-AGM along with the Annual Report for FY 2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at <https://www.paraspetrofiles.co.in>; website of the stock exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, on the website of RTA at <https://bigshareonline.com/>. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com.
12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail id by sending e-mail to company's email id finance@paraspetrofiles.com by sending duly filled form **downloaded from Company's website** www.paraspetrofiles.co.in. Members are requested to register their email id and support the green initiative efforts of the Company.
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. SEBI vide its notification (*SEBI/LADNRO/GN/2018/24*) dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable.
15. Members, who still hold share certificates in physical form, are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at 1st Floor, Dhamanwala Complex, Opp. Apple Hospital Khatodara Road, Udhana Surat-395002.:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.

- ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
18. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.
19. The Register of Members and Share Transfer Books will remain closed from **Saturday the 12th Day of December, 2020 to Thursday the 17th Day of December, 2020.**
20. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <https://www.paraspetrofiles.co.in/investor-desk/sh-13-and-14-nomination>). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
21. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
22. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
23. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday 11th December, 2020**, such person may obtain the user id and password from by email request on evoting@cdsl.co.in.
24. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to finance@paraspetrofiles.com for obtaining the Annual Report and Notice of AGM.
25. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
26. Instructions for remote e-voting and joining the e-AGM are as follows:

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The Board of Directors of the company has appointed **M/s.Ojha& Associates**, Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- (ii) The voting period begins on **<Monday 14th December, 2020 from 09:00 A.M.>** and ends on **<Wednesday 16th December, 2020 till 05:00 P.M.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **< Friday 11th December, 2020 >** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on "Shareholders" module.
- (vi) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to

CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Company Name <**ParasPetrofils Limited**> on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **finance@paraspetrofils.com(Company Email id)orhelpdesk.evoting@cdslindia.com.**
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **finance@paraspetrofils.com(Company Email id) or helpdesk.evoting@cdslindia.com.**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request to **finance@paraspetrofils.com** in advance at least **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **finance@paraspetrofils.com** (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xxi) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; finance@paraspetrofils.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. NitinKunder (022-23058738) or Mr. MehboobLakhani (022-23058543) or Mr. RakeshDalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Diwakar Agrawal
Designation	Company Secretary & Compliance Officer
Address	1 st Floor, Dhamanwala Complex, Opp. Apple Hospital, Khatodara Road, Udhana, Surat - 395002, Gujarat
Contact	+91-9825568096
E-mail	finance@paraspetrofils.com

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:

Name	Mr. Deepak Kishorchandra Vaidya	Ms. Madhuben Shankarbhai Rathod
Director Identification Number (DIN)	08201304	08861595
Date of Birth	16/08/1965	01/01/1975
Date of Appointment in the Board	06/08/2018	01/09/2020
Qualification	Chartered Accountant	Matriculation
Experience	Management and Administration	Management and Administration
Shareholding in the Company	Nil	Nil

List of Directorship held in other companies	Nil	Nil
Names of Listed Entities in which the person holds membership of Committees of the Board	-	-
Relationship between Directors Inter-se	None	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No. 3

CONSIDER THE REGULARIZATION/APPOINTMENT OF MS. MADHUBEN SHANKARBHAI RATHOD (DIN: 08861595) AS DIRECTOR OF THE COMPANY

The Board of Directors had appointed Ms. Madhuben Shankarbhai Rathod (DIN: 08861595) as an Additional Director of the company under section 161 read with section 149 of the Companies Act, 2013 w.e.f. 01.09.2020 to hold office up to the upcoming Annual General Meeting of the Company. The Company has received a notice in writing from Ms. MadhubenShankarbhaiRathodin Form DIR-8 that, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and her consent to continue as a Director.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. MadhubenShankarbhaiRathod, the Board of Directors at its meeting held on September01, 2020 approved the appointment of Ms. MadhubenShankarbhaiRathod as mentioned in the resolution.

For the information and record, Ms. MadhubenShankarbhaiRathodhas vast experience in Administration & Management. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director.

This resolution seeks the approval of members for the appointment of Ms. Madhuben Shankarbhai Rathod as a Director of the Company in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

The nature of concern or interest, financial or otherwise, if any, in respect of the Appointment of Ms. Madhuben Shankarbhai Rathod:

- (i) Directors: No other Director is interested
- (ii) Every other Key Managerial Personnel: NIL
- (iii) Relatives: NIL

DIRECTORS' REPORT

**To
The Shareholders,**

Your Directors present this 29th Annual Report together with the Audited Annual Financial Statements of Paras Petrofils Limited ("Paras" or "the Company") for the year ended March 31st, 2020.

COVID-19 PANDEMIC

The COVID-19 pandemic has caused a huge disruption creating an unprecedented impact on the financial well-being of nations, corporations and individuals. A detailed discussion on impact of COVID-19 on the business and operations of the Company is covered in the 'Management Discussion and Analysis Report.'

CIRCULATION OF ANNUAL REPORTS IN ELECTRONIC FORM

In view of the prevailing COVID-19 situation and consequent lockdown across the country, the Ministry of Corporate Affairs (MCA) has exempted companies from circulation of physical copies of Annual Report for FY2020.

Accordingly, the Annual Report of the Company for FY2020 is being sent only by email to the members, and all other persons/entities entitled to receive the same.

This Annual Report, along with other documents, is also available on the Company's website at <https://www.paraspetrofiles.co.in>

FINANCIAL HIGHLIGHTS- AT A GLANCE

★ Overall Performance of your Company

- ★ The Financial Year 2019-2020 had been challenging and unfavorable for the Company as your Company has shown deficient performance during the year under review. The net Profits of your Company is Rs. (-123.10 Lakhs) in the Financial Year 2019-2020 as compared to Net Profit of Rs. 56.55 Lakhs in the Financial Year 2018-19.

★ The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:

Amount (In Rs.)

Particulars	Standalone	
	2019-20	2018-19
Income from Business Operations	-	7,33,760
Other Income	1,02,79,292	1,18,75,413
Total Income		
Less: Expenditure	38,86,317	69,53,496
Profit/Loss before Tax & Exceptional Items	63,92,975	56,55,677
Less: Exceptional Items	(1,87,02,733)	-
Profit/Loss before Tax	(1,23,09,757)	56,55,677
Less: Tax Expense	-	-
Add: Deferred Tax Asset	-	-
Net Profit/Loss after Tax	(1,23,09,757)	56,55,677
Earnings per share:		
Basic	(0.04)	0.02
Diluted	(0.04)	0.02

DIVIDEND

No Dividend was declared for the current financial year due to losses in the Company.

RESERVES

The Board proposes no amount to transfer to the reserves and no amount is proposed to be retained in surplus.

SHARE CAPITAL

There was no change under the Share Capital during the year under review as the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2019-2020.

As on 31st March, 2020, paid-up share capital of the Company stood at 36,78,43,000 consisting of 33,42,21,000 Equity Shares of Rs. 1/-each and 33,62,200 11% Non cumulative Preference Shares of Rs.10/- each.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of *section 73* of the Companies Act, 2013. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2020.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2019-2020. A statement about Subsidiary / Joint Ventures / Associate Company in the form **AOC-1** is not applicable.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report.

CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

The details about the changes in Directors or Key Managerial Personnel by way of Appointment, Re – designation, Resignation, Death, Dis-qualification, variation made or withdrawn etc. are as follows:

S. No.	Name	Designation	Appointment	Cessation
1.	Mr. Sachin Kumar	Company Secretary & Compliance Officer	-	31/08/2019
2.	Mr. Diwakar Agrawal	Company Secretary & Compliance Officer	25/09/2019	-
3.	Ms. Madhuben Shankarbhai Rathod	Additional Non-Executive Director	01/09/2020	-
4.	Ms. Usha Ashok kumar Jain	Non-Executive Director	-	01/09/2020
5.	Mr. Harshad Jivabhai Patel	Independent Director	-	28/07/2020
6.	Mr. Chetankumar Manubhai Sharma	Independent Director	-	28/07/2020

Mr. Deepak Kishorchandra Vaidya (DIN: 08201304), Director will be retiring by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to the Board of the Company at this Annual General Meeting.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have 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 & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;
- (c) the Directors had taken proper & 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 & detecting fraud & 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 such controls are adequate and are operating effectively;
- (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.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return under sub section 3 of Section 92 of the Companies Act, 2013 in Form **MGT-9** is annexed herewith as “**Annexure-A**”. Website Link of <https://www.paraspetrofiles.co.in/>.

The provision of Section 134(3) has been amended by Companies (Amendment) Act, 2017 w.e.f. 31.07.2018 i.e. as per notification dated 31st July, 2017 provision in relation to MGT-9 has been removed from Section 134 and a new provision added which prescribed the web-link of such annual return shall be disclosed in the Board's report.

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

The details of Board Meetings convened during the year along with other details of Board Meetings held are given in Corporate Governance Report, which forms the integral part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

VIGIL MECHANISM COMMITTEE

The Vigil Mechanism Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance report which forms the integral part of this Annual Report.

BOARD ANNUAL EVALUATION

The provisions of section 134(3)(p) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. Schedule-IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

The performance evaluation of the Independent Directors was carried out by the entire Board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and approved the evaluation results thereof.

STATUTORY AUDITOR & SECRETARIAL AUDITOR WITH THEIR QUALIFICATION, RESERVATION OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS

A. STATUTORY AUDITOR

The members at the Annual General Meeting held on 30th November, 2017 appointed **M/s RMR & Co., Chartered Accountant (FRN:106467W)**, as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of that meeting till the conclusion of 31st Annual General Meeting of the Company.

Qualification(s) and Directors' comments on the report of Statutory Auditor:

The Notes on Accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification(s). Also, the report submitted by the Auditor is unqualified.

B. SECRETARIAL AUDITOR

Pursuant to provision of section 204 of the Companies act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed **M/s. Jain P & Associates, Company Secretaries** to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by **Ms. Preeti Mittal, Practicing Company Secretary**, and the report thereon is annexed herewith as "**Annexure- B**".

Qualification(s) and Directors' comments on the report of Secretarial Auditor:

There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report and the same is self explanatory.

Annual Secretarial Compliance Report

The provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure) Regulations, 2015 are applicable on the Company. Therefore, the Company has obtained a certificate from a Practicing Company Secretary and has been attached with this Annual Report. The report thereon is annexed herewith as "**Annexure-C**".

