



FUTURA
POLYESTERS
LIMITED

59TH ANNUAL REPORT 2019-20

59TH ANNUAL REPORT 2019-2020**“Request to the Shareholders”**

Members desirous of seeking any further information about the accounts and/or operations of the Company are requested to address their queries to the Secretary of the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.

Members are requested to bring this copy of the Annual Report to the meeting.

CONTENTS	Page No.
Notice	4
Directors' Report	12
Management Discussion & Analysis Report	21
Report of Corporate Governance	22
Auditors' Report	36
Balance Sheet	42
Statement of Profit and Loss	43
Statement of Changes in Equity	44
Cash Flow Statement	45
Notes to Accounts	46

59TH ANNUAL REPORT 2019-2020

Board of Directors	Shyam. B. Ghia Mukund. D. Dalal Mr. M.V Gopinath	Chairman & Managing Director Jt. Managing Director Independent Director (wef 02-08-2019)
--------------------	--	---

Bankers	Bank of India State Bank of India Union Bank of India Reliance ARC Ltd Phoenix ARC Pvt Ltd Canara Bank AXIS Bank Limited IDBI Bank Limited
---------	---

Auditors	Messrs. LLB & Co., Chartered Accountants
----------	---

Registrar and Share Transfer Agents	Satellite Corporate Services Pvt. Ltd. A 106-107 Dattani Plaza, East West Indl Compound, Andheri-Kurla Road, Safed Pool, Saki Naka, Mumbai – 400 072. Phone: 28520461, 28520462 Fax: 28511809. E-mail: service@satellitecorporate.com
--	---

Registered Office	212, Pancheratna Building, Opera House, Charni Road (East) Mumbai - 400 004. Tel. : 3522 0743 E-mail: futuraho@futurapolyesters.co.in Website: www.futurapolyesters.in CIN:L65192MH1960PLC011579
-------------------	--

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 59th Annual General Meeting (“AGM”) of the Members of **Futura Polyesters Limited** will be held on Friday 29th, May 2026, at 10.30 am through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and approve and adopt the audited financial statement for the year ended 31st March 2020 and the Reports together with the Reports of the Directors and Auditors’ thereon.

“**RESOLVED THAT** the audited financial statement for the year ended 31st March, 2020 along with the notes annexed thereto and the reports of the Directors

NOTES:

1. Pursuant to the General Circulars dated September 19, 2024, April 13, 2020 and April 08, 2020 and other relevant Circulars issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter referred to as “MCA Circulars”) and Circular dated October 03, 2024 and Master Circular dated July 11, 2023 and other related Circulars issued by Securities and Exchange Board of India (hereinafter referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 59th Annual General Meeting (“AGM”) of the Company for the Financial Year 2019-20 is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and hence physical attendance of the Members to the AGM venue is not required. The deemed venue for the AGM shall be the Registered Office of the Company i.e. 212, Panchratna Building Opera House, Charni Road (East), Mumbai 400 004.
2. Since the AGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Pursuant to the abovementioned MCA Circulars, physical attendance of the members is not required at the AGM, and therefore members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
4. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received

and the Auditors, be and is hereby considered and adopted.”

By order of the Board of Directors
Futura Polyesters Limited

Shyam. B. Ghia
Chairman & Managing Director
DIN: 00005264

Place: Mumbai
Date: 6th April, 2026
Registered Office: 212, Panchratna Building
Opera House, Charni Road (East),
Mumbai - 400004.

- from depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **22-5-2026** and who have registered their email address with the Company/ RTA or depository(ies) / depository participant(s) (“DPs”) in accordance with the process outlined in this Notice.
5. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date i.e. **22-5-2026** shall be eligible to cast their votes on the resolutions stated in this Notice. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.
6. The Cut off date will be 22nd May, 2026.
7. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting and voting at the AGM to its Members in respect of the business to be transacted. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. Instructions for the process to be followed for remote e-Voting and e-voting during the AGM are annexed to this AGM Notice.

59TH ANNUAL REPORT 2019-2020

9. Notice is also placed on the website of the Company i.e. www.futurapolymers.in, and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. www.bseindia.com. Any member seeking a copy of this Notice may also write to us at pbkansara@futurapolymers.co.in
10. **The remote e-voting period commences on 26-05-2026 at 09:00 a.m. IST and ends on 28-05-2026 at 5:00 p.m. IST.** During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e., **22-05-2026** may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL thereafter. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.
11. Such remote e-voting facility is in addition to voting system that will be made available during the AGM. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
13. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. The Company has appointed Mr. Martinho Ferrao, Practising Company Secretary (Membership No. F6221 and Certificate of Practice No. 5676) as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him, after completion of the scrutiny of the remote e-voting and voting at the AGM, within 2 (two) working days of conclusion of the AGM of the Company. The Scrutinizer's decision on the validity of votes cast will be final. The results of the e-voting along with the Scrutinizer's Report will also be placed on the Company's website i.e. www.futurapolymers.in and also on the on CDSL website www.cdslindia.com and shall be simultaneously communicated to the Stock Exchanges where Company's Equity Shares are listed. The result of the e-voting will also be displayed at the registered office of the Company.
16. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email on mferraocs@yahoo.com.
17. The resolutions, if approved by the requisite votes of shareholders by means of electronic voting, shall be deemed to have been passed on the date of AGM, i.e. **29-05-2026**.
18. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode, during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of AGM. Members seeking to inspect such documents can send an email to pbkansara@futurapolymers.co.in mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect.
19. AGM is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and other applicable laws.
20. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Procedure for registering the e-mail addresses for obtaining the AGM Notice and remote e- voting and voting at the AGM instructions by the Members whose email addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form).

21. REGISTRATION OF EMAIL ADDRESSES:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company’s mail pbkansara@futurapolyesters.co.in & RTA email id service@satellitecorporate.com.
- b) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company mail id pbkansara@futurapolyesters.co.in & RTA email id service@satellitecorporate.com.

22. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins on **26-05-2026 at 09:00 a.m. IST and ends on 28-05-2026 at 5:00 p.m. IST** and during AGM till the conclusion of the meeting. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **22-05-2026** may cast their vote electronically and that a person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit and click www.cdslindia.com on Login icon and select New System Myeasi.

59TH ANNUAL REPORT 2019-2020

Type of shareholders	Login Method	
Individual Shareholders holding securities in Demat mode with CDSL Depository	2.	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.
	3.	If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home / EasiRegistration
	4.	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1.	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2.	If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting .

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. The shareholders should log on to the e-voting website www.evotingindia.com
- vii. Click on “Shareholders” module.
- viii. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by
- ix. Next enter the Image Verification as displayed and Click on Login.
- x. If you are holding shares in Demat form and had logged on to and www.evotingindia.com voted on an earlier voting of any company, then your existing password is to be used.
- xi. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field

59TH ANNUAL REPORT 2019-2020

- xii. After entering these details appropriately, click on “SUBMIT” tab.
- xiii. Shareholders holding shares in physical form will then directly reach 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.
- xiv. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xv. Click on the EVSN for **Futura Polyesters Limited**
- xvi. 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.
- xvii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xviii. 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.
- xix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xx. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xxi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xxii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xxiii. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxiv. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for remote e-Voting or sending a request at helpdesk.evoting@cdslindia.com
- xxv. Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; pbkansara@futurapolyesters.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xxvi. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533 or to the Company at pbkansara@futurapolyesters.co.in.

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

- I. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- IV. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- V. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- VI. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- VII. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VIII. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- IX. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least **2 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at pbkansara@futurapolyesters.co.in. The shareholders who do not wish to speak

during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at pbkansara@futurapolyesters.co.in. These queries will be replied to by the company suitably by email.

- X. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

24. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

- I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- III. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

25. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- I. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

59TH ANNUAL REPORT 2019-2020

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

26. Other Instructions:

- I. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, there after unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of

the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.futurapolymers.in and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to Bombay Stock Exchange, where the shares of the Company are listed.

By order of the Board of Directors
Futura Polymers Limited

Shyam. B. Ghia
Chairman & Managing Director
DIN: 00005264

Place: Mumbai
Date: 6th April, 2026

Registered Office: 212, Panchratna Building
Opera House, Charni Road (East),
Mumbai 400004.

DIRECTORS' REPORT

To

The Members,

Your Directors submit the 59th Annual Report of the Company along with the Audited Statement of Accounts (**Discontinued Operations**) for the period ended 31st March 2020.

1. FINANCIAL RESULTS:

(Rupees)

Particulars	2019-2020	2018-2019
Gross Profit/(Loss) before interest & Depreciation	-	-
Interest	-	-
Depreciation	-	-
Operating Profit / (Loss)	-	-
Profit / (Loss) before tax	(200,582,816)	590,786,236
Excess Provision of earlier years	-	-
Provision for Fringe benefit tax	-	-
Provision for wealth-tax	-	-
Deferred Tax Adjustment	-	-
Provision for taxation	-	-
Profit / (Loss) after tax	(200,582,816)	590,786,236

2. DIVIDEND:

Your Directors do not recommend any dividend for the year under review due to the loss suffered by the Company.

3. RESERVES:

During FY 2019-20, due to loss no amount has been transferred to any reserves.

4. FINANCIAL PERFORMANCE AND STATE OF THE COMPANY 'S AFFAIRS:
Operations

The turnover of the Company during the financial year ending 31st March, 2020 was Rs. Nil which was the same as previous financial year ending 31st March, 2019. The Company faced severe financial crisis and suspended its operations partially in midway through financial year 2012 - 13 and further all operations were suspended with effect from 29th December 2012.

The Company's land is located at Manali Chennai. This place is about one and half hours away from the city center where only industrial activity goes on. The land was acquired by the Company in the 1970's with the condition to set up industrial activity.

In the earlier financial year, the Company approached the concerned authorities for Corporate Debt Restructuring ("CDR") for Restructuring of its debts. However the CDR was granted only to the Company sometime in May 2012. Though serious efforts were made to comply with the norms and conditions of the CDR, it could not be put into effect thereby losing valuable time and financial

resources of the Company. This resulted in making the operations of the Company becoming permanently unviable. As the Company could not continue its operations, it started losing its personnel and employees. However, with temporary hired personnel, the Company has attempted to retrieve its books of accounts and other books and despite the present adverse circumstances, the Company has completed its accounts for the year ended 31st March 2020.

Every effort is being made to present accounts for the remaining financial years.

Important and significant steps taken by the Company during this financial year are as under:

- The Company has obtained the approval of Chennai Metropolitan Development Authority (CMDA) for dividing the plot of land situated at Chennai Manali in the state of Tamil Nadu, into separate saleable plots of land. As per approval the Company has sold partial land.
- Various litigations filed against the Company were defended in the courts of law. In particular, the Company was defending a winding up petition vide the order of the Hon'ble High Court dated 22nd June 2018, the Company was ordered to be wound-up with the Liquidator asked not to take any action. The Company successfully appealed to the Bench of the Hon'ble High Court against the order of the Hon'ble High Court and the winding up order was set aside upon signing consent terms of the Petitioner and the Company vide its order dated 2nd April 2019.

59TH ANNUAL REPORT 2019-2020

- Meetings were held with joint lenders to explain the financial position of the Company and to request for some time for the repayment of its debts to the lenders. Most lenders have responded positively to the proposal of the Company.

Your directors were working under tremendous pressure of limitations of time and opportunity to achieve the goal of realizing moneys to pay workers, creditors and others. The directors were and are in tremendous pressure to meet the deadlines of creditors and various requirements of law, with the project going. In our opinion GSPL has done away tedious and cumbersome job in the best possible way.

Many events and changes have occurred in the State of Tamil Nadu in the year 2012- 2013 onwards like Natural Calamities, political upheavals, disturbances arising out of politics whose after effects lasted for several months. The political uncertainty and getting of approvals and permissions was and is extremely difficult and time consuming. In the business of real estate, prices often keep on changing this was one such venture because susceptible to this dynamics. Schedule changes to be made to the understanding between GSPL and company accommodate the changing environment.

The Company had been in discussions with its consortium of secured lenders comprising Bank of India, State Bank of India, Union Bank of India, Indian Bank, Reliance Assets Reconstruction Company Limited (Canara Bank), IDBI Bank Limited, Axis Bank Limited and UCO Bank (Phoenix ARC Pvt. Ltd.) for settlement of its outstanding secured borrowings. During the year, preliminary OTS terms were being discussed, however the settlement could not be concluded due to challenges in determining the guideline value of the Chennai Manali land and other procedural issues. As disclosed in the Material Changes section of this Report, a final OTS was accepted by all consortium lenders in March 2025 at Rs.243.45 Crores, the full payment was made on 23rd June 2025, No Dues Certificates have since been received from all lenders, and the Company's banking account was converted to a regular current account on 18th February 2026 upon lifting of the debit restrictions. The secured bank obligations of the Company stand fully and finally discharged.

As on the date of signing the Directors' Reports, the Company has obtained No Dues Certificates (NDCs) from all the consortium secured lenders (Bank of India, Phoenix ARC Pvt. Ltd., Reliance ARC Ltd., Union Bank of India, IDBI Bank Ltd., Canara Bank, Axis Bank Ltd., and State Bank of India). This confirms that the OTS of Rs.243.45 Crores paid on 23rd June 2025 has been

accepted and acknowledged by all lenders in full and final settlement. The secured loan obligations of the Company are now extinguished.

5. EXPLANATION & COMMENTS ON AUDITORS REPORT:

Management perception and explanations/clarifications to opinion of the Auditor in the Auditor's Report dated 28th September, 2020, by the Board of Directors is given below:

- The Company is continuing with the assessment of alternate plans to revive the operations of the Company;
- Based on the certificate of bankers, liability has been recorded in the books of account of the Company. The impact of the loss to the Company will be computed at the time of final settlement with the bankers. In the consortium of 9 (nine) bankers, 2 (two) banks are charging interest to the Company whereas the remaining banks are no longer charging interest.
- The provision of interest on amounts payable to workers is a subject of on-going negotiations, however the same will be provided as and when necessary.

6. SHARE CAPITAL:

During FY 2019-20, the Company has Authorized Share Capital of Rs. 80,00,00,000 Equity Share Capital divided into 8,00,00,000 Equity Share of Rs. 10/- each and Paid Share Capital of Rs. 5,48,716,790/- divided into 5,48,71,679 Equity Shares of Rs. 10/- each and 9% Cumulative Redeemable 19,89,000/- Preference shares of Rs. 100/- each aggregating to Rs. 19,89,00,000/-.

