

Date: 04.09.2020

To,
The Assistant General Manager / Dy. Manager
Dept of Corporate Services,
BSE Limited
P J Tower, Dalal Street, Fort,
Mumbai – 400 001
BSE Scrip Code: - 513507

Dear Sir/Madam,

Sub: Submission of 28th Annual Report for the financial year 2019-20 along with Notice of 28th Annual General Meeting of the Company.

This is to inform you that the 28th Annual General Meeting ("AGM") of the Company will be held on Saturday, the 26th September, 2020 at 3:00 p.m. (IST), through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, please find attach herewith 28th Annual Report for the financial year 2019-2020 along with Notice of 28th Annual General Meeting of the Company, which is being sent to Shareholders through electronic mode today i.e., 4th September, 2020.

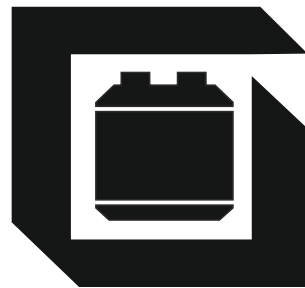
The 28th Annual Report for the financial year 2019-20 and Notice of 28th Annual General Meeting of the Company is also available on website of the Company: www.gujaratcontainers.com.

Kindly take the same on record.

Thanking you,
For Gujarat Containers Limited


Narendra D. Shah
Company Secretary & Compliance officer

28th Annual Report 2019-20



Gujarat Containers Limited

An ISO 9001:2015 Certified Company

TWENTY EIGHTH ANNUAL REPORT**FINANCIAL YEAR -2019-2020.****CORPORATE INFORMATION :****Board of Directors:**

Mr. Kiran Arvindlal Shah	:	Chairman & Managing Director
Mr. Pravin Hiralal Shah	:	Whole Time Director (Resignedw.e.f. 31.03.2020)
Ms. Neha VivekVora	:	Whole Time Director
Mr. Neil Shah	:	CFO &Whole Time Director (w.e.f. 01-04-2020)
Mr. Divyakant R. Zaveri	:	Independent Director
Mr. Sanjay Dalsukhbhai Shah	:	Independent Director
Mr. Ashwin Kantilal Shah	:	Independent Director

Key Managerial Personnel

Mr. Anil Srivastava	:	Chief Financial Officer (CFO) (up to 24-08-2020)
Mr. Narendra D. Shah	:	Company Secretary and Compl. Officer (from 29-06-2019)

Bankers

:	State Bank of India, Specialized Commercial Branch, 2ndFloor, Trident Complex, Race Course, Vadodara – 390 023.
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Auditors

:	M/s.Shah & Bhandari Chartered Accountants Vadodara-390007
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Registered Office

:	Plot no. 488, Baroda – Savli Highway, Vill.Tundav, Tal. Savli, Dist. Vadodara – 391 775 Phone: +91(2667) 262084, 262220.
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Corporate Office

:	201-202, Alkapuri Arcade “B” Wing, R.C. Dutt Road, Opp. Welcome Hotel, Vadodara – 390 007 Phone :(0265) 2341265 , 2331965 Fax : +91(0265) 2341264 Email: info@gujaratcontainers.com
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CIN

:	L28120GJ1992PLC017081
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Company Website

:	www.gujaratcontainers.com
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Registrar & Share Transfer Agents

:	M/s. MCS Share Transfer Agent Ltd. 1st Floor, Neelam Apartment, Above Chhapanbhog, 88, Sampatrao Colony, Vadodara – 390 007 Tel (0265) 2314757, Fax (0265) 2341639 E-mail id:mcsLtdbaroda@gmail.com
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NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of **Gujarat Containers Limited** will be held on Saturday, the 26th September, 2020 at 3.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Neha Vivek Vora (DIN No. 07150139), who retires by rotation and is eligible offers herself for re- appointment.

Special Business :

3. **To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Neil Kiran Shah (DIN: 08616568) who was appointed as a Director, by the Board of Directors at its meeting held on 12th February, 2020, in casual vacancy caused by the resignation of Mr. Pravin Shah, and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. **To consider appointment of Mr. Neil Kiran Shah (DIN: 08616568) as the Whole Time Director(Finance) and for the matter to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to the approval of the Central Government, as may be required and such other permissions, sanction(s) and authorities, the consent of the Members of the Company, be and is hereby accorded to appoint), Mr. Neil Kiran Shah (DIN: 08616568) as Whole Time Director (Finance) of the Company for a period of 3 (Three) years with effect from 01st April, 2020 to 31st March, 2023, upon the remuneration and terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment) with the authority to the Board of Directors to alter, revise and amend the terms and conditions of appointment and remuneration payable to), Mr. Neil Kiran, Whole Time Director, in such manner as may be agreed to between the Board and), Mr. Neil Kiran Shah, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto and approval of the Central Government and/ or any other appropriate authorities, if required, for the same."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all necessary and expedient, acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

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

"RESOLVED that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is here by granted for continuation of holding of office of Mr. Kiran Arvindlal Shah (DIN01862236), the Chairman & Managing Director who has attained the age of 70 (Seventy)years as on August 10, 2020 upto the expiry of his present term of office, on the existing terms and conditions as mentioned in the agreement dated August 08, 2018 duly approved by the shareholders through an Ordinary Resolution passed at the Annual General Meeting held on August 29, 2018."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 24-08-2020

Place: Vadodara

For and on behalf of the Board of Directors,

(Narendra D. Shah)
Company Secretary & Compliance officer

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Company Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5th May, 2020 dated 8th April, 2020 and General Circular No.17/2020 dated 15th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') and MCA Circulars, the AGM of the Company will be held through VC / OAVM.
2. Since this AGM is being through VC/ OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip are not annexed to this Notice.**
3. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.gujaratcontainers.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com.
4. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 with the Stock Exchange, are provided in the annexure to the notice.
6. As the members are aware, as at the 31st March, 2020, being the last date of Financial Year 2019-20, the Paid up Share Capital of the Company, was below Rs. 10 Crores and that Net Worth of the Company was below Rs. 25 Crores, hence in terms of regulation 15(2) of Chapter- IV of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, Regulations 17 to 21 and clauses (b) to (i) of Regulation 46(2) and para C, D, and E of Schedule V, do not apply to our Company. Report on Corporate Governance and other related applicable details are therefore not furnished as an attachment to the Board's Report, in view of its non-applicability. Any members, desirous to have such information, may write to the Company secretary to supply copy thereof.
7. **The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 19th September, 2020 to Saturday, the 26th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.**
8. Relevant documents referred to in the accompanying Notice and the Statement is kept open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. Members desirous of obtaining any information in respect of Accounts of the Company are requested to send their queries in writing to the company at its Registered Office so as to reach at least seven days before the date of the meeting, so as to enable the Company to keep ready at the venue of the meeting for furnishing the same.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
11. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
12. **As per the regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 as amended, securities of the Company can be transferred only in dematerialized Form with effect**

from 1st Aril, 2019, except in case of request received for transmission or transposition of securities . In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holding in dematerialized form shares on June 8, 2018 to permit transfer of listed securities only in the dematerialized form.

13. At the 25th Annual General Meeting of the Company held on September 23, 2017, the members appointed M/s. Shah & Bhandari, Chartered Accountants, Chartered Accountants (Firm Registration No. 118852W) as Statutory Auditors of the Company to hold office for a period of 5 (Five) years until the conclusion of the 30th Annual General Meeting of the Company to be held in the Year-2021-22.

14. **Members may note that this Notice and the Annual Report 2019-20 will also be available on the Company's website viz. www.gujaratcontainers.com.**

15. **Voting through electronic means and Declaration of Results:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to providing remote e- voting facility to its members in respect of the business to be transacted at the 28th AGM and also facility for those members participating in the 28th AGM to cast vote through e-voting system during the 28th AGM.

Mr. Kiran Shah, Chairman and Managing Director of the Company and in his absence Mr. Neil Kiran Shah, Whole Time Director will declare the results based on the Scrutinizer's report received on e-voting and voting at the meeting. The voting results along with Scrutinizer's report will be displayed on the

(i) Notice Board of the Company at its Registered Office and Corporate Office.

(ii) Company's website www.gujaratcontainers.com and www.bseindia.com

(iii) NSDL's website www.evoting.nsdl.com and

The instructions for casting your vote electronically are as under:

16. The remote e-voting period begins Wednesday, 23rd September, 2020 (9:00 a.m. IST) and ends on Friday, the 25th September, 2020 (5:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of 19th September, 2020 may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of this Notice and holding shares as on 19th September, 2020, may obtain the login Id and password by sending request at evoting@nsdl.co.in. The remote e-voting module shall be disabled by NSDL for voting after 25th September, 2020 (5.00 p.m. IST).

i. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

ii. Those Members, who will be present in the AGM through VC / OAVM and have not casted their vote through remote e-voting and are otherwise not barred from doing this, shall be eligible to vote through e-voting system during the AGM.

iii. The Company has appointed Mr. Jayesh Vyas of M/s. Jayesh Vyas & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

iv. The details of process and manner for remote e-voting and e-voting during the AGM are as under:

Step 1. The shareholders should log in to NSDL on to the e-voting system at <http://www.evotingi.nsdl.com/>

Step 2. Cast your vote electronically on NSDL e-Voting system.