C. INTERNAL AUDITOR

The Company had appointed Internal Auditor to carry out the Internal Audit Functions. The Internal Auditor submits a "Quarterly Report" to the Audit Committee for its review.

PARTICULAR OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements forming part of the Annual Report.

All investments made during the year were within the stipulated limits of law.

PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

In the financial year 2019-20, company did not enter into any contracts or arrangements with any related party. Form AOC-2 is not applicable.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relate and on the date of this report.

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

To the best of the Management's knowledge, no significant and material order(s) were passed by any regulator(s) or courts or tribunals which could impact the going concern status and company's operation in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO

The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 is given below:

	Conservation of energy	Nil
1.	the steps taken or impact on conservation of energy	Nil
2.	the steps taken by the company for utilizing alternate sources of energy	Nil
3.	the capital investment on energy conservation equipment	Nil
	Technology absorption	
1.	the efforts made towards technology absorption	Nil
2.	the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
3.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Nil
4.	the details of technology imported	Nil
5.	the year of import	Nil
6.	whether the technology been fully absorbed	Nil
7.	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil

8.	the expenditure incurred on Research and Development	Nil
Foreign exchange earnings and Outgo		
1.	The Foreign Exchange earned in terms of actual inflows during the year	Nil
2.	The Foreign Exchange outgo during the year in terms of actual outflows	Nil

Further, there were no foreign exchange earnings and outgo during the year under review.

RISK MANAGEMENT

The provisions of SEBI Regulations for formation of Risk Management Committee are not applicable to the Company. However, as per section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013, hence the same are not applicable to the company for the period under review.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per Regulation 22 of the SEBI Regulations, 2015, in order to ensure that the activities of the Company & its employees are conducted in a fair & transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy. This policy is explained in "Corporate Governance Report" and is also posted on website of the company.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013" and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

CORPORATE GOVERNANCE REPORT

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operation. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31st March, 2020 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensure the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy & completeness of the records and the timely preparation of reliable financial information.

The Internal auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the internal control framework.

Audit committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

PERSONNEL RELATIONS

Your Directors hereby place on record their appreciation for the services rendered by executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

PARTICULARS OF EMPLOYEES

None of the employees of your Company is in receipt of remuneration requiring disclosure pursuant to the provisions of Section 197, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; hence no such particulars are annexed.

FAMILIARIZATION POLICY

Pursuant to the provisions of Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize Independent Directors about the Company.

CODE OF CONDUCT

The Board of Directors has laid down the code of conduct for all Board Members and members of the Senior Management of the Company. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 to be read with SEBI Listing Regulations, 2015.

All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct.

DISCLOSURE OF STATEMENT OF DEVIATION(S) OR VARIATION(S) UNDER REGULATION 32 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

With reference to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure of Statement of Deviation(s) or Variation(s) as per the said regulation is not applicable to the Company.

ACKNOWLEDGEMENT

Your Directors wish to acknowledge their gratitude to the business Associates and Stock Exchange authorities for their continued patronage, assistance and guidance.

**For and on behalf of the Board
For Paras Petrofils Limited**

**Deepak Kishorchandra Vaidya
Whole Time Director
DIN:08201304**

**Madhuben Shankarbhai Rathod
Director
DIN:08861595**

**Diwakar Agrawal
Company Secretary & Compliance Officer**

**Date:06.11.2020
Place: Surat**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

(Annexure –A)

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L17110GJ1991PLC015254
2	Registration Date	20/Mar/1991
3	Name of the Company	Paras Petrofils Limited
4	Category of the Company	Company Limited by Shares
5	Sub-category of the Company	Indian Non-Government Company
6	Address of the Registered office & contact details	1st Floor, Dhamanwala Complex, Opp. Apple Hospital, Khatodara Road, Udhana, Surat, Gujarat-395002 Ph: +91-9825568096
7	Whether listed company	Yes
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Bigshare Services Private Limited Add: 1st Floor Bharat Tin Works Building Opp. Vasant Oasis Makwana Road Marol Andheri East Mumbai-400059 Maharashtra India. Ph.: 022-62638200

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Fabrics	998821	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
		Not Applicable			

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 [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	40,519,266	12,317,400	52,836,666	15.81%	40,519,266	12,317,400	52,836,666	15.81%	0.00%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1,775,000	-	1,775,000	0.53%	1,775,000	-	1,775,000	0.53%	0.00%
e) Banks / FI									
f) Any other									
(i) Group Companies	4,500,000	59,211,000	63,711,000	19.06%	4,500,000	59,211,000	63,711,000	19.06%	0.00%
(ii) Trust									
(iii) Directors Relatives	4,144,700	8,875,000	13,019,700	3.90%	4,144,700	8,875,000	13,019,700	3.90%	0.00%
Sub Total (A) (1)	50,938,966	80,403,400	131,342,366	39.30%	50,938,966	80,403,400	131,342,366	39.30%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	50,938,966	80,403,400	131,342,366	39.30%	50,938,966	80,403,400	131,342,366	39.30%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
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) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3,912,773	70,352,000	74,264,773	22.22%	3,114,938	70,352,000	73,466,938	21.98%	-0.24%
ii) Overseas									
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	77,902,957	10,746,800	88,649,757	26.52%	78,133,439	10,724,955	88,858,394	26.59%	0.07%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	25,348,030	912,000	26,260,030	7.86%	25,458,730	912,000	26,370,730	7.89%	0.03%
c) Others (specify)									
Hindu Undivided Family	5,585,826	-	5,585,826	1.67%	5,710,038	-	5,710,038	1.71%	1.71%
Non Resident Indians	-	7,320,000	7,320,000	2.19%	-	7,320,000	7,320,000	2.19%	0.00%
Non Resident Indians Repeat	495,396	-	495,396	0.15%	485,396	-	485,396	0.14%	-0.01%
Non Resident Indians Non-Repeat	161,412	-	161,412	0.05%	162,912	-	162,912	0.05%	0.00%
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	114,440	-	114,440	0.03%	477,226	-	477,226	0.14%	0.11%
Trusts									
Foreign Bodies - D R									
Qualified Institutional Buyer									
NBFCs registered with RBI	27,000	-	27,000	0.01%	27,000	-	27,000	0.01%	0.00%
Sub-total (B)(2):-	113,547,834	89,330,800	202,878,634	60.70%	113,569,679	89,308,955	202,878,634	60.70%	1.67%
Total Public (B)	113,547,834	89,330,800	202,878,634	60.70%	113,569,679	89,308,955	202,878,634	60.70%	1.67%
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	164,486,800	169,734,200	334,221,000	100.00%	164,508,645	169,712,355	334,221,000	100.00%	

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2019]			Shareholding at the end of the year [As on 31-March-2020]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Minu Jain	1,100,000	0.33%	0	1,100,000	0.33%	0	0.00%
2	Priyanka D Jain	1,291,000	0.39%	0	1,291,000	0.39%	0	0.00%
3	Ragubir Singh Jain	1,000	0.00%	0	1,000	0.00%	0	0.00%
4	Sweta A Jain	1,440,400	0.43%	0	1,440,400	0.43%	0	0.00%
5	Gayatri Devi w/o Omprakash	200,000	0.06%	0	200,000	0.06%	0	0.00%
6	Heerabai Biyani	400,000	0.12%	0	400,000	0.12%	0	0.00%
7	Prahlad Kumar Bajaj	400,000	0.12%	0	400,000	0.12%	0	0.00%
8	Shrinivas Nandkishore HUF	450,000	0.13%	0	450,000	0.13%	0	0.00%
9	Champaben J Patel	500,000	0.15%	0	500,000	0.15%	0	0.00%
10	D A Patel	1,500,000	0.45%	0	1,500,000	0.45%	0	0.00%
11	Sunil H Parikh	400,000	0.12%	0	400,000	0.12%	0	0.00%
12	Sunil H Parikh-HUF	360,000	0.11%	0	360,000	0.11%	0	0.00%
13	Usha Devi Jain	862,154	0.26%	0	862,154	0.26%	0	0.00%
14	Kiranbala Jain	4,592,000	1.37%	0	4,592,000	1.37%	0	0.00%