The equity shares of the Company have been suspended from trading on BSE Limited since 21st March 2013 on account of non-compliance of Listing Agreement conditions.

7. SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE OF THE COMPANY:

The Company does not have any Subsidiary, Associate and Joint Venture at present.

8. PUBLIC DEPOSITS & DEPOSITS AND LOANS:

As on 31st March, 2020, the Company had an aggregate sum of Rs.13.24 lakhs as fixed deposits from public / its shareholders. The total number of depositors who have not claimed their deposits on maturity was 57 and the amount that remained unclaimed as on 31st March, 2020 is Rs. 13.24 lakhs. The Company has not accepted any fresh deposits nor renewed any deposits during the period under review. The Company has repaid to all the fixed deposit holders who have claimed and sought payment.

9 INSURANCE:

The Company's plant and machineries, stores, inventories have been disposed of and since the Company does not carry on any operations, no insurance have been provided.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the operations of the Company forms part of this Annual Report.

11. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

Since the Company does not carry on any operation, the relevant disclosure is not applicable to the Company.

12. CORPORATE GOVERNANCE:

As required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, Corporate Governance annexed to this report.

13. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR):

Your Company does not fall under top 1000 Companies as per Market Capitalization, hence no annexure for Business Responsibility and Sustainability Report enclosed.

14. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Provisions of section 135 of the Companies Act, 2013, is not applicable to the Company, hence no annexure for CSR is enclosed with this report.

15. DIRECTORS & KEY MANAGERIAL PERSONNEL:

The Board consists of Mr. Shyam B. Ghia - Chairman & Managing Director, Mr. Mukund D Dalal, - Joint Managing Director and Mr. M. V. Gopinath, as Independent Director.

Mr. K V K Murthy (DIN-2636888) the Independent Director passed away in the month of July 2019.

The details of familiarization programme for Independent Directors during the financial year 2019-2020, have not been disclosed on website of the Company, since no programmes were conducted during the year.

16. MEETINGS OF THE BOARD:

During the financial year 2019-20, the Company has held Seven Board Meetings from 01st April, 2019 to

31st March, 2020 as follows; 3rd April 2019, 19th June, 2019, 2nd August, 2019, 2nd November, 2019, 5th December, 2019, 22nd January, 2020 and 11th March, 2020.

17. KEY MANAGERIAL PERSONNEL (KMP):

As on 31st March, 2020, details of Key Managerial Personnel under the Companies Act, 2013 are given below:

Sr. No.	Name of the Person	Designation
1.	Shyam Bhupatirai Ghia	Chairman & Managing Director
2.	Mukund Dharamdas Dalal	Jt. Managing Director
3	Gopinath Madhavan Nair	Independent Director

18. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

No Company's policy on Directors' appointment and remuneration and other matters was updated as Section 178(3) of the Act due to no operation of the Company's management and hence no disclosure of Policies Salient Features are given in this report as well as the Report on Corporate Governance, which is a part of this Report.

19. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions of section 134(3) (c) and 134(5) of the Companies Act, 2013 ("the Act"), your Directors hereby state as under:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis; and

59TH ANNUAL REPORT 2019-2020

- (e) the Directors, in the case of a listed company, has to laid down internal financial controls to be followed by the company and that such internal financial controls shall be adequate and were operating effectively, but since there is no operation in the Company no such internal financial controls system is been followed by the Company.
- (f) the Directors had tried their best to devised proper systems to ensure compliance with the provisions of all applicable laws despite facing challenges as explained in this report, however due to various restrictions we were not able to follow proper systems for operating effectively.

20. INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY:

Since the Company does not carry on any operation, the relevant disclosure is not applicable to the Company.

21. FAMILIARIZATION PROGRAMMED FOR INDEPENDENT DIRECTOR:

Since the Company was not able to appoint proper Independent Directors on the Board and carry the management work properly no such programs were conducted during the year.

22. EVALUATION:

The annual evaluation process of the Board of Directors, individual Directors and Committees was not been conducted, since there is no proper Board Composition and Committees as per the provisions of the Act and the SEBI Listing Regulations.

23. VIGIL MECHANISM:

No working of such Committee was done during the year, since there was no Audit Committee due to proper number of Independent Director was not appointed despite the efforts of the existing management comply with the provisions of Act and Regulations.

24. SECRETARIAL STANDARDS:

Your Company has tried their best to comply with the Acts, Rules, Standards and Regulations but due to many restrictions, the management has fall short to comply the entire provisions. But we are looking forward to coordinate with the respective Authorities to get non-compliances sorted and compounded.

25. STATUTORY AUDITORS

Members appointed Statutory Auditors M/s, LLB & Co. Chartered Accountants in their Annual General Meeting held on 22nd January 2020 for the Audit of Financial Year ended 31st March, 2020.

26. NOMINATION AND REMUNERATION COMMITTEE & STAKEHOLDERS RELATIONSHIP COMMITTEE:

No proper Nomination and Remuneration Committee was formed during the year under review due to non-appointment of required Independent Director in the Company & Stakeholders. Relationship Committee was formed during the year comprising of Mr. M. V. Gopinath - Chairman, Independent Director, Mr. Shyam B. Ghia, Chairman & Managing Director and Mr. Mukund D. Dalal, Joint Managing Director as its members.

There was no complaint from any of the shareholders, no committee meeting was held during the year.

27. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

The necessary order was passed by the Bombay High Court dated 1st April 2019 and order dated 22nd June, 2018 was set aside to enable the Banks to issue NOC for the sale of the land of the Appellant at Chennai. However the valuation process for determining guideline value in respect of Land at Chennai Manali is at present posing challenges for the finalization of a favorable conclusion. The Company has appealed to the concerned authorities and the Hon'ble High Court by way Writ Petitions whose outcome is awaited.

28. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Following are the details of the loans availed by the Company during this financial year:

Particulars	Amount
M/s. Bhupati Investments & Finance Pvt Ltd	Rs.104.30 Lakhs
Mr. Shyam B. Ghia	Rs. 58. 70 Lakhs

The Company has not given any loan or issued any guarantee during this financial year.

29. RELATED PARTY TRANSACTIONS:

Name of Related Party	Nature of Contract	Nature of Relationship
M/s Bhupati Investments & Finance Pvt Ltd	Rs. 104.30 Lakhs	Company in which KMP have significant influence
Mr. Shyam B. Ghia	Rs. 58.70 Lakhs	KMP
Deposit/ Amount outstanding	Rs. 380.43 Lakhs	KMP
Deposit/ Amount outstanding	Rs. 6739.80 Lakhs (without ITIL) Rs. 7398.12 Lakhs (With ITIL)	Company in which KMP have significant influence

30. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has not paid the annual listing fees for the financial year 2019-20 to the BSE Limited where the shares of the Company are listed. BSE Limited has suspended the trading of the equity shares of the Company.

31. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION PROHIBITION AND REDERESSAL) ACT 2013:

During the year under review there were no employees in the Company.

32. COST AUDITORS:

As the Company does not have operations, hence, the requirement of maintaining of the cost records of the Company does not arise.

33. INDUSTRIAL RELATIONS:

The Company is in the process of arriving at a settlement with the labour union of its workmen at Chennai. The Directors wish to place on record their appreciation for the co-operation extended by the ex-workmen of the Company.

34. COMPLIANCE CERTIFICATE:

A certificate from the auditors of the Company regarding compliance of conditions of corporate

governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 is attached to this report.

35. PERSONNEL:

In terms of Section 203 read with the Companies Appointment and Remuneration of Managerial Personnel of Rules, 2014 as amended, none of the Company's employees was in receipt of remuneration aggregating to Rs. 60,00,000/- or more per annum or Rs. 5,00,000/- or more per month during the period under review.

36. CONTINGENT LIABILITY:

The contingent Liability not provided for in the books of account of the company amount to Rs. 16,601.38 Lakhs.

37. RISK MANAGEMENT:

The Company's risk management is continuous process and periodically evaluate various risk encountered by the business and seeks to upgrade the risk management process

38. INDEPENDENT DIRECTORS:

The company has received necessary Declaration Form from the Independent Director u/s 149(7) of the Act, and the same meets the criteria of their independence.

39. AUDIT COMMITTEE:

The Audit Committee (upto 30-07-2019) consist of Mr. KVK Murthy ((Independent Director) as Chairman, Mr. Shyam B. Ghia and Mr. Mukund D. Dalal are Committee Members. With the demise of Mr. K.V.K Murthy as Chairman being a Independent Director, the board has since appointed Mr. M. Gopinath (Independent Director) as Chairman of the Audit Committee. Due to no proper Independent Directors in the Committee the Audit stands not in order as per SEBI (LODR), Regulations, 2025.

40. SECRETARIAL AUDIT:

Secretarial Audit Report as provided by Mr. Martinho Ferrao of M/s. Ferrao MSR & Associates, Practicing Company Secretary, is annexed to this Report.

The Secretarial Audit Report does contain qualifications, reservations or adverse remark as explained below:

59TH ANNUAL REPORT 2019-2020

Sr. No.	Secretarial Auditors Comments	Directors Explanation
1	<i>Substantial forms as per Companies Act, 2013 to be filed with the Ministry of Corporate Affairs (MCA) was not filed.</i>	<p>Various litigations filed against the Company were defended in the courts of law. In particular the Company was defending a winding up petition and vide the order of the Hon'ble High Court dated 22nd June 2018, the Company was ordered to be wound-up with the Liquidator asked not to take any action. The Company successfully appealed to the Bench of the Hon'ble High Court against the order of the High Court and the winding up order was set aside upon signing consent terms of the Petitioner and the Company vide its order dated 2nd April 2019. Since the Company's management during the winding up petition was in the hands of official liquidator, the current management was able to comply with any of the provisions of Companies Act, SEBI Laws and others Acts.</p>
2	<i>The Company has maintained registers/ records and updated entries therein except part of registers are required to be updated according to the transactions in the Company.</i>	
3	<i>Secretarial Standard on Meetings was not compiled.</i>	
4	<i>The requirement of minimum number of Board Meetings and the time gap between two meetings as per Section 173 of the Companies Act, 2013 and Regulation 17(2) of the listing Regulation, 2015, not complied.</i>	
5	<i>The Company has delayed in conveying the Annual General Meeting of its Members for the financial year ended 31st March, 2019, under section 96 of the Companies Act, 2013, which resulted in delay in connected compliances under provisions of chapter IX of the Companies Act 2013 pertaining to accounts of companies;</i>	
6	<i>The Company has failed to transfer Rs. 19 Lacs to the Investor Education and Protection Fund under section 125 of the Companies Act, 2013. The Company has defaulted in repayment of dues of the financial institution/ bank.</i>	
7	<i>The Company delayed to comply with provisions of section 92 of the Companies Act, 2013 and connected rules framed thereunder pertaining to the preparation and filing of the Annual Return for the financial year 2018-19 within the prescribed period.</i>	
8	<i>The Company has not obtained necessary documents from vendors to verify their MSME registration status under the MSMED Act, 2006. As a result, we could not verify related disclosures, including interest liability on delayed payments to MSME vendors. Hence, we are unable to examine it.</i>	
9	<i>The notice, agenda, notes to agenda for committees meetings were not produce for the Audit;</i>	
10	<i>The Company has failed to appoint an Internal Auditor under section 138 of the Companies Act, 2013, and connected rules framed thereunder;</i>	
11	<i>The Company has formed the Nomination and Remuneration Committee and Stakeholders Relationship Committee. However, the composition of Nomination and Remuneration Committee and Stakeholders Relationship Committee is not in accordance with section 178 of the Companies Act, 2013 and regulation 19 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, in absence of required number non-executive directors;</i>	
12	<i>The Company has formed the Audit Committee. However, the company has defaulted in compliances connected to the composition of Audit Committee as such pursuant to sub section 2 of section 177 of the companies Act 2013 and regulation 18 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 in the absence of a required number independent directors;</i>	
13	<i>The Company has not complied with Regulation 18(2)(a) of The Listing Regulations, 2015 with respect to minimum number of Audit Committee Meetings and the time gap among the meetings during the period under review.</i>	
14	<i>Non submission of Compliance Certificate under regulation 7(3) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 certifying maintaining physical & electronic transfer facility to BSE Listing Centre.</i>	
15	<i>Non submission of quarterly statement of investor complaints as required under regulation 13 sub-regulation (3) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;</i>	
16	<i>The Company has not complied with:</i>	

Sr. No.	Secretarial Auditors Comments	Directors Explanation
A	The optimum combination of executive and non-executive director pursuant to regulation 17(1) (a) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;	
B	Appointment of a woman director as required by section 149(1) of the Companies Act, 2013 and regulation 17(1)(a) of Securities Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015;	
C	Constitution of Board with a minimum requirement independent directors in accordance with provisions of section 149(4) of the Companies Act, 2013 regulation 17(1)(b) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;	
D	The Company has not submitted quarterly compliance report on corporate governance as required under the Regulation 27(2) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.	
E	The company has not complied with Regulation 33 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, pertaining to preparation and, submission of financial results either quarterly or annually w.r.t approval and timely filing and subsequent publication of the same in accordance with Regulation 47 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.	
F	There is a delay in filing the shareholding patterns, as per the requirements of Regulation 31 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.	
G	The payment of Annual Listing Fees for the financial year 2019-20 to BSE is pending. The trading in the securities of the Company has been suspended from BSE Limited w.e.f. 21 st March 2013 on account of non-compliance of clauses of Listing Agreement and suspension still continues.	
H	Placing periodic compliance reports, certificates and information before the board of director and sub-regulation (7) and (8) of regulation 17 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.	
I	Appointment of Chief Financial Officer and Company secretary as prescribed under the section 203 of the Companies Act, 2013 and appointment of company secretary as officer pursuant to regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and connected compliances therein.	
J	Formulation of plans for an orderly succession for to the Board of Director and senior management pursuant o regulation 17(5) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015,	
K	Formulation of policy on the preservation of documents as per regulation 9 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.	
L	Establishment of Vigil Mechanism for directors in accordance with section 177(9) of the Companies Act, 2013 and regulation 22 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 there being no employees except directors of the Company	
M	Formulation of risk management policy under listing agreement and Constitution of Risk Management Committee for implementation of risk management plan and procedure in accordance with regulation 21 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as the company has stopped its business operations indefinitely.	