Details of Step 1 is mentioned below :

How to log-in to NSDL e-voting system ?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL :

<http://www.evotingi.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting is launched, click on the icon "Login" which is available under 'Shareholders' actions.

3. A new screen will open. You will have to enter User Id, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL Services i.e. IDEAS, you can log-in at <http://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Dmat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digits Client ID For example if your DP ID is IN300*** and client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 digits beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN number followed by Folio Number registered with the Company. For example if your Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
 - (ii) If your email id is not registered please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account member / Folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based on login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details of Steps 2 is given below:**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Acting Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycles is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take a printout of votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.jayeshvyas.hotmail.com < with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details password? Or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. : 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No. Name of shareholder, scanned copy of the share certificate (front and back) PAN (self attested) scanned copy of PAN card, AADHAR (self attested copy of Aadhar Card) by email to (Company email ID.)
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID+CLID or 16 digit beneficiary ID), 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 email ID.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING OF THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be connected for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through NSDL e-Voting system. Members may access the same at <http://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account / folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

Instructions for Members for attending the AGM through VC/OAVM

- a. Members will be able to attend the AGM through VC / OAVM provided by NSDL at www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVSN
Members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve

the same by following the remote e-voting instructions mentioned in this Notice. Further, Members can also use OTP based login for logging into the e-voting system of NSDL.

Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of its Board Resolution / Authority Letter etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf. The said Resolution / Authority letter shall be send through its registered Email Id to the Scrutinizer at Jayesh Vyas with a copy marked to evoting@nsdl.co.in.

- b. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- c. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No. Pan, Mobile No. to the Company at cs@gujaratcontainers.com from 14th September 2020 to 21st September 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speaker depending on the availability of time for the AGM.
- d. Members who need assistance before or during the AGM, can contact on evoting@nsdl.co.in / 1800- 222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in / +91 22 24994360 / +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager, NSDL at sagar.ghosalkar@nsdl.co.in / +91 22 24994553 / +91 9326781467.

Recommendation to the Members.

It is recommended to join the AGM through laptop for better experience. You are requested to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their data network. It is therefore recommended to use stable wi-fi or wired connection to mitigate any kind of aforesaid glitches.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”):

Item Nos. 3 & 4

Mr. Neil Kiran Shah (DIN 08616568) is appointed as a Director in casual vacancy, in place of Mr. Pravin Hiralal Shah, by the Board of Directors of the Company with effect from March 31st, 2020. As per Section 161(4) of the Companies Act, 2013 a person who has been appointed as Director in casual vacancy holds office up to the date upto which the director in whose place he is appointed would have held office if it had been vacated. Consequently, Mr. Neil Kiran Shah holds office upto the date of this Annual General Meeting, the date till which the original Director Mr. Pravin Hiralal Shah, would have held the office.

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Neil Kiran Shah for the office of Director.

Mr. Neil Kiran Shah is Bachelor of Engineering with Master of Business Administration (Finance) and served as a Finance Controller from September, 2014 till March, 2020. He has rich experience in the Corporate Accounts and Finance and production and Administration areas of the Company. He has also been assisting in Management of related aspects of production, business administration and overall management of affairs of the Company.

At the meeting of the Board of Directors of the Company held on 12th February, 2020, based on the recommendations of the Nomination & Remuneration Committee and subject to the approval by the shareholders of the Company, the Board of Directors have appointed Mr. Neil Kiran Shah as Whole Time Director (Finance) for a period of 3 years with effect from 1st April, 2020 to 31st March, 2023 on the principal terms and conditions as set out below:

The terms and conditions of appointment of Mr. Neil Kiran Shah (hereinafter referred to as “the appointee”) are given below:

1) **Salary:**

The Whole Time Director shall be entitled to a aggregate Salary of Rs. 1,00,000/- per month.

2) **Perquisites:**

a. The Whole Time Director shall also be entitled to perquisites and allowances including medical coverage or such other perquisites, allowances and / or cash compensation in accordance applicable rules of the Company, subject to the condition that the total perquisites shall be restricted to an amount equivalent to his annual salary.

b. The Whole Time Director shall also be entitled to the contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of the tenure, which shall not be calculated for the purpose of determining aforesaid ceiling for the remuneration as these, either singly or put together, are not taxable under the Income Tax Act,

The perquisites and allowances shall be valued as per the Income Tax rules / norms, wherever applicable. In the absence of

any such rules, the perquisites and allowances shall be evaluated at actual cost.

- 3) Provision Car, Cell Phone, Phone, Internet facility / services at Residence for use of business:
Providing Car, mobile, Phone and internet connection for use on Company's business and telephone and other communication facilities at their residence, will not be considered as perquisites.
- 4) Over all Remuneration:
Provided further that the aggregate amount of remuneration covering salary, allowances and perquisites payable to the Whole Time Director, in aggregate to all such Directors should not exceed the ceiling prescribed under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule-V of the Companies Act, 2013 and Rule 7 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as may, for the time being, be in force.
- 5) Minimum Remuneration:
Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of the Whole Time Director, if the Company has no profits or its profits are in-adequate, the Company will pay to each of them as the minimum remuneration by way of salary, perquisites and allowances, as specified above, which shall be governed by the limits prescribed under Section II, part II of Schedule V of the Companies Act, 2013 and any amendments thereto.
- 6) Reimbursement of Travelling, Entertainment Expenses and Other reimbursement of Incidental Expenditure:
The Whole Time Director shall also be entitled to be paid / reimbursed all the travelling, hotel, entertainment expenses and incidental expenses, all costs and charges, actually and properly incurred in the course of legitimate business, as may be incurred by each of them for the business purpose and for and on behalf of the Company during his performance of the duties entrusted to by the Company.
- 7) During his tenure of appointment, the Whole Time Director shall be liable to retire by rotation.
- 8) The Whole Time Director shall faithfully serve the Company and shall do their best, to guard promote the interests of the Company devoting the whole of his time and attention throughout the period of his employment except when he is ill and prevented from doing the business of the Company. The Whole Time Director shall see that the Company shall gain from his abilities and capabilities.
- 9) The Whole Time Director shall not carry directly or indirectly or participate in any way in the business which is alike to the business carried on by the Company and four years after the termination of the agreement without the prior consent in writing of the Company either along or jointly with others or as a Manager or agent for any other person or persons.
- 10) The Whole Time Director shall not do anything which may be taken as that he represents himself as being connected with or interested in the business of the Company and shall not deal with the person who has been a customer of the Company during a period of 3 years after termination of the agreement.
- 11) In case of amendment in guidelines for the appointment of and remuneration payable to managerial personnel by the Central Government from the time to time, he shall be entitled to be governed by the new guidelines provided both of the parties agree to it.
- 12) The service of the Whole Time Director shall be terminated by notice of 3 (Three) months in writing from either of the parties. However, when the Board of Directors is of the opinion that he has been negligent in discharging her duties, the agreement can be determined at any time by the Board of Directors of the Company.

Considering his educational qualifications, wide and varied experience in the Corporate Accounts and Finance areas of the Company, the Board considers that association of Mr. Neil Kiran Shah with the Company as the Whole Time Director(Finance), will immensely benefit the Company, in coming years.

Mr. Neil Kiran Shah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with

Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

The Board recommends the resolution of appointment of Mr. Neil Kiran Shah as the Whole Time Director (Finance) as set out at Item No. 4 of the accompanying notice.

Except Mr. Neil Kiran Shah (the appointee), Mr. Kiran Shah and Mrs. Neha VivekVora (being relatives of the appointee), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The above may be treated as a written memorandum setting out the terms of -appointment of Mr. Neil Kiran Shah under Section 190 of the Act.

I General Information:

1. Nature of Industry: Packaging Industry – Iron & Steel Barrels
2. Date of commencement of commercial operations: 11th February, 1992
3. In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable**

4. Financial performance based on given

Particulars	(Rs. in Lacs)	
	Year 2019-20	Year 2018-19
Gross Income- Turnover	7574.33	7919.81
Operating Profit / (Loss) before Interest & Depreciation and Tax	520.98	445.15
Net Profit / (Loss) after Tax	60.86	93.29
Equity Capital (face value of Rs.10)	565.00	565.00
Net Worth	1169.25	1109.39

5. Foreign Investments or collaborations if any: NIL

II. Information about the Appointee:

1. Background details:
Mr. Neil Kiran Shah is Belcher of Engineering with Master of Business Administration (Finance) and served as a Finance Controller from September, 2014 till March, 2020.
2. Past remuneration drawn: Rs. 1, 00,000/- p.m. as Chief Finance Officer
3. Recognition or awards: None
4. Job profile and his suitability:
He has rich experience in the Corporate Accounts and Finance areas of the Company. He has also been assisting in Management of related aspects of production, business administration and overall management of affairs of the Company. He possesses business acumen and good entrepreneur skills of managing business affairs.
5. Remuneration proposed: Rs. 1, 00,000/- p.m.
6. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person:
Taking into consideration of remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to the appointee is purely on the basis of merit keeping in view the profile of the appointee, responsibilities assigned and being shouldered by him, industry remuneration benchmarks, Company's remuneration policy as finalized by Nomination and Remuneration Committee constituted by the Board.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any:
Besides the remuneration proposed, Mr. Neil Kiran Shah does not have any pecuniary relationship with the Company. Mr. Kiran Shah, the Managing Director and Mr. Neha VivekVora, Whole Time Director are related to him.

