



STANPACKS (INDIA) LTD

27th
2017-18

**ANNUAL
REPORT**

BLISS
GROUP

WE SHARE OUR JOY

ANNUAL REPORT

2017 - 18

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CORPORATE INFORMATION

BOARD OF DIRECTORS

 (As on 31st July 2018)

SRI G.P.N.GUPTA	Chairman
SRI G.V. GOPINATH	Managing Director
SRI G.S.SRIDHAR	Joint Managing Director & CFO
SRI G.S.RAJASEKAR	Director
SRI S.RAMAKRISHNAN	Director
SRI M.RAVINDRA REDDY	Director
MS. SHOBHA GUPTA	Director
SRI R SUKUMAR	Director

REGISTERED OFFICE

‘S.K. ENCLAVE’ New No. 4, (Old No. 47),
Nowroji Road, Chetpet,
Chennai – 600 031
Phone: 26451722, 26461415, 26452325
Fax: 91-44-26451720,
E-Mail: info@blissgroup.com
Website: www.blissgroup.com
CIN: L36991TN1991PLC021888

WORKS

Sholiyapalayam Village, Sholavaram,
Ponneri Taluk, Chennai 600 067, Tamil Nadu

REGISTRARS AND SHARE TRANSFER AGENT

Cameo Corporate Services Ltd.
Subramaniam Building, No.1,
Club House Road, Mount Road
Chennai-600 002
Phone: 044-28460390 Fax: 044-28460129

LISTING

Bombay Stock Exchange Limited

BANKERS

Karnataka Bank Limited

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. M. Uma Maheswari

STATUTORY AUDITORS

M/s. J.V. Ramanujam & Co,
Chartered Accountants
F-1, Lakshmi, Old No.28, New No.56,
Third Main Road, Raja Annamalaipuram
Chennai 600028

SECRETARIAL AUDITORS

M/S. Lakshmmi Subramanian & Associates,
Practising Company Secretaries, Chennai

ANNUAL GENERAL MEETING

Date & Time	26 th September 2018, Wednesday @ 10.30 a.m.
Venue	Andhra Mahila Sabha, No. 109, Luz Church Road, Mylapore, Chennai - 600004

IMPORTANT COMMUNICATION

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars, stating that service of notice/ documents including Annual Report can be sent by e – mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e – mail addresses, so far, are requested to register their e – mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their mail address with the Registrar and Share Transfer Agent viz. Cameo corporate Services Ltd, Chennai.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the Members of the Stanpacks (India) Limited is scheduled to be held at 10.30 A.M on Wednesday, the 26th September 2018 at Andhra Mahila Sabha, No. 109, Luz Church Road, Mylapore, Chennai - 600004 to transact the following business:

ORDINARY BUSINESS:

Item No. 01: Adoption of Annual Accounts:

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit and Loss for the Financial Year ended on that date and the report of the Board of Directors' and Auditor's thereon.

Item No. 02: Reappointment of Director:

To appoint a director in place of Sri G.P.N. Gupta (DIN: 00086174) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 03:

To re-appoint Sri. S.Ramakrishnan (DIN: 00075368) as an Independent Director and in this regard, consider and if thought fit, to pass with or without modification(s), the following resolution as Special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri. S.Ramakrishnan, Independent Non-Executive Director of the Company who holds office as an Independent Director up to March 31, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024".

Item no.04:

To sell immovable property of the company situated at Nellore and in this regard, consider and if thought fit, to pass with or without modification(s), the following resolution as Special resolution:

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a), and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and the applicable provisions of the listing agreement entered into by the Company with the Stock Exchange, and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations and subject to the approval of Govt. of India and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee thereof), to sell / transfer / dispose off the immovable property situated at Nellore, in the State of Andhra Pradesh, and realize the consideration on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents, Agreements, deeds of assignment/ conveyance and other ancillary documents, with effect from such date and in such manner as decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/ or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale of property as they may in their absolute discretion and in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required."

**By Order of the Board
For Stanpacks (India) Limited**

**M. Uma Maheswari
Company Secretary**

**Place : Chennai
Date : 9th August 2018**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The proxy form duly stamped and executed should be deposited / lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.
3. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting. Members are requested to bring their copy of the Annual Report. No additional copies will be provided at the venue.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment as mentioned under item no. 2 and 3 of this notice is appended. Further, the Company has received relevant disclosure/consent from the Director seeking appointment.
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
8. Members are requested to intimate the Company, queries, if any, regarding the accounts/notice, not less than seven days before the meeting to enable the management to keep the required information readily available at the meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September 2018 to 26th September 2018 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015 entered into with the Stock Exchanges.
10. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed with this notice.
11. Annual Report 2018 with Attendance Slip and Proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant (s) for communication purpose unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 are being sent by the permitted mode.
12. Members may note that the Notice of the 27th Annual General Meeting and the Annual Report 2018 will also be available on the Company's website www.blissgroup.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection between working hours 11.00 A.M to 1.00 P.M. except on holidays. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs-sl@blissgroup.com.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Cameo Corporate Services Limited, the Registrar & Share Transfer Agent of the Company.
14. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

15. **The Company is concerned about the environment and utilizing natural resources in a suitable way. We request you to update your email address with your Depository participant to enable us to send all the communications via email.**

16. E Voting & its procedures:

Voting through Electronic Means:

- In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 27th Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E-Voting is optional.
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The remote e-voting period commences at 9.00 a.m. on Sunday, 23rd September 2018 and will end at 5.00 p.m. on Tuesday, 25th September, 2018. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The Company has appointed Smt. Lakshmmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.blissgroup.com and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- Now, fill up the following details in the appropriate boxes:

For Members 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)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case either of the details is not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc. are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

In case of members receiving the physical copy:

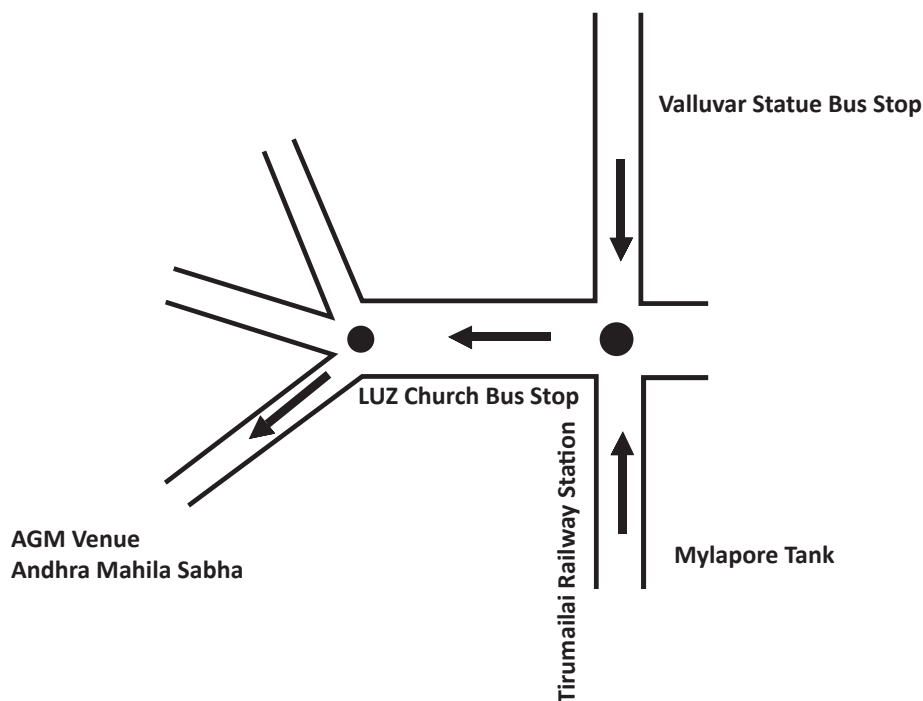
- (A) Please follow all steps from s. no. (i) to s. no. (xvii) above to cast vote.
- (B) The voting period begins on 23.09.2018 and ends on 25.09.2018. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:

- (i) The manner of voting for the members being present in the General Meeting will be on “proportion principle” i.e. one share – one vote unlike one person one vote principle, further provision of the Companies Act, 2013 relating to demand for poll will not be relevant.

- (ii) The option of voting by show of hands will not be available for members present in the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, i.e. voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.
- (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.

For your immediate reference, we also give below the location / route map to reach the venue of the Annual General Meeting of the Company.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:
Item No. 3:

Pursuant to the Companies Act, 2013, Sri. S.Ramakrishnan was appointed as Independent Non-Executive Director of the Company by the Members and he holds office as an Independent Director of the Company up to March 31, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Sri. S.Ramakrishnan as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Sri. S.Ramakrishnan as Independent Director would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Sri. S.Ramakrishnan as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Sri. S.Ramakrishnan, being eligible for re-appointment as Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024 subject to approval by the Members of the Company at the Annual General Meeting.

Sri. S.Ramakrishnan is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has also received declarations from Sri. S.Ramakrishnan that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Sri. S.Ramakrishnan fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

Details of Sri. S.Ramakrishnan, are provided in the “Annexure” to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Sri. S.Ramakrishnan setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Except Sri. S.Ramakrishnan, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

The Board commends the Special Resolutions set out at Item Nos. 3 of the Notice for approval by the members.

Item No. 4:

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 (“Act”), any proposal to sell, lease or dispose of the whole, or substantially the whole, of the undertaking of the Company or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking, requires the approval of the shareholders of the company by way of an special resolution.

The operations at Nellore had shut down during the year 2010-11 owing to the market conditions pertaining to that area which were unsuitable for the production of Hessian bags. As the operations could not be carried forward due to unsuitable conditions, the Board of Directors of the Company at their meeting approved the sale of land. The Company has been working on this subject for a while. In the light of the changing economic scenario, the company is confident of having a good sale opportunity of the idle land and building at Nellore and the net proceeds from the sale of the property will be utilized to repay the existing loans and reduce interest burden, or enhancement of working capital of the Company or general business purpose. It is desired to use the proceeds from hiving off of the land to reduce debt. Reduction in debt on one hand and positive performance of other existing businesses on the other hand, is expected to give much needed fillip to the company’s performance. It is hereby informed that necessary action shall be taken for disposing of such non-core asset.

Entering into such sale transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals. The Board of Directors of the Company has approved the proposal to sell the land as above and now the matter is placed before the members for their approval.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 27th ANNUAL GENERAL MEETING

{In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Item No.	2	3
Name of Director	Sri G.P.N. Gupta	Sri. S.Ramakrishnan
Age	72 Years	82 years
Qualification	Graduate in Commerce	He is a Science Graduate.
Brief profile including expertise	He has more than 40 years of experience in Packaging Industry. Associated with the Company as an experienced Director since 2010. Expertise in Corporate Finance and General Management	Sri. S.Ramakrishnan has been in the Board of the Company since 2002. He was a past Member of Indian Society of Training and Development. He was a Member of OPPI Marketing Committee. He is expert in handling production and workforce problems and HRD needs.
Date of Appointment	27/05/2010	29/05/2002
Directorships in other companies	1. Jumbo bags Limited. 2. Ankur Learning Solutions Private Limited	None
Chairman/Member of the Committee of Board of Directors of the Company	1. Audit Committee -Member 2. Stakeholders' Relationship Committee – Chairman 3. Share Transfer Committee – Chairman 4. Nomination and Remuneration Committee - Member	1. Audit Committee member 2. Nomination and Remuneration Committee - Chairman
List of Directorship / Membership / Chairmanship of Committees of other Board.	Jumbo Bag Limited 1. Audit Committee Member 2. Stakeholders' Relationship Committee – Member 3. Share Transfer Committee - Member	None
Relationship with other Directors	None	None
Terms and Conditions of appointment or re-appointment	Sri G.P.N. Gupta is a Non-Executive Chairman of the Company, liable to retire by rotation.	Appointment for a period of five years.
Shareholding in Stanpacks India Limited	1,89,800 (3.11%)	NIL
No. of Board meetings attended during the year	6	4
Details of Remuneration sought to be paid	-	-
Last Remuneration drawn	-	-

**By Order of the Board
For Stanpacks (India) Limited**

**Place : Chennai
Date : 9th August 2018**

**M. Uma Maheswari
Company Secretary**

BOARD'S REPORT

To

The Members

Your Directors have pleasure in presenting the Twenty Seventh Annual Report, together with the Audited Accounts of the Company for the year ended 31st March 2018.

FINANCIAL RESULTS:

The Company's financial results for the period under review are as follows:-

(Rs. In lakhs)

PARTICULARS	2017-18	2016-17
GROSS REVENUE FROM OPERATIONS	3,216.83	3,167.54
NET REVENUE FROM OPERATIONS & OTHER INCOME	3,228.08	3,255.87
PROFIT BEFORE INTEREST, DEPRECIATION & TAXES	326.74	344.87
INTEREST	211.74	243.01
DEPRECIATION	68.18	71.10
PROFIT BEFORE TAX	46.82	30.76
DEFERRED TAX	4.88	12.75
PROFIT / (LOSS) AFTER TAX	28.01	18.02
PROFIT/ (LOSS) OF EARLIER YEARS	(365.91)	(383.93)
PROFIT / (LOSS)	(337.90)	(365.91)

DIVIDEND:

Considering the current financial position, the Board of Directors does not recommend any dividend for the financial year 2017-18.

REVIEW OF OPERATIONS:

During the year under review, your Company reported gross Revenue from Operations of Rs. 3216.83 lakhs as against Rs. 3167.54 lakhs during the corresponding period of the previous year. During the year, your Company was able to increase the turnover by 1.6% and there was a marginal improvement in the overall performance as compared to the previous year. The market scenario and the general slowdown resulted in a flat top line. The sales volumes were stable and realization improved during the Financial Year 2017-18 resulting in increase in the Sales turnover and Profitability for the year. The Net profit after depreciation, interest and tax stood at Rs. 41.94 lakhs as compared to Rs. 18.02 lakhs in the previous year. The accumulated losses as on 31st March 2018 have been decreased to Rs. 337.90 lakhs. The Company has also achieved reasonable sales in terms of exports.

Your Company has demonstrated steady growth on both the top line and the bottom line. Increase in interest cost due to term loan availed by the company and increase in provision for depreciation have also put pressure on the bottom-line of the Company. Your company's significant scale, broad geographical exposure focusing on value added applications coupled with cost control measures have helped it to register a decent growth in the profits of the company during the financial year under review. The improved performances and the growth in the past years motivated your Company to aggressively target the competitive market with various innovative strategies. The projects implemented recently will give its full results in coming year and hence shall improve the profitability.