59TH ANNUAL REPORT 2019-2020

Sr. No.	Secretarial Auditors Comments	Directors Explanation
N	<i>The formulation of policy on materiality of related party and related party transactions entered by the Company during the financial year is not approved by the Audit Committee of the Company as per section 177 of the Companies Act, 2013 and regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.</i>	
O	<i>Substantial intimation of corporate actions and disclosure of event or information to BSE was delayed or was not done under various regulations of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.</i>	
P	<i>Website-related disclosures under various clauses of Companies Act, 2013 and norms of the website of the Company under Regulation 46(2) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 was not done, though the company has maintained its website.</i>	
Q	<i>The Board of Directors of the Company is not constituted properly with balance of Executive Directors, Non-Executive Directors and Independent Directors.</i>	
R	No Committee meetings and Independent Directors meetings were held during the year.	
S	No adequate systems and processes in the Company since there is no operations in the Company, hence no monitoring was done to ensure compliance with applicable laws, rules, regulations and guidelines	
T	<i>The Company has not complied with various provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with respect to the formulation of procedures, code of conducts or appointed chief investor relation officer as the company has no employees and the trading of the Company's security is suspended on exchange.</i>	

41. EXTRACT OF ANNUAL RETURN:

The Annual Return in Form MGT-7 for the financial year ended 31st March, 2020 is available on the website of the Company at <https://futuraapolyesters.in/>

42. DIVIDEND DISTRIBUTION POLICY:

Provisions of 43A of SEBI (LODR), Regulations, 2015, are not applicable to the Company; hence no policy is attached with this report.

43. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

An amount of Rs. 19.01 Lakhs which was required to be transferred to the Investor Education and Protection Fund has not been transferred. We have already explained this matter in this Directors Report at point number 40.

44. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Act (including any statutory modification(s) or re-enactment(s) for the time being in force).

45. MATERIAL CHANGES WHICH OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR ENDED 2020 AND THE DATE OF THIS REPORT:

Pursuant to Order dated 22nd June 2018, the High Court of Judicature at Bombay had passed an Order to wind up the Company on the ground that the Company is unable to discharge its debts. Consequently:

1. The Official Liquidator took over possession of the books of account and all other statutory records of the Company on 20th November 2020.
2. Pursuant to Order dated 16th March 2022 (pronounced on 12th September 2022) by the High Court of Judicature at Bombay, the Company petition for winding up was transferred to the National Company Law Tribunal (NCLT).
3. Pursuant to the Order dated 1st August 2023, the NCLT Mumbai Bench disposed of the matter under Section 9 of the Insolvency and Bankruptcy Code, 2016 by withdrawing the Corporate Insolvency Resolution Process (CIRP) Order passed against the Company.
4. Pursuant to the order dated 13th October 2023, of the High Court of Judicature at Bombay and based on the Official Liquidator's Report No.142 of 2023, the winding-up petition was disposed off.

The Company received back peaceful possession of its registered office and all the assets and records from the Official Liquidator on 19th October 2023.

5. In March 2025, Bank of India, Phoenix ARC Private Limited, Reliance Assets Reconstruction Company Limited, Union Bank of India, IDBI Bank Limited, Canara Bank, Axis Bank Limited and State Bank of India accepted the Company's One-Time Settlement (OTS) offer for Rs.243.45 Crores as against outstanding secured bank dues. Accordingly, on 23rd June 2025, the Company paid the full OTS dues to all Consortium secured lenders.
6. The Company has obtained No Dues Certificates from all the Consortium lenders confirming that the OTS has been accepted in full and final settlement and the secured loan obligations of the Company stand fully discharged.
7. On 18th February 2026, the Company's banking

account was converted to a regular current account upon lifting of the debit freeze, which had been in operation during the OTS process. The Company's banking facilities are now fully operational, enabling the Company to discharge its pending statutory and legal obligations..

46. ACKNOWLEDGEMENTS:

The Board of Directors wishes to place on record its gratitude for the continued support of government and regulatory authorities, banks, its members, etc. towards the Company.

Registered Office: For Futura Polyesters Limited
212, Panchratna Building,
Opera House, Charni Road (East),
Mumbai – 400004.

Place: Mumbai
Dated: 6th April, 2026

Sd/-
Shyam. B. Ghia
Chairman & Managing Director
DIN:0005264

59TH ANNUAL REPORT 2019-2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT 2019-2020

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2020.

Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The Company undertakes no obligation to publicly update or revise any of the opinion or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS OF THE COMPANY AND THRUST OF THE BUSINESS:

Futura is currently selling its freehold land available where originally the Company had its manufacturing unit. The freehold land is the only asset remaining as on existing source of funds in order for Company to sell and pay off its creditors.

2. BUSINESS PERFORMANCE AND SEGMENT REPORTING:

The revenue of the Company from discontinued operations during the financial year ended 31st March, 2020 was Nil. The Company faced severe financial crisis and suspended its operations with effect from 29th December 2012.

3. OUTLOOK, RISKS, CONCERNS, OPPORTUNITIES AND THREATS:

The Company was unable to discharge its debts, hence decided to disposed off its freehold land held at Chinnasekkadu Village, Manali, Thiruvottiyur Taluk, Chennai - 600 068. The Company has a land of 211.14 acres which it was unable to sell as a single lot hence, Company on receipt of the Order from Chennai Municipal Development Authority (CMDA) converted into various plots. Accordingly, as on 31st March, 2026, the Company has disposed off 170.18 acres land and balance land 40.96 acres are available for disposal. The Company is in the process of transferring this land in due course.

In the previous financial years, the Company approached the concerned authorities for Corporate Debt Restructuring ("CDR") for Restructuring of its debts. However the CDR was granted only to the Company sometime later. Though serious efforts were made to comply with the norms and conditions of the CDR, it could not be put into effect thereby losing valuable time and financial resources of the Company. This resulted in making the operations of the Company becoming permanently unviable. As the Company could not continue its operations, it started losing its personnel and employees. However, with temporary hired personnel, the Company has attempted to retrieve its books of account and other books and despite the adverse circumstances, the Company has completed its accounts for the year ended 31st March 2025.

4. ADEQUACY OF INTERNAL FINANCIAL CONTROL:

Despite various challenges the Company has tried to place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale complexity of its operations and financial situation of the Company.

5. HUMAN RESOURCE DEVELOPMENT:

During the year under review due to various court cases and uncertain future of the Company no employee were employed on the pay roll of the Company.

A settlement is being arrived at with workmen at Chennai. The Directors wish to place on record their appreciation for the co-operation extended by the Ex-Workmen.

6. SEGMENT-WISE PERFORMANCE:

The Company was into single reportable segment.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The total income of the Company for the year ended 31st March, 2020 stood at Rs. 2005.83 lakhs as against Rs. 5907.86 lakhs in the previous financial year ended 31st March, 2019.

8. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

The Net worth of the Company as at the Financial Year ending on 31st March, 2020 is Rs. (39621.20) lakhs as compared to Rs.(37493.14) lakhs as at the end of previous financial year ended on 31st March, 2019.

9. DISCLOSURE OF ACCOUNTING TREATMENT:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 read with Section 133 of the Companies Act, 2013.

10. COMPLIANCE:

During the year under review due to various court cases the Company was not in the position to comply with various statutory laws but the Directors tried their best to keep in line with various provisions.

11. CAUTIONARY STATEMENT:

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

Registered Office:

212, Panchratna Building,
Opera House, Charni Road (East),
Mumbai - 400 004.

Place: Mumbai
Dated: 6th April, 2026

For Futura Polyesters Limited

Sd/-
Shyam B. Ghia
Chairman & Managing Director
DIN:0005264

Annexure to the Board Report
CORPORATE GOVERNANCE REPORT FOR FINANCIAL YEAR FROM 01ST APRIL, 2019 TO 31ST MARCH, 2020

As required under the Guidelines of Corporate Governance stipulated under Securities & Exchange Board of India (Listing Obligation and Disclosure requirements) Regulations, 2015, the report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Our Company is committed to achieving high standards of corporate governance recognizing the fact that management is accountable to all stakeholders for good governance. Some of the essential elements of good governance are fairness, ethics, transparency, accountability and responsibility.

We will make every effort in raising the standards of corporate governance and will constantly review systems and procedures in order to keep pace with the changing economic environment.

2. BOARD OF DIRECTORS:
i. Composition of the Board of Directors

The Board of the Company comprises of 3 Directors with a combination of 2 Executive Director and 1 Independent Director. Directors include Chairman & Managing Director, Jt. Managing Director and Independent Director. Mr. Shyam B. Ghia, Chairman & Managing Director, is Chairman of the Board.

The Directors are eminent industrialists / professionals with experience in industry/business/ finance and bring with them the reputation of independent judgment and experience, which they exercise, and also satisfy the criteria of independence.

The Company has been unable to comply with the requirements of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as regards the composition of the Board, mainly due to non-availability of directors to act as such.

Notes:

- 1) The Directors are not related inter-se, nor are they related to any other Directors of the Company. Presently the Company does not have any Stock Option Scheme.
- 2) No Commission is paid for the period under review.

ii) Number of Board Meetings

Seven Board Meetings were held during the period under review from 01st April, 2019 to 31st March, 2020 on 3rd April 2019, 19th June, 2019, 2nd August, 2019, 2nd November, 2019, 5th December, 2019, 22nd January 2020 and 11th March, 2020.

iii) Details of Directors attendance at the Board meeting of the Company from 1st April, 2019 to 31st March, 2020 and the last Annual General Meeting.

Name of Director	Category of Director	Relationship inter-se	No. of Board Meetings attended during the period	Attendance in last Annual General Meeting
Mr. Shyam B. Ghia	Executive/ Promoter	None	7	Yes
Mr. Mukund.D.Dalal	Executive/ Promoter	None	7	Yes
Mr.K.V.K. Muthy*	Non-Executive-Independent	None	Absent	Absent
Mr. Gopinath Madhavan Nair	Non-Executive - Independent Director	None	4	Yes

*Mr. K V K Murthy passed away on 30th July, 2019

Details of Directors of other Company from 01 st April, 2019 to 31 st March, 2020.	No. of Directorship in other Board	No. of Membership of other Board Committees	No. of Chairmanship of other Board Committees
Mr.Shyam B. Ghia	1	4	NII
Mr.Mukund D. Dalal	1	0	0
Mr. K.V.K Murthy*	NIL	0	0
Mr. Gopinath Madhavan Nair	NIL	0	0

*K V K Murthy passed away on 30th July, 2019

59TH ANNUAL REPORT 2019-2020

Notes:

- a. The number of Directorship, Committee Membership(s) Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- b. Number of shares and convertible instruments held by non-executive directors are Nil.

iv) INDEPENDENT DIRECTORS:

The Independent Directors of the Company have been appointed in terms of the requirements of the Companies Act, 2013 and the Listing Regulations. The Company has received declaration from the Independent Directors confirming that he meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1) (b) of the Listing Regulations. Mr. K V K Murthy passed away in 30th July 2019 and the place of Independent Directors was vacated. The Company during the year appointed Mr. Gopinath Madhavan Nair as a Non-Executive Independent Director. The Company has also obtained declarations from the Independent Director pursuant to Section 149 (7) of the Companies Act, 2013.

v) SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

There is no Separate Meeting of the Independent Directors was held during the year under review.

vi) FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

Since there is no business and operation in the Company, there was no such program took place.

vii) MAXIMUM TENURE OF INDEPENDENT DIRECTOR:

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015.

viii) FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS:

The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

ix) PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

Since there is no business and operation in the Company, there was no such evaluation took place.

x) LINKS ON WEBSITE OF THE COMPANY:

No Policies are updated on site

xi) COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the members of the Board.

Due to No proper Independent Directors in the Committees its stands not in order as per SEBI (LODR), Regulations, 2025.

3. AUDIT COMMITTEE:

The Audit Committee comprises of Mr. K.V.K. Murthy, (Independent Director), Mr. Shyam B. Ghia and Mr. Mukund D. Dalal. Mr. K.V.K. Murthy (Independent Director) was the Chairman of the Committee. Mr. K V K Murthy passed away on 30th July 2019.

4. STAKE HOLDERS RELATIONSHIP COMMITTEE:

The Committee reviews and deals with complaints and queries received from the investors. It also reviews and deals with responses to letters received from the Ministry of Company Affairs, the Stock Exchanges and Securities and Exchange Board of India.

The Shareholders/Investors Grievance Committee comprises of Mr. Shyam B. Ghia and Mr. K.V.K Murthy as the members of Committee. Mr. K.V.K. Murthy, Independent Director was the Chairman of the Committee. Mr. K V K Murthy passed away on 30th July 2019.

No meetings of the Stake holders Relationship Committee were held during the financial year under review.

The Attendance of members at the meeting was: N.A.

The status of the complaints received from the investors is as follows.

Particulars of complaints	No of complaints
Complaints as on 1 st April 2019	Nil
Complaints received during the period 01-04-2019 to 31-03-2020	Nil
Complaints disposed off during the period 31 st March 2020	Nil

5. THE NOMINATION AND REMUNERATION COMMITTEE:
i. Composition and Category:

Remuneration Committee comprises of Mr. K. V. K. Murthy, Mr. Shyam B. Ghia and Mr. Mukund D. Dalal. Mr. K.V.K. Murthy, Independent Director was the Chairman of the Committee. Mr. K V K Murthy passed away on 30th July 2019.

The Company has not complied with the requirements of Regulation 19 of SEBI (LODR) as regards the composition of the Remuneration Committee.

ii. Number and attendance at each Remuneration Committee Meetings:

During the Period from 01st April, 2019 to 31st March, 2020, no remuneration committee meeting was held.

6. DETAILS OF COMPLIANCE OFFICER:

The Company Secretary of the Company has resigned w. e. f. 16th July, 2012 and no Company Secretary has been appointed during the period. The Board designated Mr. Shyam B. Ghia, Managing Director of the Company as the “Compliance Officer” of the Company.

7. SHAREHOLDER’S SERVICES:

During the financial under review the company has not received any complaints from investors. There were no complaints pending as on 31st March 2020.

VARIOUS POLICIES:
8. Vigil Mechanism Policy:

As per regulation 22 of the Listing Regulation 2015 the company should formulate Vigil Mechanism Policy for the employees and Directors of the company for raising concerns against frauds, illegal or unethical behavior from time to time and provide adequate safeguards against victimization.

The company has not formulated vigil mechanism policy for employees and Directors of the company during the financial year under review. However the company does not have any employee on pay roll during the financial under review.

9. Policy on Related Party Transaction:

As per regulation 23 of LODR 2015 the company should formulate materially related party transaction on dealing with related party transaction.