III. Other information:

1. Reasons of inadequate profit:

Stiff competition in Market from Organized and Unorganized Sectors, and other external factors such as recession & general economic slowdown, the volatile market conditions of Raw Materials including Iron & Steel Products, in international market, depressing business environment and conditions, are among other factors, adversely affecting the Company's performance, leaving reduced margin for the Company.

2. Steps taken or proposed to be taken for Improvement:

The Company has initiated certain steps such as widening the customer based, exploring new markets, adoption of stringent cost control measures, reducing borrowing cost by availing Finance at cheaper rates, improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to hedge and improve the margins by negating and entering into longer period of contracts.

3. Expected increase in productivity and Profits in measurable terms:

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms as specially in the current times of CoVID-19 Pandemic

IV. Disclosures:

1. The remuneration package proposed to be given to Mr. Neil Kiran Shah is as per the details given in the Explanatory Statement attached to the notice of this meeting.

The Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meeting with a notice period of three months by either side.

2. Mr. Neil Kiran Shah is holding 5,25,700 shares of the Company whereas Mr. Kiran Shah, Managing Director and Mrs. Neha Vivek Vora, Whole Time Director, the relatives, hold 14,71,430 shares and 5,19,400 shares, respectively.

The agreement between the Company and Mr. Neil Kiran Shah is available for inspection by the members of the Company at its Registered Office between 3.00 p.m. and 5.00 p.m. on any working day of the Company.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5 :

The Shareholders of the Company at the 26th Annual General Meeting held on 29th September, 2018 approved re-appointment of Shri Kiran Arvind Shah as a Chairman and Managing Director of the Company for a period of Three years effective from 10th August, 2018 through a Special Resolution under the relevant provisions of the Companies Act 2013.

Mr. Kiran Arvind Shah, Chairman and Managing Director has attained the age of 70 years during August 10, 2020.

In terms of the provisions of Section 196 (3) (a) of the Companies Act, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of his term of appointment.

Except Mr. Neil Kiran Shah and Mrs. Neha Vivek Vora (being relatives of the appointee), and Kiran Arvind Shah himself, none of the other Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in passing this Resolution.

The Board therefore recommends the special resolutions for your approval.

For and on behalf of the Board of Directors,

Date: 24-08-2020
Place: Vadodara

(Narendra D. Shah)
Company Secretary & Compliance officer

**Details of Directors Seeking Appointment / Re-Appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation, 2015 and SS-2 on General Meeting)**

Name	Kiran Arvindlal Shah	Neha Vivek Vora	Neil Kiran Shah
DIN	01862236	07150139	08616568
Date of Birth	10/08/1950	08/05/1980	14/11/1982
Date of Appointment	02/11/1992	08/08/2015	01/04/2020
Qualifications	B.Com; FCA; FCS	B.E. Elec. & M.S. Elec.	B.E & M.B.A (Finance)
Expertise in specific functional areas	Production, Accounts & Financial, Tax Management & Corporate Management	Sales & Marketing	Finance & Accounts, Production, Business Administration and overall Management
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	None	None	None
Memberships/ Chairman ships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	None	None	None
Number of shares held in the Company	14,71,430	5,19,400	5,25,700

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of the above directors please refer to the Board's Report.

BOARD'S REPORT

To,

The Members,
Gujarat Containers Limited.

Your Directors are pleased to present the 28th Annual Report and the Company's Audited Financial Statement for the financial year ended March 31, 2020.

1. Financial Statements :

(Rs. in Lacs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Revenue from Operations	7571.73	7911.74
Other Incomes	2.61	8.07
Total Revenue	7574.34	7919.81
Profit before Interest, Depreciation & Tax	520.98	430.88
Less: Finance Cost	(291.48)	(248.08)
Less: Depreciation & Amortization Expense	(131.30)	(70.61)
Add: Exceptional / Prior period adjustment	0.00	0.00
Less : Provision for Taxation	(38.44)	(26.03)
Add: Provision for Deferred Tax	0.83	7.13
Net Profit	60.86	93.29

2. Dividend :

During the year under review, the Company has decided to plough back the profit for the ongoing expansion and modernization activities of the Company. The Board therefore, does not recommend payment of any dividend to the shareholders, for the year under review.

3. Transfer to Reserve :

The Company does not propose to transfer any sum to the General Reserve of the Company.

4. Financial Performance and Operational Review:

During the financial year 2019-20,

- i. Gross Sales (including Excise Duty but excluding GST) of the Company for the year under review, is Rs. 7571.73 lakhs as compared to Rs. 7911.74 lakhs in the previous year, registering marginal fall in sales due to Covid-19 effect.
- ii. Net Profit after Tax, reached to Rs. 60.86 lakhs as against Net Profit of 93.29 lakhs of the previous year, registering reduction in profit of nearly 33% due to the adoption of IND AS 116 of Lease Assets and its effect of amortisation.

The Company has been continuously putting its best endeavors to expand its manufacturing facilities, increase its clientele base, continue to stabilize its quality of the Products manufactured, minimise its administrative and operational costs, to the extent possible and to bring all round operational and organizational efficiency.

COMPANY RESPONSE TO COVID-19

During March 2020, the COVID pandemic increased rapidly forcing Governments of most countries to enforce a lockdown of all activities. Heeding to the various guidelines issued in India by the Central and State Governments and abroad by various agencies on the Covid-19 pandemic, all establishments, offices & factories of the Company had shut down operations from March 25, 2020.

A Decision Response Team was formed which consisted of members from the Executive Committee to assess the situation

and take appropriate decisions. Smaller teams/ task forces were set up at each manufacturing units to regularly monitor the situation.

Your Company resumed partial service of operations from April 14, 2020, after implementation of standard protocols in line with the guidelines prescribed. As on the date of this report, your Company has resumed work in all offices/manufacturing units. Employees are working in a staggered manner with mandatory rotation on a periodic basis and in adherence to all the safety protocols. In fact, all the plants and office establishments that have started functioning have implemented safety and hygiene protocols like wearing of face masks, social distancing norms, workplace sanitation and employee awareness programmes. The protocols are regularly reviewed and updated based on revisions in guidelines received from authorities concerned from time to time. The impact of the lockdown disruption is being assessed from time to time. A lot depends on the success of the various pandemic containment efforts being undertaken by the State and Central Government and Health authorities.

5. Change in the nature of business:

During the year under review, there was no change in the nature of the business of the Company.

6. Significant and Material Orders Passed by the Regulators or Courts:

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

7. Subsidiary Companies:

The Company does not have any subsidiary company.

8. Adequacy of internal financial controls:

The Company has in place, adequate and effective Internal Financial Controls with reference to financial statements. During the year, such controls were tested and upgraded and no reportable material weaknesses, variances, in the design or operation were observed.

9. Particulars of Loans, Guarantees or Investments:

During the year under review, your Company has not directly or indirectly -

- a) given any loan to any person or other body corporate other than usual advances envisaged in a contract of supply of materials, if any;
- b) given any guarantee or provided security in connection with a loan to any other body corporate or person; and
- c) acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

10. Particulars of Contracts or Arrangements with Related Parties:

All related party transactions that were entered into during the financial year were on arm's length basis and during the ordinary course of Company's business, with prior approval of the Audit Committee and the Board, as required. The Company has not entered into any contract, arrangement or transaction with any related party which could be considered as material and exceeding the prescribed ceiling, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requiring the prior approval of the Members.

The Board has approved a policy for related party transactions which is already posted on the website of the Company (www.gujaratcontainers.com).

All the related party transactions are placed before the Audit Committee as well as the Board for approval on a quarterly basis. Omnibus approval was also obtained from the Audit Committee and the Board on an annual basis for repetitive transactions.

Related party transactions under Accounting Standard – AS 18 are disclosed in the notes to the financial statements. Prescribed Form No. AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is furnished as Annexure – A to this report.

11. Directors' Responsibility Statement:

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a. in the preparation of annual accounts for the year ended March 31, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are

reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2020 and of the Profit of the Company for the year ended on that date;

- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a 'going concern' basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

12. Directors and Key Managerial Personnel:

Mr. Pravin Hiralal Shah (DIN No. 01881862) as the Whole Time Director and resigned from the Company w.e.f 31st March, 2020.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 12th February, 2020, approved the appointment of Mr. Neil Kiran Shah (DIN No. 08616568) as Director in casual vacancy with effect from 01st April, 2020.

Mr. Neil Kiran Shah (DIN No. 08616568) was appointed as Director in casual vacancy (in place of Mr. Pravin Hiralal Shah) on 12th February, 2020. Pursuant to Section 161(4) of the Companies Act, 2013, Mr. Neil Kiran Shah holds office up to the date which the original Director (Pravin Hiralal Shah) would have held office if it had not been vacated. Consequently, Mr. Neil Kiran Shah holds office till the ensuing AGM of the Company, the date till which the original Director Mr. Pravin Hiralal Shah, would have held the office and is eligible for re-appointment. The Company has received Notices in writing from Members along with requisite deposit under Section 160 of the Act proposing the candidature of Mr. Neil Kiran Shah for appointment as a the Whole time Director. The Board recommends the appointment of aforesaid Directors by the shareholders in the ensuing AGM.

Ms. Neha Vivek Vora (DIN No. 07150139), retire by rotation at the ensuing AGM and being eligible, offer themselves for re-appointment.