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15	Santoshdevi K Jain	258,000	0.08%	0	258,000	0.08%	0	0.00%
16	Jas Karan Chopra	1,350,000	0.40%	0	1,350,000	0.40%	0	0.00%
17	Jivabhai Ambalal Patel	9,144,000	2.74%	0	9,144,000	2.74%	0	0.00%
18	Anandkumar R Jain	5,811,000	1.74%	0	5,811,000	1.74%	0	0.00%
19	Anilkumar D Jain	1,065,471	0.32%	0	1,065,471	0.32%	0	0.00%
20	Urmilaben C. Patel	2,700,000	0.81%	0	2,700,000	0.81%	0	0.00%
21	Manishkumar M Jain	258,815	0.08%	0	258,815	0.08%	0	0.00%
22	Patel Siddharth Chimanbhai	2,840,000	0.85%	0	2,840,000	0.85%	0	0.00%
23	Deshraj Raghubirsingh Jain	9,991,002	2.99%	0	9,991,002	2.99%	0	0.00%
24	Kamladevi Devraj Jain	110,066	0.03%	0	110,066	0.03%	0	0.00%
25	Hans Raj Chopra	200,000	0.06%	0	200,000	0.06%	0	0.00%
26	Ruchi Chopra	500,000	0.15%	0	500,000	0.15%	0	0.00%
27	Payal Jain	122,500	0.04%	0	122,500	0.04%	0	0.00%
28	Rahul Kailashchand Jain	149,907	0.04%	0	149,907	0.04%	0	0.00%
29	Abhishek Anandkumar Jain	1,235,351	0.37%	0	1,235,351	0.37%	0	0.00%
30	Ashok Raghubirsingh Jain	2,229,000	0.67%	0	2,229,000	0.67%	0	0.00%
31	Govindbhai Bhagwandas Patel	2,500,000	0.75%	0	2,500,000	0.75%	0	0.00%
32	Paras Prints Pvt. Ltd.	1,775,000	0.53%	0	1,775,000	0.53%	0	0.00%
33	Hansraj Chopra (HUF)	2,300,000	0.69%	0	2,300,000	0.69%	0	0.00%
34	Sumandevi Chhajer	1,475,000	0.44%	0	1,475,000	0.44%	0	0.00%
35	Vinod Chopra	1,006,000	0.30%	0	1,006,000	0.30%	0	0.00%
36	Alok Chopra	1,425,000	0.43%	0	1,425,000	0.43%	0	0.00%
37	Kailashchand R Jain	2,114,500	0.63%	0	2,114,500	0.63%	0	0.00%
38	Rita Chopra	710,000	0.21%	0	710,000	0.21%	0	0.00%
39	Shreyans Chopra	1,300,000	0.39%	0	1,300,000	0.39%	0	0.00%
40	Amit Chopra	1,564,200	0.47%	0	1,564,200	0.47%	0	0.00%
41	Glamour Dyg and Prt Mills (Surat) P Ltd	3,111,000	0.93%	0	3,111,000	0.93%	0	0.00%
42	Ashton Electronics Pvt. Ltd.	2,200,000	0.66%	0	2,200,000	0.66%	0	0.00%
43	Earnest Securities Ltd	2,000,000	0.60%	0	2,000,000	0.60%	0	0.00%
44	Gulzar Trading Company Pvt Ltd	500,000	0.15%	0	500,000	0.15%	0	0.00%
45	Indo City Infotech Ltd	3,500,000	1.05%	0	3,500,000	1.05%	0	0.00%
46	Indo Castle Multimedia Ltd	3,000,000	0.90%	0	3,000,000	0.90%	0	0.00%
47	Medigold Global Ltd	2,500,000	0.75%	0	2,500,000	0.75%	0	0.00%
48	Premila Investment & Exports Pvt Ltd	1,000,000	0.30%	0	1,000,000	0.30%	0	0.00%
49	Mavens Internet Ltd	550,000	0.16%	0	550,000	0.16%	0	0.00%
50	Rashel Agrotech Ltd	10,600,000	3.17%	0	10,600,000	3.17%	0	0.00%
51	Sagar Housing Deve. & Finance Pvt Ltd	3,800,000	1.14%	0	3,800,000	1.14%	0	0.00%
52	Salecha Consultant Pvt Ltd	2,000,000	0.60%	0	2,000,000	0.60%	0	0.00%
53	Samata Plastic Pvt Ltd	500,000	0.15%	0	500,000	0.15%	0	0.00%
54	Tanu Health Care Ltd	2,500,000	0.75%	0	2,500,000	0.75%	0	0.00%
55	Larite Industries Ltd	3,000,000	0.90%	0	3,000,000	0.90%	0	0.00%
56	Mavens Biotech Ltd	7,450,000	2.23%	0	7,450,000	2.23%	0	0.00%
57	Satya Securities Ltd	5,000,000	1.50%	0	5,000,000	1.50%	0	0.00%
58	Shree Datta Industries(I) Ltd	1,000,000	0.30%	0	1,000,000	0.30%	0	0.00%
59	Gujarat Chemi Plasto Ltd	2,000,000	0.60%	0	2,000,000	0.60%	0	0.00%
60	Mansi Securities & Commercial Ltd	3,000,000	0.90%	0	3,000,000	0.90%	0	0.00%
61	Shree Finlease Pvt. Limited	4,500,000	1.35%	0	4,500,000	1.35%	0	0.00%
	Total	131,342,366	39.30%	0	131,342,366	39.30%	0	0.00%

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2019]		Cumulative Shareholding during the year [As on 31-March-2020]	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year						
	Date wise Increase /"Decrease in Promoters" Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc)			No Change			
	At the end of the year						

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year [As on 31-March-2019]		Cumulative Shareholding during the year [As on 31-March-2020]		Increase/(decrease) during the year	
		No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares
1	Virajben Siddharthbhai Patel	3,401,000	1.02%	3,401,000	1.02%	0	0.00%
2	Mahaveer R Parakh	2,069,268	0.62%	2,069,268	0.62%	0	0.00%
3	Madhuri Ravindra Parakh	1,792,108	0.54%	1,792,108	0.54%	0	0.00%
4	Hasmukh R Shah	1,500,000	0.45%	1,500,000	0.45%	0	0.00%
5	H R Shah	1,474,000	0.44%	1,474,000	0.44%	0	0.00%
6	Ravindra Dulichand Parakh	1,372,222	0.41%	1,372,222	0.41%	0	0.00%
7	Vishwesh Patel	1,169,190	0.35%	1,169,190	0.35%	0	0.00%
8	Champaben Jivabhai Patel	1,029,000	0.31%	1,029,000	0.31%	0	0.00%
9	Sunil Shah	780,000	0.23%	780,000	0.23%	0	0.00%
10	Rashel Agrotech Limited	773,395	0.23%	773,395	0.23%	0	0.00%

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year [As on 31-March-2019]		Cumulative Shareholding during the year [As on 31-March-2020]	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				
1	Usha Devi Jain	862,154	0.26%	862,154	0.26%
	Change During the Year:		No Change		
	At the end of the year				
1	Usha Devi Jain	862,154	0.26%	862,154	0.26%

V. INDEBTEDNESS

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

(Amt. Rupees)

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (Rupees)
	Name	Deepak Kishorchandra Vaidya	
	Designation	Whole Time Director	
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 -	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	11% of Net Profit of the Company	-

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount (Rupees)
1	Independent Directors	Harshad Jiva Bhai Patel	Harikishan Chunilal Panpaliya	Anil Kumar Ghanshyamdas Bansal	Chetan Kumar Manubhai Sharma	
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	Usha Ashok kumar Jain	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

Note: Mr. Harshad Jiva bhai Patel & Chetan kumar Manubhai Sharma resigned on 28th July, 2020.

Note: Mr. Usha Ashok Kumar Jain resigned on 01st Sept., 2020 and Ms. Madhuben Shankarbhai Rathod has been appointed on the same date as Non-Executive Woman Director.

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
	Name	Diwakar Agrawal	Deepak Kishorchandra Vaidya	Sachin Kumar	
	Designation	CS	CFO	CS	
1	Gross salary	217000	NIL	180000	397000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission				
	- as % of profit	-	-	-	
	- others, specify	-	-	-	
5	Others, please specify	-	-	-	
	Total	217000	NIL	180000	397000

Note: Mr. Sachin Kumar has resigned on 31st August, 2019 from the post of Company Secretary and compliance officer.

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)
A. COMPANY					
Penalty		NIL			
Punishment					
Compounding					
B. DIRECTORS					
Penalty		NIL			
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty		NIL			
Punishment					
Compounding					

**For and on Behalf of the Board of Directors
For Paras Petrofils Limited**

**Deepak K. Vaidya
Whole Time Director
DIN:08201304**

**Madhuben Shankarbhai Rathod
Director
DIN: 08861595**

**Date: 6.11.2020
Place: Surat**

**Diwakar Agrawal
Company Secretary &
Compliance Officer**

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
ParasPetrofils Limited,

1st Floor, Dhamanwala Complex, Opp. Apple Hospital,
Khatodara Road, Udhana, Surat, Gujarat-395002

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

Based on our verification of the **ParasPetrofils Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2020** 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 there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **Not applicable to the Company during the audit period.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: **Not applicable to the Company during the audit period.**
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992:
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: **Not applicable to the Company during the audit period.**
 - (e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 - **Not applicable to the Company during the audit period.**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable to the Company during the audit period.**
 - (g) 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;

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable to the Company during the audit period.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not applicable to the Company during the audit period.**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The trading of securities of the company in stock exchange is suspended due to non-compliance of Listing Agreement entered into by the Company with BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is filing all relevant documents for Revocation of suspension of trading in the securities of the company with the exchanges where it is listed.

*Note: It is reviewed that the Company is under process for revocation of suspension with BSE Limited (BSE) and National Stock Exchange India Limited (NSE).

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

We further report that

- ★ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- ★ As per the Management's Representation, Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were also sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- ★ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- ★ As informed, the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**For Jain P & Associates,
Company Secretaries**

**Preeti Mittal
Company Secretary
ACS No.: 41759
C P No.: 17079**

UDIN: A041759B001026811

**Place: Noida
Date: 21.10.2020**

This report is to be read with our letter of even date which is annexed as 'Annexure 1' and forms an integral part of this report.

Annexure 1

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2020]

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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 management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Secretarial Compliance Report of Paras Petrofils Limited for the year ended March 31, 2020

We, **Jain P & Associates**, have examined:

- (a) all the documents and records made available to us and explanation provided by **Paras Petrofils Limited** ("**the listed entity**"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("**Review Period**") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**Not Applicable for the said review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**Not Applicable for the said review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;**Not Applicable for the said review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as applicable; and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations! circulars! guidelines including specific clause)	Deviations	Observations! Remarks of the Practicing Company Secretary
	Not Applicable		

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations! Remarks of the Practicing Company Secretary, if any.
1	BSE Limited	Regulation 14 – Listing Fees & Other charges.	Freezing of Demat Account of Promoters	The Company was not paying Annual Listing Fees within due time but it has been paid.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the yearended March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable			

For Jain P & Associates,
Company Secretaries

Sd/-

Preeti Mittal

Company Secretary

Membership No.: 41759

C.O.P. No.: 17079

UDIN: A041759B000354324

Place: Noida

Date: 18.06.2020

CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of Paras Petrofils Ltd. (the 'Company' or 'Paras') for Financial Year 2020.

This Report states compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Directors' endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015 or SEBI Regulations and your management is taking all possible steps to fulfill its commitment in a judicious, fair and transparent manner.

II. BOARD OF DIRECTORS

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

A. Composition & Category of the Board of Directors and attendance of each director at the meeting of the board of directors and the last annual general meeting

As on 31st March 2020, there were 6(six)Directors comprising OneExecutiveDirectors, One Non-Executive Woman Directorand 4 (four)Non-Executive Independent Directors.

As on 31st March, 2020, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

Category and attendance of each of the Directors at the Board Meetings held during 2019-20 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2019-2020		Whether attended last AGM for FY 2018-19	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chairpers- onship	Member ship
1.	Mr. Harshad Jivabhai Patel	Non-Executive Independent Director	7	7	Yes	Nil	Nil
2.	Mr. Deepak KishorchandraVaidya	Whole Time Director	7	7	Yes	Nil	1
3.	Ms. Usha Ashok kumar Jain	Non-Executive Director	7	7	Yes	Nil	1

4.	Mr. Harikishan Chunilal Panpaliya	Non-Executive Independent Director	7	7	Yes	1	2
5.	Mr. Chetankumar Manubhai Sharma	Non-Executive Independent Director	7	7	Yes	Nil	1
6.	Mr. Anilkumar Ghanshyamdas Bansal	Non-Executive Independent Director	7	7	Yes	2	1

Note: Mr. Harshad Jivabhai Patel, Mr. Chetankumar Manubhai Sharma has resigned from the Board of Directors of the Company w.e.f. 28.07.2020 and Ms. Usha Ashok kumar Jain has resigned w.e.f. 01.09.2020.