During the year, your Company concentrated on product innovation considering the changing consumer preferences and market trend. On growth front, your Company is taking efforts for expanding the market by effectively utilizing the available resources, targeting the efficient and retaining the valuable customers, improving the various cost-cutting and value engineering measures for increasing the stability in operating results. Continuous working capital support from the

bankers also contributed for the improved performances. The Company expects better performance during the year 2018-19 with expecting increase in demand for PP bags from various Sectors, which is expecting to perform better. With the current scenario, your management is very confident of achieving better results in the years to come. The Directors trust that shareholders will find the performance of the company for the financial year 2017-18 to be satisfactory.

TRANSFER TO RESERVES:

The Company has made no transfers to reserves during the financial year 2017-18.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under Regulation 34(2) of the SEBI Listing (Obligations and Disclosures) Requirements Regulations, the Management Discussion and Analysis Report is enclosed as Annexure 1.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 is included in this Report as Annexure – 2 and forms an integral part of this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

Sri. G.P.N. Gupta, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The subject forms part of the ordinary business in the Notice of the 27th Annual General Meeting. Your Board of Directors recommend his re-appointment.

Independent Directors Sri. M.V. Chandrashekar and Sri. Sanjay Ramaswami are disqualified under Section 164(2) of the Companies Act, 2013. Accordingly, in view of the provisions of Section 167 of the Companies Act, 2013, the office of Director in the Company of Mr. M.V. Chandrashekar and Mr. Sanjay Ramaswami has become vacant w.e.f. December 15, 2017. Hence, they are ceased to be the directors of the Company. The Board of Directors placed on record their appreciation for the valuable contribution made by Sri. M.V. Chandrashekar and Sri. Sanjay Ramaswami for the growth of the Company during their tenure as Directors of the Company.

Sri. S. Ramakrishnan has been re-appointed as Independent Director with effect from 1st April, 2019 for period of 5 years. The above business forms part of Notice of the 27th Annual General Meeting for approval of shareholders.

NUMBER OF MEETINGS OF THE BOARD AND BOARDS' COMMITTEE:

The Board meets at regular intervals to discuss and decide on business strategies / policies and review the financial performances of the Company. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules.

Meeting	No. of Meeting during the Financial Year 2017-18	Date of the Meeting
Board Meeting	6	30th May 2017, 30th June 2017, 14th September 2017, 13th December 2017, 14th February 2018 & 19th February, 2018
Audit Committee	4	30th May 2017, 14th September 2017, 13th December 2017 & 14th February 2018
Nomination & Remuneration Committee	1	30th May, 2017
Share transfer Committee	1	14th August, 2017
Stakeholders' Grievances Committee	-	No meeting held during the year

The interval between two Board Meetings was well within the maximum period mentioned under section 173 of the Companies Act, 2013, and SEBI Listing (Disclosures and Obligations Requirements) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 134(3)(C) of the Companies Act, 2013 the Directors hereby state and confirm that they have:

- a) In the preparation of the annual accounts for the year ended 31st March 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for the year ended on that date;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

During the year under review, there were no frauds reported by the Auditors on the employees or officers of the Company under section 143(10) of the Companies Act, 2013.

INDEPENDENT DIRECTORS:

The Company is managed and controlled by professional Board of Directors with an optimum combination of Executive, Non-Executive and Independent Directors including one Woman Director. The Non – Executive Independent Directors fulfills the conditions of independence specified in Section 149(6) of the Companies Act, 2013. The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Act, that they meet the criteria of independence as laid down in Section 149(6) of the Act.

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy. The appointment letters of Independent Directors has been placed on the Company's website at www.blissgroup.com

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

As required under Clause VII of Schedule IV of the Companies Act, 2013, the Independent Directors held a Meeting on 14th February 2018, without the attendance of Non-Independent Directors and members of Management.

NOMINATION AND REMUNERATION POLICY:

Pursuant to Section 178(3) of the Companies Act, 2013, the Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the company. The policy also lays down the criteria for selection and appointment of Board Members.

Nomination & remuneration Policy:

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, inter alia, the following responsibilities:

1. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director.
2. The Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
4. The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).
5. The remuneration/ compensation/ commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/

compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.

6. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
7. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
8. The Non- Executive/ Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
9. Commission to Non-Executive/ Independent Directors may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

BOARD EVALUATION:

Pursuant to the provision of the Companies Act, 2013, a structured questionnaire was prepared after taking into consideration of the various aspects of the Boards' functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Director expressed their satisfaction with the evaluation process.

AUDIT COMMITTEE RECOMMENDATION:

During the year all the recommendations of the Audit Committee were accepted by the Board. Pursuant to Section 177(8) of the Companies Act, 2013, the Composition of Audit Committee is given as under:

Composition of Audit Committee:

The Composition of the Audit Committee as on 31st March 2018 is as follows:

- Sri R Sukumar – Chairman cum Member
- Sri S Ramakrishnan – Member
- Sri G P N Gupta – Member
- Smt Shobha Gupta - Member
- The Company Secretary shall act as the Secretary of the Committee

INTERNAL COMPLAINTS COMMITTEE:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy. No Complaints were received and disposed off during the year under review. Further, in the meeting held on 30th May 2018, the Board has approved the reconstitution of the Committee with the following members:

1. Ms. Mahalakshmi - Presiding Officer
2. Shri. Mr. Maria Augustin – Member
3. Ms. Rathi Kumari– Independent Member
4. Ms. Anjali – Member

VIGIL MECHANISM:

Pursuant to Section 177(9) of the Companies Act, 2013, your Company has established a Vigil Mechanism policy for directors and employees to report concerns about unethical behaviors, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against victimization of employees who avail of

the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. It is affirmed that during the Financial Year 2017-18, no employee has been denied access to the Audit Committee. The vigil mechanism policy is also available in the company's website www.blissgroup.com.

RISK MANAGEMENT

Pursuant to Section 134 of the Companies Act, 2013, the Company has a risk management policy in place for identification of key risks to its business objectives, impact assessment, risk analysis, risk evaluation, risk reporting and disclosures, risk mitigation and monitoring, and integration with strategy and business planning. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the appointment of M/s. J.V. Ramanujam & Co., Chartered Accountants (Firm Registration No. 0029475) as Statutory Auditors of the Company have been approved in the 26th Annual General Meeting of the Company. They shall hold office until the conclusion of the 31st Annual General Meeting of the Company.

COST AUDIT:

Pursuant to notification of Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) amendment rules, 2014, the Company's product does not fall under the purview of Cost Audit from the financial year 2014-15. The Company has also intimated the non-applicability of Cost Audit to the Registrar of Companies.

SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the year 2017-18 is included as Annexure 3 and forms an integral part of this Report. There is no secretarial audit qualification for the year under review.

LOANS, GUARANTEES AND INVESTMENTS:

The Company has not granted loan or guarantee in respect of a loan to any person or body corporate or acquisition of shares in other body corporate under section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

The related party transactions as required under Section 134(3)(h) of the Companies Act 2013, r/w Rule 8 of the Companies (Accounts) Rules, 2014 are detailed under Note 13 – Notes annexed to and forming part of the Balance Sheet of the company.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is furnished hereunder:

(Rs. in lakhs)

S. No.	Name	Designation as on 31st March 2018	Remuneration paid FY 2017-18	Remuneration paid FY 2016-17	Increase in remuneration from previous year	Ratio / times per median of employee remuneration
1	G.V. Gopinath	Managing Director	11.52	11.52	Nil	4.13
2	G.S. Sridhar	Joint Managing Director and Chief Financial Officer	11.52	11.52	Nil	4.13
3	M. Uma Maheswari	Company Secretary	4.41	1.68	Nil	1.43

Note:

1. The remuneration payable to the KMP / Whole time directors are in accordance with the Industry and Geographical standards and as per the Remuneration policy of the Company.
2. The percentage increase in the median remuneration of employees in the financial year is 23.91%
3. The number of permanent employees on the rolls of company as on 31st March 2018 is 54
4. The average increase in salaries of employees other than managerial personnel in 2017-18 was 21.7%.
5. No remuneration is paid to the Independent Directors of the Company other than the sitting fees of Rs.10,000/- for attending Board / Committee Meetings. The details of sitting fees paid to the Directors are set out in Extract of Annual Return (Annexure 2)

PERSONNEL:

None of the employees of the Company drew remuneration which in the aggregate exceeded the limits fixed under Section 134(3)(q) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Sec.134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are enclosed as part of the Report as **Annexure – 4**.

CORPORATE GOVERNANCE:

As prescribed under the provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, your Company does not fall under the purview of complying with the provisions of Corporate Governance. During the year, with the approval of Board of Directors, your Company has informed the non-applicability provision to the Bombay Stock Exchange.

Since, the provision of Corporate Governance is not applicable for the entire Financial Year 2017-18, a separate report of Corporate Governance is not disclosed in the Annual Report 2017-18.

LISTING FEES:

The Company confirms that it has paid the annual listing fees for the year 2018-19 before the due date to the Bombay Stock Exchange.

CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS:

The Register of Members and Share Transfer books of the company will be closed with effect from 20th September 2018 to 26th September 2018 (both days inclusive).

FIXED DEPOSITS:

During the financial year 2017-18, your Company has not accepted any deposit under the provisions of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014. Your company has repaid all the deposits accepted under Companies Act, 1956 with interest and as such no amount of principal or interest was outstanding as on the Balance Sheet date.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS OR REGULATORS OR TRIBUNALS:

During the year, the Company has not received any significant and material orders passed by the Regulators or courts or tribunals which would affect the going concern status of the Company and its future operations.

INTERNAL FINANCIAL CONTROLS:

The company has in place Internal Financial Control system, commensurate with size & complexity of its operations to ensure proper recording of financial and operational information & compliance of various internal controls & other regulatory & statutory compliances. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

QUALITY MANAGEMENT SYSTEMS:

Your Directors are happy to report that as a commitment in meeting global quality standards, your company continues to have ISO 9001:2015 quality management systems a certificate from Intertek Certification Limited.

FORWARD LOOKING STATEMENTS:

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their sincere gratitude to the encouragement, assistance, co-operation and support given by the Central Government, the Government of Tamil Nadu, the Karnataka Bank Ltd. during the year. They also wish to convey their gratitude to all the customers, Auditors, suppliers, dealers and all those associated with the company for their continued patronage during the year.

Your Directors also wish to place on record their appreciation for the hard work and unstinting efforts put in by the employees at all levels. The directors are thankful to the esteemed stakeholders for their continued support and the confidence reposed in the Company and its management.

For and on behalf of the Board

Place : Chennai
Date : 9th August 2018

G V Gopinath
Managing Director

G S Sridhar
Joint Managing Director and CFO

ANNEXURE - 1**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****ECONOMIC OVERVIEW:**

Global economic activity which has been on an upswing continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017. The upturn is broad based, with growth increasing in more than half of the world's economies. Global growth forecasts for 2018 and 2019 have estimated to be at 3.9% for both years reflective of the increased global growth momentum. This positive outlook is mainly on the back of the strong performance expected out of advanced economies.

Indian economy is growing strong and remains a bright spot in the global landscape. It is widely considered as the most dynamic emerging economy among the largest countries, and is expected to continue its pace of rapid growth. This growth will be fuelled by robust expansion in private consumption and the significant structural reforms by the Government in taxation, infrastructure investment and privatisation.

The path-breaking Goods and Services Tax (GST) became a reality. Leaving aside the initial short-term disruptions associated with any major structural reform, the benefits of GST over the medium term are indisputable. In particular, the implementation of the GST, should help raise India's growth, as it is likely to enhance the efficiency of production and movement of goods and services across Indian states. As a result of these measures, along with the abating effects of earlier policy actions, the economy is set to progress on a sound fiscal foundation.

The year also witnessed significant steps being undertaken towards resolution of problems associated with nonperforming assets of the banks under the Bankruptcy Code, the implementation of a bank recapitalization package for public sector banks. Further strengthening the momentum of reforms was the Union Budget 2018, which focused on uplifting the rural economy, strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country.

Given the positive developments and the series of major reforms undertaken over the past years, estimated given that the Indian economy to regain its fastest growing economy tag by growing 7.4% in 2018 and 7.8% in 2019. India's overall outlook remains positive, driven by several factors. Strong private consumption and services are expected to continue to support economic activity. Private investments are expected to revive as the corporate sector adjusts to the GST, which over the medium term is expected to benefit economic activity and fiscal sustainability. Meanwhile, the steady global trade recovery is expected to encourage exports.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Packaging industry has an annual global turnover of about \$550 billion, and India's share is approx \$16.5 billion per annum, making the Indian Packaging Industry rank 11th in the world. The Indian packaging industry is expected to grow to \$32 billion by CY2020 as per the Indian Institute of Packaging (IIP). The industry constitutes about 4% of the global packaging industry. The per capita packaging consumption in India is quite low at 8.7 kg compared to countries like Germany and Taiwan, as per data from the Indian Institute of Packaging. As the requirement for packaging is rising across sectors with traditional businesses preferring to package products, and the retail and e-commerce growing rapidly, the sector is growing at a robust pace. The industry certainly presents potential growth opportunities for new entrepreneurs, and small and medium enterprises.

The growth of the industry will be heavily influenced by changing demographics such as growing urbanization and the rising proportion of middle class consumers. These changes drive the need for new packaging formats, such as different sizes, materials, and strength. Indian packaging industry will see notable growth at a healthy CAGR of 9.2% during 2016-2021 as compared to 6.2% during 2011-2016. Demand for flexible packaging in the Indian market is estimated to be nearly 5.6 billion USD in 2017, and is expected to grow at nearly 10 percent a year over the next five years according to analysis from PCI Wood Mackenzie. The market intelligence specialist's Flexible Packaging Supply Demand Study – India report has identified India's economy as having slowed in 2017, posting the lowest quarterly GDP growth rate in the first quarter of the fiscal year 2017-18.

Despite the current uncertainty, the government in India is looking longer term at options to boost the economy. Together with the introduction of GST, which is designed to simplify India's complex and localized tax system, regulations around Foreign Direct Investment (FDI) have been relaxed, which will help drive demand for flexible packaging in the Indian market. Recent government initiatives have had a significant impact on the packaging market, along with the Indian economy as a

whole, and it expects to see the volume of business conducted through the unorganized sector to diminish at a fairly rapid rate as the country pushes for a more structured and formal process for industry to operate in.