Key Managerial Personnel

Mr. Neil Kiran Shah as Chief Finance Officer resigned from the Company w.e.f 31st March, 2020

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 29th June, 2019 approved the appointment of Mr. Narendra D. Shah as Company Secretary & Compliance Officer of the Company and the Board at its Meeting held on 12th February, 2020, approved the appointment of Mr. Anil Kumar Srivastav, as Chief Finance Officer with effect from 01st April, 2020.

During the financial year under report, the following persons continue to be the Key Managerial Personnel of the Company:

Mr. Kiran Shah	- Chairman & Managing Director
Mr. Neil Shah	- Whole Time Director (w.e.f. 01.04.2020)
Ms. Neha Vivek Vora	- Whole Time Director
Mr. Divyakant R. Zaveri	- Independent Director
Mr. Sanjay Dalsukhbhai Shah	- Independent Director
Mr. Ashwinbhai Kantilal Shah	- Independent Director
Mr. Anil Srivastava	- Chief Financial Officer (CFO) (w.e.f. 01-04-2020)
Mr. Narendra D. Shah	- Company Secretary and Compl. Officer (w.e.f. 29-06-2019)

13. Declaration by Independent Directors:

The Company has received Declarations of Independence as stipulated under Section 149(7) of the Companies Act, 2013 from Independent Directors confirming that he/she is not disqualified from appointing/continuing as Independent Director as laid down in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR Regulations. The same are also displayed on the website of the Company www.gujaratcontainers.com. The Independent Directors have been The

Independent Director have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

The Independent Directors of the Company have registered / in the process of registering themselves with the data bank maintained by Indian Institute of Corporate Affairs (IICA). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA within a period of one (1) year from the date of inclusion of their names in the databank. The said online proficiency self-assessment test will be undertaken by the Independent Directors of the Company, as applicable, within the prescribed time lines. The Company has received necessary declarations from all Independent Directors of the Company confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 as well as under Regulation 25 and 16(1)(b) of SEBI (LODR) Regulations. There has been no change in the circumstances which may affect their status as independent director during the year.

14. Board Evaluation:

Although not applicable, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, attendance, prior study of materials given, participation at the meetings, level and effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-executive Directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the Independent Director being evaluated.

15. Familiarization Program for the Independent Directors:

In compliance with the requirements of SEBI Regulations, 2015, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

16. Policy on Directors' Appointment and Remuneration and Particulars of other details:

The Nomination and Remuneration Committee has laid down the criteria for Directors appointment and remuneration including criteria for determining qualification, positive attributes and independence of a Director. The following attributes/criteria for selection have been laid by the Board on the recommendation of the Committee:

- the candidate should possess the positive attributes such as leadership, entrepreneurship, business advisor or such other attributes which in the opinion of the Committee are in the interest of the Company;
- the candidate should be free from any disqualification as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges, in case of appointment as an independent director; and
- the candidate should possess appropriate educational qualification, skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, corporate governance, technical operations, infrastructure or such other areas or disciplines which are relevant for the Company's business.

17. Number of Meetings of the Board:

During the year under review, Four(4) Meetings of the Board of Directors, were held on 28th May, 2019, 14th August, 2019, 13th November 2019, 12th February, 2020, wherein Directors were present.

18. Extract of Annual Return:

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure–Bin the prescribed Form MGT-9, which forms part of this report.

19. Audit Committee:

The Audit Committee of the Company is comprised of Mr. Divyakant R. Zaveri, the Chairman, Mr. Sanjay Dalsukhbhai Shah, the member and Mr. Ashwinbhai Kantilal Shah, the member, the Independent Directors, met 4 Times during the year under review on 28th May, 2019, 14th August, 2019, 13th November, 2019 and 12th February, 2020, and transacted the business as per the terms of reference. The Committee meets the criteria laid down under Section 177 of the Companies Act, 2013, read with Regulation 18 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015

20. Material Changes and Commitments, if any, affecting the Financial position of the Company which have occurred between the end of Financial Year of the Company to which the Financial Statement relate and the date of the Report :

There were no material changes except that one of the plant has been closed and its plant and machineries were installed at its mother plant for close monitor and reduce its administrative fixed cost and commitments that have affected the financial position of the Company which have occurred between the financial year ended on 31st March, 2020 and the report dated 24th August, 2020.

21. Management Discussion and Analysis:

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Management Discussion and Analysis has been given hereunder.

a. Industry Scenario/India key market trends :

Economic activity in Asia picked up speed, as exports to advanced economies deteriorated. Domestic demand has been consistent, and retail sales across much of Asia have been brisk. Exports, particularly to the United States, Middle East and the euro area, have relatively gained momentum. India is an emerging economy with sizeable untapped potential for rigid industrial packaging, especially in its main industrial centre's near the coast. Industrial packaging in India is expected to grow with 10% p. a. and will remain largely dominated by metal and plastic drums. India's industrial maturity is still relatively low and low-value; low-quality packaging will increasingly be replaced by rigid industrial packaging products. Thus, industrial packaging demand growth exceeds GDP and underlying industry forecasts. The need for rollable package products such as drums is partly influenced by the country's lack of a sufficient infrastructure network and easy ways for transportation.

As explained in the inception, the Indian packing industry as a whole, is expected to fare well with the encouraging support of the Government.

b. Opportunities and Threats :

Your Company operates in such an area where a large market exists but with huge competition. Your Company's products are well-received in the market. However, the Company has been through different marketing initiatives carving its way with moderate success.

c. Outlook :

Your Directors are well aware of the competition by manufacturers and prevailing scenario and have created a strategy to overcome this difficulties.

In view of inflationary trend and keen competitions prevailing in the market, your Directors feel the performance of the Company has been reasonably good. Your Directors are also aware of the fact that Indian Packing industry is highly potential to growth but competitive and fragmented.

The management is conscious about the changing scenario in industry and review take place regularly.

d. Risks and concerns:

- i. **Macro-economic risks:** Risks emanating from changes in the global markets such as the recent financial meltdown, regulatory or political changes, Steel Price Fluctuations and alterations in the competitive landscape could affect the Company's operations and outlook. Any adverse movements in economic cycles in the Company's target markets could have a negative impact on the Company's performance. This risk is mitigated to some extent due to the Company's presence in multiple, diverse markets.
- ii. **Risk related of Raw Materials:** Risks associated with key procurement relationships include:
 - a. the availability of raw materials, more particularly iron & Steel ;
 - b. the price of raw materials may be subject to material changes in worldwide Pricing levels;
 - c. input costs such as freight and electricity may be inconsistent or prices may increase; and
 - d. key supplier relationships may be lost or impaired, contracts renewed on less favorable terms or key suppliers may cease or reduce their operations.

However, the Company plans well in advance to procure the raw materials and purchases from the domestic reputed supplier located in different parts of the country to mitigate risk relating to availability of raw materials.

e. Internal Control System and their Adequacy:

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The internal control systems provide for all documented policies, guidelines, authorization and approval procedures. The Company has an internal audit department which carries out audits throughout the year. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

The Company's internal control systems are supplemented by an Internal Audit Program and periodic reviews by the Management. The Company has Independent Audit Firm as its Internal Auditors and the Audit Committee reviews its findings and recommendations at periodic intervals. Company's internal control system is adequate considering the nature, size and complexity of its business.

f. Discussion on financial performance with respect to operational performance:

During the financial year 2019-20, the net sale of the Company for the year under review is Rs. 7571.73 Lakhs as compared to Rs. 7911.74 Lakhs of the previous year. The Company registered Net Profit of Rs. 60.86 Lakhs as against net profit of Rs. 93.29 Lakhs in the previous year. The net profit has negative impact due to adoption of IND AS from April 2019.

g. Human Resources/Industrial Relations:

Employees are our greatest strength and the foundation of our Company. They play a pivotal role in offering better product quality, design and services to our customer. We ensure that employees gain ample opportunities for personal and professional growth. High quality recruitment supports the talent management practices of the Company. To augment the journey of internationalization of the Company and create a multicultural work force, strengthening leadership cadre with appropriate domain competencies has been done. The Company continues to foster a high performance culture by recognizing good performers and providing them with career enhancing opportunities. Several HR initiatives have been taken for the strategic alignment of the HR function with the business objectives. These initiatives encompass employee engagement, learning & development besides improved internal communication mechanism with employees.

h. Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include financial position of the company, economic conditions affecting demand / supply, price conditions in the domestic and overseas market in which the company operates, changes in the government regulations, tax laws and other statutes.

22. Risk Management:

The Company has in place a Risk Management Policy pursuant to Section 134 of the Companies Act and Regulation 21 of SEBI (LODR) Regulations. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Internal Audit Department facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this program, each Function carried on works, addresses opportunities and risks through a comprehensive approach aligned to the Company's objectives. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

This risk management process, which is facilitated by internal audit, covers risk identification, assessment, analysis and mitigation. Incorporating sustain ability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies. The major risks forming part Risk Management process are linked to the audit.

The Audit Committee of the Board of the Company has been entrusted with the task to frame, implement and monitor the risk management plan for the Company and it is responsible for reviewing the risk management plan and ensuring its effectiveness with an additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

23. Control Systems and their Adequacy:

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The internal control systems provide for all documented policies, guidelines, authorization and approval procedures. The Company has appointed M/s. Pooja Wadhvani & Associates., the Firm of Chartered Accountants as an Internal Auditor which carries out audits throughout the year. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

24. Corporate Social Responsibility (CSR):

The Company has already constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. However, in view of inadequate profit, the Company is not required to pursue any initiative on CSR activities. Internal accruals generated by way of Profits, are being spent on ongoing expansion activities conceived by the Company.