Ms. Madhuben Shankarbai Rathod, Non-Executive Director, has been appointed on 01.09.2020 on the Board of Directors of the company and also in the Nomination and Remuneration Committee of the Company.

Number of other Board of Directors or Committees in which a Director is a Member or Chairperson as on 31.03.2020 (including the Company)

Sr. No.	Name of director	Directorships			Committee positions in listed and unlisted public limited companies	
		In equity listed companies	In unlisted public limited companies	In private limited companies	As member (including as chairperson)	As chairperson
1.	Mr. Harshad Jivabhai Patel	1	Nil	6	Nil	Nil
2.	Mr. Deepak Kishorchandra Vaidya	1	Nil	Nil	1	Nil
3.	Ms. Usha Ashok kumar Jain	1	Nil	1	1	Nil
4.	Mr. Harikishan Chunilal Panpaliya	1	Nil	Nil	3	1
5.	Mr. Chetankumar Manubhai Sharma	1	Nil	Nil	1	Nil
6.	Mr. Anilkumar Ghanshyamdas Bansal	1	Nil	3	3	2

- I) None of the director holds office as a director, including as an alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.
- II) As per declarations received, none of the directors serve as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he/she is a whole-time director in any listed company.
- III) None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all public companies in which he/she was a director.

Directorship in equity listed companies and Name of equity listed entities where directors of the Company held directorships as on 31st March 2020 (including the Company)

Sr. No.	Name of Director	Listed Entity	Category
1.	Mr. Harshad Jivabhai Patel	Paras Petrofils Ltd.	Chairman, Independent Director
2.	Mr. Deepak Kishorchandra Vaidya	Paras Petrofils Ltd.	Executive Director
3.	Ms. Usha Ashok kumar Jain	Paras Petrofils Ltd.	Non-Executive Director
4.	Mr. Harikishan Chunilal Panpaliya	Paras Petrofils Ltd.	Independent Director
5.	Mr. Chetankumar Manubhai Sharma	Paras Petrofils Ltd.	Independent Director
6.	Mr. Anilkumar Ghanshyamdas Bansal	Paras Petrofils Ltd.	Independent Director

Note: Mr. Harshad Jivabhai Patel has resigned from the Board of Directors of the Company w.e.f. 28.07.2020. Thereafter, Ms. Usha Ashokkumar Jain has been appointed as the Chairperson from 28.07.2020 who had resigned from the board w.e.f. 01.09.2020. Thereafter, Mr. Anilkumar Ghanshyamdas Bansal has been appointed as the Chairperson of the Company with effect from 01.09.2020. Mr. Chetankumar Manubhai Sharma resigned w.e.f. 28.07.2020 from the Board of Directors of the company.

Ms. Madhuben Shankarbai Rathod, Non-Executive Director, has been appointed on 01.09.2020 in the Board as well as in the Nomination and Remuneration Committee of the Company.

Disclosure of relationships between Directors inter-se

None of the present Directors are "Relative" of each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

Number of meetings of the Board of Directors held and dates on which held

During the period, the Board of Directors of your Company met 7 (Seven) times. The dates on which the meetings were held are 30.05.2019, 12.07.2019, 14.08.2019, 31.08.2019, 25.09.2019, 14.11.2019 and 12.02.2020. The gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

Orderly succession to Board and Senior Management

The framework of succession planning for appointment of Board/Management is already passed by the Board. In addition, changes in the Senior Management and their responsibilities are updated to the Board from time to time.

Letters of appointment of Independent Directors

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

B. Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors except Ms. Usha Ashok Kumar Jain. No remuneration was given to any of the Non-Executive Director during the financial year 2019-20. Ms. Usha Ashok Kumar Jain is Non-Executive Director in the Board of the Company and who is holding 862154 (0.26%) Equity Shares of the Company.

C. Familiarization Program for Directors

The company has also formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programs.

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is required to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through this programme.

D. Skill/Expertise/Competence of the Board of Directors

Skill Description	Deepak Kishorchandra Vaidya	Harshad Jivabhai Patel	Usha Ashokkumar Jain	Harikishan Chunilal Panpaliya	Anilkumar Ghanshyamdas Bansal	Chetankumar Manubhai Sharma
Leadership	Yes	Yes	-	Yes	Yes	Yes
Financial	Yes	-	-	Yes	Yes	Yes
Adminstration	Yes	Yes	Yes	Yes	Yes	-
Marketing and Communi-cations	Yes	-	Yes	-	-	-

- E.** The company is engaged to carry on the business, as per its memorandum of Association of the company of spinners, weavers, manufacturers, ginners, pressers, packers, bafers, liners, cleaners, processors, doublers, combers, knitters, dyers, bleachers, calenderers, sellers, buyers, importers, exporters, mercerisers, distributors, barterers, shippers of industrial fabrics, sythetic yarns, synthec filament yarn, synthetic fabrics, cotton, wool, silk, rayon, flex, hemp, twine of all kind of whatsoever descriptions like art, nylon, polyester, acrylic, viscose, poly propelence, terelene linen, canvass and all other kinds of fibrous, materials or substances.
- F.** In the opinion of the Board the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), 2015 and are independent of the management.
- G.** During the year, none of the Independent Director has resigned from the post of directorship pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

III. COMMITTEES OF THE BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company have **Audit Committee, Nomination & Remuneration Committee, & Stakeholders Relationship Committee**. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. Audit Committee

- i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations, 2015 read with Section 177 of Companies Act, 2013.
- ii. The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.
- iv. The previous Annual General Meeting (AGM) of the Company was held on September 25, 2019 and was attended by Mr. Anil Kumar Ghanshyamdas Bansal, Chairman of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Anil kumar Ghanshyamdas Bansal	Chairman	4	4
2.	Mr. Harikishan Chunilal Panpaliya	Member	4	4
3.	Mr. Chetankumar Manubhai Sharma	Member	4	4

Note:

#. The Composition of Audit Committee has been changed after the Resignation of Mr. Chetankumar Manubhai Sharma on 28.07.2020. Mr. Deepak Kishorchandra Vaidya has been appointed as member of the Committee from the same date.

#. Mr. Harikishan Chunilal Panpaliya, who was the member, has been appointed as chairperson and Mr. Anil kumar Ghanshyamdas Bansal, who was the chairperson, has been appointed as Member of the committee on 28.07.2020

vi. 4 Audit Committee meetings were held during the year 2019-20 on 30.05.2019, 14.08.2019, 14.11.2019 and 12.02.2020.

vii. The necessary quorum was present for all the meetings.

viii. The role of the **audit committee** includes the following:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, 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;

14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

ix. The audit committee shall **mandatorily** review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

x. Audit & other duties

1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
2. Discussion with internal auditors of any significant findings and follow up there on.
3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

B. Stakeholders Relationship Committee (erstwhile Shareholders' Grievance Committee)

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders. Headed by Mr. Anil Kumar Ghanshyamdas Bansal, Non-Executive Independent Director.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Anil kumar Ghanshyamdas Bansal	Chairman	4	4
2.	Mr. Harikishan Chunilal Panpaliya	Member	4	4
3.	Mr. Deepak Kishorchandra Vaidya	Member	4	4

Note:

#. The Composition of Stakeholders' Relationship Committee has been changed as Mr. Harikishan Chunilal Panpaliya, who was the member, has been appointed as chairperson and Mr. Anil kumar Ghanshyamdas Bansal, who was the chairperson, has been appointed as Member of the committee on 28.07.2020

iii. 4 Stakeholders' Relationship Committee meetings were held during the year 2019-20 on 30.05.2019, 14.08.2019, 14.11.2019 and 12.02.2020.

iv. The necessary quorum was present for all the meetings.

v. Functions and Terms of Reference:

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The functioning and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

- To consider and resolve the grievance of security holders of the Company.
- To review important circulars issued by SEBI /Stock Exchanges
- To take note of compliance of Corporate Governance during the quarter/year.
- To approve request for share transfer and transmissions.
- To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/duplicate share certificate etc.

vi. Name, designation and address of Compliance Officer:

Name	Diwakar Agrawal
Designation	Company Secretary & Compliance Officer
Address	1st Floor, Dhamanwala Complex, Opp. Apple Hospital, Khatodara Road, Udhana, Surat - 395002, Gujarat

vii. Details of investor complaints received and redressed during the year 2019-20 are as follows:

No. of Complaints pending as on 01.04.2019	No. of Complaints received during the year 2019-20	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2020
Nil	Nil	NA	NA	NA

C. Nomination & Remuneration Committee

- Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination & Remuneration Committee, with all members being Non-Executive Directors and Independent Director as Chairperson. The composition of Nomination & Remuneration Committee is as follows:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Harikishan Chunilal Panpaliya	Chairman	3	3
2.	Mr. Anil Kumar Ghanshyamdas Bansal	Member	3	3
3.	Ms. Usha Ashokkumar Jain	Member	3	3

Note:

#. The Composition of Nomination & Remuneration Committee has been changed as Ms. Usha Ashokkumar Jain has resigned and Ms. Madhuben Shankarbai Rathod has been appointed as Non-Executive Director and Member of the Committee from 01.09.2020.

The committee meetings were held on 30.05.2019, 25.09.2019 and 12.02.2020.

ii. The terms of reference of the committee are as follows:

- a) Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c) Devising a policy on diversity of board of directors;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f) The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

iii. Performance Evaluation Criteria For Independent Directors:

Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:

- a) Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors and has to submit the same to the Nomination & Remuneration Committee.
- b) The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

Rating Scale	Scale Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

- c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.

- d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.
- e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.

D. Independent Directors' Meeting

The Ministry of Corporate Affairs vide General circular no. 11 dated 24 March 2020, granted relaxation in compliance with holding separate meeting of independent director without attendance of non-independent directors and members of the management for FY2019-20. The said meeting was, however, held on 19th May, 2020 (earlier scheduled on 16th March, 2020 and was postponed due to COVID-19).