Indian-made flexible packaging machines, which come with all innovative technologies that any top-end European or Western players provide, will definitely empower the Indian converters and packaging solution providers to deliver same efficiency and productivity with new standard in cost effectiveness. India is a growing market for plastics and consumes about 12.8 million metric tonnes (MMT) of plastics annually against global consumption of 285 MMT per year. The plastics and polymer consumption is growing at an average rate of 10 percent. The prospects for packaging sector depend on growth of industries such as food processing, pharmaceuticals, retail and e-commerce. While scope for growth for packaging companies catering to these industries is humungous, the Government and industry need to frame and abide by better manufacturing processes and quality standards.

SCOT ANALYSIS:

OPPORTUNITIES AND STRENGTHS:

Your Company is an ISO 9001:2015 certified company mainly engaged in the manufacturing and supply of Polypropylene (PP) Woven Sacks bags and PP Kraft Paper Bags for domestic and export markets. Other ranges of products are sold under the brand name - BOPPACK and STANFAB. The Company is continuously doing Research & Development Activities to produce best of its products as per the need of customers. The Market is growing in developing countries and developed countries. The Company offers various packaging solutions for wide range of end users such as Bulk Packaging, Chemicals, Agro Products, Aqua feeds, Building Materials, Castor flakes, Chemicals, Dairy Product, Fertilizer, Flour, Food Product, Mattress, Mica, Minerals, Organic Spices, Pharma, Poultry Feed, Spices, Sugars etc.

The Company has adequate production capacity to meet the increased demand of the Customers. The Company has wide basket of products which caters to the customers across the country and R&D Department of the Company looks after the innovation and also take into consideration the standards laid down under the ISO certification. We are a supplier of various large public and private sector industries. Due to increased demand and technological advancement the Company has wide opportunities to expand its business operations and product base across the country.

Owing to developments across consumer and industrial markets that use PP Bags, improvements in manufacturing practices, and continued technological innovations, the packaging market has been able to continually grow and evolve. As a result of the various features that come along with flexible packaging right from the ease of handling, storage, to being cost efficient, packaging has carved a strong position for itself. Though Indian packaging industry is small when compared to global packaging industry; boom in organised retail and e-commerce offer huge potential for growth of packaging industry. The Government's campaign on 'Make in India' which aims to turn the country into a global manufacturing hub will have positive impact on the growth of packaging industry.

With growing population, significant additions to the working age population over the medium to long term, rising disposable incomes even in rural areas, changing lifestyles and governments policies and initiatives stressing on manufacturing in the country, there is increase in demand for innovative packaging products. Further, India is emerging as the preferred destination for organized retail destination in the world. Increased presence of global multinational companies and presence of E-commerce has boosted organized retail sector which in turn is pushing the growth of packaging sector.

CHALLENGES AND THREATS:

The company is engaged in the manufacture of PP bags and price of its raw material i.e. plastic granules is affected by fluctuations in crude oil prices and dollar. Domestic market is more price sensitive than quality sensitive. Volatility of Oil, currency & transportation cost, increased competition are some major threats. Being a labor oriented industry with high requirement of skilled labor, shortage of labor is a major risk associated with the sector, however the Company has put in place adequate system to monitor labor requirement and have implemented skilled development training program within the premises.

Within the company the challenges are to maintain quality standards, customer satisfaction and development and focus on R&D for new products. As manufacturing industry is seeing a shift from low output/technology to high output and sophisticated technology, to have sustainable growth, the company has to maintain its leadership, and to achieve this company has to invest in upgrading technology to improve productivity and quality of its products. These challenges are further overcome by developing new products, developing new markets, concentrating on niche and premium markets, and using improved and better raw materials and procuring them at right time and right price. The challenge is to keep the cost of production low. With the expected increased availability of raw material pricing and procuring at right time is a major challenge. Moreover unreliable power and high energy costs in India as compared to other countries add to high input costs.

INTERNAL CONTROL SYSTEM:

The Company has put in place an adequate internal control system to commensurate with the size of operations that ensures adherence to the Company policies and compliance, assuring adherence of operating guidelines and statutory requirements and ensuring reliability of financial and operational information and it also safeguards the company's assets against loss from unauthorized use and ensures proper authorization. These controls ensure that transactions are authorized, recorded and reported on time. The system meticulously records all transaction details. They ensure that assets are safe guarded and ensure operational excellence.

The Internal Audit department carried out audits in different areas of Company's operations. The internal audit reports are periodically reviewed by the Audit Committee of the Board of Directors. This Committee then discusses and reviews the findings with the internal auditors as well as with senior management, including departmental heads. Wherever necessary, Internal Control Systems are strengthened and corrective actions initiated.

HUMAN RESOURCES:

The company values its relationship with employees and ensures to create an environment and culture where employee is enthused to put his best efforts and maximize his contribution. The overall industrial relations atmosphere continued to be cordial. The company promotes just and fair employment practices and also employee-friendly policies and processes ensuring their career aspirations are met through professional growth, personal development. The quality of the employees is the key to its success in the long run and the company is committed to provide necessary human resource development.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. During the period under review, there were no complaints received by the ICC.

OUTLOOK

Your Company is taking all possible steps to improve its performance and is also exploring various options for improving its bottom line. The Company is also making certain tactical changes which would result in further reduction of overheads thereby contributing to the profitability in the years to come. The Company is diversifying its presence in rural market through strong distribution network. The Company is also exploring the potential in the international market.

The Company ensures getting new models and designs of its product with the best and unbeatable quality at reasonable prices to cater to the requirements and preferences of its customers. The Company continued its focus on marketing activities by participating in many new markets. Your company has introspected with its customer base and greatly recognizes the need for innovations and new product developments to drive growth and better margins. There is ample scope and opportunity for companies having business in these sectors not to mention the potential of your company and its large presence in these sectors for many years.

Substitutions of Traditional packaging and retail chains are the most important drivers for the market growth. The real opportunity lies in developing nations or emerging economies. The company being a fully integrated end-to-end packaging materials solution company, the window of opportunity is promisingly big. Innovation to create value added differentiation; ability to execute any quantum of order; ensuring an enviable speed to market reach puts the company in a good stead to double up its top-line in the next 4-5 years.

CAUTIONARY STATEMENT:

Statements in the Directors' Report and Management Discussion & Analysis contain forward looking statements. Actual results, performances or achievements may vary materially from those expressed or implied, depending upon the economic conditions, Government policies, subsequent developments and other incidental factors

For and on behalf of the Board

Place : Chennai
Date : 9th August 2018

G V Gopinath
Managing Director

G S Sridhar
Joint Managing Director and CFO

ANNEXURE – 2
EXTRACT OF ANNUAL RETURN
FORM MGT 9

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

Financial Year ended on 31.03.2018

I. REGISTRATION AND OTHER DETAILS:

CIN	L36991TN1991PLC021888
Registration Date	20.12.1991
Name of the Company	Stanpacks (India) Limited
Category / Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
Address of the Registered office and contact details	“S.K.Enclave”, No.4, Nowroji Road, Chetpet, Chennai – 600 031 Ph: 044 26452325 Fax: 91-44-26451720
Whether listed company	Yes (Listed in BSE)
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s.Cameo Corporate Services Ltd. No.1, Club House Road, Mount Road, Chennai – 600 002

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	Articles of Plastics and Polymers	3923	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
NIL					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):
i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year*				No. of Shares held at the end of the year*				% change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1479527	-	1479527	24.27	1479527	-	1479527	24.27	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporates	675395	-	675395	11.08	675395	-	675395	11.08	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):	2154922	-	2154922	35.35	2154922	-	2154922	35.35	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter(A)= (A)(1)+(A) (2)	2154922	-	2154922	35.35	2154922	-	2154922	35.35	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	87625	-	87625	1.44	87625	-	87625	1.44	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Government(s)	-	-	-	-	-	-	-	-	-
d) State Government(s)	-	-	-	-	-	-	-	-	-

e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	1100	1100	0.02	-	1100	1100	0.02	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	87625	1100	88725	1.46	87625	1100	88725	1.46	-
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	108058	4100	112158	1.84	109713	4100	113813	1.87	0.03
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1144507	880743	2025250	33.22	1144409	859743	2004152	32.88	(0.34)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakhs	1376033	37200	1413233	23.18	1444228	37200	1481428	24.30	1.12
c) Others (specify) Hindu Undivided Family (HUF)	99413	-	99413	1.63	103661	-	103661	1.70	0.07
Non Resident Indians	78299	124000	202299	3.32	25299	124000	149299	2.45	(0.87)
Sub-total (B)(2):	2806310	1046043	3852353	63.19	2827310	1025043	3852353	63.19	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	2893935	1047143	3941078	64.65	2914935	1026143	3941078	64.65	-
C. Shares held by Custodian for GDRs & ADRs	-	-		-	-	-	-	-	-
Grand Total (A+B+C)	5048857	1047143	6096000	100	5069857	1026143	6096000	100	-

ii) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total shares	
1	Balaji Trading Enterprises Private Limited	675395	11.08	-	675395	11.08	-	-
2	Radhakrishna G	242900	3.98	-	242900	3.98	-	-
3	Gupta G P N	189800	3.11	-	189800	3.11	-	-
4	Chalapathi G V	107500	1.76	-	107500	1.76	-	-
5	Sudhakar Gorantla	100000	1.64	-	100000	1.64	-	-
6	G V Jayalakshmi	96800	1.59	-	96800	1.59	-	-
7	Latharani G	79000	1.30	-	79000	1.30	-	-
8	G S Sarojini	77800	1.28	-	77800	1.28	-	-
9	M V Chandrashekar	75759	1.24	-	75759	1.24	-	-
10	Pragathi G R	51600	0.85	-	51600	0.85	-	-
11	Rajasekar G S	49000	0.80	-	49000	0.80	-	-
12	Srinivas G S	42600	0.70	-	42600	0.70	-	-
13	G R Mahalakshmi	41300	0.68	-	41300	0.68	-	-
14	G Sangeetha	37200	0.61	-	37200	0.61	-	-
15	Sathishkumar G V	34667	0.57	-	34667	0.57	-	-
16	Anil kumar G S	32600	0.53	-	32600	0.53	-	-
17	Jwala G S	31800	0.52	-	31800	0.52	-	-
18	Ramraj G P	27900	0.46	-	27900	0.46	-	-
19	Sridhar G S	26568	0.44	-	26568	0.44	-	-
20	Rachitha G B	23466	0.38	-	23466	0.38	-	-
21	Nandhini G A	22500	0.37	-	22500	0.37	-	-
22	Gorantla Ravichandran	20700	0.34	-	20700	0.34	-	-
23	Balaji GV	18700	0.31	-	18700	0.31	-	-
24	Vijaya lakshmi GS	12800	0.21	-	12800	0.21	-	-
25	Reena G R	9600	0.16	-	9600	0.16	-	-
26	G Ahalya	7500	0.12	-	7500	0.12	-	-
27	Achyutha G R	6000	0.10	-	6000	0.10	-	-
28	Sadavaktra Pravan G	5000	0.08	-	5000	0.08	-	-
29	Gopinath G V	4967	0.08	-	4967	0.08	-	-
30	Ravindra Reddy Madupu	3500	0.06	-	3500	0.06	-	-

(iii) Change in Promoters' Shareholding

-NIL-

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

S. No.	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Date of Purchase/ Sale	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Muralidar G	298762	4.90				298762	4.90
2	Hitesh Ramji Javeri JT1: Radhabai Ramji Javeri JT2 : Harsha Hitesh Javeri	200000	3.28				200000	3.28
3	S Raja Mannar	110100	1.81				110100	1.81
4	A R Ganeshwar	103943	1.71				103943	1.71
5	Harsha Hitesh Javeri JT1 : Hitesh Ramji Javeri JT2 : Radhabai Ramji Javeri	99490	1.63				99490	1.63
6	Dipak Kanayalal Shah JT1 : Mita Dipak Shah JT2 : Sharad Kanayalal Shah	48712	0.80	21-Apr-2017	1288	Purchase	50000	0.82
				01-Sep-2017	46294	Purchase	96294	1.58
				24-Nov-2017	706	Purchase	97000	1.59
7	Indian Bank Mutual Fund	87625	1.44				87625	1.44
8	Indumouli M C	55200	0.91				55200	0.91
9	BITS Limited	43140	0.71				43140	0.71
10	Sivasubramanian Gopalakrishnan	40134	0.66				40134	0.66

(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		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sri G. Radhakrishna				
	At the beginning of the year	242900	3.98	242900	3.98
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year	242900	3.98	242900	3.98

2	Sri G.V.Gopinath				
	At the beginning of the year	4967	0.08	4967	0.08
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year	4967	0.08	4967	0.08
3	Sri G.S.Sridhar				
	At the beginning of the year	26568	0.44	26568	0.44
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year	26568	0.44	26568	0.44
4	Sri G.P.N.Gupta				
	At the beginning of the year	189800	3.11	189800	3.11
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year	189800	3.11	189800	3.11
5	Sri M.Ravindra Reddy				
	At the beginning of the year	3500	0.06	3500	0.06
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year	3500	0.06	3500	0.06

(v) INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment****(Rs. in lakhs)**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits (*)	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	841.31	648.08	-	1489.39
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	841.31	648.08	-	1489.39
Change in Indebtedness during the financial year				
• Addition	122.71	-	-	-
• Reduction	-	(81.8)	-	40.91
Net Change	122.71	(81.8)		40.91
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	964.02	566.28	-	1530.30

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Rs. in lakhs)

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Sri G.V.Gopinath	Sri G.S.Sridhar	
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) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	11.52 - -	11.52 - -	23.04 - -
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others	- -	- -	- -
5.	Others – Retirement benefits Provision for leave salary	2.88 0.37	3.12 0.37	6.00 0.74
	Total (A)	14.77	15.01	29.78
	Ceiling as per the Act			84.00

B. Remuneration to other directors:

(Rs. in lakhs)

S. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Sri G.Radhakrishna	M.V. Chandrashekar	S. Ramakrishnan	M. Ravindra Reddy	Sanjay Ramaswami	R Sukumar	Shobha Gupta	
1.	Independent Directors • Fee for attending board / committee meetings • Commission • Others	- - -	0.20 - -	0.90 - -	0.30 - -	0.40 - -	0.60 - -	0.50 - -	2.90 - -
	Total (1)	-	0.20	0.90	0.30	0.40	0.60	0.50	2.90
2.	Other Non-Executive Directors								
	• Fee for attending board / committee meetings • Commission • Others	0.10 - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
	Total (2)	0.10	-	-	-	-	-	-	0.10
	Total (B)=(1+2)	0.10	0.20	0.90	0.30	0.40	0.60	0.50	3.00
	Total Managerial Remuneration (A+B)								3.00

C. Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		4.41	11.52	
				(Joint Managing Director is CFO of the Company)	
		-	-	-	
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others	- -	- -	- -	- -
5.	Others Retirement benefits Provision for leave salary	- -	- 0.07	3.12 0.37	-
	Total	-	4.48	15.01	

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)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board

Place : Chennai
Date : 9th August 2018

G V Gopinath
Managing Director

G S Sridhar
Joint Managing Director and CFO

ANNEXURE-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2018

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

To the Members

Stanpacks (India) Limited
S.K.Enclave, New no:4 (Old no:47),
Nowroji Road, Chetpet,
Chennai-600031.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Stanpacks (India) 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018, 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 Stanpacks (India) Limited ("the Company") for the financial year ended on 31st March, 2018 according to the provisions as applicable to the Company during the period of audit:

- i. The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956 to the extent applicable;
- 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. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) 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;
- v. 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; (As informed by the Company, there is only an insignificant amount of transaction; hence no action is required.)
- vi. The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vii. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

viii. In our opinion and as identified and informed by the Management, the company has no specific laws applicable since it is engaged in manufacturing of bags and other allied products except the following identified by the management:

1. Indian Boilers Act, 1923 and Rules made thereunder
2. The Petroleum Act, 1934 and Rules and Regulations Made thereunder
3. Hazardous waste (Management, Handling and Transboundary Movement) Rules, 2008
4. Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder
5. Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder
6. Environment (Protection) Act, 1986 and Rules made thereunder
7. Legal Metrology Act, 2009 and Rules made thereunder

It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above.