For the Company, Social Responsibility is a key element of accountability and it will continue to strive in its behavior and actions to surpass the levels of minimum statutory compliance. The Company believes in the sustainable growth and prosperity of its stakeholders and views its responsibilities not only as business responsibilities but as Ethical and Social as well.

The CSR policy of the Company is placed on the website of the Company (www.gujaratcontainers.com).

25. Safety, Environment and Health:

The Company's commitment to excellence in Health and Safety is embedded in the Company's core values. The Company has a stringent policy which drives all employees to continuously break new ground in safety management for the benefit of people, property, environment and the communities where we operate on sites.

The Company respects human rights, values its employees and their communities. The Company considers safety, environment and health as the management responsibility. Regular employee training programs are in place throughout the Company on Safety, Environment and Health and has well identified and widely covered safety management system in place for ensuring, not only the safety of employees but surrounding population of the works as well.

26. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace:

The Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. All employees of the Company, those of contractors as well as trainees are covered under this Policy. The policy of the Company is placed on the website of the Company (www.gujaratcontainers.com)

No complaint was received from any employee during the financial year 2018-2019 and hence no complaint is outstanding as on 31.03.2019 for redressal.

27. Vigil Mechanism/Whistle Blower Policy:

As per the provisions of Section 177(9) of the Companies Act, 2013 ('Act'), the Company is required to establish an effective Vigil Mechanism for directors and employees to report genuine concerns.

The Company has a Whistle-blower Policy in place since 2004 to encourage and facilitate employees to report concerns about unethical behaviour, actual/ suspected frauds and violation of Company's Code of Conduct or Ethics Policy. The Policy has been suitably modified to meet the requirements of Vigil Mechanism under the Companies Act, 2013. The policy provides for adequate safeguards against victimisation of persons who avail the same and provides for direct access to the Chairperson of the Audit Committee. The policy also establishes adequate mechanism to enable employees report instances of leak of unpublished price sensitive information. The Audit Committee of the Company oversees the implementation of the Whistle-Blower Policy.

The Company has disclosed information about the establishment of the Whistle Blower Policy on its website www.gujaratcontainers.com. During the year, no person has been declined access to the Audit Committee, wherever desired.

28. Code of Conduct:

The Board has laid down a code of conduct for board members and senior management personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website www.gujaratcontainers.com. The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration with regard to compliance of Code, is NOT furnished, in view of its non-applicability.

29. Prevention of Insider Trading:

The Board has adopted a revised Code of Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company www.gujaratcontainers.com. All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

30. Significant and Material Orders passed by the Regulators or Courts:

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the company and its future operations.

31. Corporate Governance:

In terms of regulation 15(2) of Chapter- IV of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, Regulations 17 to 21 and clauses (b) to (i) of Regulation 46(2) and para C, D, and E of Schedule V, do not apply to our Company, as at the 31st March, 2020, being the last date of Financial Year 2019-20, the Paid up Share Capital of the Company, was below Rs. 10 Crores and that Net Worth of the Company was below Rs. 25 Crores. Report on Corporate Governance and other related applicable details are therefore not furnished in view of its non-applicability, as aforesaid.

32. Deposits from Public:

The Company has neither accepted nor renewed any deposits from public during the year under review and that there were no outstanding / unclaimed or unpaid deposits as at the close of Financial year.

33. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The Company is serious in conserving energy by reducing consumption of power by implementing closed monitoring over plant running and adequate maintenance of electric components of plants and other machinery. The Company has not made any capital investment but for conservation of energy continued earlier/same actions.

Technology absorption: Your Company has not taken new technology for absorption and hence it has neither imported any technology nor made any expenditure on research and developments. The Company does not carry out any research and development activities.

Foreign Exchange earnings and outgo: There was no inflow or outflow of foreign exchanges, during the year under review.

34. Particulars of Employees and Remuneration:

Pursuant to the Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, no employee of the Company was paid remuneration exceeding the prescribed limits, during the financial year 2018-2019.

The information required under Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure - C forming part of the Report.

35. Insurance:

All the properties and insurable interests of the Company including buildings, Plants & Machineries and Stocks, have been adequately insured.

36. Share Capital:

The paid-up equity share capital of the Company as at 31st March, 2020 is Rs. 5,65,00,000. The Company currently has no outstanding shares issued with differential rights, sweat equity or ESOS.

37. Auditors:**(i) Statutory Auditors:**

M/s. Shah & Bhandari, Chartered Accountants, have been appointed as the statutory auditors of the Company for a period of five years at the 25th Annual General Meeting of the Company held on 23rd September, 2017 to hold office from the conclusion of 25th AGM till the conclusion of 30th AGM to be held in 2022.

The Auditors' Report read with the notes to the accounts referred to therein are self-explanatory and therefore, do not call for any further comments. There are no qualifications, reservations or adverse remarks made by the Auditors.

(ii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Mr. Jayesh Vyasof M/s. Jayesh Vyas and Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended March 31, 2020. The Secretarial Audit Report is annexed as Annexure D.

(iii) Internal Auditors:

Your Company has appointed M/s. Pooja Wadhvani & Associates., Chartered Accountant, Vadodara as the Internal Auditors to carry out the Internal Audit of various operational areas of the Company.

(iv) Compliance of Clause 8 of the Companies (Accounts) Amendments Rules, 2018 relating to maintenance of Cost Accounting records :

As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the Company has made and maintained Cost Records, as required Clause 8 of the Companies (Accounts) Amendments Rules, 2018, as applicable, however, the Company is NOT required to appoint Cost Auditor to audit its cost records.

38. Acknowledgement:

The Board places on record its deep appreciation for the continued support received from various clients, vendors and suppliers and Bankers, Government Authorities, Employees at all levels and Stakeholders, in furthering the interest of the Company.

For and on behalf of the Board of Directors,

Date: 24-08-2020
Place: Vadodara

Kiran Arvindlal Shah
Chairman & Managing Director

ANNEXURE – A TO THE BOARD'S REPORT**Form No. AOC-2**

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

(I) Details of contracts or arrangements or transactions NOT at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transacti-ions	Duration of the Contracts / arrangements/ transactions	Salient terms of the contracts or Arrangements or Transactions including value, if any	Date(s) of approval by the Board	Amount paid as advance, if any	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188.
---	---	--	--	----------------------------------	--------------------------------	--

Not Applicable

(II) Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the Related party and nature of relationship	Nature of Contracts/ arrangements/ transactions	Duration of Contra- cts / arra- gements / transacti-ons.	Salient terms of the contracts or arrangements or transactions including the value, if any, per annum	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General Meeting as required under First proviso to Section 188.
G.K Roadlines Propreitor - Geetaben Shah(wife of Kiran Shah)	Payment of Freight Charges of Rs. 3,82,79,000/-	5 Years	Prompt dedicated services on demand at less than market charge	29.05.2015	None	Not Applicable
Management Aids-Proprietor-Geetaben Shah (wife of Kiran Shah)	Office Rent 201 & 202 of Rs. 18,00,000/-	5 Years	Lease of premises at Alkapuri, Vadodara	29.05.2015	None	Not Applicable
Kiran Shah Managing Director	Salary of Rs. 24,12,000/-	3 Years	Efficient running of operation.	08.08.2018	None	Not Applicable
Neha Vora Daughter of Director	Salary of Rs. 12,12,000/- p.a.	3 Years	Remuneration to Whole time Director	08.08.2018	None	09-2014
Neil Shah & Son of Director	Salary of Rs. 12,12,000/- p.a.	5 Years	Remuneration to Chief Finance officer	29.05.2015	None	Not Applicable
Pradip Shah Brother in law of Director	Salary of Rs. 5,58,000/-	5 Years	Salary	29.05.2015	None	Not Applicable

For and on behalf of the Board of Directors,

Date: 24-08-2020
Place: Vadodara

Kiran Arvindlal Shah
Chairman & Managing Director

ANNEXURE-B TO THE BOARD'S REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other Details:

CIN	L28120GJ1992PLC017081
Registration date	11/02/1992
Name of the Company	Gujarat Containers Ltd
Category / Sub-Category of the Company	Company having Share Capital
Address of the registered office and contact details	Plot No. 488/489, Baroda-Savli Highway, Village:Tundav, Taluka: Savli, Dist: Vadodara Telephone : (0265) 2280180/81 Tel. Fax (0265) 2280027 Email :info@gujaratcontainers.com Website : www.gujaratcontainers.com
Whether listed company (Yes/No)	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Ltd 10, AaramApratment, 12, Sampatraocolony,, Vadodara – 390 007 Tel (0265) 2314757, Fax (0265) 2341639 e-mail id : mcsltbaroda@yahoo.com

II. Principle Business Activities of the Company

All the business activities contributing 10% or more of the total turn over of the company shall be stated:-

Sl.No.	Name and Description of main products/ services	NIC Code of the Product / service	% to total turnover of the company
1.	Manufacture of Drums, Containers	28129	100

III. Particulars of holding, subsidiary and Associate Companies:

There is no Holding and/or Subsidiary nor any Associate Company.