The independent directors present elected Mr. Harikishan Chunilal Panpaliya as Chairperson for the meeting. All independent directors were present at the meeting.

IV. Remuneration of Directors

None of the Independent Directors were paid any sitting fees during the financial year 2019-20.

The Company had not given any stock options during the year 2019-20.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2019-20.

V. GENERAL BODY MEETING

a) Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Date	Venue	Time	Whether any Special Resolution passed
2016-17	30-11-2017	Block No. 529, N.H.No.8, Village Palsana, Surat-394315	3:00 P.M.	No
2017-18	28-09-2018	1 st Floor Dhamanwala Complex, Opp. Apple Hospital, Khatodara Road, Udhana, Surat – 395002, Gujarat	01:00 P.M.	Yes
2018-19	25-09-2019	Block No. 529, N.H. No. 8, Village, Palsana, Surat-394315, Gujarat	09:30 A.M.	No

- b) No Extraordinary General Meeting of Members was held during the year under review.

VI. MEANS OF COMMUNICATION

Quarterly/ Half Yearly/ Annual Financial Results notice and advertisement are published in the Business Standard newspapers viz. (English Language) and Lokmitra (Gujarati Language) regularly. The results are also displayed/uploaded on the Company's website i.e. www.paraspetrofilms.co.in

VII. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting: - Date & Time Deemed Venue	29 th 17.12.2020 & 12:30 P.M. 1st Floor, Dhamanwala Complex, Opp. Apple Hospital Khatodara Road, Udhana Surat-395002
2.	Financial year	April 1, 2019 to March 31, 2020
3.	Financial Calendar 2020-21	April 1, 2020 to March 31, 2021
	Results for quarter/year ending : (a) 30th June, 2020 (Tentative Schedule) (b) 30th September, 2020 (c) 31st December, 2020 (d) 31st March, 2021	On 15 th day of September, 2020 On or before 14th day of November, 2020; On or before 14th day of February, 2021; Before end of 30th day of May, 2021
4.	Book Closure	12.12.2020 To 17.12.2020 (both days inclusive)
5.	Listed on	NSE, BSE & CSE
6.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review
7.	Stock Code	NSE: PARASPETRO; BSE: 521246; CSE: 026039

VIII. NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferred in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the Company upon such request and is also available on the Company's website at the link <https://www.paraspetrofils.co.in/investor-desk/sh-13-and-14-nomination>.

Nomination facility for shares held in electronic form is also available with depository participants.

IX. AGM THROUGH VC

Pursuant to MCA Circulars, the Company will provide video conferencing facility to the members for participating in the 29th AGM. Please refer the Notice of the 29th AGM for more details.

X. VOTING THROUGH ELECTRONIC MEANS

Pursuant to section 108 of Act and the Rules made thereunder and provisions under SEBI Listing Regulations, every listed company is required to provide its members the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with CDSL, the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of AGM through such e-voting method. The Company will also provide facility to members attending the AGM through VC or OAVM to vote at the meeting in accordance with the Companies (Management and Administration) Rules, 2014 and MCA circulars for conducting AGM through VC or OAVM.

Shareholders who are attending the meeting through VC or OAVM and who have not already cast their votes by remote e-voting shall be able to exercise their right of voting at the meeting.

Cut-off date, as per the said Rules, is 11th December, 2020 and the remote e-voting shall be open for a period of 3 (three) days, from Monday, 14th December, 2020 (9.00 a.m.) till Wednesday, 16th December, 2020 (5.00 p.m.).

The Board has appointed M/s. Ojha & Associates, practicing company secretary, as Scrutinizer for the e-voting process.

Detailed procedure is given in the Notice of the 29th AGM and is also placed on the Company’s website at <https://www.paraspetrofiles.co.in/investor-desk/notice>.

Shareholders may get in touch with the Company Secretary at finance@paraspetrofiles.com for further assistance.

XI. DISCLOSURE

- a) There have been no materially significant related party transactions which may have potential conflict with the interests of the Company at large.
- b) During last three year under review, the company has complied with the mandatory requirements of the SEBI (LODR) Regulations, 2015, except the following:

S. No.	Relevant Regulation	Particulars of Non-compliance	Remarks
1	SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Non- filing of documents with stock exchanges	The Company is under the process of revocation of suspension of trading of securities of company with BSE and NSE

- c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violation of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.
- d) The Company has complied with all the mandatory requirements of Listing Regulations except hereinabove mentioned in sub-point (b).
- e) The Company does not have any Subsidiary Company. Therefore, policy for determining ‘material’ subsidiaries is not required to be framed.
- f) The Company has in place Policy for Related Party Transaction and the same is also placed on Company’s website i.e. www.paraspetrofiles.co.in.
- g) Information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- h) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- i) A certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board, Ministry of Corporate Affairs or any such statutory authority, forms part of this report.
- j) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.
- k) Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is Rs. 50,000/-.
- l) There were no complaints filed/pending/disposed of in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year in concern.

m) A Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

XII. The Company has duly complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XIII. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

XIV. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- (b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL
- (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

XV. RISK MANAGEMENT

As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee.

XVI. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate and possess sound knowledge of accounts, audit, finance, law, etc.

Presently, the Board of the Company comprises of following 2 (Two) Independent Directors:

- i) Mr. HarikishanChunilalPanpaliya
- ii) Mr. Anil Kumar GhanshyamdassBansal

Note:Mr. Harshad Jivabhai Patel & Mr. Chetankumar Manubhai Sharma have resigned from the Board of Directors of the Company w.e.f. 28.07.2020.

XVII. MANAGEMENT DISCUSSION AND ANALYSIS

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

XVIII. CEO/CFO CERTIFICATION

Mr. Deepak KishoreChandraVaidya, Chief Financial Officer, have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

XIX. COMPLIANCE CERTIFICATION

Compliance Certificate for Corporate Governance obtained from a practicing Company Secretary is annexed herewith.

XX. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. www.paraspetrofiles.co.in.

Market price data- high, low during each month of the financial year 2019-20:

The shares of the Company are not being traded currently, trading being suspended by respective exchanges for non-compliance of listing agreement & SEBI(LODR)Regulations,2015. Therefore, market price data is not available for the financial year under review.

XXI. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2020:

Shareholding of Nominal value of Rs. 1/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 500	5275	19.7019	1639762	1639762	0.4906
501-1000	7259	27.1121	7093070	7093070	2.1223
1001-2000	5263	19.6571	9970892	9970892	2.9833
2001-3000	2306	8.6128	6607351	6607351	1.9769
3001-4000	967	3.6117	3731133	3731133	1.1164
4001-5000	2170	8.1049	10766297	10766297	3.2213
5001-10000	1866	6.9694	15742211	15742211	4.7101
10001 & above	1668	6.2299	278670284	278670284	83.379
Total	26774	100	334221000	334221000	100

Categories of Equity shareholders as on March 31, 2020

	Category	No. of Shares	% of Holding
1.	Promoters Holding		
	i. Promoters		
	- Indian Promoters	131,342,366	39.30
	- Foreign Promoters	-	-
	ii. Persons acting in concert	-	-
	Sub Total	13,1342,366	39.30
2.	Non Promoters Holding		
	i. Institutional Investor	-	-
	ii. Mutual Fund and UTI	-	-
	iii. Banks, Financial Institutions, Insurance Companies(Central/ State Govt. Institutions/ Non Govt. Institutions)	-	-
	iv. FII's	-	-

	Sub Total		
3.	Others		
	Corporate Bodies	7,34,66,938	21.98
	i. Indian Public	11,52,29,124	34.47
	ii. NRI's/OCB's	79,68,308	2.38
	iii. Any Other (HUF/Firm/Foreign Companies), Clearing Member, NBFC	62,14,264	1.86
	Sub Total	202,878,634	60.70
	Grand Total	33,422,1000	100.00

XXII. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Share Capital Audit Report regarding reconciliation of the total issued, listed and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on **31st March 2020**.

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	96874984	28.97
Shares in dematerialized form with CDSL	67633661	20.25
Physical	169712355	50.78
Total	334221000	100

ISIN of the Company : INE162C01024

The names and addresses of the depositories are as under:

- National Securities Depository Limited**
Trade World, A-Wing, 4th & 5th Floors,
Kamala Mills Compound,
SenapatiBapatMarg,
Lower Parel, Mumbai - 400 013
- Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013

XXIII. Company Details:

Registered Office : 1st Floor, Dhamanwala Complex, Opp. Apple Hospital Khatodara Road, Udhana, Surat-395002

PlantLocation : Block No. 529, N.H. No.8, Village Palsana, Surat-394315

Addressfor communication : Same as Registered Office

The phone numbers and e-mail addresses for communication are given below:

Particulars	Telephone Number	Fax No.
Registered Office: 1st Floor, Dhamanwala Complex, Opp. Apple Hospital Khatodara Road, Udhana, Surat-395002	+91-9825568096	-
Corporate Office: Block No. 529, N.H. No.8, Village Palsana, Surat-394315	+91-9825568096	-

As per Circular of the Securities & Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of Investor Complaints is finance@paraspetrofilms.com.

**On behalf of Board of Directors
For Paras Petrofils Limited**

**Deepak Kishorchandra Vaidya
Whole Time Director
DIN: 08201304**

**Date: 06.11.2020
Place: Surat**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

ParasPetrofils Limited

1st Floor, Dhamanwala Complex, Opp. Apple Hospital

Khatodara Road, Udhana, Surat, Gujarat-395002

We have examined the report of Corporate Governance presented by the Board of Directors of **ParasPetrofils Limited** for the year ended 31st March, 2020 as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and according to the information and explanation given to us, the Company has taken required steps to comply with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We state that no investor grievance is pending for the period exceeding one month, if any, against the Company as per records maintained by the Stakeholders' Relationship Committee together with the status of Investor Grievance as on SEBI SCORES Portal.