We further report that there were no actions/events in the pursuance of

- a) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

requiring compliance thereof by the Company during the Financial Year under review.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, with regard to point (viii) above, the company has adequate systems and processes to monitor and ensure compliance with applicable laws, rules, regulations and guidelines including other general laws viz Industrial laws, Human Resources and Labour laws and the following laws:

1. Employees Provident Fund and Miscellaneous Provisions Act, 1952
2. Employees' State Insurance Act, 1948
3. The Contract Labour (Regulation & Abolition) Act, 1970
4. The Factories Act, 1948
5. The Industrial Disputes Act, 1947
6. The Industrial Employment (Standing Orders) Act 1946
7. The Workmen's Compensation Act, 1923 & Rules
8. Payment of Gratuity Act 1972 & Rules
9. The Payment of Bonus Act, 1965
10. The Minimum Wages Act, 1948
11. The Maternity Benefit Act, 1961
12. Apprentices Act, 1961

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

We further report that:

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

Notices is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were delivered 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.

All decisions at the Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period no events have occurred, which have a major bearing on the Company's affairs.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Lakshmmi Subramanian

Senior Partner

FCS No. 3534

C.P.NO. 1087

Place: Chennai

Date: 09.08.2018

ANNEXURE-A

The Members

Stanpacks (India) Limited

S.K. Enclave, New No. 4 (Old No.47)

Nowroji Road, Chetpet,

Chennai - 600 031

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 the random 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 the management. Our examination was limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Lakshmmi Subramanian

Senior Partner

FCS No. 3534

C.P.NO. 1087

Place: Chennai

Date: 09.08.2018

ANNEXURE-4
**INFORMATION UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014**
A. CONSERVATION OF ENERGY

- | | | |
|-------|--|---|
| (i) | The steps taken or impact on conservation of energy | Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques. |
| (ii) | The steps taken by the Company for utilizing alternate sources of energy | |
| (iii) | The capital investment on energy Conservation equipments | |

Total energy consumption per unit of production is as follows:-

S. No.	Particulars	Current Year 2017-18	Previous Year 2016-17
1	Electricity purchased from Electricity Boards		
	a. Total units purchased / consumed	14,83,392	16,32,336
	b. Total amount of Electricity bill (in Rs.)	1,22,89,776	1,33,23,871
	c. Rate per unit (in Rs.)	8.28	8.16
2	Own generation through Diesel generator		
	Diesel generator (in unit)	3,12,00	46,896
	Fuel (in ltrs.)	10,279	15,407
	Average unit generated per ltr.	3.04	3.04
	Rate per unit (in Rs.)	19.75	18.61

B. TECHNOLOGY ABSORPTION:

The Company has taken various efforts in utilizing the maximum available sources of technology and has increased its productivity during the year. There is no major technology absorption or research & development cost incurred during the year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO	2017-18	2016-17
Foreign Exchange outgo		
Imports (CIF)	Nil	Nil
Travel	Nil	Nil
Foreign Exchange Earned:		
F.O.B. Value of Exports	22.46	53.35

For and on behalf of the Board

Place : Chennai
Date : 9th August 2018

G V Gopinath
Managing Director

G S Sridhar
Joint Managing Director and CFO

INDEPENDENT AUDITOR'S REPORT

To the Members of
STANPACKS (INDIA) LIMITED

Report on the Financial Statement

We have audited the accompanying standalone financial statements of **Stanpacks India Limited, Chennai**, which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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 standalone financial statements based on our audit. In conducting 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 and the Order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2018; and its Profit, Total Comprehensive Income, the changes in Equity, and Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those;
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law and Accounting standards, for material foreseeable losses, if any, on long-term contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the Company.

For J. V. RAMANUJAM & Co.,
Chartered Accountants,
(FRN No: 02947S)

Place: Chennai
Date: 30th May, 2018

J VEDANTHA RAMANUJAM
Partner
M.No: 022188

“Annexure A” to the Independent Auditors’ Report

(Referred to in Paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date on the accounts of Stanpacks India Limited, Chennai (“the Company”), for the year ended March 31, 2018)

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment (PPE).
- (b) According to the information and explanations given to us, physical verification of PPE is being conducted in a phased manner by the management under a programme designed to cover all the PPE over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of the PPE has been physically verified by the management during the year and no material discrepancies between the books records and the physical PPE have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- ii) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion, the company has maintained proper records of inventory. We are informed that no major discrepancies were noticed on verification between the physical stock and book records.
- iii) According to the information given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore clauses (iii) (a), (iii) (b) and (iii) (c) of Paragraph 3 of the Order are not applicable to the Company.
- iv) The Company has complied with the provisions of the section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v) The Company has not accepted any deposits from public during the year hence the directives issued by RBI and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2015, are not applicable.
- vi) The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for maintenance of Cost Records under sub-section (1) of section 148 of the Act.
- vii) (a) According to the information and explanations given to us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other statutory dues as applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other statutory dues were outstanding as at March 31, 2018 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the particulars of dues of Excise Duty, and Sales Tax which have not been deposited with the appropriate authorities on account of any dispute are as follows:

S. No	Name of the Statute	Nature of Dues	Amt. (Rs. in lakhs)	Pertaining	Forum where the dispute is pending
i.	Sales Tax	Sales Tax Demand	3.53	1995-96	On Appeal the case was remanded back to the CTO
ii.	Sales Tax	Sales Tax Demand	1.28	1997-98	On Appeal the case was remanded back to the CTO

- viii) Based on our audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, or dues to debenture holders.
- ix) Based on our audit procedures and according to the information and explanations given to us, the Company did not raise any money by way of further public offer (including debt instruments) during the year. According to the information and explanations given by the management, term loans were applied for the purpose for which the loans were obtained.
- x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our Audit.
- xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xii) In our Opinion, the company is not a Nidhi Company. Therefore clause 3 (xii) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, and therefore clause 3(xiv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For J. V. RAMANUJAM & Co.,
Chartered Accountants,
(FRN No: 02947S)

J VEDANTHA RAMANUJAM

Partner

M.No: 022188

Place: Chennai

Date: 30th May, 2018

**“Annexure B” to the Independent Auditor’s Report of even date on
the Standalone Financial Statements of Stanpacks (India) 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 M/s Stanpacks India Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, 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, 2018, 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 and jointly controlled companies, which are companies incorporated in India, as of that date.

Place: Chennai

Date: 30th May, 2018

For J. V. RAMANUJAM & Co.,
Chartered Accountants,
FRN No: 029475

(J VEDANTHA RAMANUJAM)
Partner
M.No: 022188

BALANCE SHEET AS AT 31ST MARCH 2018

(Rs. in Lakhs)

	Particulars	Note	As at 31 st March 2018	As at 31 st March 2017	As at 31 st March 2016
A	ASSETS				
1	Non-current assets				
	(a) Property, Plant & Equipment	2.1	346.87	412.82	438.97
	(b) Capital work-in-progress		-	-	-
	(c) Intangible assets		-	-	-
	(d) Financial Assets				
	(i) Other financial assets	2.2	24.46	24.99	18.69
	(e) Deferred Tax Assets (Net)	2.3	46.22	51.09	63.84
	(f) Other non-current assets	2.4	98.87	133.11	152.01
	Total Non-current assets		516.42	622.01	673.51
2	Current assets				
	(a) Inventories	2.5	1,285.32	1,343.61	1,436.12
	(b) Financial Assets				
	(i) Trade receivables	2.6	455.04	475.20	247.49
	(ii) Cash and cash equivalents	2.7	1.48	5.53	1.35
	(iii) Bank balance other than (ii) above	2.8	19.28	17.00	15.82
	(iv) Loans	2.9	1.52	0.68	1.20
	(v) Other financial assets	2.10	-	75.35	-
	(c) Other current assets	2.11	11.32	4.09	9.97
			1,773.96	1,921.46	1,711.95
	(d) Assets classified as held for sale		-	-	-
	Total Current assets		1,773.96	1,921.46	1,711.95
	TOTAL ASSETS		2,290.38	2,543.47	2,385.46
B	EQUITY AND LIABILITIES				
1	Equity				
	(a) Equity Share capital	2.12	609.60	609.60	609.60
	(b) Other Equity	2.13	(337.90)	(365.91)	(383.93)
	Total Equity		271.70	243.69	225.67
	Liabilities				
2	Non-current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	2.14	694.37	674.79	693.19
	(ii) Others financial liabilities		-	-	-
	(b) Provisions	2.15	85.33	76.66	81.23
	(c) Other non-current liabilities		-	-	-
	Total Non-current liabilities		779.70	751.45	774.42
3	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	2.16	749.66	814.59	810.78
	(ii) Trade payables	2.17	333.90	488.39	370.82
	(iii) Others financial liabilities	2.18	113.90	45.35	48.67
	(b) Other current liabilities	2.19	41.67	61.90	11.42
	(c) Provisions	2.20	(0.14)	138.11	143.68
	Total Current liabilities		1,233.09	1,448.34	1,385.35
	TOTAL EQUITY AND LIABILITIES		2,290.38	2,543.47	2,385.46

Significant accounting policies & Notes to accounts 1 to 20

As per our report attached
For **J.V. RAMANUJAM & CO**
Chartered Accountants
FRN: 002947S

For and on behalf of the Board

J.VEDANTHA RAMANUJAM
Partner
Membership No. 022188

G V GOPINATH
Managing Director

G S SRIDHAR
Joint Managing Director and CFO

Place : Chennai
Date : 30th May 2018

M. UMA MAHESWARI
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(Rs. in Lakhs)

	Particulars	Note	For the year ended 31 st March 2018	For the year ended 31 st March 2017
1	Revenue from operations	2.21	3,216.83	3,167.54
2	Other income	2.22	11.24	88.33
3	Total Revenue (1+2)		3,228.08	3,255.87
4	Expenses			
	(a) Cost of materials consumed	2.23	1,303.62	1,583.91
	(b) Changes in inventories of finished goods and work-in-process	2.24	122.15	49.75
	(c) Excise duty and Sales Tax on sale of goods		430.78	467.25
	(d) Employee benefits expense	2.25	208.34	156.81
	(e) Finance costs	2.26	211.74	243.01
	(f) Depreciation and amortisation expense	2.1	68.18	71.10
	(g) Other expenses	2.27	836.44	653.28
	Total expenses (4)		3,181.25	3,225.11
5	Profit / (Loss) before exceptional items and tax (3 - 4)		46.82	30.76
6	Exceptional items		-	-
7	Profit / (Loss) before tax (5 - 6)		46.82	30.76
8	Tax Expense			
	(a) Current tax		-	-
	(b) Deferred tax		4.88	12.75
	Total tax expense		4.88	12.75
9	Profit after tax from continuing operations (7 - 8)		41.94	18.02
10	Other Comprehensive Income			
	A (i) Items that will not be reclassified to Profit or Loss			
	(a) Actuarial Loss on Gratuity	2.28	(13.93)	-
	B (i) Items that may be reclassified to profit or loss reclassified to Profit or Loss		-	-
11	Total other comprehensive income / (loss) (A + B)		(13.93)	-
12	Total Comprehensive income/Loss for the year (9 + 11)		28.01	18.02
13	Earnings per share (of Rs. 10/- each):			
	(a) Basic	2.29	0.69	0.30
	(b) Diluted	2.29	0.69	0.30

Significant accounting policies & Notes to accounts 21 to 29

As per our report attached
For **J.V. RAMANUJAM & CO**
Chartered Accountants
FRN: 002947S