IV. Shareholding Pattern (Equity share capital breakup as percentage of Total Equity):

(I) Category-wise Shareholding :

Category of Share holder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/ HUF	2724230	--	2724230	48.22	3006530	--	3006530	53.21	4.99
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.	--	--	--	--	--	--	--	--	--
d) Bod. Corporate	--	--	--	--	--	--	--	--	--
e) Banks/FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub total (A)(1)	2724230		2724230	48.22	3006530		3006530	53.21	4.99
(2) FOREIGN									
a) NRI-individuals	--	--	--	--	--	--	--	--	--
b) Other Individuals	--	--	--	--	--	--	--	--	--
c) Bod. Corporate	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
Sub Total (A) (2)	--	--	--	--	--	--	--	--	--
Total Shareholding of Promoter (A)=(A) (1) + (A) (2)	2724230		2724230	48.22	3006530	--	3006530	53.21	4.99
B) Public Shareholding									
1) Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt (s)	--	--	--	--	--	--	--	--	--
e) Venture Cap. Fund	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Vent. Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub- total (B) (1)	--	--	--	--	--	--	--	--	--
2) Non Institutions									
a) Bodies Corporate	2900	6000	8900	0.16	2900	4500	7400	0.13	-0.03
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	130800	2088570	2219370	39.28	0	0	0	0	-0.23
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	--	650000	650000	11.50	270000		270000	4.78	-6.72
c) Others (specify) NRI & HUF	15000	32500	47500	0.84					0.05
Sub Total (B)(2)	148700	2777070	2925770	51.78					-0.95
Total Public Shareholding (B)=(B)(1)+ (B)(2)	148700	2777070	2925770	51.78	0	0	0	0	-0.95
C. Shares held by Custodian for GDRs & ADRs					--	--	--	--	--
Grand Total (A+B+C)	2872930	2777070	5650000	100.00				100.00	--

(ii) Shareholding of Promoters :

Sr. No.	Name of Share Holder	Share Holding at the Beginning of the year			Share Holding at the end of the Year			% Change During the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	Kiran Shah	1189130	21.05	--	1471430	26.04	--	4.99
2.	Geeta K Shah	434500	7.69	--	434500	7.69	--	--
3.	Pravin H Shah	49900	0.88	--	49900	0.88	--	--
4.	Neha VivekVora	519400	9.19	--	519400	9.19	--	--
5.	Neil Kiran Shah	525700	9.30	--	525700	9.30	--	--
6.	Pradip M Shah	5600	0.10	--	5600	0.10	--	--
	Total	2724230	48.22	--		53.21	--	4.99

(iii) Change in Promoter's Shareholding :

Sr. No.	Name of Share Holder	Date	Share Holding at the Beginning of the year		Cumulative Shareholding during the year	
			No. of Equity Shares	% of total Shares of Company	No. of Equity Shares	% of total Shares of Company
1	KiranArvindlal Shah					
	At the beginning of the year	01.04.2019	1189130	21.04	--	--
	Purchase of shares	01.04.2019	900	0.00	1190030	21.04
	Purchase of shares	08.04.2019	1400	0.02	1191430	21.08
	At the end of the year	20.03.2020	280000	4.95	1471430	26.04

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

Sr. No.	Name of Share Holder	Date	Share Holding at the Beginning of the year		Share Holding at the Beginning of the year	
			No. of Equity Shares	% of total Shares of Company	No. of Equity Shares	% of total Shares of Company
1.	Shashank B. Singwala					
	At the beginning of the year	01.04.2019	6,400	0.11	--	--
	At the end of the yea	31-03-2020	--	--	6,400	0.11
2.	Jigisha S. Singwala					
	At the beginning of the year	01.04.2019	6,400	0.11	--	--
	At the end of the year	31-03-2020	--	--	6,400	0.11
3.	Dhiren Shevantilal Shah					
	At the beginning of the year	01.04.2019	6,300	0.11	--	--
	At the end of the year	31-03-2020	--	--	6,300	0.11
4.	Vasantiben B. Singwala					
	At the beginning of the year	01.04.2019	5,900	0.10	--	--
	At the end of the year	31-03-2020	--	--	5,900	0.10
5.	Pradip Mukundlal Shah					
	At the beginning of the year	01.04.2019	5600	--	--	--
	At the end of the year	31-03-2020	--	--	5600	0.10

6.	Rohit C. Parikh					
	At the beginning of the year	01.04.2019	5,000	0.08	--	--
	At the end of the year	31-03-2020	--	--	5,000	0.08
7.	Pratik Rajendra Gandhi					
	At the beginning of the year	01.04.2019	5000	0.08	--	--
	Purchase of shares	30.09.2019	400	0.00	5,400	0.01
	Purchase of shares	13.12.2019	100	0.00	5,500	0.00
	At the end of the year	31-03-2020	--	--	5,500	0.09
8.	Bipinchandra B. Singwala					
	At the beginning of the year	01.04.2019	4300	0.07	--	--
	At the end of the year	31-03-2020	--	--	4300	0.07
9.	MukeshDevashankar Khut					
	At the beginning of the year	01.04.2019	2800	0.03	--	--
	At the end of the year	31-03-2020	--	--	2800	0.03
10.	Rashmi Navinbhai Mehta					
	At the beginning of the year	01.04.2019	2700	--		
	At the end of the year	31.03.2020			2700	0.03

(v) Shareholding of Directors and Key managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Date	Share Holding at the Beginning of the year		Share Holding at the Beginning of the year	
			No. of Equity Shares	% of total Shares of Company	No. of Equity Shares	% of total Shares of Company
1.	KiranArvindlal Shah					
	At the beginning of the year	01.04.2019	1189130	21.04	1189130	21.04
	Purchase of shares	01.04.2019	900	0	1190030	21.06
	Purchase of shares	08.04.2019	1400	0.02	1191430	21.08
	Purchase of shares	20.03.2020	280000	4.95	1471430	26.04
	At the end of the year	31-03-2020	--	--	1471430	26.04
2.	PravinHirala Shah				--	--
	At the beginning of the year	01.04.2019	49,900	0.88		
	At the end of the year	31-03-2020	--	--	49,900	0.88
3.	Neil Kiran Shah				--	--
	At the beginning of the year	01.04.2019	5,25,700	9.30		
	At the end of the year	31.03.2020	--	--	5,25,700	9.30
4.	Neha VivekVora					
	At the beginning of the year	01.04.2019	5,19,400	9.19	--	--
	At the end of the year	31-03-2020	--	--	5,19,400	9.19

For and on behalf of the Board of Directors,

Date: 24-08-2020

Place: Vadodara

KiranArvindlal Shah
Chairman & Managing Director

vi. Indebtedness:

Indebtedness of the Company including interest outstanding / accrued but not due for payment: (Amount in Rs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2018)				
i) Principal Amount	16,74,37,314	6,88,15,646	2,45,24,280	26,07,77,240
ii) Interest Due but Not Paid	NIL	NIL	NIL	NIL
iii) Interest Accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	16,74,37,314	6,88,15,646	2,45,24,280	26,07,77,240
Change in indebtedness during the financial year				
i) Addition	25,70,776			25,70,776
ii) Reduction		2,45,51,794	1,68,50,020	4,14,01,814
Net Change	25,70,776	2,45,51,794	1,68,50,20	3,88,31,038
Indebtedness at the end of the financial year (31.03.2019)				
i) Principal Amount	17,00,08,090	4,42,63,852	76,74,260	22,19,46,202
ii) Interest Due but Not Paid	NIL		NIL	NIL
iii) Interest Accrued but not due	NIL		NIL	NIL
Total (i + ii + iii)	17,00,08,090	4,42,63,852	76,74,260	22,19,46,202

vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL –

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Rs.)

Sr. No.	Particulars of Remuneration	Pravin Shah, Whole Time Director	Kiran Shah, Managing Director	Neha Vora, Executive Director	Total Amount (In Rs.)
1.	Gross salary	5,58,000	24,12,000	12,12,000	41,82,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	---	---	---	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---	--
2.	Stock Option	---	---	---	--
3.	Sweat Equity	---	---	---	--
4.	Commission - as % of profit - others, specify...	---	---	---	--
5.	Others	---	---	---	--
	Total (A)	5,58,000	24,12,000	12,12,000	41,82,000
	Ceiling as per the Act	As per Schedule V of Companies Act 2013			

B. Remuneration to other directors: (sitting fees)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Divyakant Zaveri	Sanjay Shah	Ashwin Shah	
1.	Independent Directors				
	Fee for attending board / committee meetings	45,000	20,000	35,000	1,00,000
	Commission	--	--	--	--
	Others, please specify	--	--	--	--
	Total (1)	45,000	20,000	35,000	1,00,000
2.	Other Non-Executive Directors	There was no Non-executive Director			

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Narendra D Shah Company Secretary	Neil Kiran Shah CFO	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,84,000	12,12,000	13,96,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission - As a % of profit - Others, specify	--	--	--
5.	Others, please specify	--	--	--
	Total	1,84,000	12,12,000	13,96,000

viii. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences during the year ended March 31, 2020 on Directors and the Company.

For and on behalf of the Board of Directors,

Date: 24-08-2020

Place: Vadodara

Kiran Arvindlal Shah
Chairman & Managing Director

ANNEXURE – C TO THE BOARD'S REPORT

DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- a. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

Directors	Ratio to median Remuneration
Kiran Shah	16.31:1
Pravin Shah	3.47:1
Neha Vora	8.15:1

- b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Directors, Chief Executive Officer, Chief Finance Officer and Company Secretary	% increase in remuneration in the financial year
Kiran Shah	0%
Pravin Shah	0%
NehaVora	0%

- c. The percentage increase in the median remuneration of employees in the financial year:22.33%.
- d. The number of permanent employees on the rolls of Company: 96
- e. Average percentile increase / decrease made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase in the salaries of employees in the last financial year was 6.00% and increase in the managerial remuneration was 0.00%.