The Company has not formulated any policy on materially related party transaction. However the company did not have any materials transaction with the related party during financial under review.

10. GENERAL BODY MEETINGS:

Financial year	Date	Location of the meeting	Time
Annual General Meetings			
01/04/2016 to 31/03/2017	18 th March 2019	M. C. Ghia Hall, 4 th Floor, BhogilalHargovindas Bldg., 18/20, K. DubashMarg, Kala Ghoda, Mumbai – 400 001	12.00 p.m
Adjourned Meeting			
01/04/2017 to 31-03-2018	18-07-2019	M. C. Ghia Hall, BhogilalHargovindas Bldg., 4th Floor, 18/20, K. DubashMarg, Mumbai – 400 001	03.30 p.m
01/04/2018 to 31/03/2019	22-01-2020	Nano theatre, P.L. deshpande Maharashtra Kala Academy, Sayani Road Prabhadevi Mumbai -400025	12.30 p.m

** Special Resolution passed Nil

Comment on postal ballot resolution. N. A.

59TH ANNUAL REPORT 2019-2020

11. DISCLOSURES:

Disclosure on Materially significant related party transactions that may have material conflict with the interest of the Company at large.	Details are provided in Note no. 21(a) and (b) to the Notes forming part of the Accounts in accordance with provisions of Accounting Standard 18.
Disclosure of Accounting Treatment	The Company has followed the Accounting Standards prescribed by the Companies (Accounting Standard) Rules 2006 referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 in the preparation of the financial statements.
Disclosure of Risk Management	Since the Company is not carrying any production or sales operations and there are no employees, hence the Company has not devised a Risk Management Policy and in a view of the same, there is no subsequent disclosure.
Whether MD&A is a part of Annual Report or not.	Management Discussion and Analysis Report forms part of this Annual Report.
Details of Directors seeking Re-appointment as required under clause 49 IV(G)(i) of the Listing Agreement entered into with the Stock Exchange:	As required under the Listing Agreement, the particulars of Directors who were appointed /reappointed were pursuant to part of the notes to the Notice of Annual General Meeting held on 22 nd January 2020 .
Details of non-compliance by the Company, penalties, and structures imposed on the company by Stock Exchange or SEBI or any Statutory Authorities on any matter related to capital markets during the last 3 years.	<ol style="list-style-type: none"> 1) Trading in securities of the Company has been suspended w.e.f. the 21st March, 2013 on account of non-compliance with the provisions of the Listing Agreement. 2) Non-compliance with respect to composition of Board of Directors during the period under review. 3) Non-compliance with respect to composition of Audit committee during the period under review. 4) Non-compliance with respect to composition of Remuneration committee during the period under review. 5) Non-compliance with respect to Publishing and Filing of Quarterly Financial Results accompanied by Limited Review Report under Regulation 33 of the SEBI (LODR) Regulation, 2015. during Financial Year under review. 6) Non-compliance with respect to appointment of a Company Secretary as Compliance Officer under Regulation 6 of the SEBI (LODR) Regulation, 2015. 7) Non-compliance with respect to filing of half yearly Certificate from Practicing Company Secretary under Regulation 40(9) of the SEBI (LODR) Regulation, 2015. Due to CORONA the half yearly certificates of Practicing Company Secretary filed in the year 2024. 8) Noncompliance with respect to filing of Quarterly Compliance Report on Corporate Governance under Regulation 27 of the SEBI (LODR) Regulation, 2015. 9) Noncompliance with respect to norms of the Website of the Company under Regulation 46(2) of the SEBI (LODR) Regulation, 2015.
CEO / CFO Certification	As required under Regulations 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, there was no person holding position of CEO/CFO of the Company during the period or had not been appointed for the period under review. The certificates are duly signed by Mr. Shyam B. Ghia, Chairman and Managing Director of the Company and were placed at the Meeting before the Board.

Web link where policy for determining 'material' subsidiaries is disclosed	Not disclosed
Web link where policy on dealing with related party transactions is disclosed:	Not disclosed
Disclosure of commodity price risks and commodity hedging activities	NA
Details of Utilization of Funds Raised Through Preferential Allotment Or Qualified Institutions Placement As Specified Under Regulation 32 (7a);	NA
A certificate from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.	The Company has received certificate dated 26 th August, 2025, from Mr. Martinho Ferrao, Practicing Company Secretary, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate of Affairs or any such authority. The certificate is part of this Annual Report.
Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year	There were no instances during the financial year 2019-20, wherein the Board had not accepted recommendations made by any committee of the Board.
Disclosures In Relation To Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013	During the year there are no employees in the Company.
Compliance with Accounting Standard	In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules thereunder. The Significant Accounting Policies which are consistently applied have been set out in the notes to the financial statements.
Details With Respect to Demat Suspense Account/Unclaimed Suspense Account As Per Regulation 34(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015	There is no instance with respect to Demat Suspense account/unclaimed Suspense account.
Non-compliance of any requirement of Corporate Governance Report of sub paras (2) to (10) above, with reasons thereof shall be disclosed.	The Company faced severe financial crisis and suspended its operations partially in midway through financial year 2012 - 13 and further all operations were suspended with effect from 29 th December 2012. In the earlier financia year, the Company approached the concerned authorities for Corporate Debt Restructuring ("CDR") for Restructuring of its debts. However the CDR was granted only to the Company sometime later. Though serious efforts were made to comply with the norms and conditions of the CDR, it could not be put into effect thereby losing valuable time and financial resources of the Company. This resulted in making the operations of the Company becoming permanently unviable. As the Company could not continue its operations, it started losing its personnel and employees. Due to this situation the Company is not able to comply properly with various Acts, Rules and Regulations.

59TH ANNUAL REPORT 2019-2020

<p>The status of compliance with discretionary requirements of Part E of schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges:</p>	<p>The Company faced severe financial crisis and suspended its operations partially in midway through financial year 2012 - 13 and further all operations were suspended with effect from 29th December 2012.</p> <p>In the earlier financial year, the Company approached the concerned authorities for Corporate Debt Restructuring (“CDR”) for Restructuring of its debts. However the CDR was granted only to the Company sometime later. Though serious efforts were made to comply with the norms and conditions of the CDR, it could not be put into effect thereby losing valuable time and financial resources of the Company. This resulted in making the operations of the Company becoming permanently unviable. As the Company could not continue its operations, it started losing its personnel and employees.</p> <p>Due to this situation the Company is not able to comply properly with various Acts, Rules and Regulations.</p>
<p>Disclosures of the Compliance with Corporate Governance Requirements Specified in Regulations 17 to 27 and clauses (b) to (i) of Sub-Regulation (ii) of Regulation 46:</p>	<p>The Company faced severe financial crisis and suspended its operations partially in midway through financial year 2012-13 and further all operations were suspended with effect from 29th December 2012.</p> <p>In the earlier financial year, the Company approached the concerned authorities for Corporate Debt Restructuring (“CDR”) for Restructuring of its debts. However the CDR was granted only to the Company sometime later. Though serious efforts were made to comply with the norms and conditions of the CDR, it could not be put into effect thereby losing valuable time and financial resources of the Company. This resulted in making the operations of the Company becoming permanently unviable. As the Company could not continue its operations, it started losing its personnel and employees.</p> <p>Due to this situation, the Company is not able to comply properly with various Acts, Rules and Regulations.</p>
<p>Subsidiary Companies</p>	<p>The Company has no Subsidiary Companies during the period under review.</p>
<p>Certificate on Corporate Governance</p>	<p>A Compliance certificate from Mr. Martinho Ferrao, (Membership Registration No. 6221), Practicing Company Secretary, Mumbai pursuant to Schedule V of the Listing Regulations regarding compliance of conditions of Corporate Governance is attached.</p>

12. MEANS OF COMMUNICATION:

<p>Quarterly Results.</p>	<p>The Company has neither published nor filed Quarterly Results with BSE, during the Financial Year under review.</p>
<p>Newspapers in which results are normally published in.</p>	<p>Not published for the said period under review.</p>
<p>Any website, where displayed.</p>	<p>The Company has recently placed a new website: www.futurapolyesters.in The Website is in compliance with the Listing Agreement Requirements./LODR</p>
<p>Email – id for investors Grievance</p>	<p>futuraho@futurapolyesters.co.in</p>
<p>Whether it also displays official news releases.</p>	<p>Yes</p>
<p>The presentations made to Institutional Investors or to the analysts.</p>	<p>No presentations were made to institutional investors or to the analysts during the Period under review.</p>

13. GENERAL SHAREHOLDER INFORMATION:

AGM: Date, Time and Venue	DATE: Friday the 29 th May, 2026 TIME: 10.30 a.m. VENUE: Video Conference
Financial Year	From 1 st April, 2019 to 31 st March, 2020.
Date of Book Closure	NA
Dividend payment date	N.A.
Listing on Stock Exchange	The Scrip of the Company is suspended on Bombay Stock Exchange Limited (BSE) on 21 st March, 2013.
Stock Code (Physical & Demat)	500720 (Suspended)
Payment of listing fees	Pending
Adoption of Quarterly Results for the quarter ending	
First Quarter Results (June30, 2020)	Not disclosed
Second Quarter and Half Year Results (September 30, 2020)	Not disclosed
Third Quarter and NineMonths Results (December31, 2020)	Not disclosed
Approval of Annual Account (March 31, 2021)	Tentatively shall be approved in Financial year 2025
Stock Code/Scrip Code	500720
ISIN Number	INE564A01017
CORPORATE INFORMATION	
Corporate Identity Number (CIN)	L65192MH1960PLC011579
Company Registration Number	011579
Name of Depositories & Annual Custodial Fees	NSDL Address: 4 th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 The Company has paid the Annual Listing Fees of the Stock Exchanges and Annual Custodial Fees of the Depositories. CDSL Address: Marathon Futurex, A-Wing, 25 th floor, NM Joshi Marg, Lower Parel, Mumbai 400013 The Company has paid the Annual Listing Fees of the Stock Exchanges and Annual Custodial Fees of the Depositories.

Monthly Highest and Lowest Closing quotations of the Equity shares for the Period From 01st April, 2019 to 31st March, 2020 at BSE:

*No records found from the period 01st April, 2019 to 31st March, 2020 as the trading is suspended with effect from 21st March, 2023.

14. SENSEX information for the period 01st April, 2019 to 31st March, 2020:

Month	High	Low	Close
April, 2019	39487.45	38460.25	39031.55
May, 2019	40124.96	36956.10	39714.20
June, 2019	40312.07	38870.96	39394.64
July, 2019	40032.41	37128.26	37481.12
August, 2019	37807.55	36102.35	37332.79
September, 2019	39441.12	35987.80	38667.33
October, 2019	40392.22	37415.83	40129.05
November, 2019	41163.79	40014.23	40793.81
December, 2019	41809.96	40135.37	41253.74
January, 2020	42273.87	40476.55	40723.49
February, 2020	41709.30	38219.97	38297.29
March, 2020	39083.17	25638.90	29468.49

59TH ANNUAL REPORT 2019-2020

Registrar and Transfer Agents	Satellite Corporate Services Private Limited, CIN U65990MH1994PTC077057 Registered Office : A 106-107 Dattani Plaza, East West Indl Compound, Andheri-Kurla Road Safed Pool, Saki Naka, Mumbai – 400 072. Phone: 28520461, 28520462 Fax: 28511809. E-mail: service@satellitecorporate.com
Share Transfer System	Transfer of shares held in physical mode is processed by M/s Satellite Corporate Services Pvt. Ltd. and approved by the Jt. Managing Director pursuant to the powers delegated to him by the Board of Directors of the Company. The total numbers of equity share transfers during the year were 3214 shares with an average interval of 30 days between approvals.

15. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2020:

Share holding of Nominal value of (Amt in.)	Shareholders		Share Amount		
	No. of shareholders	% of shareholders to Total	Number of Shares	Nominal value of shares	% of share amount to total
Less than 2500	25198	71.92	2082449	20824490	3.80
2501 - 5,000	4779	13.64	1865889	18658890	3.40
5,001 - 10,000	2,623	7.49	2099541	20995410	3.83
10,001 - 20,000	1,209	3.45	1829103	18291030	3.33
20,001 - 30,000	382	1.09	961180	9611800	1.75
30,001 - 40,000	184	0.53	660139	6601390	1.20
40,001 - 50,000	175	0.50	828505	8285050	1.51
50,001 - 1,00,000	233	0.67	1721464	17214640	3.14
1,00,001 and above	254	0.72	42823409	428234090	78.04
TOTAL	34,037	100.00	5,48,71,679	54,87,16,790	100.0

Share holding of Shareholders

Share Amount

Category	No. of shares held	Percentage of shareholding
A. Promoter's Holding		-
1. Promoters		-
Indian Promoters	4,41,011	0.804
Foreign Promoters	-	-
Persons acting in Concert	87,04,367	15.863
Sub-Total	91,45,378	16.667
B. Non- Promoters Holding	-	-
3. Institutional Investors	1,57,267	0.287
a. Mutual Funds and UTI	-	-
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non- Government Institutions)	29,15,551	50313
c. FIIs	7,012	0.013
Sub-Total	30,79,830	5.613
4. Others (Clearing Member)	0	0.000
a. Private Corporate Bodies	66,76,305	12.67
b. Indian Public (Including trusts/assn. & other directors)	3,25,88,788	59.391
c. NRIs/ OCBs	33,73,965	6.149
d. Foreign Bank	7,413	0.014
e. Any other (In transit)	-	-
f. A.D.R/ G.D.R	-	-
Sub- Total	42,64,471	77.720
GRAND TOTAL	5,48,71,679	100.00


FUTURA POLYESTERS LIMITED

De-materialization of Share and Liquidity	90.91% of the values of the paid-up Share Capital comprising of 49883813 shares have been dematerialized as on 31 st March, 2020.
Plant Location	The Plants located at Manali, Chennai in the state of Tamil Nadu are non-operational and are in the process of being sold
Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:	Nil
Address for Correspondence	Registered Office: Futura Polyesters Limited 212, Panchratna Building Opera House, Charni Road(East), Mumbai 400004. Phone: 022 35220743. Website: www.futurapolyesters.in Email ID: futuraho@futurapolyesters.co.in

Commodity price risk or foreign risk and hedging activities

For Futura Polyesters Limited

Sd/-

Shyam B. Ghia

Chairman & Managing Director

DIN: 0005264

Place: Mumbai

Dated: 6th April, 2026.