J.VEDANTHA RAMANUJAM
Partner
Membership No. 022188

Place : Chennai
Date : 30th May 2018

For and on behalf of the Board

G V GOPINATH
Managing Director

G S SRIDHAR
Joint Managing Director and CFO

M. UMA MAHESWARI
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(Rs. in Lakhs)

Particulars		Year Ended 31.03.2018		Year Ended 31.03.2017	
A	Cash Flow from Operating Activities				
	Profit for the year	46.82		30.76	
	Adjustments for:				
	Depreciation and amortisation expense	68.18		71.10	
	Loss on sale of property, plant and equipment (net)	-		-	
	Finance Cost	211.74		243.01	
	Interest income	(3.84)		(2.85)	
	Bad debts written off (net)	-		-	
	Dividend income	-		-	
	Operating (loss) before working capital changes		322.90		342.02
	Adjustments for :				
	<i>(Increase) / decrease in operating assets:</i>				
	Trade receivables	20.15		(227.70)	
	Other current assets	(7.23)		5.88	
	Other Non-current assets	34.24		18.90	
	Loans and other financial assets	75.04		(81.13)	
	Inventories	58.29		92.51	
	<i>Increase / (decrease) in operating liabilities:</i>				
	Trade payables	(154.49)		117.57	
	Other financial and current liabilities	48.33		47.15	
	Other Non-current liabilities	-		-	
	Provisions	(143.51)		(10.14)	
			(69.18)		(36.97)
	Cash generated from operations		253.72		305.06
	Taxes paid		-		-
	Net cash generated / (used in) from operating activities		253.72		305.06
B	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of property, plant and equipment (including capital work in progress)	(2.23)		(44.96)	
	Sale proceeds of property, plant and equipment	-		-	
	Deposit balances not considered as Cash and cash equivalents	(2.28)		(1.18)	
	Purchase of investments	-		-	
	Interest received	3.84		2.85	
	Net cash flow from investing activities		(0.67)		(43.29)
C	CASH FLOW FROM FINANCIAL ACTIVITIES				
	Proceeds from Borrowings	(45.36)		(14.59)	
	Interest Paid	(211.74)		(243.01)	
	Net cash generated from financing activities		(257.10)		(257.60)
	Net increase / (decrease) in cash and cash equivalents(A+B+C)		(4.05)		4.18
	Cash and cash equivalents at the beginning of the year		5.53		1.35
	Cash and cash equivalents at the end of the year		1.48		5.53
	Reconciliation for cash and cash equivalents:				
	Cash and cash equivalents as at the year end as per Balance Sheet	1.48		5.53	
	Less: Lien marked deposits	-		-	
	Cash & cash equivalents - closing balance		1.48		5.53

As per our report attached
For **J.V. RAMANUJAM & CO**
Chartered Accountants
FRN: 002947S

J.VEDANTHA RAMANUJAM
Partner
Membership No. 022188
Place : Chennai
Date : 30th May 2018

For and on behalf of the Board

G V GOPINATH
Managing Director

G S SRIDHAR
Joint Managing Director and CFO

M. UMA MAHESWARI
Company Secretary

Statement of Changes in Equity**Equity Share Capital**

Particulars	Amount
Equity shares of Rs.10 each issued, subscribed and fully paid	
Balance at April 01, 2016	609.60
Changes in equity share capital during the year	-
Balance at March 31, 2017	609.60
Changes in equity share capital during the year	-
Balance at March 31, 2018	609.60

Other Equity

Particulars	Reserves & Surplus			Items of other comprehensive income	Total Equity attributable to equity share holder
	Retained Earnings	Securities Premium	General Reserve	Acturial Gain/ Loss	
Balance as of April 1, 2016	(383.93)	-	-	-	(383.93)
Changes in the equity for the year March 31, 2017					
Profits for the year	18.02	-	-	-	18.02
Other comprehensive income for the year	-	-	-	-	-
Balance as of March 31, 2017	(365.91)	-	-	-	(365.91)
Changes in the equity for the year March 31, 2018					
Profits for the year	41.94	-	-	-	41.94
Other comprehensive income for the year	-	-	-	(13.93)	(13.93)
Balance as of March 31, 2017	(323.97)	-	-	(13.93)	(337.90)

As per our report attached
For **J.V. RAMANUJAM & CO**
Chartered Accountants
FRN: 002947S

J.VEDANTHA RAMANUJAM
Partner
Membership No. 022188
Place : Chennai
Date : 30th May 2018

For and on behalf of the Board

G V GOPINATH
Managing Director

G S SRIDHAR
Joint Managing Director and CFO

M. UMA MAHESWARI
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

CORPORATE INFORMATION:

Stanpacks (India) Limited is a Public Company in India, incorporated on 20th December 1991. The Company is engaged in the business of manufacturing Polypropylene Bags. The shares of the Company are being listed in the Bombay Stock Exchange.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

1.1. Basis Of Preparation Of Financial Statements:

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015. The provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

Beginning April 1, 2017, the company has for the first time adopted Ind AS with a transition date of April 1, 2016. The financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.

The financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on above basis, except for lease transactions that are within the scope of Ind AS 17 - Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria as set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets and processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current – non-current classification of assets and liabilities.

1.2. Use of Estimates:

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Policies (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure relating to contingent liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

1.3. Fixed Assets:

Fixed assets are carried at cost of acquisition, net of accumulated depreciation and impairment losses. The cost of fixed assets includes freight, duties, taxes and other incidental expenses relating to acquisition. Where fixed assets have been acquired from a country outside India, the cost of these fixed assets also includes exchange differences (favorable and unfavorable) arising in respect of foreign currency loans on other liabilities incurred specifically for the purpose of their acquisition. Borrowing costs related to the acquisition or construction of the qualifying fixed assets for the period up to the

completion of their acquisition or constructions are capitalized. Losses arising from the retirement and the gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit & Loss.

For transition to Ind AS, the Company has elected to continue with the carrying value of its property, plant and equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as deemed cost as of the transition date.

1.4. Depreciation:

As prescribed under part C of schedule II of Companies Act, 2013, from the Financial Year 2014-15, Depreciation is systematically allocated over the useful life of an asset. The depreciation is provided on the Straight Line Method from the beginning of the month in which the asset is ready for use. Depreciation on additions to assets or on sale / disposal of assets, is calculated on pro rata basis from the month of such addition or upto the month of such sale / disposal as the case may be.

1.5. Revenue Recognition:

Revenue from sale of manufactured goods, including scrap, is recognized on transfer of all significant risks and rewards of ownership to the buyer. The amount recognized as sale is inclusive of excise duty sales tax, and net of, trade and quantity discounts on accrual basis. Interest on deployment of surplus funds is recognized using the time proportionate method based on underlying interest rates.

1.6. Inventories:

Inventories are carried at the lower of cost and net realizable value. The comparison of cost and net realizable value is made on an item by item basis.

Cost comprises of purchase price and all incidental expenses incurred in bringing the inventory to its present location and condition. The method of determination of cost is as follows:

- a. Raw materials, valued at cost net of cenvat
- b. Finished goods at lower of cost or net realizable value and inclusive of excise duty (till 30th June 2017). With the advent of GST which has replaced Excise Duty along with other indirect Taxes, Closing Stock of Finished Goods doesn't include excise duty or GST (Since the same is on Sale of Goods).
- c. Goods in Transit valued at cost excluding excise duty and taxes.
- d. Stock of scrap at estimated realizable value.
- e. Stores and spares – landed cost on a first in first out method

The provision for inventory obsolescence is assessed annually and is provided as and when considered necessary

1.7. Foreign Exchange Transactions:

Foreign currency transactions are recorded at the rates of exchange prevailing on the dates of the respective transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of profit and loss of the year, except that exchange differences related to acquisition of fixed assets from a country outside India are adjusted in the carrying amount of the related fixed assets.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the statement of profit and loss except those related to acquisition of fixed assets from a country outside India which are adjusted in the carrying amount of the related fixed assets

1.8. Provisions and contingent liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

1.9 Tax on Income:

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year) provided in the books of accounts.

1.10 Excise Duty/Custom Duty/GST:

Excise Duty in respect of goods manufactured by the company is being accounted for at the time of removal of goods from the factory for sale. Custom duty is accounted in the books as and when paid/incurred. Goods and Services Tax (GST) is payable on Sale of Goods/provision of Services and hence is accounted in the books at the time of removal of goods from the factory for sale

1.11. Earnings Per Share:

The basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The company did not have any potentially dilutive equity shares outstanding during the year.

1.12. Retirement benefits to employees:

I. Short Term employee benefits:

Short term employee benefits falling due within are recognized as an expense as per the Company's Scheme based on expected obligations. The benefits like salaries, wages etc and the expected cost of bonus, ex-gratia are recognized in the period in which the employees renders the related service.

II. Retirement benefits:

Retirement benefits comprise of provident fund, superannuation and gratuity which are recognized as follows:

a. Provident fund:

This is a defined contribution plan. Contributions in respect of staff and workers are remitted to provident fund authorities in accordance with the relevant statute and are charged to statement of profit and loss as and when due. The Company has no further obligations for future provident fund benefits in respect of these employees other than its annual contributions.

b. Superannuation:

This is a defined contribution plan. The Company makes contribution as per the scheme to superannuation Fund administered by Life Insurance Corporation of India. The Company has no further obligation of future superannuation benefits other than its annual contributions and recognizes such contributions as expense as and when due.

c. Gratuity:

This is a defined benefit plan. Provision for gratuity is made based on actuarial valuation using projected unit credit method. Actuarial gains and losses, comprising of experience adjustments and the effects of changes in actuarial assumptions, are recognized immediately in the statement of profit and loss as income or expense.

1.13 Research & Development:

Research & Development expenditure of revenue nature is charged to Statement of Profit & Loss, while Capital Expenditure is added to the cost of fixed assets in the year in which they are incurred.

1.14 INTANGIBLE ASSETS:

Impairment of Assets:

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

1.15 FINANCIAL ASSETS

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial asset

Financial assets that meet the following conditions are subsequently measured at amortised cost less impairment loss (except for investments that are designated as at fair value through profit or loss (FVTPL) on initial recognition):

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (FVTOCI) (except for investments that are designated as at fair value through profit or loss on initial recognition):

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

All other financial assets are subsequently measured at fair value.

Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if: such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2. Notes on accounts

Note 2.1 - Property, Plant & Equipment

(Rs. in Lakhs)

Tangible assets - Owned (unless otherwise specified)	Deemed Cost		Accumulated Depreciation		Net Block	
	As at 1 April, 2017	Additions (Refer Note (i) below)	As at 31 March, 2018	As at 1 April, 2017	As at 31 March, 2018	As at 31 March, 2017
(a) Property, Plant & Equipment						
Land	32.97		32.97	-	-	32.97
Buildings	108.20		108.20	7.09	14.20	94.00
Plant and Machinery	318.45	1.88	320.33	58.86	115.02	205.31
Furniture and Fixtures	0.68	0.35	1.03	0.32	0.43	0.60
Vehicles	23.62		23.62	4.83	9.63	13.99
Total	483.92	2.23	486.15	71.10	139.28	412.82

Note 2.1 (a)

Tangible assets - Owned (unless otherwise specified)	Deemed Cost		Accumulated Depreciation		Net Block	
	As at 1 April, 2016	Additions (Refer Note (i) below)	As at 31 March, 2017	As at 1 April, 2016	As at 31 March, 2017	As at 31 March, 2016
(a) Property, Plant & Equipment						
Land	32.97	-	32.97	-	-	32.97
Buildings	108.20	-	108.20	-	7.09	101.11
Plant and Equipment	273.50	44.96	318.45	-	58.86	259.59
Furniture and Fixtures	0.68	-	0.68	-	0.32	0.36
Vehicles	23.62	-	23.62	-	4.83	18.79
Total	438.97	44.96	483.92	71.10	71.10	412.82

Note 2.1 (b)

(b) Intangible Asset	Deemed Cost		Accumulated Depreciation		Net Block	
	As at 1 April, 2016	Additions (Refer Note (i) below)	As at 31 March, 2017	As at 1 April, 2016	As at 31 March, 2017	As at 31 March, 2016
Software	-	-	-	-	-	-
Total	-	-	-	-	-	-

Notes

- (i) Useful life of software is four years
- (ii) Plant and Equipment includes Electrical Installations and Data Processing Equipments
- (iii) Furniture and Fixtures includes Office equipment
- (iv) Capital Work in Progress for the current year includes Rs (31 March 2017 - Rs. Nil) towards the interest capitalisation of borrowing cost
- (v) Refer Note 2 of Note 14 (Non-Current Borrowings) stating the details of assets pledged as security
- (vi) Research and Development expenses relating to P&M for the year ended 31 March 2018 is NIL (31 March 2017 is RS NIL)

Note 2.2 Other Financial Assets

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
Non-current			
(a) Insurance claims Receivable			
(b) Derivatives designated and effective as hedging instruments carried at fair value: - Foreign currency swap contracts designated in hedge accounting relationship			
(c) Deposits in Electricity company	24.46	24.99	18.69
(d) Prepaid Interest on Electricity Deposit			
	24.46	24.99	18.69

Note 2.3 Deferred Tax Assets (Net) :

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
At the Start of the year	51.09	63.84	63.84
Charge/(credit) to Statement of Profit and Loss	(4.87)	(12.75)	
At the end of the year	46.22	51.09	63.84

Note 2.4 Other Non Current Assets

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
Non-current			
(a) Trade Receivables			
Unsecured, considered good	-	47.40	51.16
Unsecured, considered doubtful			
Less: Provision for doubtful debts	-	-	-
(b) Balances with government authorities - paid under protest	12.69	12.69	17.00
(c) Other Deposits	86.18	73.02	83.85
(d) Non current tax assets (Net)			
	98.87	133.11	152.01

Note 2.5 Inventories (valued at lower of cost and net realizable value)

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Raw materials & Consumables	104.22	44.76	79.24
Raw materials in transit	-	-	-
(B) Work-In-Progress (Refer Note 1)	-	-	-
(c) Finished goods	1,131.27	1,253.42	1,303.18
(d) Stores and spares	49.83	45.43	53.70
	1,285.32	1,343.61	1,436.12

Note 2.5.1 The cost of inventories recognised as an expense during the year was NIL (For the year ended 31 March 2017 : Rs. NIL)

Note 2.5.2 During the year 2017-18 and 2016-17 there were no expense recognised against the write down of inventory from cost to net realisable value.

Note 2.5.3 Inventories as at 31 March 2018 (31 March 2017 and 31 March 2016) are expected to be recovered within twelve months.

Note 2.5.4 The mode of valuation of inventories has been stated in Note 3.5.

Note 2.6 Trade receivables (Unsecured)

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Unsecured, considered good	455.04	475.20	247.49
(b) Doubtful	-	-	-
(c) Allowance for doubtful debts (expected credit loss allowance)	-	-	-
	455.04	475.20	247.49

The average credit period on sales of goods is 30 days. No interest is charged on trade receivables.