- f. The key parameters for any variable component of remuneration availed by the directors:
None of the Directors of the Company were paid any variable component of commission during the year under review.
- g. Affirmation that the remuneration is as per the remuneration policy of the Company:
The Company affirms remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors,

Date: 24-08-2020

Place: Vadodara

Kiran Arvindlal Shah
Chairman & Managing Director

ANNEXURE – D TO THE BOARD'S REPORT

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

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

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

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Gujarat Containers Limited ("the Company") for the financial year ended on 31st March, 2020, according to the applicable provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during audit period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to the Company during audit period);
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.(Not Applicable to the Company during audit period);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during audit period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during audit period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable. The Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable. The shares of the Company are not delisted at the Stock Exchange, during the year under review) and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable. The Company has not bought back any shares / securities during the year under review)
- vi. Other laws specifically applicable to the Company namely – Sector specific Laws:
 - i. The Air (Prevention and Control of Pollution) Act, 1981 & Rules made there under.

- ii. The Water (Prevention and Control of Pollution) Act 1974 Rules made there under.
- iii. Environment Protection Act, 1986
- iv. E-waste (Management & Handling) Rules, 2011
- v. Information Technology Act 2000
- vi. The Central Excise Act, 1944
- vii. The Customs Act, 1962
- viii. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- ix. The Noise Pollution (Regulation & Control) Rules, 2000.
- x. The Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008.

General Labour Laws

- xi. Contract Labour (Regulation and Abolition) Act 1970
- xii. Payment of Wages Act, 1972
- xiii. Minimum Wages Act, 1948
- xiv. Factories Act, 1948.
- xv. Payment of Bonus Act, 1965
- xvi. Employees Provident Fund & Miscellaneous Provisions Acts, 1952
- xvii. Workmen's Compensation Act, 1923
- xviii. Employees Pension scheme, 1995
- xix. Payment of Gratuity Act, 1972
- xx. Equal Remuneration Act, 1976
- xxi. Labour Welfare Acts Professional Tax Acts of respective States
- xxii. Employees State Insurance Act, 1948
- xxiii. Industrial Dispute Act, 1947

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India; and
- ii. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, {SEBI(LODR) Regulations, 2015 } to the extent applicable.
- iii. The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. . However, in view of regulations 15(2) of Chapter IV SEBI(LODR) Regulations, 2015, Clauses 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27(2), 46 and para-C, D, E and Schedule-5 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, are not applicable to the Company.
- iv. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- v. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, when required.
- vi. The Company has obtained all necessary approvals under the various provisions of the Act; and
- vii. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, SEBI(LODR) Regulations, 2015, Listing Agreement, Rules, Regulations and Guidelines framed under these Acts against/ on the company, its Directors and Officers.
- viii. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel; During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. except that following:-
 - 1. The Company has complied with SEBI Circular no. Cir/ISD/3/2011 dated June 17, 2011 regarding demat of the total Promoter's Shareholding in the Company.
 - 2. During the year under review, the Company has filed required forms and returns with the Registrar of Companies, Gujarat / MCA, within prescribed time, except following 4 Forms filed with delay as stated hereunder, due to lock down declared by the Company, owing to pandemic CoVID-19 disaster.

Forms.	Date of Event	Date of Filing	Delayed by days	Additional Filing Fees paid
DIR-12	29-06-2019	22-07-2019	--	--
MGT-14	28-05-2019	05-06-2019	--	--
MGT-15	28-09-2019	02-10-2019	--	--
DIR-12	12-02-2020	28-05-2020	76	--
MGT-14	14-08-2019	19-08-2019	--	--
MR-1	12-02-2020	03-06-2020	04	--
AOC-4 XBRL	28-05-2019	07-10-2019	--	--
MGT-7	14-08-2019	13-11-2019	--	--
MGT-14	12-02-2020	03-06-2020	82	--
DIR-12	12-02-2020	03-06-2020	82	--

We further report that:

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

Adequate notices for convening of Board Meetings were given to all Directors at least seven clear days in advance. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Managing Director and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. We have relied on the representation made by the Company and its Officers in respect of the Systems and Processes and Mechanism formed for compliances under the specific and General laws at (i) to (xxiii) above and other applicable laws. We have relied on the report of the Management, Internal as well as statutory Auditors of the Company for compliance system relating to direct tax, indirect tax and other tax laws.

We further report that during the audit period of 2019-20;

- i. At its 27th Annual General Meeting held on Saturday, the 28th September, 2019 the Shareholders of the Company have not passed any Special Resolution.
- ii. We further report that during the audit period there were no instances of
 - a. Public / Rights / Preferential Issue of Shares / Debentures / Sweat Equity
 - b. Redemption / Buy Back of Securities
 - c. Merger / Amalgamation / Re-construction etc.
 - d. Foreign Technical Collaboration / Equity Participation.

**For Jayesh Vyas & Associates
Practicing Company Secretaries**

Date: 24-08-2020
Place: Vadodara

JayeshVyas
Proprietor
F.C.S.: 5072; C.P. : 1790

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

'Annexure -1'

To,
The Members,
Gujarat Containers Limited
Village – Tundav, Tal - Savli,
Dist. – Vadodara – 391 775.

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

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

**For Jayesh Vyas & Associates
Practicing Company Secretaries**

Date: 24-08-2020
Place: Vadodara

Jayesh Vyas
Proprietor
F.C.S.: 5072; C.P. : 1790

Non applicability of Part-C of Schedule- V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015.

As the members are aware, as at the 31st March, 2018, being the last date of Financial Year 2017-18, the Paid up Share Capital of the Company, was below Rs. 10 Crores and that Net Worth of the Company was below Rs. 25 Crores, hence in terms of regulation 15(2) of Chapter- IV of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, Regulations 17 to 21 and clauses (b) to (i) of Regulation 46(2) and para C, D, and E of Schedule V, do not apply to our Company. Report on Corporate Governance and other related applicable details and certificate of Statutory Auditors on compliance of Corporate Governance, are therefore not given, as an attachment to the Board's Report, in view of its non-applicability.

CEO/CFO CERTIFICATION**The Board of Directors**

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

Gujarat Containers Limited
Vadodara

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and that to the best of our knowledge and belief;
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Gujarat Containers Ltd

Date: 24-08-2020
Place: Vadodara

Neil Kiran Shah
Chief Financial Officer

Independent Auditor's Report

To,
To the Members of
GUJARAT CONTAINERS LIMITED

Report on the Audit of the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **GUJARAT CONTAINERS LIMITED** ("the Company") which comprise the Balance sheet as at 31 March 2020 the Statement of Profit and Loss (including Other Comprehensive Income), the Cash flow Statement 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 give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the [Indian Accounting Standards prescribed under 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 31 March 2020, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone 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 (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>Accounting for Leases under Ind AS 116</p> <p>As described in Note 1 (Accounting policies, judgements and estimates), Ind AS 116 'Leases' is effective for the accounting period commencing 1 April 2019.</p> <p>The impact of the Ind AS 116 transition is reliant upon a number of key estimates, primarily determining the appropriate discount rates.</p>	<p>Our audit procedures included:</p> <ol style="list-style-type: none"> 1) Obtained an understanding of the management's process for identification of leasing arrangements which are considered to be within the scope of Ind AS 116, Leases, and tested the design and effectiveness of management's controls relating to identification and accounting of lease contracts, the impact of transition to Ind AS 116 and disclosures; 2) Reviewed the overall impact analysis prepared by the Company including completeness of lease contracts, lease term and application of practical expedients 3) Tested the inputs and calculations of the right-of-use assets and lease liability, prepared by the management for each material lease contract. 4) Verified the integrity and arithmetical accuracy of Ind AS 116 calculations for each sample, through recalculation of the Ind AS 116 adjustments. 5) Evaluating whether the disclosures included in the notes to the financial statements are in conformity with the applicable standard.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. 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 financial statements or our knowledge obtained in the 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.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the companies Act, 2013("the Act") with respect to the preparation and presentation of these standalone financial statements of Company to give a true and fair view of the financial position and financial performance (including Other Comprehensive Income), cash flows and changes in equity of the company in accordance with the Ins AS and other accounting principles generally accepted in india. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not 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 financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such books and records of the company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit. 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;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the cash flow statement and the 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 referred to in section 133 of the Act.
- e. On the basis of written representations received from the directors as on 31 March 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020, from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report; and
- 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 remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- h. With respect to the matter to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements- Refer Note No. 30(1) to the financial statements.
- ii. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
- iii. There is no such amount which is required to be transfer to the Investor education and protection fund by the Company.