59TH ANNUAL REPORT 2019-2020

DECLARATION BY MANAGING DIRECTOR

[REGULATION 34(3) AND SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

To,

The Board of Directors

Futura Polyesters Limited

I, Shyam Bhupatirai Ghia, Managing Director of Futura Polyesters Limited, hereby declare that despite the various challenges due to court cases the remaining members of the Board of Directors and Senior Management Personnel of the Company have tried to affirmed Compliance with Code of Conduct of the Company as laid down for them for the year ended 31st March, 2020.

For Futura Polyesters Limited

Sd/-

Shyam B. Ghia

Chairman & Managing Director

DIN: 0005264

Place: Mumbai

Date: 6th April, 2026

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

The Company has not updated the Code of Conduct for the Members of the Board of Directors and Senior Management of the Company pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and despite various other challenges due to court cases and until the management was not transferred to the official liquidator the remaining members of the Board of Directors and senior management have tried to affirm compliance with the code of conduct for the financial year 2019-2020.

For Futura Polyesters Limited

Sd/-

Shyam B. Ghia

Chairman & Managing Director

DIN: 0005264

Place: Mumbai

Date: 6th April, 2026.



CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS

(Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Board of Directors

Futura Polyesters Limited

We, Mr. Shyam Bhupatirai Ghia, "Managing Director" of Futura Polyesters Limited, to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the cash flow statements for the financial year 2019-2020 and to the best of my knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these financial statements and other financial information's included in this report present a true and fair view of the Company's affairs and are in compliance with current existing accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c. We have tried to establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Company's Auditor, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies;
- d. We have indicated to the auditors and the Audit Committee: i. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - ii. There were no Instances of significant fraud of which they have become aware and the involvement herein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- e. We further declare that all Board Members and Senior Managerial Personnel have tried to affirm compliance with the Code of Conduct for the current Financial Year despite various challenges due to court cases and also the possession of the Company was taken by the Liquidator.

For Futura Polyesters Limited

Sd/-

Shyam B. Ghia

Chairman & Managing Director

DIN: 0005264

Place: Mumbai

Date: 6th April, 2026.

59TH ANNUAL REPORT 2019-2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Board of Directors

Futura Polyesters Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Futura Polyesters Limited having CIN L65192MH1960PLC011579 and having registered office at 212, 2nd floor, Panchratna Building, Opera House, Charni Road (East), Mumbai – 400004, (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Details of Directors:

Sr. No.	Name of Director	DIN	Date of Appointment	Date of Cessation
1	Mukund Dharamdas Dalal	00005275	01/01/1988	N.A
2	Gopinath Madhavan Nair	08582875	10/10/2019	N.A
3	Shyam Bhupatira Ghia	00005264	01/04/2009	N.A

***Note:** Mr. K V K Murthy, passed away on 30th July, 2019.

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

For **Martinho Ferrao & Associates**

Company Secretaries

Martinho Ferrao

Mem No. 6221

CP No. 5676

UDIN: F006221G001082881

Date: 26-08-2025

Place: Mumbai

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

The Board of Directors

Futura Polyesters Limited

We have examined the compliance of conditions of Corporate Governance by Futura Polyesters Limited for the year ended on 31st March, 2020, as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (1) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, *we certify that the Company has not complied with the various regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015, The Companies Act, 2013 and other regulations w.r.t to below points:*

1. *The requirement of minimum number of Board Meetings and the time gap between two meetings as per Section 173 of the Companies Act, 2013 and Regulation 17(2) of the listing Regulation, 2015, not complied;*
2. *the Company has delayed in conveying the Annual General Meeting of its Members for the financial year ended 31st March, 2019, under section 96 of the Companies Act, 2013, which resulted in delay in connected compliances under provisions of chapter IX of the Companies Act 2013 pertaining to accounts of companies;*
3. *The Company has formed the Nomination and Remuneration Committee and Stakeholders Relationship Committee. However, the composition of Nomination and Remuneration Committee and Stakeholders Relationship Committee is not in accordance with section 178 of the Companies Act, 2013 and regulation 19 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, in absence of required number non-executive directors;*
4. *The Company has formed the Audit Committee. However, the company has defaulted in compliances connected to the composition of Audit Committee as such pursuant to sub section 2 of section 177 of the companies Act 2013 and regulation 18 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 in the absence of a required number independent directors;*
5. *The Company has not complied with Regulation 18(2)(a) of The Listing Regulations, 2015 with respect to minimum number of Audit Committee Meetings and the time gap among the meetings during the period under review.*
6. *Non submission of Compliance Certificate under regulation 7(3) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 certifying maintaining physical & electronic transfer facility to BSE Listing Centre.*
7. *Non submission of quarterly statement of investor complaints as required under regulation 13 sub-regulation (3) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;*
8. *The Company has not complied with:*
 - a. *The optimum combination of executive and non-executive director pursuant to regulation 17(1) (a) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;*
 - b. *Appointment of a woman director as required by section 149(1) of the Companies Act, 2013 and regulation 17(1) (a) of Securities Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015;*
 - c. *Constitution of Board with a minimum requirement independent directors in accordance with provisions of section 149(4) of the Companies Act, 2013 regulation 17(1)(b) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;*
 - d. *The Company has not submitted quarterly compliance report on corporate governance as required under the Regulation 27(2) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
 - e. *The company has not complied with Regulation 33 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, pertaining to preparation and, submission of financial results either quarterly or annually w.r.t approval and timely filing and subsequent publication of the same in accordance with Regulation 47 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*

59TH ANNUAL REPORT 2019-2020

- f. *The Company has delayed submitting the half-yearly certificate from Practicing Company Secretary under regulation 40 sub-regulation (9) and (10) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
- g. *There is a delay in filing the shareholding patterns, as per the requirements of Regulation 31 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
- h. *The Company has not complied with various provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with respect to the formulation of procedures, code of conducts or appointed chief investor relation officer as the company has no employees and the trading of the Company's security is suspended on exchange.*
- i. *The payment of Annual Listing Fees for the financial year 2019-20 to BSE is pending. The trading in the securities of the Company has been suspended from BSE Limited w.e.f. 21st March 2013 on account of non-compliance of clauses of Listing Agreement and suspension still continues.*
- j. *Placing periodic compliance reports, certificates and information before the board of director and sub-regulation (7) and (8) of regulation 17 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
- k. *Appointment of Chief Financial Officer and Company secretary as prescribed under the section 203 of the Companies Act, 2013 and appointment of company secretary as officer pursuant to regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and connected compliances therein.*
- l. *Formulation of plans for an orderly succession for to the Board of Director and senior management pursuant to regulation 17(5) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015,*
- m. *Formulation of policy on the preservation of documents as per regulation 9 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
- n. *Establishment of Vigil Mechanism for directors in accordance with section 177(9) of the Companies Act, 2013 and regulation 22 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 there being no employees except directors of the Company.*
- o. *Formulation of risk management policy under listing agreement and Constitution of Risk Management Committee for implementation of risk management plan and procedure in accordance with regulation 21 of 'Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as the company has stopped its business operations indefinitely.*
- p. *The formulation of policy on materiality of related party and related party transactions entered by the Company during the financial year is not approved by the Audit Committee of the Company as per section 177 of the Companies Act, 2013 and regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
- q. *Substantial intimation of corporate actions and disclosure of event or information to BSE was delayed or was not done under various regulations of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
- r. *Website-related disclosures under various clauses of Companies Act, 2013 and norms of the website of the Company under Regulation 46(2) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 was not done, though the company has maintained its website.*

The Company has failed to comply with the mandatory requirements of Corporate Governance as stipulated in the Provisions as specified in Schedule II of the said Regulations.

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

For **Martinho Ferrao & Associates**
Company Secretaries

Martinho Ferrao
Mem No. 6221
CP No. 5676
UDIN: F006221G001082881

Date: 26-08-2025
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Futura Polyesters Limited

Report on the Audit of the Financial statements

We have audited the accompanying standalone financial statements of FUTURA POLYESTERS LIMITED ('the Company') which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements do not give the information required by the Companies Act, 2013 ("the Act") in the manner so required and also do not give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion :

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

1. Attention is invited to:
 - i. Note No. 19 for assuming 'going concern basis' despite closure of manufacturing operation, sale of all the immovable assets of the company, suffering recurring losses from discontinued operations, having negative net worth and initiating recovery proceedings by banks under SARFAESI Act, 2002 and thus have substantial uncertainty about the intention of the company to continue as a 'going concern'.
 - ii. Note No. 7 regarding amounts of bank balances in current and deposit account of Rs. 244.84

Lakhs (Previous Year Rs. 476.06 Lakhs) which are subject to adjustment against the agreed liability of the banks and thus the liability of banks is overstated and consequently the Cash & Cash Equivalents are overstated.

- iii. Non provision of Interest on amounts payable to workers amounting to Rs. 274.91 Lakhs (Previous Year Rs. 274.91 Lakhs) and thus the liability of the Workers are understated by Rs. 274.91 Lakhs and consequently the losses of the company have been understated.
- iv. Trade Payable, Trade Receivable, Loans, Advances, deposit, other current liabilities and other current assets are subject to confirmation, reconciliation and consequent adjustment as to its recoverability and payment obligation, effect thereof shall be recognised in the year of such confirmation /reconciliation. The amount of such impact is unascertainable.
- v. Note No. 24 (b) regarding contingent liabilities of Rs. 1745.97 Lakhs (Previous Year Rs. 1916.20 Lakhs), details thereof is not available for verification.
- vi. Note No. 14 Non provision of Interest on amounts payable on Term Loan amounting to Rs. 5540.89 Lakhs and thus the liability of the Term Loans are understated by Rs. 5540.89 Lakhs and consequently the losses of the company have been understated.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon:

- A. The Company's Board of Directors is responsible for the preparation of the other information.
The other information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexure to Director's Report, Business Responsibility Report, Corporate Governance and Information for Shareholder, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

59TH ANNUAL REPORT 2019-2020

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 {"the Act"} with respect to the preparation of these Ind AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of Standalone Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- i. Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that insufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - ii. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - v. Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the result of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit

- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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 the paragraph 3 and 4 of the Order, to the extent applicable.
 2. As required by section 143 (3) of the Act, based on our audit we report to the extent applicable:
 - 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 appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to 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**". Our report expresses a adverse opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. The company was required to be transfer an amount of Rs. 6,94,000/-to the Investor Education and Protection Fund which has not been transferred.

For **LLB & Co.**
Chartered Accountants
Firm's Registration No.: 117758W

CA Manju Choudhary
Partner
Membership No. : 195166
UDIN: 20195166AAAABF3654

Place: Mumbai
Date: 28th September, 2020

59TH ANNUAL REPORT 2019-2020

Annexure - A referred to In paragraph titled as “Report on other Legal and Regulatory Requirements” of Auditor’s report to the members FUTURA POLYESTERS LIMITED for the year ended 31st March 2020.

The annexure referred to in our Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March 2020, we report that:

- i (a) The company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The company has a regular programme of physical verification of its fixed assets by which fixed assets were physically verified during the year by management. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- ii (a) As explained to us, the company does not hold any inventories. Accordingly, paragraph 3(ii)(a), (b) and (c) of the Order is not applicable.
- iii The company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable.
- iv In our opinion and according to information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect of loans, investments, guarantees and security.
- v According to the information and explanation given to us, the company has not accepted any deposit during the year to which the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 apply.
- vi As per information & explanation given by the management the company do not have any operations thus the requirement of maintenance of cost records under sub-section (1) of section 148 of the Act are not applicable to the company.
- Vii (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees’ State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally **not** been regularly deposited with the appropriate authorities. According to the Information and explanations given to us there are undisputed amount payable

in respect of the Income-tax, Sales-tax, Wealth Tax, Service Tax, Property Tax, Excise Duty and others were outstanding as at 31st March 2020 for a period of more than six months from the date they became payable.

Statement of arrears of statutory dues outstanding for more than six months.

Name of the Statute	Nature of Dues	Amount (Rs. In lacs)
Employees Provident Fund Act, 1948	Provident Fund - Penalty	3.11
Excise Act, 1944	Excise Duty	88.13
Tamil Nadu Vat Act	VAT	28.37
Finance Act, 1994	Service Tax	9.66
Foreign Trade (Development and regulation) Act, 1992	Penalty for advance license	52.00
Income Tax Act, 1961	Tax Deducted at Source	181.17
	Professional Tax	4.24
Central Sales Tax Act, 1956	CST	3241.95
Various Statutes	ESIC, Labour Welfare Fund, EPS etc.	2.71

- (b) According to the information and explanations given by the management, the details of dues of income tax/ sales tax/ wealth tax/ custom duty/ excise duty/ cess, which have not been deposited with the appropriate authorities on account of dispute, are given in the Appendix to this report.
- (c) According to the information and explanations given to us the company was required to transfer an amount of Rs. 6,94,000/- to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under, which has **not been transferred**.
- Viii Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has defaulted in repayment of dues of financial institution/banks to the tune of Rs. 146 Crores. However, the OTS offered to the lenders was valid till 31-12-2016 only. The Company has made a proposal for fresh OTS to Bank of India (the lead bank) along with other banks namely (SBI, Canara Bank, Union Bank of India, IDBI Bank, Axis Bank, Phoenix ARC Pvt. Ltd, Reliance ARC Pvt. Ltd) dated 22nd July, 2019 for Rs.165 crores. The period of OTS will be one year from the date of final approval of the lenders. The OTS was approved by the Bank of India (the lead bank) along with Phoenix ARC dated 19th August, 2019.

- ix The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable.
- x Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi According to information and explanations given to us and based on our examination of the records of the company, the company has not paid/provided for managerial remuneration.
- xii In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3 (xii) of the Order is not applicable to the Company.
- xiii According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.
- xv In our opinion and 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 any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.
- xvi. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.