Note 2.7 Cash and cash equivalents

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Cash on hand	1.48	5.53	1.35
(b) Balances with banks			
(i) In current accounts	-	-	-
(ii) In Margin money deposit accounts	-	-	-
- original maturity of 3 months or less	-	-	-
	1.48	5.53	1.35

Note 2.8 Bank balances other than Note 2.7 above

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
Deposits with maturity exceeding 3 months	19.28	17.00	15.82
	19.28	17.00	15.82

Note 2.9 Loans

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Loans and advances to employees	1.52	0.68	1.20
Considered good	1.52	0.68	1.20
Considered doubtful	-	-	-
Less: Provision for doubtful short-term advances	-	-	-
	1.52	0.68	1.20

Note 2.10 Other financial assets

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Claims Receivable	-	75.35	-
(b) Asset held for disposal	-	75.35	-
	-	75.35	-

Note 2.11 Other Current Assets

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
Current			
(a) Advances to vendors for materials/services			
(b) Prepaid expenses	11.07	3.44	4.30
(c) Balances with government authorities	0.22	0.59	5.65
(d) Travelling Advances	0.03	0.06	0.02
(e) Leave Encashment			
	11.32	4.09	9.97

Note 2.12 Equity Share capital

(Rs. in Lakhs)

Particulars	As at 31 March, 2018		As at 31 March, 2017		As at 1 April, 2016	
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
(a) Authorised Equity shares of Rs. 10 each with voting rights	7,000,000	700.00	7,000,000	700.00	7,000,000	700.00
(b) Issued, Subscribed and Fully paid up Equity shares of Rs. 10 each with voting rights	6,096,000	609.60	6,096,000	609.60	6,096,000	609.60

Notes:

- The Company has only one class of shares referred to as equity shares having a par value of Rs.10 each. Each holder of equity share is entitled to one vote per share.
- In the event of repayment of Capital of the Company, the distribution will be in the proportion to the number of equity shares held by the shareholders.
- Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2018			
- Number of shares	6,096,000	-	6,096,000
- Amount (Rs. in Lakhs)	609.60	-	609.60
Year ended 31 March, 2017			
- Number of shares	6,096,000	-	6,096,000
- Amount (Rs. in Lakhs)	609.60	-	609.60

4. Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017		As at 1 April, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights						
Balaji Trading Enterprises Private Limited	675,395	11.08%	675,395	11.08%	675,395	11.08%

*Also refer Note 1

Note 2.13 Other Equity

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
Surplus / (deficit) balance in the statement of profit and loss account			
Opening Balance	(365.91)	(383.93)	(480.13)
Add: Profit/ (Loss) for the year	41.94	18.02	37.51
Add: Prior period Deprn impact	-	-	-
Add: Deferred tax impact	-	-	-
Add: / (Less) Ind AS Impact Adjustments			58.69
Closing Balance	(323.97)	(365.91)	(383.93)
other comprehensive income			
Opening Balance	-	-	-
Add: Movement in OCI (Net) during the year	(13.93)	-	-
Closing Balance	(13.93)	-	-
	(337.90)	(365.91)	(383.93)

Note 2.14 Non-current borrowings

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
Unsecured - Measured at amortised cost			
(a) Unsecured Loans from Others - Refer note 14(iii)	566.28	648.08	679.42
Secured - Measured at amortised cost			
(a) Term loans			
From bank - Refer note 14 (iii)	121.15	16.92	1.06
(b) Long Term Maturities of Finance Lease Obligations			
Others	6.94	9.80	12.71
	694.37	674.79	693.19

2.14 (i) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured long-term borrowings:

(Rs. in Lakhs)

Particulars	Terms of repayment and security	As at 31 March, 2018		As at 31 March, 2017		As at 1 April, 2016	
		Secured	Unsecured	Secured	Unsecured	Secured	Unsecured
Term loans from banks:							
Karnataka Bank Limited - Secured	Note 1	121.15	-	16.92	-	1.06	-
Total - Term loans from banks		121.15	-	16.92	-	1.06	-
Long Term Maturities of Finance Lease Obligations		6.94	-	9.80	-	12.71	-
Others:							
from Group Company		-	555.36	-	450.03	-	382.50
-Balaji Trading Enterprises Pvt.Ltd - Unsecured		-	10.92	-	160.43	-	240.40
Other parties - unsecured		-			37.62		56.52
Sales Tax Loan-IFST							
		128.09	566.28	26.72	648.08	13.77	679.42

Note 1

- (a) Working capital facilities from The Karnataka Bank Limited are secured by first charge on the current assets consisting of stock of raw materials, finished goods, work-in-process, debtors and personal guarantees of directors G.P.N. Gupta, Sri. G. S. Sridhar and Sri. G.V. Gopinath.
- (b) Additional working capital (Term Loan) facilities from The Karnataka Bank Limited sanctioned in the month of June 2017, repayable given a period of 12 months secured by first charge on the current assets consisting of stock of raw materials, finished goods, work-in-process, debtors and personal guarantees of directors Sri. G.P.N. Gupta, Sri. G. S Sridhar and Sri G.V. Gopinath.
- (c) Additional Term loan facilities from The Karnataka Bank Limited sanctioned in the month of February 2018, repayable given a period of 34 months secured by Hypothecation of New Plant & Machineries and secured by charge on current assets of stock of raw material, finished goods, debtors and personal guarantees of directors Sri. G.P.N. Gupta, Sri. G. S Sridhar and Sri. G.V. Gopinath.

Note 2.15 Long-term provisions

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Provision for Employee benefits	53.00	44.10	48.67
(b) Provision for Income tax earlier years	32.14	32.14	32.14
(c) Provision for pending sales tax forms and other disputes	0.19	0.42	0.42
	85.33	76.66	81.23

Note 2.16 Current borrowings

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
Secured - at amortised cost			
Banks - Cash Credit	749.66	814.59	798.28
Public Deposits	-	-	12.50
	749.66	814.59	810.78

Note 2.17 Trade payables

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Payable to Micro, Small & Medium Enterprises (Refer Note 16 (b))	-	-	-
(b) Other Than Acceptances			
(i) Employee related liabilities	-	-	-
ii) Dues to related parties (Refer Note 29)	-	-	-
iii) Creditors for Goods and Services	333.90	488.39	370.82
	333.90	488.39	370.82

Note 2.17 (a) Dues to Micro & Small Enterprises

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(i) Principal amount remaining unpaid to supplier as at the end of the accounting year	-	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-	-
(iv) The amount of interest due and payable for the year	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-

Note 2.18 Other financial liabilities

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
Non-current			
(a) Trade / security deposits received	-	-	-
Total Non-current	-	-	-
Current			
(a) Current maturities of long-term debt (Secured) (Refer note 14)	73.42	20.64	20.64
(b) Current maturities of finance lease obligations	2.86	2.86	2.51
(c) Current maturities of Sales Tax loan	37.62	21.85	25.52
(e) Provision for Mark to Market losses on forward contracts	-	-	-
Total Current	113.90	45.35	48.67
	113.90	45.35	48.67

2.19 Other Current Liabilities

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Advance received from customers	-	-	-
(b) Deferred Rent	-	-	-
Total Non-current	-	-	-
Current			
(a) Other payables			
(i) Statutory remittances	22.25	6.83	7.81
(ii) Advances from customers	13.69	13.97	-
(iii) Bonus payable	4.00	3.50	3.50
(iv) Rent Payable	0.03	0.03	0.03
(v) Others	1.70	37.57	0.08
Total Current	41.67	61.90	11.42
	41.67	61.90	11.42

Note 2.20 Short-term provisions

(Rs. in Lakhs)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 01 April, 2016
(a) Provision for Excise duty on Finished Goods	-	138.11	143.68
(b) Provision for Employee benefits	(0.14)	-	-
	(0.14)	138.11	143.68

Note 2.21 Revenue from operations

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
(a) Sale of products (Refer Note (i) below)	3,216.83	3,167.54
(b) Sales from Services (Refer Note (ii) below)	-	-
(c) Other operating revenues (Refer Note (iii) below)	-	-
Total Revenue from Operations	3,216.83	3,167.54

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
(i) Sale of products comprises :		
Manufactured goods	3,216.83	3,167.54
Total - Sale of products	3,216.83	3,167.54
(ii) Sale of services comprises :	-	-
Total - Sale of services	-	-
(iii) Other operating revenues comprise:		
Sale of scrap	-	-
Total - Other operating revenues	-	-

Note 2.22 Other income

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
(a) Interest income on deposits	3.84	2.85
(b) Interest on loans and advances	-	-
(c) Professional Consultancy Charges Received	-	-
(d) Other Non-Operating Income		
- Net Gain on foreign currency transactions and translation	0.10	
- Profit on Sale of Assets	-	1.00
- Other Income	7.30	84.48
	11.24	88.33

Note 2.23 Cost of materials consumed

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
Opening stock	44.76	79.24
Add: Purchases		
Raw materials	1,363.08	1,549.42
Components		
Total Purchases	1,363.08	1,549.42
Less: Closing stock	104.22	44.76
Cost of materials consumed	1,303.62	1,583.91
Material consumed comprises:		
PP Granules	1,303.62	1,583.91
	1,303.62	1,583.91

Note 2.24 Changes in inventories of finished goods and work-in-process

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
Inventories at the end of the year:		
Finished goods	1,131.27	1,253.42
Work-in-process	-	-
	1,131.27	1,253.42
Inventories at the beginning of the year:		
Finished goods	1,253.42	1,303.18
Work-in-process	-	-
	1,253.42	1,303.18
Net (increase) / decrease	122.15	49.75

Note 2.25 Employee benefit expense

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
(a) Salaries and wages including secondment cost and bonus	156.85	121.97
(b) Contributions to provident and other funds (Refer Note 33)	19.13	10.21
(c) Staff welfare expenses	32.36	24.63
	208.34	156.81

Note 2.26 Finance costs

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
(a) Interest expense on borrowings	203.53	234.77
Less Amounts included in the cost of qualifying assets	-	-
Interest expense net of cost transferred to qualifying assets	203.53	234.77
(b) Interest others	8.21	8.24
	211.74	243.01

Notes 2.27 Other Expenses

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
Consumption of stores and spare parts	599.38	294.79
Power and fuel	132.28	145.06
Contract labour charges	92.96	15.92
Rent including lease rentals	14.57	15.42
Repairs and maintenance - Buildings	0.20	-
Repairs and maintenance - Machinery	1.94	5.10
Repairs and maintenance - Others (including spares)	1.26	1.22
Factory General Maintenance	3.49	12.56
Discounts and Incentives	0.42	2.94
Insurance	20.41	4.34
Rates and taxes	8.19	10.55
Excise duty (Net)	(137.05)	(4.51)
Communication	3.56	3.51
Travelling and conveyance	7.62	8.46
Printing and stationery	2.28	2.33
Freight and forwarding	28.37	30.13
Business promotion & Selling expenses	2.65	0.57
Legal and professional	4.24	4.46
Payments to auditors	2.20	1.80
Bad Debts written off	8.61	9.91
Provision for Contingencies	-	37.50
Vehicle Maintenance	5.56	4.92
Directors sitting Fees	3.04	4.60
Bank charges	4.93	10.68
Net loss on foreign currency transactions and translation	-	0.06
Security Expenses	12.78	13.32
Service Charges	8.24	9.23
Training and seminar expenses	0.40	0.78
Membership and subscriptions	1.20	0.88
Office Maintenance Expenses	2.03	3.83
Lab Testing expenses	-	0.04
Brokerage and commission	0.71	2.87
	836.44	653.28

Note 2.28 Items that will not be reclassified to P&L

(Rs. in Lakhs)

Particulars	As at 31 st March 2017	As at 31 st March 2016
Actuarial Loss on Gratuity	13.93	-
	13.93	-

Note 2.29: Basic and diluted earnings per share

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
Profit / (loss) for the year attributable to owners of the Company	41.94	18.02
Weighted average number of equity shares	6,096,000	6,096,000
Earnings per share from continuing operations - Basic / Diluted	0.69	0.30

3 (i) Reconciliation of Balance Sheet as previously reported under Indian GAAP to IND AS

	Particulars	Notes	As on March 31, 2017			As on April 01, 2016		
			Previous GAAP	Effect of transition to Ind AS	Ind AS	Previous GAAP	Effect of transition to Ind AS	Opening Ind AS balance sheet
A	ASSETS							
1	Non-current assets							
	(a) Property, Plant & Equipment		418.75	(5.93)	412.82	438.97	-	438.97
	(b) Intangible assets		-	-	-	-	-	-
	(b) Capital work-in-progress		-	-	-	-	-	-
	(c) Financial Assets		-	-	-	-	-	-
	(i) Investments		-	-	-	-	-	-
	(ii) Other financial assets	(a)	24.99	-	24.99	18.69	-	18.69
	(d) Deferred Tax Assets (Net)		30.15	20.95	51.10	30.15	33.69	63.84
	(e) Other non-current assets	(a)	133.11	-	133.11	152.01	-	152.01
	Total Non-Current Assets		607.00	15.02	622.02	639.82	33.69	673.51
2	Current assets							
	(a) Inventories		1,343.61	-	1,343.61	1,436.12	-	1,436.12
	(b) Financial Assets							
	(i) Trade receivables		475.20	-	475.20	247.49	-	247.49
	(ii) Cash and cash equivalents		5.53	-	5.53	1.35	-	1.35
	(iii) Other bank balance		17.00	-	17.00	15.82	-	15.82
	(iv) Loans	(a)	0.68	-	0.68	1.20	-	1.20
	(v) Other financial assets	(a)	75.35	-	75.35	-	-	-
	(c) Other current assets	(a)	4.09	-	4.09	9.97	-	9.97
	Assets classified as held for sale		-	-	-	-	-	-
	Total Current Assets		1,921.46	-	1,921.46	1,711.95	-	1,711.95
	TOTAL ASSETS		2,528.46	15.02	2,543.48	2,351.77	33.69	2,385.46

	Particulars	Notes	As on March 31, 2017			As on April 01, 2016		
			Previous GAAP	Effect of transition to Ind AS	Ind AS	Previous GAAP	Effect of transition to Ind AS	Opening Ind AS balance sheet
B	EQUITY AND LIABILITIES							
1	Equity							
	(a) Equity Share capital		609.60		609.60	609.60		609.60
	(b) Other Equity	(c)	(405.93)	40.02	(365.91)	(442.62)	58.69	(383.93)
	Total Equity		203.67	40.02	243.69	166.98	58.69	225.67
2	Non-current liabilities							
	(a) Financial Liabilities							
	(i) Borrowings		674.79	-	674.79	693.19		693.19
	(b) Provisions	(b)	76.66	-	76.66	81.23		81.23
	(c) Other non-current liabilities	(b)	25.00	(25.00)	-	25.00	(25.00)	-
	Total Non-Current Liabilities		776.45	(25.00)	751.45	799.42	(25.00)	774.42
3	Current liabilities							
	(a) Financial liabilities							
	(i) Borrowings		814.59	-	814.59	810.78	-	810.78
	(ii) Trade payables		488.39	-	488.39	370.82	-	370.82
	(iii) Others financial liabilities	(b)	45.35	-	45.35	48.67	-	48.67
	(b) Other current liabilities	(b)	61.90	-	61.90	11.42	-	11.42
	(c) Provisions		138.11	-	138.11	143.68	-	143.68
	Total Current Liabilities		1,548.34	-	1,548.34	1,385.37	-	1,385.37
	TOTAL EQUITY AND LIABILITIES		2,528.46	15.02	2,543.48	2,351.77	33.69	2,385.46