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

**For Jain P & Associates,
Companies Secretaries**

Preeti Mittal

Company Secretary

C.P. No. 17079

M. No. 41759

UDIN: A041759B001065419

Date: 26.10.2020

Place: Noida

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities & Exchange Board of India
(Listing Obligations and Disclosure Requirement) Regulations, 2015 read with
Regulation 34(3) of the said Listing Regulations)

To,
The Members,
Paras Petrofils Limited
1st Floor, Dhamanwala Complex
Opp. Apple Hospital, Khatodara Road
Udhana, Surat, Gujarat-395002

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Paras Petrofils Limited having CIN L17110GJ1991PLC015254** and having registered office at **1st Floor, Dhamanwala Complex Opp. Apple Hospital, Khatodara Road, Udhana, Surat, Gujarat-395002** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

S. No.	Name	DIN	Date of Appointment	Date of Cessation
1.	Mr. Harikishan Chunilal Panpaliya	02645602	30.03.2009	-
2.	Mr. Anil Kumar Ghanshyamdas Bansal	02669019	30.03.2009	-
3.	Mr. Deepak Kishorchandra Vaidya	08201304	06.08.2018	-
4.	Ms. Madhuben Shankarbai Rathod	08861595	01.09.2020	-

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

**For Jain P & Associates,
Companies Secretaries**

**Preeti Mittal
Company Secretary
C.P. No. 17079
M. No. 41759**

UDIN: A041759B001065419

**Date: 26.10.2020
Place: Noida**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the “Management Discussion and Analysis Report” on the business of the Company as applicable to the extent relevant.

ECONOMIC AND INDUSTRY OVERVIEW

GLOBAL ECONOMY

Although slowdown in the manufacturing sector and trade tensions between the US and China were among the many factors that softened the economic outlook for 2019-2020, the year did begin on a firm footing. The projected global economic growth, albeit downgraded, was 2.9%. Despite the economic and financial headwinds, growth in developing Asia was projected to remain a robust 5.5% during 2019-20 (Asian Development Outlook, Update, September 2019). However, in 2019-20, the Indian economy grew by 4.2% against 6.1% expansion in 2018-19. Due to the COVID-19 pandemic, the International Monetary Fund has projected a sharp contraction of the global economy to a status much worse than what resulted from the 2008-09 financial crisis.

INDIAN ECONOMY

India continues to be one of the fastest growing emerging economies in the world. A slowdown in the manufacturing sector has lately affected GDP growth – slightly below 5% in the current fiscal. An impending revival in demand, positive consumption pattern and rising disposable income, makes India the most sought after investment destinations. Already the fifth largest economy in the world, India is supposed to take its place among the world's top three economic powers in the next 10-15 years.

The pandemic has undoubtedly affected India, but with the right economic stimulus and the gradual opening up of the lockdown the situation can be expected to improve. Interstate movement of goods is gradually picking up and retail financial transactions are showing a healthy trend.

TEXTILE INDUSTRY IN INDIA- STRUCTURE AND DEVELOPMENT

India's textile sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports. The textile industry is also labor intensive and is one of the largest employer. The textile industry has two broad segments. First, the unorganized sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organized sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

India accounts for good percentage of the world's production of textile fibres& yarns. Fabric production in the country rose to millions. The industry is the second largest employer after agriculture, providing employment to over millionsof people directly and indirectly. The Indian Textile Industry contributes a good percentage to India's Gross Domestic Product (GDP), and overall Index of Industrial Production (IIP).

The Indian Textiles Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textiles industry also plays a vital role through its contribution to industrial output, employment generation, and the export earnings of the Country.

IMPACT OF COVID-19 PANDEMIC ON TEXTILE & APPAREL INDUSTRY:

The Indian textile and apparel industry has been adversely impacted in the short to mid-term due to lockdown and lower consumer spends. The sector is reeling under liquidity and cost pressure as well due to the unprecedented damage caused by COVID-19. Taking into account India's position as a preferred destination for sourcing textile and apparel products by leading brands worldwide, Indian garmenting sector is getting impacted with deferment and cancellation of orders.

The fag end of FY 2019-20 saw an unprecedented scenario unfold through the COVID-19 pandemic, which brought in its wake a nationwide lockdown imposed during last fortnight of March thereby affecting performance of our business. The Company has taken steps to ensure the health and safety of its employees and customers.

OPPORTUNITIES

The most significant change in the Indian textile industry has been the advent of man-made fibres (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe. The future outlook for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade.

Opportunities available to the Company in the present scenario, which can be seized for the benefit of the Company and ultimately to the stakeholders, can be summarized as under:

1. The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs. 20 lakh crore — or approximately 10% of nominal (vi) subordinated debt and equity support to MSMEs.
2. In the Union budget, a good amount has been allocated to the Ministry of Textiles in order to support various schemes covering the textile industry.
3. Capacity built over years has led to low cost of production per unit in India's textile industry; this has lent a strong competitive advantage to the country's textile exporters relative to key global peers.
4. India's growing population has been a key driver of textile consumption growth in the country.
5. Urbanization is expected to support higher growth due to change in fashion & trends.

THREATS

Based on review of the textile market situation and level of rivalry present in the domestic market, following threats might be present in the market, which can hinder growth of the revenue of the Company:

1. Global recession due to COVID-19 pandemic.
2. Working Capital and Liquidity Stress in the market.
3. Low demand in the market.
4. Significant presence of small suppliers has reduced the bargaining power.
5. Major clothing brands have better bargaining power over textile manufacturers, as the product differentiation is low and number of players is high and fragmented.

DISSCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

INTERNAL CONTROL SYSTEM

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and

reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision-making process. The Company also has well established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the management team and the Audit Committee for follow-up action.

HUMAN RESOURCE DEVELOPMENT

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

CAUTIONARY STATEMENT

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

**On behalf of Board of Directors
For Paras Petrofils Limited**

**Deepak Kishorchandra Vaidya
Whole Time Director
DIN: 08201304**

**Date: 06.11.2020
Place: Surat**

CEO/CFO CERTIFICATION

I, **Deepak KishorchandraVaidya**, being **Chief Financial Officer** of Paras Petrofils Limited, do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year and that to the best of my knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. there are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate the listed entity's code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
4. during the year under reference:
 - a. there were no significant changes in internal control system over financial reporting;
 - b. there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
 - c. there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Paras Petrofils Limited

Date: 06.11.2020
Place: Surat

Deepak KishorchandraVaidya
Chief Financial Officer

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, **Deepak KishorchandraVaidya, being Whole Time Director** of the Company, do hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2020.

For Paras Petrofils Limited

Deepak Kishorchandra Vaidya
Whole Time Director
DIN:08201304

Date: 06.11.2020
Place: Surat

INDEPENDENT AUDITOR'S REPORT

To, The Members of PARAS PETROFILS LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of PARAS PETROFILS LIMITED which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and loss account and Cash Flow Statement for the year ended and a summary of significant accounting policy and notes to the financial statements.

Management's 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 Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose for expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2020.
- (b) in the case of the Statement of Profit and Loss Account, of the profit for the period 31st March, 2020 on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Going Concern

We draw your attention to Note No. 2.3 in the Financial Statements which raised substantial doubt on the assumption of going concern concept in preparation of financial statement for the reasons that ;

- (i) The company has stopped all its business activities for more than three years.
- (ii) Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

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

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

- (i) 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;
- (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books;
- (iii) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (iv) in our opinion, the aforesaid standalone financial statements dealt with by this report comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) on the basis of the written representations received from the directors as on 31st March, 2020, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- (vi) With respect to the adequacy of the internal financial over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure "B" and "C".
- (vii) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,
 - (a) The Company does not have any pending litigations which would impact its financial position.
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
For R M R & CO.
 Chartered Accountants
 ICAI Reg.No.106467W

Place : Surat
 Date : 28th July, 2020
 UDIN No :20043384AAAAAF9133

CA M M Modani
 Partner
 Membership No. 043384

ANNEXURE A REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING “REPORT ON THEIR LEGAL AND REGULARITY REQUIREMENT” OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF THE PARAS PETROFILS LIMITED FOR THE YEAR ENDED 31st March, 2020

- (i) In respect of fixed assets:
- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - The fixed assets of the company have been physically verified by the management at the end of the year and we are informed that no material discrepancies between book records and the physical inventory have been noticed.
 - The title deed of immoveable properties are held in the name of company.
- (ii) In respect of inventories:
- The company do not possess any inventory, therefore point 3(ii) of the said order is not applicable to the company.
- (iii) The company has not granted any secured or unsecured loan to the companies and firms listed in the register maintained under section 189 of the Companies act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the companies Act, 2013 in respect of loans, investments, guarantees and security. (Refer Note 2.16)
- (v) According to the information and on the basis of our examination of records the company has not accepted any deposit from the public. No order has been passed by the company law board or the national company law tribunal or the Reserve Bank of India or any other tribunal.
- (vi) According to the information and explanations given to us by the company, the maintenance of cost records has not been prescribed by the Central Government under Section 148 (1) of the companies Act, 2013, for the products/services manufactured/provided by the company.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute **except Value Added Tax for F.Y. 2016-17 of Rs. 16.87 lakhs.**
- c) As on 31.03.2020, according to the record of the company, the following disputed dues have not been deposited with appropriate authorities.

Name of the Statute & F.Y.	Nature of Due	Amount (in lacs)	Form, where dispute is pending
Gujarat Sales Tax Act, 2002-2003	Sales Tax	83.11	Joint sales Tax Commissioner - Surat
Gujarat Sales Tax Act, 2001-2002	Sales Tax	19.86	Joint sales Tax Commissioner - Surat
Gujarat Sales Tax Act, 2002-2001	Sales Tax	1.73	Joint sales Tax Commissioner - Surat
Central Sales Tax Act, 2012-13	Sales Tax	25.42	Joint sales Tax Commissioner - Surat

- (viii) The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The company doesn't raise any money by way of initial public offer or further public offer (including debt instruments)
- (x) Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
- (xi) Managerial remuneration has not been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies
- (xii) Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
- (xiv) The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) The company hasn't entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India.