For **LLB & Co.**
Chartered Accountants
Firm's Registration No.: 117758W

CA Manju Choudhary
Partner
Membership No. : 195166
UDIN: 20195166AAAABF3654

Place: Mumbai
Date: 28th September, 2020

Appendix to Auditor's Report

Name of the Statute	Nature of Dues	Amount (Rs. in Lacs)	Assessment to which the matter pertains	Forum where dispute is pending
The Central Excise Act, 1944	Excise Duty	4588.43	Various periods	Various Forums
Service Tax Act, 1994	Service Tax	501.76	Various periods	CESTAT
		82.92	Various periods	Commissioner (Appeals)
Income Tax Act, 1961	Income Tax Interest	957.61	2014-15	Commissioner (Appeals)
		12592.81	2013-14	Commissioner (Appeals)
		1.50	2012-13	Commissioner (Appeals)
		0.34	2011-12	Commissioner (Appeals)
		449.03	2008-09	Commissioner (Appeals)
		131.60	2007-08	
		185.38		High Court
Govt. of Maharashtra – Irrigation Department	Water Charges			
Foreign Trade (Development and Regulation) Act, 1992	Penalty	52.00	2010-11, 2011-12	Joint Director General

*The Customs, Excise and Service Tax Appellate Tribunal

59TH ANNUAL REPORT 2019-2020

Annexure- B referred to In paragraph titled as “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 FUTURA POLYESTER LIMITED (“the Company”) as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an **inadequate** internal financial controls system over financial reporting and such internal financial controls over financial reporting were **not** operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **LLB & Co.**
Chartered Accountants
Firm’s Registration No.: 117758W

CA Manju Choudhary
Partner
Membership No. : 195166
UDIN: 20195166AAAABF3654

Place: Mumbai
Date: 28th September, 2020

BALANCE SHEET AS AT 31ST MARCH, 2020 CIN NO L65192MH1960PLC011579

Particulars	Note No.	As at 31/03/2020	As at 31/03/2019
I. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Property, Plant and Equipment	3	1,014,651,153	1,018,452,971
(b) Other Intangible Assets	-	-	
(c) Lease Assets	4	2,141,390	-
(d) Deferred Tax Assets (Net)	-	-	
Total Non-Current Assets		1,016,792,544	1,018,452,971
<u>(2) Current Assets</u>			
(a) Inventories	-	-	
(b) Financial Assets			
(i) Investments	5	25,375	411,875
(i) Trade Receivables	6	534,327	534,327
(ii) Cash and Cash Equivalents	7	24,505,966	47,714,120
(iii) Loans and Advances	8	70,015,854	69,174,612
(c) Other Current Assets	9	382,264,623	382,226,555
(d) Current Tax Asset (Net)	-	-	
Total Current Assets		477,346,145	500,061,490
Total Assets		1,494,138,689	1,518,514,461
II. EQUITY AND LIABILITIES			
<u>Equity</u>			
(a) Equity Share Capital	10	548,716,790	548,716,790
(b) Other Equity	11	(4,510,836,521)	(4,298,030,759)
Total Equity			
<u>Liabilities</u>			
<u>1. Non-Current Liabilities</u>			
(a) Financial Liabilities	12	118,597,571	108,805,111
(b) Lease Liabilities	13	2,177,321	-
(c) Deferred Tax Liability (Net)	-	-	-
Total Non-Current Liabilities		120,774,892	108,805,111
<u>Current Liabilities</u>			
(a) Financial Liabilities			
(i) Borrowings	14	2,593,967,109	2,562,639,893
(i) Trade Payables	15	499,033,542	482,401,521
(ii) Other Current Liabilities	16	1,853,108,921	1,724,646,017
(b) Provisions	17	389,373,955	389,335,887
Total Current Liabilities		5,335,483,527	5,159,023,318
Total Equity & Liabilities		1,494,138,689	1,518,514,461

Summary of Significant Accounting Policies

2

This is the Balance Sheet referred to in our report of the even date.

As per our report attached

For and on behalf of the Board

For **LLB & Co.**

S. B. Ghia

Chartered Accountants

(Chairman and Managing Director)

Firm Registration No.: 117758W

DIN: 00005264

Manju Choudhary

M. D. Dalal

Partner

(Joint Managing Director)

M. No.: 195166

DIN : 00005275

UDIN: 20195166AAAABF3654

Place:- Mumbai

Date: 28th September, 2020

Date: 28th September, 2020

59TH ANNUAL REPORT 2019-2020

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2020 (DISCONTINUED OPERATIONS)

CIN NO.L65192MH1960PLC011579

Particulars	Note No	Period ended	
		March 31, 2020	March 31, 2019
I. Revenue from operations		-	-
II. Other Income		-	-
III. Total Revenue (I + II)		-	-
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense		-	-
Financial costs		-	-
Depreciation and amortization expense		-	-
Other expenses		-	-
Total Expenses		-	-
V. Profit before Tax		-	-
VI. Exceptional Item		-	-
VII. Profit before tax (V - VI)		-	-
VIII. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Excess/(Short) provision of tax for earlier years		-	-
IX. Profit(Loss) from the period from continuing operations (VII-VIII)		-	-
X. Profit/(Loss) from discontinuing operations	16	(200,582,816)	(590,786,236)
XI. Tax expense of discounting operations		-	-
XII. Profit/(Loss) from Discontinuing operations (XII - XIII)		(200,582,816)	(590,786,236)
XIII. Profit/(Loss) for the period (IX + XII)		(200,582,816)	(590,786,236)
XIV. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of Defined Benefit Plan		-	-
Tax Effect on above		-	-
Other Comprehensive Income for the year, net of tax		(9,792,460)	(8,983,908)
Total Comprehensive Income for the period		(210,375,276)	(599,770,144)
XV. Earnings per equity share			
- Basic and Diluted		(3.66)	(10.77)

See accompanying notes to the financial statements

As per our report attached

For **LLB & Co.**

Chartered Accountants

Firm Registration No.: 117758W

Manju Choudhary

Partner

M. No.: 195166

UDIN: 20195166AAAABF3654

Place:- Mumbai

Date: 28th September, 2020

For and on behalf of the Board

S. B. Ghia

(Chairman and Managing Director)

DIN: 00005264

M. D. Dalal

(Joint Managing Director)

DIN : 00005275

Date: 28th September, 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020
A. Equity Share Capital

	Amount
Balance as at 1st April 2019	548,716,790
Changes in equity share capital during the year	-
Balance at 31st March 2020	548,716,790
Changes in equity share capital during the year	-
Balance at 31st March 2020	548,716,790

B. Other Equity

	Reserves and Surplus						Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Revaluation Reserve	Profit & Loss	Other Comprehensive Income	
Balance as at 1st April 2018	9,505,827	444,195,713	-	679,849,109	(4,899,346,583)	(8,242,118)	(3,774,038,053)
Less : General Reserve transferred to Revaluation Reserve			-	-			-
Less: Profit on sale of Plots and Gift to CMDA				(31,543,477)			(31,543,477)
Profit/(Loss) for the year	-	-	-	-	(590,786,236)		(590,786,236)
Other Comprehensive Income for the year, net of income tax	-	-	-	-	-	(8,983,908)	(8,983,908)
Balance as at 31st March 2019	9,505,827	444,195,713	-	648,305,632	(5,490,132,819)	(17,226,026)	(4,405,351,674)
Profit/(Loss) for the year	-	-	-	-	(200,582,816)	-	(200,582,816)
Other Comprehensive Income for the year, net of income tax	-	-	-	-	-	(9,792,460)	(9,792,460)
Transferred to Revaluation Reserve	-	-	-	-	-	-	-
Profit on Transfer of Plots transferred to Profit & Loss A/c	-	-	-	(2,430,486)	-	-	(2,430,486)
Balance as at 31st March 2020	9,505,827	444,195,713	-	645,875,146	(5,690,715,635)	(27,018,486)	(4,618,157,436)

See accompanying notes to the financial statements

As per our report attached

For **LLB & Co.**

Chartered Accountants

Firm Registration No.: 117758W

Manju Choudhary

Partner

M. No.: 195166

UDIN: 20195166AAAABF3654

Place:- Mumbai

Date: 28th September, 2020

For and on behalf of the Board

S. B. Ghia

(Chairman and Managing Director)

DIN: 00005264

M. D. Dalal

(Joint Managing Director)

DIN : 00005275

Date: 28th September, 2020

59TH ANNUAL REPORT 2019-2020

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

	For the Current Year ended 31.03.2020	For the Current Year ended 31.03.2019
(A) CASH FLOW FROM OPERATIONS		
Net Profit / (Loss) before tax and extra-ordinary item	-	-
Add : Profit from discontinuing operations	(200,582,816)	(590,786,236)
Adjustment for		
Foreign Exchange Fluctuation (Net)	-	15,021,237
Interest / Dividend Income	(3,045)	(3,045)
Interest Expenses	179,059,180	321,982,160
Loss / (Profit) on Sale of Fixed Assets (Net)	(13,849,666)	(147,368,013)
Provision for Doubtful Debts / Advances and Bad Debts w/off	-	-
Loss on Gift to CMDA	-	-
Loss/(Profit) on sale of investment	17,155	10,000
Provision no longer required written back	-	(964,249)
	165,223,625	188,678,090
Operating Profit before working capital changes	(35,359,192)	(402,108,146)
Adjustment for Working Capital Changes		
Trade and Other Receivables	(38,068)	(6,197,958)
Other Current Liabilities	128,462,904	263,580,520
Short Term Provisions	38,068	382,390,882
Trade Payables	16,632,021	8,452,955
	145,094,925	648,226,399
Cash generated from operations	109,735,733	246,118,253
Direct Taxes (Paid) / Refund	-	-
Cashflow before extra-ordinary item	109,735,733	246,118,253
NET CASH FROM OPERATING ACTIVITIES	(A) 109,735,733	(A) 246,118,253
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Addition of Fixed Assets	(2,141,390)	-
Disposal of Fixed Assets	15,220,998	37,184,064
Sale / Purchase of Investments	369,345	-
Short Term Loans & Advances	(841,242)	(1,268,599)
Interest Received/Dividend Received (Net)	3,045	3,045
	12,610,755	35,918,510
NET CASH USED IN INVESTING ACTIVITIES	(B) 12,610,755	(B) 35,918,510
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (Repayment) from Short Term borrowings	31,327,217	46,391,821
Proceeds / (Repayment) from Non Current liabilities	2,177,321	-
Interest paid	(179,059,180)	(321,982,160)
	(145,554,643)	(275,590,339)
NET CASH USED IN FINANCING ACTIVITIES	(C) (145,554,643)	(C) (275,590,339)
NET INCREASE IN CASH AND CASH ACTIVITIES (A + B + C)	(23,208,154)	6,446,423
Cash and cash equivalents (Opening Balance)	47,714,120	41,267,697
Cash and cash equivalents (Closing Balance)	24,505,966	47,714,120
NET INCREASE / (DECREASE) AS DISCLOSED ABOVE	(23,208,154)	6,446,423

Notes :

1. Cash and Bank Balances as per accounts have been classified as cash and cash equivalent.
2. Figures of the previous year has been regrouped wherever necessary.
3. All figures in brackets are outflows.

See accompanying notes to the financial statements

As per our report attached

For **LLB & Co.**

Chartered Accountants

Firm Registration No.: 117758W

Manju Choudhary

Partner

M. No.: 195166

UDIN: 20195166AAAABF3654

Place:- Mumbai

Date: 28th September, 2020

For and on behalf of the Board

S. B. Ghia

(Chairman and Managing Director)

DIN: 00005264

M. D. Dalal

(Joint Managing Director)

DIN : 00005275

Date: 28th September, 2020

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. Corporate Information

The equity shares of the company are listed on BSE Ltd. (BSE).

The address of its registered office is 212, Pancheratna Building, Opera House, Charni Road (East), Mumbai - 400 004.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting and Preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements are presented in Indian Rupees (INR) and the values are not rounded off, except otherwise indicated.

b. Use of Estimates:

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

c. Property, Plant and Equipment:

Freehold land is stated at cost / Revalued Amount and not depreciated. Buildings, plant and machinery, vehicles, furniture and office equipments are stated at cost less accumulated depreciation and accumulated impairment losses.

Fixed Assets are stated at cost / revalued amount less depreciation. Cost comprises of Cost of acquisition, cost of improvements and any attributable cost of bringing the asset to condition for its intended use. Interest on loans taken for the procurement of specific assets accrued upto the date of acquisition/ installation of the said assets is capitalized along with the cost of the assets.

d. Depreciation and Amortization:

Depreciation on tangible fixed assets of the Company has been provided on the Written down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

e. Allowance for Expected Credit Losses:

The expected credit allowance is based on the aging of the day's receivables which are past due and the rate derived based on past history relating to amount certainty.

f. Investments:

Investments are classified into current and long term investments. Current investments are stated at the lower of cost and fair value, Long term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in value of long term investments.

g. Inventories:

Inventories are valued as under:

Raw Materials, Packing Materials, Stores and Spares: at Cost (Weighted average method) Materials-in-transit and Semi Finished Goods: at Cost. (Weighted average method)

Finished Goods: at lower of cost or net realizable value. (Weighted average method)

Traded items: at lower of cost or net realizable value. (Weighted average method)

h. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Interest income is accounted on accrual basis. Dividend from investment is recognized as revenue when right to receive is established.

59TH ANNUAL REPORT 2019-2020

i. Export Incentives:

Export Incentives are accounted on an accrual basis.

j. Foreign Currency Transactions:

Transactions in foreign currencies are recorded at current rates except transactions covered by forward contracts. Assets and Liabilities denominated in foreign currency are restated at the yearend rates. All exchange gains and losses except those relating to acquisition of fixed assets which are adjusted to the carrying cost of such assets, are accounted for in the Profit and Loss Account.

k. Research and Development:

Revenue expenditure on Research and Development is charged as an expense in the year in which they are incurred. Capital expenditure is shown as an addition to Fixed Assets.

Expenditure incurred on development of new products are amortized over a period of 10 years.

l. Employee Benefits:

i. Defined Contribution Plan

Company's contributions paid /payable during the year to Superannuation Fund, ESIC and Labour Welfare Fund are recognized in the Profit and Loss Account. There are no other obligations other than the contribution payable to the respective trust/fund. Company's Contribution towards Superannuation and ESIC is based on a percentage of salary which is made to an approved fund.

ii. Defined Benefit Plan

Company's Contribution towards Provident Fund is based on a percentage of salary which is made to an approved fund.