(ii) Reconciliation of Profit or Loss as previously reported under IGAAP to Ind AS for the year ended March 31, 2017

	Particulars	Notes	Previous GAAP	Effect of transition to Ind AS	Ind AS
1	Revenue from operations - Gross	(d)	3,167.54	-	3,167.54
	Excise duty and Sales Tax		-467.24	467.24	-
	Revenue from operations - Net		2,700.30	467.24	3,167.54
2	Other income		88.33	-	88.33
3	Total revenue (1+2)		2,788.63	467.24	3,255.87
4	Expenses				
	(a) Cost of materials consumed		1,583.91		1,583.91
	(b) Changes in inventories of finished goods and work-in-process		49.75		49.75
	(c) Excise duty and Sales Tax	(d)	-	467.24	467.24
	(d) Employee benefits expense	(c)(i)	156.81		156.81
	(e) Finance costs		243.01		243.01
	(f) Depreciation and amortisation expense		65.17	5.93	71.10

	Particulars	Notes	Previous GAAP	Effect of transition to Ind AS	Ind AS
	(g) Other expenses		653.28		653.28
	Total expenses		2,751.93	473.17	3,225.10
5	Profit before tax (3 - 4)		36.70	- 5.93	30.77
6	Tax expense:				
	(a) Current tax expense		-	-	-
	(b) Deferred tax		-	12.75	12.75
	Net tax expense		-	12.75	12.75
7	Profit after Tax (5 - 6)		36.70	-18.68	18.02
8	Other Comprehensive Income				
	Items that will not be reclassified to Profit or loss				
	(a) Remeasurements of the defined benefit liabilities or (assets)		-	-	-
	(a) Effective portion of gain and loss on designated portion of hedging instruments in a cash flow hedge		-	-	-
9	Total comprehensive loss for the year (7 + 8)		36.70	-18.68	18.02

(iii) Reconciliation of Statement of Cash Flows for the year ended March 31, 2017

	Particulars	Previous GAAP	Effect of transition to Ind AS	Ind AS
	Net cash flows from operating activities	67.27	237.79	305.06
	Net cash flows from investing activities	(43.96)	0.67	(43.29)
	Net cash flows from financing activities	(17.95)	(239.65)	(257.60)
	Net increase (decrease) in cash and cash equivalents	5.36	(1.18)	4.18
	Cash and cash equivalents at the beginning of the Year	17.17	(15.82)	1.35
	Cash and cash equivalents at end of the Year	22.53	(17.00)	5.53

(iv) Equity reconciliation

	Particulars	As on March 31, 2017	As on April 01, 2016
	Equity as per previous GAAP	609.60	609.60
	Impact on Ind AS Transition	-	-
	Equity as per Ind AS	609.60	609.60

Notes to reconciliations:

(a) Under the previous GAAP, there was no concept of financial assets. Assets were classified as Investments, Loans and Advances, Other Assets as the case may be. As per Ind AS 109, concept of financial assets has been introduced and based on the definition, the following reclassification have been made:

- i) Reclassification of capital advances, advances to vendors for materials/services, prepaid expenses, balances with government authorities, derivative assets from Loans to Other Assets.

- ii) Reclassification of security deposits, tool development costs recoverable and insurance claims receivable from Loans and Advances to Other financial assets.
- ii) Reclassification of advance tax (net of provisions) from Loans and Advances to Tax assets (net).
- (b) Under the previous GAAP, there was no concept of financial liabilities. Liabilities were classified as Borrowings, Provisions, Other liabilities as the case may be. As per Ind AS 109, concept of financial liabilities has been introduced and based on the definition, the following reclassification have been made:
 - i) Reclassification of trade deposits received, current maturities of long term borrowings, interest accrued but not due, payables on purchase of fixed assets from Other Liabilities to Financial liabilities.
- (c) Other Equity:
 - i) Under previous GAAP, actuarial gains and losses were recognised in profit or loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability / asset which is recognised in other comprehensive income. Consequently, the tax effect of the same has also been recognised in other comprehensive income under Ind AS instead of profit or loss.
- (d) Excise Duty:

Under previous GAAP, revenue from sale of products was presented net of excise duty under revenue from operations. Whereas, under Ind AS, revenue from sale of products includes excise duty. The corresponding excise duty expense is presented separately on the face of the statement of profit and loss. The change does not affect total equity as at April 1, 2015 and March 31, 2016, profit before tax or total profit for the year ended March 31, 2016.

- 4. With respect to the Balances of Debtors & Creditors and advances/deposits received from the customers as per books of account, confirmations of balances are awaited and adjustments if any will be made in the books on receipt of confirmations and reconciliation.
- 5. The Company has recorded a Net Profit of Rs. 41.94 lakhs achieving a turnover of Rs. 3216.83 lakhs for the year ended 31st March 2018 as against Net Profit of Rs. 18.02 lakhs with a turnover of Rs. 3167.54 lakhs in the previous year ended 31st March 2017. The accumulated losses have been reduced to Rs.337.90 lakhs resulting with erosion of 55.42% of Networth as on 31st March 2018 as against 60.02% of Networth as at the year ended 31st March 2017.

With the improvement in the performance during the year, the anticipated big orders, the capability in productivity, the continuous working capital support by the bankers and the promoters, the Management is confident of generating profits in years to come and meet its financial obligation as they arise consequently resulting in wiping off the erosion of Networth in the near future. The Company is continuously increasing its clientele and anticipates higher rates of growth which will augur well for better prospects. Based on the above improving factors, the accompanying Financial Statements have been prepared on a going concern basis.

6. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES:

The management is regularly in the process of identifying enterprises which have provided goods and services to the company which qualify under the definition of micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Act 2001. Accordingly, based on information available, the amount payable to such enterprises as on 31st March 2018 is Nil.

- 7. The computation of profit under section 198 of the Companies Act, 2013 is not considered necessary as the managerial remuneration that is paid is minimum remuneration based on the effective capital of the Company as prescribed under Schedule V of the said Act.

DETAILS OF MANAGERIAL REMUNERATION:

(Rs. in lakhs)

Particulars	2017-18	2016-17
Salary and Allowances	23.04	23.04
Perquisites	-	3.24
Retirement Benefits	6.00	6.00
Provision for Leave Salary	0.74	4.84
TOTAL	29.78	37.12

8. SALES TAX & CENTRAL EXCISE DUTY PENDING DISPUTE:

S.No	Name of the Statute	Nature of Dues	Amt. (Rs. in lakhs)	Pertaining	Present Status
i.	Sales Tax	Sales Tax Demand	3.53	1995-1996	On Appeal the case was remanded back to the assessing Officer
ii.	Sales Tax	Sales Tax Demand	1.28	1997-1998	- do -

9. EMPLOYEE BENEFITS:**(i) DEFINED CONTRIBUTION PLANS:**

(Rs. in lakhs)

	Particulars	2017-18	2016-17
(a)	Contribution to Provident Fund	9.55	6.94
(b)	Contribution to Superannuation Fund	2.16	2.16

(ii) DEFINED BENEFIT PLANS:-**Gratuity:**

The following table sets forth the status of the Gratuity Plan of the Company and the amount recognized in the Balance Sheet and Statement of Profit and Loss. The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC):

	PARTICULARS	(Rs. in lakhs)	
1	Table Showing changes in present value of obligation as on	31/03/2018	31/03/2017
	Present value of obligation as at beginning of year	28.04	32.83
	Interest Cost	2.24	2.62
	Current Service Cost	1.41	1.89
	Benefits Paid	(10.34)	(2.23)
	Actuarial (gain)/loss on obligations	13.92	(7.07)
	Present value of obligation as at end of year	35.27	28.04
2	Table Showing changes in the fair value of plan assets as on	31/03/2018	31/03/2017
	Fair value of plan Assets at beginning of year	3.46	2.60
	Expected return of plan Assets	0.23	0.23
	Contribution	8.50	2.86
	Benefits paid	(10.34)	(2.23)
	Actuarial (gain)/loss on plan Assets	NIL	Nil
	Fair value of plan Assets at the end of year	1.85	3.46

3	Table Showing fair value of plan Assets as on	31/03/2018	31/03/2017
	Fair Value of plan Assets at beginning of year	3.46	2.60
	Actual return of plan assets	0.23	0.23
	Contribution	8.50	2.86
	Benefits paid	(10.34)	(2.23)
	Fair value of plan Assets at the end of year	1.85	3.46
	Funded Status	(33.42)	(24.58)
	Excess of Actual over estimated return of plan Assets	NIL	Nil
	(Actual rate of return = Estimated rate of return as ARD falls as on 31st March)		
4	Actual Gain/loss recognized	31/03/2018	31/03/2017
	Actuarial (gain)/loss on Obligations	(13.92)	(7.07)
	Actuarial (gain)/loss for the year – plan Assets	Nil	Nil
	Actuarial (gain)/loss on Obligations	(13.92)	(7.07)
	Actuarial (gain)/loss recognized in the year	(13.92)	(7.07)
5	The amounts to be recognized in Balance Sheet and Statement of Profit & Loss	31/03/2018	31/03/2017
	Present Value of obligations as at the end of year	35.27	28.04
	Fair value of plan assets as at the end of year	1.85	3.46
	Funded States	(33.42)	(24.58)
	Net asset/(liability) recognized in the balance sheet	(33.42)	(24.58)
6	Expenses Recognized in Statement of Profit & Loss	31/03/2018	31/03/2017
	Current service cost	1.41	1.89
	Interest cost	2.24	2.62
	Expected return on plan assets	(0.23)	(0.22)
	Expenses Recognised in the Income Statement	3.42	4.29
	Other Comprehensive Income		
	Net Actuarial (gain)/loss recognized in the year	13.92	(7.07)
	Components of defined benefit costs recognised in other comprehensive income	13.92	(7.07)
	Assumptions		
	Discount rate	7.75%	7.75%
	Expected rate on planned assets	7.50%	8.00%
	Expected rate of salary increases	5.00%	5.00%
	Expected rate of attrition	3.00%	3.00%
	Mortality	IALM (2006-2008)	IALM (2006-2008)

10. During the financial year, there are no default in repayment of Loans and Interest in case of Term Loans, Lease obligations, Demand loans, Public Deposits and other loans (including loans and advances from related party)

11. SEGMENTAL REPORTING:

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under unallocated revenue / expenses / assets / liabilities.

Information reported to the Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of performance is being done in a consolidated basis with respect to its operations and with respect to customers. Hence there are no separate segments identified for the purpose of segment reporting.

12. Income Taxes

(i) Reconciliation between average effective tax rate and applicable tax rate

(Rs. in lakhs)

The income tax expenses for the year can be reconciled to the accounting profit as follows:

	For the year ended 31 March, 2018	For the year ended 31 March, 2017
Profit before tax	46.82	30.76
Applicable Tax Rate	30.90%	30.90%
Computed Tax Expense	14.47	9.51
Tax effect of :		
Expenses disallowed	13.90	1.79
Set off of Brought Forward Business Loss/ Unabsorbed Depreciation	(28.37)	(11.30)
Current Tax Provision (A)	0.00	0.00
Decrease in Deferred Tax Liability on account of Tangible and Intangible Assets	(25.65)	(11.47)
Decrease in Deferred Tax Asset on account of Financial Assets and Other Items	30.53	24.21
Deferred tax Provision (B)	4.88	12.75
Tax Expenses recognised in Statement of Profit and Loss (A+B)	4.88	12.75
Effective Tax Rate	10.41%	41.44%

(ii) Following is the analysis of the deferred tax asset/(liabilities) presented in the Balance sheet.

Particulars	Opening Balance	Recognised in profit and Loss	Recognised in OCI
Tax effect of items constituting deferred tax liabilities			
Property, Plant and Equipment	(80.56)	25.65	-
Tax effect of items constituting deferred tax assets			
Employee Benefits	14.71	(0.07)	-
Brought forward business loss and unabsorbed depreciation	116.95	(30.45)	-
Total	131.66	(30.53)	-
Net Tax Asset / (Liabilities)	51.09	(4.88)	-

Particulars	Opening Balance	Recognised in profit and Loss	Recognised in OCI
Tax effect of items constituting deferred tax liabilities			
Property, Plant and Equipment	(92.03)	11.47	-
Tax effect of items constituting deferred tax assets			
Employee Benefits	16.12	(1.41)	-
Brought forward business loss and unabsorbed depreciation	139.75	(22.80)	-
Total	155.87	(24.21)	-
Net Tax Asset / (Liabilities)	63.84	(12.75)	-

Note 1:

The effect of the adjustments carried out by the Income Tax Authorities based on their Assessment Orders, which are under dispute, has not been considered in arriving at the carried forward loss for deterring deferred tax asset.

13. RELATED PARTY TRANSACTIONS

(Rs. In Lakhs)

S.No.	Particulars	Nature of Relationship	Nature of Transaction	Amt.	Closing Balance as on 31.03.18	Closing Balance as on 31.03.17
1	G. Sudhakar	Relative of Key management personnel	Rent paid	2.34	-	-
2	G.S. Sridhar	Key management personnel	Salary & Allowances	15.01	-	-
			Unsecured loan Recd.	1.00	26.76	22.05
			Unsecured loan Repaid	2.25		
			Interest on Unsecured loan	2.96		
3	G.V. Gopinath	Key management personnel	Salary & Allowances	14.77	-	-
			Unsecured loan Recd.	12.49	27.31	29.40
			Unsecured Loan repaid	21.80		
			Interest on Unsecured loan	3.24		
4	Jumbo Bag Limited	Associated Company	Job work charges earned	77.29	88.37	56.46
			Purchase	636.11		
			Sales	300.01		
5	G.F. Impex Pvt. Ltd.,	Associated Company	Unsecured Loan Repaid. (USL)	18.14	93.00	83.94
			Unsecured Loan Recd. (USL)	16.00		
			Interest on USL	12.44		
6	Balaji Trading Enterprises Pvt. Ltd.,	Associated Company	Sales	0.46	317.03	307.03
			Purchase	56.11		
			Unsecured Loan Recd. (USL)	23.30		
			Unsecured Loan paid	61.39		
			Interest on USL	40.11		
7	Adarsh Line Accessories Pvt Ltd	Common Director	Professional Service recd	7.08	6.48	1.30
			Sales	0.34		
			Unsecured loan Recd.	24.00		
			Unsecured loan paid	24.00		

14. CONTINGENT LIABILITIES:

(Rs. In Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
a) Disputed Amount of Sales tax	4.81	5.63
b) Disputed Amount of Central Excise	0	6.31

No provision has been made in the accounts in respect of disputed amount of sales tax as the company has contested the case and is hopeful of getting the verdict in its favor. During the year 2014-15, the Company has received an order favoring them as no cost for the case filed for the year 1994-95. The Appellate Tribunal has issued certain claims/ show cause notices disputed have neither been considered as contingent liability nor acknowledged as claim, based on the opinion obtained, since the possibility of loss is remote.