For and on behalf of
For R M R & CO.
Chartered Accountants
ICAI Reg.No.106467W

Place : Surat
Date : 28th July, 2020
UDIN No :20043384AAAAAF9133

CA M M Modani
Partner
Membership No. 043384

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
FINANCIAL STATEMENTS OF PARAS PETROFILS LIMITED**

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

We have audited the internal financial controls over financial reporting of **PARAS PETROFILS LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide

reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For and on behalf of
For R M R & CO.
Chartered Accountants
ICAI Reg.No.106467W

Place : Surat
Date : 28th July, 2020
UDIN No :20043384AAAAAF9133

CA M M Modani
Partner
Membership No. 043384

BALANCE SHEET
AS AT 31st MARCH 2020

(All amounts are in Rupees, unless otherwise stated)

EQUITY AND LIABILITIES	Note	31.03.2020	31.03.2019
Shareholder's funds			
Share Capital	3	36,78,43,000	36,78,43,000
Reserves and Surplus	4	(14,63,44,872)	(13,40,35,114)
Money received against share warrants			
Share application money pending allotment			
Non- current liabilities			
Long-term borrowings			
Deferred Tax liabilities (Net)			
Other Long term liabilities			
Long-term Provisions			
Current Liabilities			
Short term borrowings			
Trade payables	5	9,86,342	10,95,753
Other current liabilities	6	17,79,767	17,24,192
Short term provisions	7	50,000	50,000
GRAND TOTAL		22,43,14,237	23,66,77,831
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	8	5,81,87,740	7,94,32,845
Intangible assets			
Capital work-in-progress			
Intangible assets under development			
Non-current investments			
Deferred tax assets (net)	9	3,58,89,830	3,58,89,830
Long-term loans and advances	10	74,646	74,646
Other non-current assets			
Current assets			
Current investments			

Inventories			
Trade receivables	11	7,70,448	7,70,448
Cash and Cash equivalents	12	2,84,226	9,07,952
Short-term loans and advances	13	12,91,07,347	11,96,02,110
Other current assets			
GRAND TOTAL		22,43,14,237	23,66,77,831

Summary of significant accounting policies

The accompanying notes 1 to 19 are integral part of financial statements

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants
ICAI Reg.No.106467W

For and on behalf of the Board of Director

PARAS PETROFILES LIMITED

CA M M Modani

Partner

Membership No. 043384

Place : Surat

Date : 28th July, 2020

IIDIN No :20043384AAAAAF9133

Diwakar Agrawal
Company Secretary

Usha Jain
Director
DIN : 01545905

Deepak Vaidya
Director/CFO
DIN : 08201304

STATEMENT OF PROFIT & LOSS

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

INCOME	Note	31.03.2020	31.03.2019
Revenue from operations	14	-	7,33,760
Other Income	15	1,02,79,292	1,18,75,413
Total Revenue		1,02,79,292	1,26,09,173
EXPENSES			
Cost of Materials Consumed		-	-
Purchases of Stock in Trade	16	-	7,19,040
Changes in inventories of finished goods, work in progress and Stock-in- trade			
Employee benefits expense	17	5,59,000	3,99,000
Finance Costs	18	5,900	9,514
Depreciation and amortization expense	8	-	-
Other expense	19	33,21,417	58,25,942
Total Expense		38,86,317	69,53,496
Profit before exceptional and Extraordinary items and Tax		63,92,975	56,55,677
Exceptional Items		(1,87,02,733)	-
Profit before extraordinary items and Tax		(1,23,09,757)	56,55,677
Extraordinary Items		-	-
Profit Before Tax		(1,23,09,757)	56,55,677
Tax expense:			
Current Tax		-	-
Deferred Tax		-	-
Profit/(Loss) for the period from continuing operations		(1,23,09,757)	56,55,677
Profit/(Loss) for the period from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(Loss) from discontinuing operations (After Tax)		-	-
Profit/(Loss) for the period		(1,23,09,757)	56,55,677

Earnings per equity share:			
<i>Basic</i>		(0.04)	<i>0.02</i>
<i>Diluted</i>			

Summary of significant accounting polices

2

The accompanying notes 1 to 19 are integral **part** of financial statements.

As per our Report of even date Annexed

For and on behalf of the Board of Director

For R M R & CO.

PARAS PETROFILES LIMITED

Chartered Accountants

ICAI Reg.No.106467W

CA M M Modani

Partner

Membership No. 043384

Place : Surat

Date : 28th July, 2020

IIDIN No :20043384AAAAAF9133

Diwakar Agrawal

Company Secretary

Usha Jain

Director

DIN : 01545905

Deepak Vaidya

Director/CFO

DIN : 08201304

Cash Flow Statement for the Year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

Cash Flows From Operating Activities	31.03.2020	31.03.2019
Profit/(loss) after taxes	(1,23,09,757)	56,55,677
Adjustments for:		
Depreciation	-	-
Loss on sale of Fixed Asset	1,87,02,733	-
Operating profit before working capital changes (a)	63,92,975	56,55,677
Change in current asset		
Inventories	-	-
Sundry Debtors	-	3,54,587
Loans and Advances	(95,59,073)	(75,46,951)
Current Liabilities and Provisions	(53,836)	8,42,730
Change in working capital (b)	(95,05,237)	(63,49,634)
Cash generated from operations (a + b)	(31,66,098)	(6,93,957)
Less : Income tax paid (Net tax refund received)	-	-
Net cash provided by operating activities (A)	(31,66,098)	(6,93,957)
Cash Flows From Investing Activities		
Sale of Fixed Assets	25,42,372	-
Sale of Investments	-	-
Net cash used in investing activities (B)	25,42,372	-
Cash Flows From Financing Activities		
Long Term Borrowings	-	-
Diminishing Value of Shares	-	-
Net cash used in financing activities (C)	-	-
Net increase/(decrease) in cash and cash equivalents (A + B +C)	(6,23,725.70)	(6,93,957)
Cash and cash equivalents at beginning of the year	9,07,952	16,01,908
Cash and cash equivalents at end of the year	2,84,226	9,07,952
Components of cash and cash equivalents		
Cash and Cheques on hand	69,871	2,77,871
Balances with Scheduled Banks in current account	2,14,355	6,30,081
Cash and cash equivalents at end of the year (Note 15)	2,84,226	9,07,952

Notes :-

- 1) The above Cash Flow Statement has been prepared under the "indirect method" as set out in AS - 3 issued by the ICAI.
- 2) Figures in Brackets indicate cash outflow
- 3) Previous Year figures have been regrouped/ rearranged wherever necessary

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants
ICAI Reg.No.106467W

For and on behalf of the Board of Director

PARAS PETROFILES LIMITED

CA M M Modani

Partner

Membership No. 043384

Place : Surat

Date : 28th July, 2020

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Diwakar Agrawal

Company Secretary

Usha Jain

Director

DIN : 01545905

Deepak Vaidya

Director/CFO

DIN : 08201304

Note on financial Statements

1 General disclosures :

1.1 Corporate information Paras Petrofils Ltd. is a company registered under Companies Act, 1956 and has been delisted on National Stock Exchange and Bombay Stock Exchange. Paras Petrofils Ltd. was carried on the business of manufacturing of Nylon and Polyester Yarn, Trading of Fabric and Commission Activity. However, company has closed all its operation due to adverse market condition. The surplus fund of the company has been parked in the form of loans and advances.

1.2 Related Party The list of related parties and nature of their relationship is furnished below:

Directors of the company

Director	<i>Usha Jain</i>
Director	<i>Deepak Kishorchandra Vaidya</i>
Director	<i>Madhuben Rathod</i>

Key Managerial Personnel of the company

CFO	<i>Deepak Kishorchandra Vaidya</i>
CS	<i>Diwakar Agrawal</i>

Note : There were no transaction carried out with Key management personal and related parties of the key management personal.

1.3 In the opinion of the Board of director all the Current Assets, Loans and Advances are approximately of the value stated and realizeable in the ordinary course of business. The adequate provision of all known liabilities have been made. The balances of creditors & loans & advances as at are subject to confirmation.

1.4 Previous year figures have been regrouped wherever necessary. Figure are rounded off to nearest rupees.

1.5 Notes to accounts form an integral part of the balance Sheet as on 31st March, 2020. and Profit & Loss A/c. for the year ended on that date and have been duly authenticated by the Directors.

2. Significant Accounting Policies and Notes to Accounts 2.1 Basis of Preparation of Accounts

The financial statements have been prepared under the historical cost convention, in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, as adopted consistently by the Company. All income and expenditure having a material bearing on the financial statements are recognised on accrual basis. The preparation of financial statements is in conformity with Indian Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the year.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Going Concern

The Company has stop all its activities since last year. The company has taken permission from the share holders to dispose of assets of the company relating to its Yarn Manufacturing Activity in response to postal ballot Notice dated 04/08/2014 and result of the same is already disclosed on 15/09/2014.

The board of directors has decided to enter into the business activity of construction, considering the land holding of the company at a prime location of National Highway No. 8, Palsana, Surat. The company carries on into its efforts to identify a strategic partner in the same line of construction business. However, the management is not able to give a probable date for commencement of its business activities of the new venture.

Considering that the company has a positive networth and does not have any borrowing from financial institution to be repaid. The company can meet all its liabilities out of its assets and Surplus Fund which is currently parked as loan & advances and earning interest thereon. Therefore, all the Assets and liabilities had been stated at Historical cost on the assumption of Going Concern.

2.4 Fixed assets

(i) Tangible fixed asset

Fixed assets are stated at the cost of acquisition and subsequent improvement thereto less accumulated depreciation. The cost of acquisition includes purchase price and taxes, duties, freight and other expenses incurred for bringing the fixed assets to the working condition for its intended use, but net of MODVAT & VAT (to the extent credit available) on Capital Goods.

2.5 Depreciation and amortisation

Depreciation has not provided any Depreciation during the year on any of the Fixed Assets as the are retire from active use and is held for disposal.

Accumulated depreciation on plant & machinery sold has been reversed and has been properly accounted in respective asset account

2.6 In The Absence of necessary information with Company relating to the status of the suppliers under Micro, Small and Medium Enterprises Act. 2006, the Information Could not be Complied and Disclosed.

2.7 Borrowing costs

Borrowing costs are charged to revenue during the year.

2.8 Investments

Long-term investments (excluding investment properties), are sold during the year and the Long Term Capital gain on sales of shares is shown under the head "other income" in profit and loss account of the company in this report.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets.

2.9 Revenue recognition

Sale of goods

Turnover includes sales net off discount and rate difference

2.10 Other income

Other income includes interest on fixed deposits and loans and advances given by the company.

2.11 Taxes on income

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company.

For the purpose of quantifying deferred tax amount as on Balance Sheet date deferred tax is recognised on timing differences .being difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

2.12 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

2.13 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.15 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is not applicable to company.

2.16 DETAILS OF LOANS OF ADVANCES COVERED U/S 186(4) OF THE COMPANIES ACT. 2013

(In Lakhs.)