Company's Contribution towards Gratuity is made to an approved fund as per actuarial valuation certificate obtained from an actuary which is determined using projected unit credit method.

iii. Short term compensated absences are provided as per actuarial valuation certificate obtained from an actuary which is determined using projected unit credit method.

iv. Long term employee benefit

Long term compensated absences are provided as per actuarial valuation certificate obtained from an actuary which is determined using projected unit credit method.

v. Actuarial gains / losses are immediately taken to profit and loss account and are not deferred.

m. Taxes on Income:

i. Current Tax: Provision for Income Tax is determined in accordance with the provision of Income Tax Act, 1961.

ii. Deferred Tax Provision: Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted on the Balance Sheet date. Deferred Tax Assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

n. Segment Reporting:

i. The company does not have any segments.

o. Critical Accounting Judgements and key sources of Estimation Uncertainty:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies, reported amounts of assets, liabilities, income and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

3. Property, Plant & Equipment

	March 31, 2020	March 31, 2019
Carrying Value at the beginning	1,018,452,971	1,055,637,035
Add: Additions	-	
Less: Deduction	3,801,818	37,184,064
Carrying value at the end	<u>1,014,651,153</u>	<u>1,018,452,971</u>

4. Lease Assets

	March 31, 2020	March 31, 2019
Carrying Value at the beginning	-	-
Add: Additions	2,409,064	-
Less: Deduction	267,674	-
Carrying value at the end	<u>2,141,390</u>	<u>-</u>

5. Current Investments (At lower of Cost or Fair Value)

	Face Value	March 31, 2020		March 31, 2019	
		Numbers of Shares / Units	Amount (Rs.)	Numbers of Shares / Units	Amount (Rs.)
<u>Equity</u>					
<u>Quoted</u>					
Innovassynth Investments Limited	10	-	-	50,000	386,500
<u>Unquoted</u>					
SVC Co-operative Bank Limited	25	1,015	25,375	1,015	25,375
Innovassynth Technologies (I) Ltd.					
FPL Properties Developers Pvt. Ltd.			25,375		411,875
Less: Provision for Diminution			-		-
			25,375		411,875

Aggregate Cost Of Quoted Investments	-	500,000
Aggregate Cost Of Unquoted Investments	25,375	25,375
Market Value of Quoted Investments	-	386,500

6. Trade Receivables

	March 31, 2020	March 31, 2019
<u>Debts outstanding for a period more than six months</u>		
<u>Unsecured</u>		
Considered Good	<u>534,327</u>	<u>534,327</u>
	<u>534,327</u>	<u>534,327</u>

59TH ANNUAL REPORT 2019-2020

7. Cash and Cash Equivalents

	March 31, 2020	March 31, 2019
Current account*	19,973,207	43,239,843
Deposit account**	4,511,410	4,366,729
Cash in hand	21,349	107,548
	24,505,966	47,714,120

** Lodged with banks as Margin Money and for Bank Guarantee, and subject to adjustment against OTS (Maturity details not available)

*Includes earmarked balances aggregating to Rs. 56,776/- towards settlement of Workers Union Settlement.

8. Short Term Loans & Advances

	March 31, 2020	March 31, 2019
<u>Unsecured, Considered good unless otherwise stated</u>		
<u>Other Loans and Advances</u>		
Advance Receivable in Cash or Kind or for Value to be Received		
Considered good	9,378,332	8,825,160
Loans and Deposits	28,943,612	28,891,160
Advance Payment of Tax (Net of Provision)	31,693,911	31,458,293
	70,015,854	69,174,612

9. Other current assets

	March 31, 2020	March 31, 2019
Other Receivables	382,264,623	382,226,555
	382,264,623	382,226,555

Notes: Applicable to Note 9

- a) The above represents the amount receivable from Golden Star Promoters Pvt. Ltd. (GSPL) towards sale proceeds of all movable and immovable assets of the company in terms of MOU dated 19-12-2012.

10. Equity Share Capital

	March 31, 2020	March 31, 2019
Authorised		
60,000,000 (Previous year 60,000,000) Equity Shares of Rs. 10 each	600,000,000	600,000,000
2,000,000 (Previous year 2,000,000) 9% Non Cumulative Redeemable Preference Shares of Rs. 100 each	200,000,000	200,000,000
	800,000,000	800,000,000
Issued, Subscribed and Fully paid up		
54,871,679 (Previous year 54,871,679) Equity Shares of Rs. 10 each	548,716,790	548,716,790
	548,716,790	548,716,790

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	March 31, 2020		March 31, 2019	
	Number of Shares	Amount (Rs)	Number of Shares	Amount (Rs)
(a) Equity shares				
Number of shares at the beginning	54,871,679	548,716,790	54,871,679	548,716,790
Issued during the year	-	-	-	-
Number of shares at the end	54,871,679	548,716,790	54,871,679	548,716,790
(b) 9% Non Cumulative Redeemable Preference Shares				
Number of shares at the beginning	1,989,000	198,900,000	1,989,000	198,900,000
Issued during the year	-	-	-	-
Number of shares at the end	1,989,000	198,900,000	1,989,000	198,900,000

(b) Terms / rights attached to equity shares

The Company has equity shares having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act, 1956 read together with the Memorandum of Association and Articles of Association of the Company as applicable.

(c) Terms / rights attached to preference shares

The Non Cumulative Redeemable Preference Shares shall confer upon the holders thereof the right out of the Profits of the Company to a fixed Non Cumulative preferential dividend at the rate of 9% per annum (free of Company's tax but subject to deduction of tax at source as required under the provisions of the Indian Income Tax Act for the time being in force and amended from time to time) on the capital for the time being paid up there on and the right, in a winding up, to payment of capital and arrears of dividends declared up to the commencement of the winding up in priority to the Equity Shares, and also confer the right to any further participation in profits or assets, except that the holders thereof shall have the right to attend and vote at any general meeting of the Company as provided by the Act.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company
As at March 31, 2020

	No. of Shares held	% of Holding
Bhupati Investments and Finance Private Limited	8,347,971	15.21%
Ruchit Bharat Patel	5,000,000	9.11%
Hardik B Patel	6,391,620	11.65%

As at March 31, 2019

	No. of Shares held	% of Holding
Bhupati Investments and Finance Private Limited	8,347,971	15.21%
Ruchit Bharat Patel	5,000,000	9.11%
Hardik B Patel	6,391,620	11.65%

59TH ANNUAL REPORT 2019-2020

11. Other Equity

	March 31, 2020	March 31, 2019
Capital Reserve	9,505,827	9,505,827
Securities Premium Account	444,195,713	444,195,713
General Reserve	-	-
Revaluation Reserve	645,875,146	648,305,632
Surplus	(5,690,715,635)	(5,490,132,819)
Other Comprehensive Income	80,302,429	90,094,889
	<u>(4,510,836,521)</u>	<u>(4,298,030,759)</u>
Capital Reserve		
Opening	9,505,827	9,505,827
Closing	9,505,827	9,505,827
Securities Premium Account		
Opening	444,195,713	444,195,713
Closing	444,195,713	444,195,713
General Reserve		
Opening	-	-
Less: Transferred to Revaluation Reserve	-	-
Closing	-	-
Revaluation Reserve		
Opening	648,305,632	679,849,109
Add: Transferred from General Reserve	-	-
Less: Profit on Sale of Plots	2,430,486	31,543,477
Less: Gift to CMDA	-	-
Closing	645,875,146	648,305,632
Surplus		
Opening	(5,490,132,819)	(4,899,346,583)
Add: Profit/(Loss) during the year	(200,582,816)	(590,786,236)
Closing	(5,690,715,635)	(5,490,132,819)
Other Comprehensive Income		
Opening	90,094,889	99,078,797
Add: OCI Recognised for Preference Shares	-	-
Add: Total Comprehensive Income for the period	(9,792,460)	(8,983,908)
Closing	80,302,429	90,094,889

12. Financial Liabilities - Non Current

	March 31, 2020	March 31, 2019
1989000, 9% Non-Cummulative Redeemable Preference Shares	118,597,571	108,805,111
	<u>118,597,571</u>	<u>108,805,111</u>

13. Lease Liabilities

	March 31, 2020	March 31, 2019
Carrying Value at the beginning	-	-
Add: Additions	2,477,321	-
Less: Deduction	300,000	-
Carrying value at the end	<u>2,177,321</u>	<u>-</u>

14. Borrowings - Current

	March 31, 2020	March 31, 2019
<u>Secured - from Banks</u>		
Cash Credit Facilities	127,686,454	171,138,807
Term loan and others	1,108,629,252	1,050,149,982
<u>Unsecured</u>		
Directors-Related parties	38,043,018	32,173,018
Ex-Directors	170,000,000	170,000,000
Inter Corporate Deposits - Related Parties	673,980,323	663,550,023
Intercorporate Deposits - Others	475,628,062	475,628,062
	<u>2,593,967,109</u>	<u>2,562,639,892</u>

Notes: Applicable to Note 14

- The Term Loans and Other credit facilities granted by the Banks were secured by way of equitable mortgage by deposit of title deeds in respect of the Company's Land and other movable/immovable assets situated at Chinnasekkadu, Manali, Chennai, Tamil Nadu. These Immovable/movable Properties were sold to one M/s Golder Star promoters Pvt Ltd (GSPL) subject to various necessary approvals from statutory authorities vide MOU dated 19-12-2012. In view of non receipt of the consideration, the validity of the said MOU was extended from time to time and was valid till 31-12-2016.
- Intercorporate deposits are crystallised and does not bear any interest and repayable on demand.
- Certain Term Loans, Cash Credit and Other facilities which were Secured by way of Hypothecation of Companies Movable Fixed assets and Current Assets which have been sold in the previous period but modification of the charge in favour of the banks/lenders are yet to be made.
- Public deposits includes Rs 1700 Lakhs due to Ex-Directors are interest free and repayable on demand.
- Public Deposit of Rs. 6,94,000/- were due for 7 years from the date they became payable.

15. Trade Payables

	March 31, 2020	March 31, 2019
Due to Micro, Small and Medium Enterprises	685,206	685,206
Trade Payable	498,348,336	481,716,315
	<u>499,033,542</u>	<u>482,401,521</u>

Notes: Applicable to Note 15

- Balances of trade payable are subject to confirmation, reconciliation and adjustment, if any.

59TH ANNUAL REPORT 2019-2020

16. Other Current Liabilities

	March 31, 2020	March 31, 2019
<u>Other Payables</u>		
Statutory Dues	19,615,566	19,287,026
Other Liabilities	1,332,405,354	1,200,732,558
Workers	276,531,470	276,531,470
Officers	129,760,005	129,760,005
Advance From Customer	45,815,720	45,815,720
Advance for Sale of Plots	47,079,524	50,617,956
Unpaid Matured Deposits and Interest Accrued thereon	1,901,282	1,901,282
	<u>1,853,108,921</u>	<u>1,724,646,017</u>

Notes: Applicable to Note 16

- a) Workers' Dues reflects the amount of settlement dues in respect of wages, benefits, arrears, bonus, leave salaries gratuity etc.
- b) Balances of all the creditors and advances received are subject to confirmation/reconciliation and adjustment, if any.
- c) Unpaid Matured Deposits include payable to IEPF of Rs. 6,94,000/-

17. Provisions

	March 31, 2020	March 31, 2019
<u>Provision for Employee Benefits</u>		
Superannuation	4,179,567	4,179,567
Gratuity	2,395,438	2,395,438
Provision for Expected Credit Loss	382,798,950	382,760,882
	<u>389,373,955</u>	<u>389,335,887</u>

Notes Forming Part of the Account as at March, 2020

18. Profit/ Loss from Discontinued Operations

	March 31, 2020	March 31, 2019
Revenue from Discontinued operations		
Dividend	3,045	3,045
Profit on Sale of Plots	13,849,666	147,368,013
Miscellaneous Receipts	12,695	-
Claims Received	-	1,089,015
Total (A)	<u>13,865,406</u>	<u>148,460,073</u>
Expenditure related to Discontinued operations		
Interest Expenses (Net)	179,059,180	321,982,160
Interest paid others	33,085	-
Bank Charges	11,947	-
Director's Fees	35,000	-
Electricity Charges	75,335	79,729

	March 31, 2020	March 31, 2019
Rent	579,768	830,429
Interest on Lease Liabilities	68,257	-
Amortisation of Lease Assets	267,674	-
Staff welfare expenses	67,819	-
Insurance	25,545	-
Repairs and Maintainance	285,286	856,256
Travel	840,405	1,005,337
Printing And Stationary	1,561,710	62,788
Loss on sale of equity	17,155	-
Adverisement Expenses	40,270	87,631
Audit Fees - Statutory	719,800	600,000
Communication Expenses	780,307	210,211
P.F.inspection charges	1,017	2,149
Demate Charges	1,952	7,817
Management fees and lead bank charges	892,694	-
Provision for Diminution in value of Investment	-	10,000
Expected Credit Loss	38,068	382,760,882
Listing Fees	-	295,000
Custodian Fees	238,570	88,500
Exchange Rate Fluctuation	21,521,422	15,021,237
Legal & Professional Fees	6,195,818	8,670,123
General Expenses	1,015,139	1,509,393
Brokerage others	75,000	5,166,666
Total (B)	214,448,222	739,246,308
Profit / (Loss) from Discontinuing Operations (A-B)	(200,582,816)	(590,786,235)

19. (a) During the FY 2018-2019 the company has received winding up order u/s 433 and 434 of the Companies Act 1956, dated 22nd June 2018 pursuant to a petition for winding up filed by an unsecured creditor in 2013. However the company has filed an appeal against the said order at High Court of Bombay, which has been set aside on 2nd April 2019 subject to the consent terms between the parties, by a two bench judge of High Court.

Further, the various banks had accepted the offer of One time Settlement (OTS) made by the company to accept Rs 161.01 Crores as against book dues of Rs. 161.45 Crores to be paid along with interest @ 13% till 31-12-2016. In view of the expiry of deadline to comply the OTS, the Bank/Lenders had decided to recall the advance and initiate legal proceedings. The company has been served notice u/s 13(2) of the SRFAESI Act, 2002 by the following banks to recall its dues along with interest.

Sr. No.	Bank	Date of Notice	Amount Recalled
1.	Bank of India	15/06/2017	Rs. 55.00 Crores
2.	Union Bank of India	08/08/2017	Rs. 9.10 Crores
3.	Canara Bank	09/08/2017	Rs. 36.74 Crores
4.	IDBI Bank	11/06/2018	Rs. 7.55 Crores
5.	State Bank of India	20/12/2018	Rs. 77.69 Crores

Pending outcome of the legal proceedings being initiated by the lender banks and the cancellation of the MOU with GSPL, the accounts have been prepared under going concern basis.

59TH ANNUAL REPORT 2019-2020

- (b) Company petition was filed by Bank of India against the company in NCLT Under Section 7 of the Insolvency and Bankruptcy Code, 2016. This petition was filed sometime in June/ July 2018. The company was ordered to wound up by the honorable Bombay High court on 22nd June 2018. The company appealed to the bench of the Honorable Bombay High court against the Winding up Order (WO) and it was submitted to the NCLT that since WO order has been passed against the company and a liquidator being appointed, the matter should not be continued.