15. Secured Loans availed from The Karnataka Bank Limited are secured by first charge on specific assets acquired out of the loan and personal guarantees of directors Sri. G.P.N. Gupta, Sri. G. S. Sridhar and Sri. G.V. Gopinath

16. (a) Working capital facilities from The Karnataka Bank Limited are secured by first charge on the current assets consisting of stock of raw materials, finished goods, work-in-process, debtors and personal guarantees of directors G.P.N. Gupta, Sri. G. S. Sridhar and Sri. G.V. Gopinath.

(b) Additional working capital (Term Loan) facilities from The Karnataka Bank Limited sanctioned in the month of June 2017, repayable given a period of 12 months secured by first charge on the current assets consisting of stock of raw materials, finished goods, work-in-process, debtors and personal guarantees of directors Sri. G.P.N. Gupta, Sri. G. S. Sridhar and Sri G.V. Gopinath.

(c) Additional Term loan facilities from The Karnataka Bank Limited sanctioned in the month of February 2018, repayable given a period of 34 months secured by Hypothecation of New Plant & Machineries and secured by charge on current assets of stock of raw material, finished goods, debtors and personal guarantees of directors Sri. G.P.N. Gupta, Sri. G. S. Sridhar and Sri. G.V. Gopinath.

17. Interest Free Sales Tax Deferral:

(Rs. in lakhs)

Due within	1 year	Rs. 37.62
Due within	1 to 5 years	Nil
Due more than	5 years	Nil

18. Advances & Deposits includes an amount of Rs.12,69,309/- being Admitted and Disputed Sales Tax for various years paid and Income Tax for the Assessment Year 1996-97 of Rs.2,27,668/- paid, but kept as Deposit in the books since the company has gone on appeal in respect of these matters. Necessary adjustments in the books of accounts will be made in the year in which the outcome of the appeal is known.

19. Deferred Tax - Following is the analysis of the deferred tax asset/(liabilities) presented in the Balance sheet:

(Rs. in lakhs)

Particulars	For the Year ended 31 March 2018			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax liabilities				
Property, Plant and Equipment	(80.56)	25.65	-	(54.91)
Tax effect of items constituting deferred tax assets				
Employee Benefits	14.70	(0.07)	-	14.63
Brought forward business loss and unabsorbed depreciation	116.94	(30.45)	-	86.49
Total	131.65	(30.52)	-	101.13
Net Tax Asset / (Liabilities)	51.09	(4.87)	-	46.21

(Rs. in lakhs)

Particulars	For the Year ended 31 March 2017			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax liabilities				
Property, Plant and Equipment	(92.02)	11.46	-	(80.56)
Tax effect of items constituting deferred tax assets				
Employee Benefits	16.11	(1.41)	-	14.70
Other Items			-	-
Total	16.11	(1.41)	-	14.70
Brought forward business loss and unabsorbed depreciation	139.75	(22.80)	-	116.94
Total	155.87	(24.21)	-	131.65
Net Tax Asset / (Liabilities)	63.84	(12.74)	-	51.09

20. Expenditure in Foreign Exchange:

(Rs. in lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Imported Materials Purchase (CIF)	Nil	Nil
Foreign Travel Expenses	Nil	Nil

21. Foreign Exchange Earnings:

(Rs. in lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Export Sales (FOB)	22.46	53.35

22. Remuneration To Auditors:

(Rs. in lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
i) Statutory Audit Fee	1.00	0.75
ii) Tax Audit Fee	0.25	0.25
iii) Service Tax/ GST	0.22	0.15
iv) Certification Fees & Other services	0.61	1.33

23. Financial Instruments**A. Capital risk management**

The capital structure of the company consists of debt, cash and cash equivalents and equity attributable to equity shareholders of the company which comprises issued share capital and accumulated reserves disclosed in the Statement of Changes in Equity.

The company's capital management objective is to achieve an optimal weighted average cost of capital while continuing to safeguard the company's ability to meet its liquidity requirements (including its commitments in respect of capital expenditure) and repay loans as they fall due.

(Rs. in lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Debt (Refer Note 14)	1,517.44	1,510.02	1,524.61
Cash and Bank Balance	(20.76)	(22.53)	(17.17)
Total Debt	1,496.68	1,487.49	1,507.44
Total Equity	271.70	243.69	225.67
Net Debt to equity ratio	5.51	6.10	6.68

(B) Categories of Financial Instruments**(a) Financial Assets**

(Rs. in lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Measured by FVOCI			
- Derivative designated instruments carried at fair value	-	-	-
Measured at amortised cost			
- Trade receivables	455.04	475.20	247.49
- Cash and Bank balance	20.76	22.53	17.17
- Loans	1.52	0.68	1.20
- Other financial assets	24.46	100.34	18.69

(b) Financial Liabilities :

(Rs. in lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Measured at fair value through OCI (FVTOCI)			
- Derivative designated instruments carried at fair value	-	-	-
Measured at amortised cost			
- Borrowings	1,517.44	1,510.02	1,524.61
- Trade payables	333.90	488.39	370.82
- Other financial liabilities	40.48	24.71	28.03

B. Financial Risk Management

a) Market risk

The company's activities expose it primarily to the financial risk of changes in interest rates. There have been no changes to the company's exposure to market risk or the manner in which it manages and measures the risk in recent past.

i) Currency risk

The company has only negligible amount of exports . hence the company is not exposed to currency risk. Foreign currency transactions are managed within approved policy parameters.

24. Previous year figures:

The company has reclassified previous year figures to conform to this year's classification. It significantly impacts presentation and disclosures made in the financial statements, particularly presentation of balance sheet.

25. CAPACITY AND PRODUCTION DURING THE YEAR 2017-18:

a. Product: Polymer Product

Licensed Capacity : Not applicable

Installed Capacity : 3800 tons

Production : 2730 tons

b. Raw Material and Intermediates Consumed:

(Rs. in lakhs)

Particulars	UOM	2017-18		2016-17	
		Qty.	Value	Qty.	Value
A. PP Granules	Kgs.	1,392,439	1303.62	1,778,140	1583.91
B. Others			77.62		294.79

c. Consumption of Imported & Indigenous Raw – Materials, Stores and spare parts and the percentage of each to the consumption:

(Rs. in lakhs)

Particulars	2017-18		2016-17	
	%	Value	%	Value
i. Raw Material				
a. Imported	-	-	-	-
b. Indigenous	100	1303.62	100	1583.91
ii. Stores, Spares & Consumption				
a. Imported	-	-	-	-
b. Indigenous	100	77.62	100	294.79

d. Stock Summary for the year 2017-18:

Name of the Commodity	Unit	Opening Balance	Receipts	Issues	Closing Stock	
					2017-18	2016-17
Paper	Kgs.	72,891	1,434,014	1,409,448	97,457	72,891
Granules	Kgs.	37,567	1,392,439	1,342,216	87,790	37,567
HDPE / PP Bags	Nos.	622,455	7,363,314	7,651,652	334,118	622,456
HDPE / PP Kraft Bags	Nos.	50,543	1,524,125	1,452,851	121,817	50,543

e. Closing Stock Value With Quantity As On 31.03.2018:

Name of the Commodity	Unit	Quantity		Value	
		2017-18	2016-17	2017-18	2016-17
Paper	Kgs	97,457	72,891	20.09	16.47
Granules	Kgs	87,790	37,567	74.32	23.42
HDPE/PP Bags	Nos	334,118	622,456	1,003.02	1,024.45
HDPE/PPKraft Bags	Nos	121,817	50,543	37.31	17.69
HDPE/PP Fabric & HDPE/PP Kraft Fabric				79.85	57.95
Accessories for Bags				7.53	3.42
Miscellaneous Items Including Consumables				63.21	62.33
Provision for Excise Duty					137.88
Total Value of Closing Stock				1,285.33	1,343.61

f. Sales Summary for the year 2016-17:

(Rs. in lakhs)

Name of the Commodity	2017-18	2016-17
Polypropylene Bags	3156.43	3140.00
Others	60.4	27.54

26. First-Time Adoption - Mandatory Exceptions & Optional Exemptions**i. Overall Principle**

The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required under Ind AS, not recognising items of assets and liabilities which are not permitted under Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below.

ii. Derecognition of financial assets and financial liabilities

The Group has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after April 1, 2016 (the transition date).

iii. Classification of debt instruments

The company has determined the classification of debt instruments in terms of whether they meet the amortised cost criteria or the FVTOCI criteria based on the facts and circumstances that existed as of the transition date.

iv. Impairment of financial assets

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

v. Deemed cost for property, plant and equipment and investment property

The Company has elected to continue with the carrying value of all of its plant and equipment, investment property, and intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

vi. Determining whether an arrangement contains a lease

The company has applied Appendix C of Ind AS 17 - Leases determining whether an Arrangement contains a Lease to determine whether an arrangement existing at the transition date contains a lease on the basis of facts and circumstances existing at that date.

Signatories to Schedules 1 to 26

As per our report attached
For **J.V. RAMANUJAM & CO**
Chartered Accountants
FRN: 002947S

J. VEDANTHA RAMANUJAM
Partner
Membership No. 022188

Place : Chennai
Date : 30th May 2018

For and on behalf of the Board

G V GOPINATH
Managing Director

G S SRIDHAR
Joint Managing Director and CFO

M. UMA MAHESWARI
Company Secretary



CIN: L36991TN1991PLC021888

Regd Office: "S.K.Enclave" New No. 4(Old No. 47), Nowroji Road, Chetpet, Chennai - 600031

PROXY FORM

(Form No: MGT-11)

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

Registered Address:	
E-mail ID:	
Folio/DP ID - Client ID:	

I/We being the member(s), holding _____ shares of the above named Company hereby appoint:

(1) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(2) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(3) Name: _____

Address: _____

E-mail ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Wednesday, the 26th September 2018 at 10.30 a.m. at Andhra Mahila Sabha, No.109, Luz Church Road, Mylapore, Chennai - 600004 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*		
Ordinary Business:		For	Against	Abstain
1	Adoption of Annual Accounts for the year ended 31 st March 2018			
2	Appointment of Director in the place of Sri. G.P.N Gupta (DIN:00086174) who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
3	Re-appointment of Sri. S.Ramakrishnan (DIN: 00075368) as Independent Director.			
4	Sale immovable property of the company situated at Nellore			

Note:

1. *It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this ____ day of _____ 2018

Signature of shareholder _____

Signature of Proxy holder _____

**Affix
Re.1/-
Revenue
Stamp**

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.
4. Please complete all details including details of member(s) in above box before submission.

Affix Re.1/- Revenue Stamp



STANPACKS (INDIA) LTD

CIN: L36991TN1991PLC021888

Regd Office: "S.K.Enclave" New No. 4 (Old No. 47), Nowroji Road, Chetpet, Chennai - 600031

ATTENDANCE SLIP

Name of the Member

Name of Proxy if attending on behalf of the member

I certify that I am a Registered Shareholder / proxy for the Registered Shareholder of the Company. I hereby record my presence at the 27th Annual General Meeting of the Company held at Andhra Mahila Sabha, No. 109, Luz Church Road, Mylapore, Chennai - 600004 at 10.30 a.m. on Wednesday, the 26th September 2018.

Ledger Folio No.	
DP Id No. *	
Client Id No. *	
No. of shares held	
Mr. / Mrs. / Miss	

* Applicable for members holding shares in dematerialized form

.....
Members' / Proxy's name (IN BLOCK LETTERS)

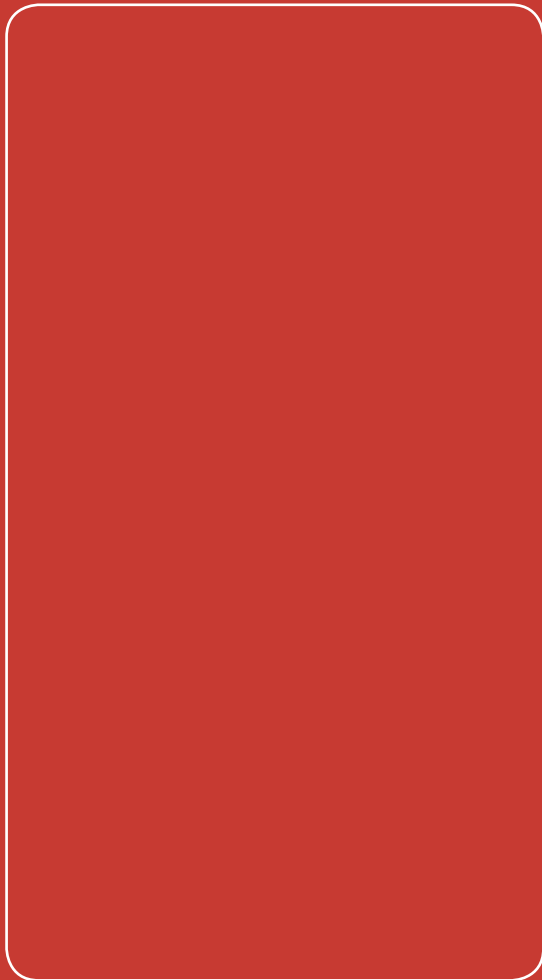
.....
Member's / Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the Entrance of the Meeting Hall.

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To

Regd. Book Post / Courier



If undelivered, Please return to:



STANPACKS (INDIA) LTD

"S.K. Enclave" New No. 4, (Old No. 47),
Nowroji Road, Chetpet, Chennai - 600031