Names of party	Opening balance	Addition during the year	Deduction during the year	Closing Balance
ANUSHREE SAREES PVT LTD	99.86	16.25	44.86	71.25
CHOKSI TEXLEN P. LTD.	195.63	133.50	20.63	308.50
JAI JINENDRA PRINTS PVT LTD	85.27		85.27	-
JEETJATAN COMPUFORMS PVT LTD	250.69	15.31	235.00	31.00
JRD DENIMS LTD	-	61.95	-	61.95
KRIFOR INDUSTRIES PVT. LTD.	153.12	2.94	156.06	-
KUBER TEXLEN PVT. LTD.	54.72	4.86	9.72	49.86

KUNAL POLYPACK PVT LTD	64.31	3.82	60.00	8.13
LAXMI MANUFACTURING & TRADING CO.	36.57		-	36.57
M S CORPORATION	-	452.05	-	452.05
PARAS DYE. & PTG MILLS PVT. LTD.	85.38	6.92	-	92.30
PRAFULL OVERSEAS PVT LTD	-	28.19	15.00	13.19
PRAYAGRAJ DYE & PRNT MILL PVT LTD	.	-	84.89	84.89 -
RAAJMAHAL DEVELOPERS	0.77	-	0.77	-
SURESH SILK MILLS PVT LTD	3.25		3.25	-
SURESH SOHANLAL GOYAL	33.77	-	-	33.77
VASUNDHARA CREATIONS PVT LTD	84.21	8.36	8.21	84.36
	1,147.55	819.04	723.66	1,242.93

All the above loans are utilised by respective companies for their business activities.

2.17 Impact on COVID-19

The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial results as at 31st March 2020. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

Note on Financial Statement**For the year ended 31st March, 2020**

(All amounts are in Rupees, unless otherwise stated)

3 Share Capital	31.03.2020	31.03.2019
Authorised Share Capital		
33,63,78,000 (33,63,78,000) Equity Shares of Rs.1 each	33,63,78,000	33,63,78,000
33,62,200 (33,62,200) 11% Non cumulative Preference Shares of Rs.10 each	3,36,22,000	3,36,22,000
	37,00,00,000	37,00,00,000
ISSUED, SUBSCRIBED & PAIDUP CAPITAL		
33,42,21,000 (33,42,21,000) Equity Share of Rs. 1/-each, fully paid up issued for cash at par	33,42,21,000	33,42,21,000
33,62,200 (33,62,200) 11% Non cumulative Preference Shares of Rs.10 each	3,36,22,000	3,36,22,000
Total=	36,78,43,000	36,78,43,000
(1) The company has only one class of equity shares having a per value of Rs. 1/- per share & one class of Preference shares having a per value of Rs.10/- per share. Each shareholder is eligible for one vote per share.		
(2) There are no shareholders holding 5% or more shares in the company		
(3) Reconciliation of number of shares outstanding at the beginning and end of the year		
Equity Shares		
Outstanding at the beginning of the year		33,42,21,000
Issued during the year	33,42,21,000	
	33,42,21,000	33,42,21,000
Preference Shares		
Outstanding at the beginning of the year		3,36,22,000
Issued during the year	3,36,22,000	
	3,36,22,000	3,36,22,000
4 Reserves and Surplus	31.03.2020	31.03.2019
a. Profit and Loss Account		
Opening Balance as on 01.04.2019	(13,40,35,114)	(13,96,90,791)
Add : Profit / (Loss) during the year	(1,23,09,757)	56,55,677
	(14,63,44,872)	(13,40,35,114)
	(14,63,44,872)	(13,40,35,114)
5 Trade Payable	31.03.2020	31.03.2019
a. Trade payables	-	-
b. Creditors for Expenses	9,86,342	10,95,753
	9,86,342	10,95,753

Note on Financial Statement**For the year ended 31st March, 2020**

(All amounts are in Rupees, unless otherwise stated)

6 Other Current Liabilities	31.03.2020	31.03.2019
a. Statutory Liabilities		
b. Advance From Customer	17,79,767	17,24,192
	17,79,767	17,24,192

7 Short Term Provision	31.03.2020	31.03.2019
a. Provision For Expenses	50,000	50,000
	50,000	50,000

9 Deferred Tax as per AS 22

Particulars	31.03.2020		
	Amount	Rate of Tax	Net effect
A) Deferred Tax Liability :			
Depreciation Difference	-	0	-
Others Total	-	-	-
B) Deferred Tax Asset :			
Depreciation Difference Others	-	0	-
Total	-	-	-
Net Deffered Tax Liability/(Asset)		(A-B)	-
Opening balance of Defferred Tax Liability/(Asset)		as on 01.04.2019	(3,58,89,830)
Add : Net Defferred Tax Liability/(Asset) for the year		as on 31.03.2020	(3,58,89,830)
Balance carry forward to balance sheet			

10 Long-Term Loans and Advances	31.03.2020	31.03.2019
a. Advance Deposits	-	-
b. Security Deposits	74,646	74,646
	74,646	74,646

Note on Financial Statement**For the year ended 31st March, 2020**

(All amounts are in Rupees, unless otherwise stated)

11 Trade Receivable	31.03.2020	31.03.2019
a. (Debts unsecured, considered good by the management)		
Debts Outstanding over 6 Months		
Other Debts	7,70,448	7,70,448
	7,70,448	7,70,448
12 Cash and Cash Equivalents	31.03.2020	31.03.2019
a. Balances with banks;	2,14,355	6,30,081
b. FDR With Bank	-	-
c. Cash on hand;	69,871	2,77,871
	2,84,226	9,07,952
13 Short-Term Loans and Advances	31.03.2020	31.03.2019
<i>Unsecured, considered good</i>		
a. Balance with Government Authorities	46,23,715	46,58,304
b. Deposits	1,90,000	1,90,000
c. Prepaid expenses	-	-
d. Other Advances	12,42,93,632	11,47,53,806
	12,91,07,347	11,96,02,110
Less: Provision for doubtful debts	12,91,07,347	11,96,02,110

Statement of Significant Accounting Policies and Notes Forming Part of Accounts as on 31st March, 2020

NOTE 8
FIXED ASSETS

SR/No.	PARTICULARS	RATE	GROSS BLOCK			DEPRECIATION			NET BLOCK	
			AS ON 01.04.2019	ADDITIONS	DEDUCTION	AS ON 31.03.2020	AS ON 01.04.2019	W/BACK DEP.	FOR THE 31.03.2020	AS ON 31.03.2020
I	TANGIBLE ASSETS									
1	Land	3.34	13,92,510	-	-	13,92,510	-	-	13,92,510	13,92,510
2	Building Other Than Factory Building	1.63	6,00,24,498	-	-	6,00,24,498	2,66,02,602	-	2,66,02,602	3,34,21,896
3	Vehicle - Car	9.50	9,63,959	-	-	9,63,959	9,30,415	-	9,30,415	33,544
4	Vehicle-Tempo	11.31	1,79,101	-	-	1,79,101	1,70,007	-	1,70,007	9,094
5	Air Conditioner	10.34	33,55,369	-	-	33,55,369	33,04,100	-	33,04,100	51,269
6	Plant & Machinery	10.34	9,18,58,192	-	4,50,88,287	4,67,69,905	4,75,11,585	2,38,43,182	2,36,68,403	4,43,46,607
7	Office Equipment	4.75	16,06,917	-	-	16,06,917	15,26,570	-	15,26,570	80,347
8	Computer	16.21	24,97,746	-	-	24,97,746	24,00,168	-	24,00,168	97,578
II	INTANGIBLE ASSETS									
III	CAPITAL WORK-IN-PROGRESS									
IV	INTANGIBLE ASSETS UNDER DEV.									

Note on Financial Statement**For the year ended 31st March, 2020**

(All amounts are in Rupees, unless otherwise stated)

14 Revenue from Operation (Sale of Products excluding GST)				
Particulare	31.03 2020		31.03.2019	
	Qty (In Units)	Amount	Qty (In Units)	Amount
Textile Fabrics	-	2,312.00		7,33,760.00
15 Other Income				
Interest Income				
Interest (Gross) on Fixed Deposit			16,247	-
Interest on IT Refund			64,914	-
Interest (Gross) - Other			1,01,98,131	1,18,75,413
			1,02,79,292	1,18,75,413
16 Purchases of Stock in Trade				
Particulare	31.03 2020		31.03.2019	
	Qty (In Units)	Amount	Qty (In Units)	Amount
Textile Fabrics	-	-	2,312	7,19,040
17 Employee Benefit Expenses				
Salary & Bonus			5,59,000	3,99,000
			5,59,000	3,99,000
18 Finance Costs				
Bank Charges			5,900	9,514
			5,900.00	9,513.60

Note on Financial Statement**For the year ended 31st March, 2020**

(All amounts are in Rupees, unless otherwise stated)

19 Other Expenses	31.03.2020	31.03.2019
Administrative Expenses		
Advertisement Expense	63,175	57,085
Auditors Remuneration	50,000	50,000
Bad Debts	15,54,572	16,00,573
Electricity Expenses	1,800	9,502
Excise Duty Expenses	76,163	3,000
Interest On Late Payment Of Excise, TDS & GST	2,960	15,154
Legal & Professional Charges	2,43,400	5,84,700
Listing Fees And Share Transfer	8,26,068	28,90,918
Office Expenses	4,200	8,700
Rates & Taxes	63,500	27,500
Rent 96,000	1,04,000	
Security Charges	2,05,200	2,61,144
Sundry Balance Written Off	73,279	1,67,118
Travelling Expenses	32,400	
VAT Expenses		26,548
Website Expense	28,700	20,000
TOTAL	33,21,417	58,25,942

General Note on above

a. Auditor Remuneration :

Particulars	31.03.2020	31.03.2019
<i>For Audit Fees</i>	50,000	50,000
<i>For Others</i>	-	-
Total	50,000	50,000

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

For and on behalf of the Board of Director

PARAS PETROFILES LIMITED**CA M M Modani**

Partner

Membership No. 043384

Place : Surat

Date : 28th July, 2020

IIDIN No :20043384AAAAAF9133

Diwakar Agrawal

Company Secretary

Usha Jain

Director

DIN : 01545905

Deepak Vaidya

Director/CFO

DIN : 08201304