The hearing came up several times in NCLT till December 2018 and upto March 2019.

On 3rd April 2019 the winding order was set aside by the appeal court. Thereafter hearings in NCLT began and sometime in January 2020 the tribunal asked the respondent to file an affidavit in reply which has been filed.

One of the main reasons that we put forth before NCLT was that the company is about to be sanctioned with OTS. Reasons were made out that delay was happening due to banks nature of work and not being able to get the sanction for OTS on time.

The company has however obtained all OTS sanctions from the banks as of now, with some conditions though.

The last date listed for hearing during the Covid-19 was 6 March 2020 and was accordingly given the next date as 23rd April 2020, where the matter was listed but not taken up by the honorable tribunal.

Next date for hearing has not been indicated on the board of NCLT.

20. On the basis of agreement the company did not charge any interest on the amounts receivable from GSPL towards sale of assets, which were not recovered fully in view of non performance of MOU following to non availability of statutory guideline value for the sale of land. However, on prudent commercial practice the company should have charged interest from GSPL.
21. The Company has provided for Interest on the amount due to the Bank/Lenders @ 14.25% which was the highest interest rate on loan sanctioned amount till 31-03-2019.
22. The Company is exposed to foreign exchange risk on account of payment of services. The company is mainly exposed to fluctuations in US Dollar. On quarterly basis the company provides necessary adjustments to mitigate foreign exchange risk. Further, the company follows netting principle for managing the foreign exchange exposure.
23. New expected credit loss model establishes 3 stage impairment models, based on whether there has been a significant increase in the credit risk of a financial asset since its initial recognition. During the FY 2018-2019 provision @ 100% is provided in case of trade receivables and other receivables for Rs.3,827.61 lakhs as per the requirements of Ind AS 109 to be termed as 'provision for expected credit loss' since the amount receivable is overdue by more than 90 days. For trade and other receivables the company has applied impairment requirements of Ind AS 109.
24. Contingent Liabilities and Commitments made by the company:
- Estimated amount of contracts remaining to be executed on capital account paid and not provided as on 31st, March, 2020 Rs. Nil. (Previous year Rs.Nil).
 - Contingent Liabilities not provided for

(Rs. in Lakhs)

Sr. No.	Particulars	31-03-2020	31-03-2019
1.	Regarding Income tax on account of disputes raised by the Income tax department under the Income tax, Act 1961.	303.73	303.73
	Madras High Court	580.64	580.64
	Income Tax Appellate Tribunal	13552.21	13552.21
	Commissioner of Income Tax (Appeals)	170.23	170.23
	Commissioner of Income Tax - TDS (Appeals) (Chennai) Others where no appeal is made (AY 16-17)	552.33	552.33
2.	Service Tax and Penalty demanded on technology transfer agreement. CESTAT	485.00	485.00
	Service Tax demand on Goods Transport Agency	6.29	6.29
	Service Tax Credit denial on Outward Freight and Canteen Services Commissioner Appeals	76.63	76.63
	CESTAT	16.76	16.76

Sr. No.	Particulars	31-03-2020	31-03-2019
3.	Central Excise: Claims against the company on various issues pending before various forum	339.80	339.80
4.	Irrigation Department- Government of Maharashtra High Court	185.38	185.38
5.	Labour Matters	9.87	9.87
6.	Customs Commissioner Appeal: PBS wrong import of PVC	5.00	5.00
	Import of PBS without MOEF permission DRI	53.00	53.00
7.	Others	264.51	264.51

c. Claims against the Company not acknowledged as debts Rs. Nil (Previous Year Rs.Nil).

25. There are Micro, Small and Medium Enterprises, as defined in the Micro Small Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest.

The above information regarding Micro Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

(Rs. in Lakhs)

Sr. No.	Particulars	31-03-2020	31-03-2019
1.	Aruna Chaleshwar Industries	5.45	5.45
2.	Galada Agro Industries	1.40	1.40
	Total	6.85	6.85

(Rs. in Lakhs)

Particulars	Amount
Principal Amount due to any supplier as at the year end	6.85
Interest due on the principal amount unpaid at the year end to any supplier	12.28
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	NIL
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	NIL
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	12.28
The amount of interest accrued and remaining unpaid at the end of each accounting year	12.28

26. A. Discontinuing Operations (for the period ended on December 31, 2012)

- The company has entered into Memorandum of Understanding (MOU) dated 19th December, 2012 for sale of its asset at Manali Chennai - Land, Factory, Building, Plant and Machinery, Office Equipment, Furniture and Fixture and Inventory on an 'is where is' basis for an aggregating consideration of Rs. 355 Crores. The MOU is subject to all the necessary and required approvals. Effect of the above MOU has been given in the Accounts of previous period.
- The Company was operating only in single Product ?Polyester Products which has been discontinued from 19th December, 2012.
- Revenue of Rs.21473.67 Lakhs, expenses of Rs.43346.14 Lakhs, and pretax profit of Rs.-21872.45 Lakhs in respect of the ordinary activities attributable to the discontinuing operation during the period ended 31/12/2012.
- Carrying amount of Rs.38285.17 Lakhs of assets and Rs 36608.57 Lakhs Liabilities to be settled as on 31.12.12.
- Allocation of Sale Proceeds to Land, Inventory and Other Fixed Assets is as per details given below. The same is subject to realization.

59TH ANNUAL REPORT 2019-2020

- f. The Company has Sold its inventory consisting of Raw Material, Semi Finished Goods, Finished Goods, Stores and Spares as per above MOU as per details given below.

Profit from Discontinued Operations - As on 19/12/2012

(Rs. in Lakhs)

Particulars	WDV as on 19.12.2012	Sale Proceeds (b)	Profit/ -loss(b-a)
Asset Sold			
Factory Buildings -	698.41	195.19	-503.22
Plant & Machinery -	8958.60	2503.74	-6454.86
Furnitures& fixtures	14.49	4.05	-10.44
Vehicles (Excluding cars)	1.48	0.41	-1.07
Office Equipments	53.76	15.02	-38.73
Weigh Bridge	5.17	1.44	-3.73
Total Assets (A)	9731.90	2719.86	-7012.04

Inventories Sold	Cost	Sale Proceeds	Profit/ -loss(b-a)
Raw materials	2088.88	583.80	-1505.08
Semi finished goods	1451.88	405.77	-1046.11
Finished goods	208.35	58.23	-150.12
Stores and spares	831.34	232.34	-599.00
Total Inventories (B)	4580.44	1280.14	-3300.31
Total (A+B)	14312.35	4000.00	-10312.35

Land	Cost	Sale Proceeds	Profit/ -loss(b-a)
Sale of Land -Profit C	17321.15	31500.00	14178.85
Total (A+B+C)			3866.50

B. Other Disclosures for the current period

- a. Various Banks had accepted the offer of One Time Settlement (OTS) made by the company to accept Rs. 161.01 Crores as against the book debts of Rs. 161.45 Crores to be paid along with interest @ 13% till 31-12-2016. Pending payments from GSPL, the company could not fulfill the OTS which led to expiry of the same. The Banks have resolved not to extend the validity of OTS and to recall the advance and initiate legal proceedings. The company has been served notice u/s 13(2) of the SRFAESI Act, 2002 by five banks namely Bank of India (Lead Bank), Union Bank of India, IDBI Bank, Canara Bank and State Bank of India the details of which are enumerated in Note 17.
- b. The Company has made a proposal for fresh OTS to Bank of India (the lead bank) along with other banks dated 22nd July, 2019 for Rs.165 crores. The period of OTS will be one year from the date of final approval of the lenders. The OTS was approved by the Bank of India (the lead bank) along with Phoenix ARC dated 19th August, 2019, also the company has received OTS approval from other banks by 18th february 2020. But on the same day OTS approval of Bank of India has been expired. The company has made the application for extention of OTS to Bank of India and the company got the extention OTS approval for the period of one year from 15.04.2020.
- c. In view of Non Performance of the MOU by GSPL and in order to sell the land in the distressed market, the company had got approved the layout plan of Futura Business Park from CMDA Chennai on 08/07/2015 and Corporation of Chennai on 25/08/2015 by dividing the Industrial Land into 149 saleable plots and plots reserved for common facilities. The company has executed a gift deed in favour of The Commissioner, Corporation of Chennai and Registrar, Thiruvottiyur, bequeathing Road and Park area of the approved Industrial Layout.

Further, as per CMDA approval dated 16.10.2018 plots have been divided into 355 sub plots for sale purpose of Futura Business Park and plots reserved for common facilities.

The company has upto 31-03-2020 sold 30 (out of 355 plots) and 2 plots (out of common facilities) for a value of Rs. 83.51 Crores and received Rs.69.16 Crores. The balance of Rs. 14.35 Crores was received by GSPL which is yet to be received by the company.

- d. In respect of guidelines value relating to sale of plot, the Tamilnadu Government has issued a notification to Futura Business Park for sales of plot at minimum guideline value of Rs.754/- per sq.ft. The condition of banks for approval of fresh OTS of Rs.165 crores also states that the guideline value for sale of plots shall not be less than Rs.754/- per sq.ft with exception in some cases where prior approval of banks are required.
- e. The company's Chemicals division, located in Khopoli, Maharashtra, was hived off into an independent company and the business of the said division was transferred to the new company, Innovassynth Technologies (India) Ltd. (ITIL), on January 1, 2004. The irrigation Department of the State Government, from where the business sourced water for its operations, claimed additional charges from a retrospective date which was well prior to the takeover date by ITIL. However, the claim was made on Futura Polyesters Ltd., and not on ITIL, on the basis that the business belonged to FPL during the period of the claim in question. However, since the business now belonged to ITIL, the case was handled by ITIL representing FPL for legal purposes. As a part of the ongoing negotiations, when the case became sub-judice, the Bombay High Court order certain deposits to be placed with the High Court pending disposal of the case. According to ITIL placed deposits with State Bank of Hyderabad and Syndicate Bank for an amount of Rs. 2,56,29,392/- under the directions of the HC, however, in the name of FPL. The amount of the deposit was debited to FPL. Hence it appears in the books of FPL as deposit.
- f. The loans and advances of Rs. 1,26,92,552,72, balance as on March 31, 2020 represents the various advances given by the company when it was operational. However, the management is of the view that many of the items comprised therein are recoverable and the company is now stepping up its efforts for recovery. Hence, the same is largely considered good and is shown under Current Assets in the Balance Sheet as on March 31, 2020.
- g. The company is in the process of selling its landed property at Chennai. After having paid off the secured lenders from the sale proceeds of the land, payments would be made towards workers dues, statutory dues and trade payable. Hence the trade payables of Rs. 49,90,33,541.88 as on March 31, 2020 is being recognized under Current Liabilities.
- h. All matured fixed deposits, which have been claimed, has been paid off the depositors in accordance with the laid down fixed deposit rules and provisions. The figure of Rs. 13,24,000/-, in the Balance Sheet represents Unclaimed Deposits which will be paid on presentation of required documentation by the depositors, as per the fixed deposit rules. However, of the said amount of Rs. 13,24,000/-, an amount of Rs. 13,24,000/- are more than seven years old and need to be paid into the Investor Education and Protection Fund. The company was unable to pay due to non availability of required funds. The company was unable to pay due to non availability of required funds. The company will make efforts to pay off the required sum to the Investor Education Protection Fund under Section 125 of the Companies Act, 2013, at the earliest instance.

27. Related Party Transactions:

- a. Related Parties (As Certified by the Management):

Names	List of Related Parties	Nature of Relationship
Mr.S.B. Ghia - Chairman & Managing Director#	Bhupati Investments & Finance Private Limited Disistributors(Bombay) Pvt. Ltd. Bristol Boats Private Limited Mahi Overseas Pvt. Ltd. Chika Overseas Pvt. Ltd. Bhupati Chemical Pvt. Ltd. Kika Dye Chem Export Pvt. Ltd.	Significant influence through, Spouse Mrs.R.S.Ghia as Chairperson and brother's Wife Mrs.V.D.Ghia as Director
	Chika Private Limited	Son Mr.N.S. Ghia as Chairman Spouse, brother's wife as Directors
	Innovassynth Investments Limited Innovassynth Technologies (I) Limited Sonata Software Limited	Common Key management personnel
Mr.M.D.Dalal - Jt. Managing Director#	Brightstar Learning India Private Limited	Common Key management personnel

Key Management Personnel

59TH ANNUAL REPORT 2019-2020

b. Related Party Transactions during the period 01.04.2019 TO 31.03.2020 (Rs. in Lakhs)

Sr No.	Nature of Transaction	Key Management Personnel	Company in which Key Management Personnel have significant influence	Relatives of Key Management Personnel	Subsidiary	TOTAL
1.	Deposits received for the year 2019-20.	59.20	104.30	-	-	163.50
	Deposits received for the year 2018-19	20.75	-	-	-	20.75
2.	Deposits Repaid for the year 2019-20	.50	-	-	-	.50
3.	Deposits / Amount outstanding as on 31.03.20 Payable	380.43	6739.80			7120.23
	Deposits / Amount outstanding as on 31.03.19 payable	321.73	6635.50			6957.23

28. Earnings per share

(Rs. in Lakhs)

Particulars	31-03-2020	31-03-2019
Profit / (Loss) after Tax	(2,005.83)	(5,907.86)
Weighted Average Number of Equity Shares-Basic- Diluted		
- Basic	548,71,679	548,71,679
- Diluted	548,71,679	548,71,679
Earnings per Share (in Rs.)		
- Basic	(3.66)	(10.77)
- Diluted	(3.66)	(10.77)

29. Details of Payment to Auditor (Net of Indirect Taxes)

Particulars	31-03-2020	31-03-2019
Audit Fees	600,000	600,000
Other Services	-	-
Total	600,000	600,000

30. Lease Assets/(Liabilities) as per Indian AS 116, Lease Assets and Lease Liabilities consider as per contract with lessor for the three years. Present Value is taken on the basis of PV Sector (i.e. 8.5%).

As per our report attached
For **LLB & Co.**
Chartered Accountants
Firm Registration No.: 117758W

Manju Choudhary
Partner
M. No.: 195166
UDIN: 20195166AAAABF3654

Place:- Mumbai
Date: 28th September, 2020

For and on behalf of the Board
S. B. Ghia
(Chairman and Managing Director)
DIN: 00005264

M. D. Dalal
(Joint Managing Director)
DIN : 00005275

Place:- Mumbai
Date: 28th September, 2020