For SHAH & BHANDARI
Chartered Accountants
FRN No.: 118852W

(Nishadh Dave)
Partner

M.No.147025

UDIN:20147025AAAACB4219

Place: Vadodara
Date: 27th June, 2020

“ANNEXURE A” TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENT OF GUJARAT CONTAINERS LIMITED

(Referred to in paragraph 1, under “Report on Other Legal and Regulatory Requirements' section of our Report)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets are physically verified by the management at the year-end, which in our opinion, is reasonable, looking to the size of the company and its nature of business, and 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 shown under Property, Plant and Equipments are held in the name of the company. In respect of immovable properties that have been taken on lease, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- ii. (a) As explained to us, the inventories have been physically verified by management at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- iii. As explained to us, 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 Act. Hence clause (iii) (a) (b) and (c) of the Order is not applicable to the company.
- iv. In our opinion and according to the information and explanation given to us, the Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 & 186 of the Act.
- v. The Company has not accepted any deposits during the year from the public within the meaning of sections 73 & 76 of the Act and the rules framed there under to the extent notified. Accordingly clause 3(v) of the order are not applicable to the company.
- vi. The Central Government has prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Companies Act, 2013. As observed by us such accounts and records have been made and maintained by company. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, sales-tax, Goods and service tax, service tax, duty of customs, duty of excise, value added tax or cess and Other Statutory Dues applicable to it. According to the information and explanations given to us, no undisputed amount payable in respect of provident fund, employees' state insurance, sales-tax, Goods and service tax, service tax, duty of customs, duty of excise, value added tax or cess and Other Statutory Dues were outstanding, as at 31.03.2020 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, dues of income-tax, sales tax, service tax, Goods and service tax, excise duty, customs duty which have not been deposited on account of any dispute are as follows:

Name of Statue	Nature of Dues	Amount (Rs.'000)	Period to which it relates (F.Y.)	Forum where the dispute is pending
Central Excise Act, 1944	Central Excise Duty	296.26	F.Y.2016-17 FY.2019-20- 2016-17,	CESTAT Ahmedabad
Income tax Act, 1961	Tax Deducted At Source	506.77	Several years prior to FY216-17	Jurisdictional A.O Vadodara

- viii. Based on our audit procedures and on the information and explanation given to us by management, the company has not defaulted in repayment of its loan and interest to the banks
- ix. According to the information and explanations given to us, no moneys were raised by way of initial public offer or further public offer (including debt instruments) and the term loans were applied for the purpose for which the loan were obtained during the year;
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

- xi. In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not of a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the company and hence not commented upon.
- xiii. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and are disclosed in the financial statement as required by applicable Accounting Standards
- xiv. According to the information and explanations given to us, The Company does not have made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, hence reporting requirements under clause 3(xiv) of the Order are not applicable to the company and, not commented upon.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- xvi. According to the information and explanations given to us, the provision of section 45-IA of the Reserve Bank of India Act 1934 are not applicable to the Company.

For SHAH & BHANDARI
Chartered Accountants
FRN No.: 118852W

Place: Vadodara
Date: 27th June, 2020

(Nishadh Dave)
Partner
M.No.147025
UDIN:20147025AAAACB4219

“ANNEXURE B” TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENT OF GUJARAT CONTAINERS LIMITED

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

We have audited the internal financial controls over financial reporting of Gujarat Containers 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 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 internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 SHAH & BHANDARI

Chartered Accountants | FRN No.: 118852W

Place: Vadodara
Date: 27th June, 2020

(Nishadh Dave) Partner
M.No.147025 | UDIN:20147025AAAACB4219

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note No.	As at		As at	
		31st March, 2020	31st March, 2020	31st March, 2019	31st March, 2019
		₹	₹	₹	₹
(A) ASSETS :					
(1) Non - current assets					
(a) Property Plant and Equipment	3		76,698.08		70,521.46
(b) Right of Use Assets (ROU)	3		20,734.16		0.00
(c) Financial Assets					
(i) Other Financial Assets	4		7,921.43		8,454.78
(d) Other non current assets	5		20,277.41		22,205.19
			1,25,631.08		1,01,181.44
(2) Current Assets					
(a) Inventories	6		1,02,037.20		98,389.01
(b) Financial Assets					
(i) Trade receivables	7	1,63,542.53		2,15,515.27	
(ii) Cash and cash equivalents	8	188.03		183.59	
(iii) Bank Balance other than (ii) above	8a	6,154.83		154.83	
(iv) Other Financial Assets	9	3,123.09	1,73,008.47	582.79	2,16,436.48
(c) Current Tax Assets (Net)	10		1,420.72		1,108.44
(d) Other current assets	11		3,157.87		1,304.50
Total Current Assets			2,79,624.27		3,17,238.43
Total Assets			4,05,255.35		4,18,419.86
(A) EQUITY AND LIABILITIES					
Equity					
(a) Equity Share Capital	12		59,300.00		59,300.00
(b) Other Equity	13		57,625.15		51,639.44
Total Equity			1,16,925.15		1,10,939.44
Liabilities					
(1) Non - current liabilities					
(a) Financial Liabilities					
(i) Borrowings	14	17,935.64		38,511.37	
(ii) Other Financial Liabilities	15	16,463.02	34,398.66	445.89	38,957.26
(b) Provisions	16		1,998.33		2,474.65
(c) Deferred tax Liabilities (Net)	17		5,761.60		5,056.15
Total Non-current Liabilities			42,158.59		46,488.06
(2) Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	18	1,96,157.83		2,15,188.48	
(ii) Trade payables					
(a) Outstanding dues to Micro, and small Enterprise (Refer No : 32(2))			-		-
(b) Outstanding dues of creditors other than above		28,973.36		30,143.04	
(iii) Other financial Liabilities	19	14,293.72	2,39,424.91	7,077.16	2,52,408.68
(b) Other Current liabilities	20		1,569.90		3,609.67
(c) Provisions	21		5,176.79		4,974.01
Total Current Liabilities			2,46,171.61		2,60,992.36
Total Equity and Liabilities			4,05,255.35		4,18,419.86
Significant Accounting policies	2				
Notes on Financial statements	30				

The notes referred above are an integral part of the Standalone Financial Statements

In Accordance with our Report of even date

For SHAH & BHANDARI
Chartered Accountants
FRN : 118852W

(CA Nishadh Dave)
Partner/M.No. 147025
Date: 27.06.2020

**For and on behalf of the Board of Directors of
Gujarat Containers Limited**

Kiran Shah
Managing Director

Neil Shah
Whole Time Director

Narendra Shah
Company Secretary

Anil Shrivastva
Chief Financial officer

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

Particulars	Note No.	For the year ended on 31st March, 2020		For the year ended on 31st March, 2019	
		₹	₹	₹	₹
INCOMES					
I Revenue from Operations	22		7,57,172.67		7,91,174.63
II Other Income	23		261.01		806.71
III. Total Income (I + II)			7,57,433.67		7,91,981.34
IV EXPENSES					
a Cost of materials consumed	24	5,39,733.19		5,90,731.36	
b Changes in inventories of finished goods, Work in Progress	25	<u>2,313.74</u>	5,42,046.92	<u>-122.37</u>	5,90,608.99
c Employee benefits expense	26		67,063.26		59,641.44
d Finance costs	27		29,148.14		24,808.10
e Depreciation and amortization expense	3		13,130.92		7,061.36
f Other expenses	28		<u>96,030.36</u>		<u>97,215.66</u>
IV. Total Expenses			7,47,419.62		7,79,335.54
V Profit before Tax (III-IV)			10,014.06		12,645.80
VI Tax expense:	29				
(1) Current tax			3,844.25		2,603.36
(2) Defered tax			<u>83.28</u>		<u>713.20</u>
Total Tax Expenses			<u>3,927.53</u>		<u>3,316.56</u>
VII Profit for the year (V-VI)			6,086.53		9,329.24
VIII Other Comprehensive Income Items that will not be reclassified to profit or loss					
(i) Re-measurement of defined benefit plans			-139.68		-96.48
(ii) Income tax relating to items that will not be reclassified to profit or loss			38.86		25.08
IX Total Other Comprehensive Incomes for the period (XIII+XIV)			-100.82		-71.40
X Total Comprehensive Income for the year (VII+IX)			5,985.71		9,257.84
XI Earning per equity share:					
(1) Basic and Diluted (FV Rs 10/- per share)			1.08		1.65
Significant Accounting policies	2				
Notes on Financial statement	30				

The notes referred above are an integral part of the Standalone Financial Statements

In Accordance with our Report of even date

For SHAH & BHANDARI
Chartered Accountants
FRN : 118852W

(CA Nishadh Dave)
Partner/M.No. 147025
Date: 27.06.2020

For and on behalf of the Board of Directors of
Gujarat Containers Limited

Kiran Shah
Managing Director

Neil Shah
Whole Time Director

Narendra Shah
Company Secretary

Anil Shrivastva
Chief Financial officer

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

(a) Equity Share Capital

Particulars	₹
Balance as at 1st April, 2018	59,300.00
Changes in equity Share Capital during the year	0.00
Balance as at 31st March, 2019	59,300.00
Changes in equity Share Capital during the year	0.00
Balance as at 31st March, 2020	59,300.00

(b) Other Equity

Particulars	Reserves & Surplus			Other Comprehensive Incomes	Total Other Equity
	Capital Reserve	Security Premium	Retained Earnings		
Balance as at 1st April, 2018	2,500.00	5,400.00	35,889.28	-1,407.68	42,381.60
Profit of the year	0.00	0.00	9,329.24	0.00	9,329.24
*Other Comprehensive Income - Net of Tax	0.00	0.00	0.00	-71.40	-71.40
Balance as on 31st March, 2019	2,500.00	5,400.00	45,218.52	-1,479.08	51,639.44
Profit of the year	0.00	0.00	6,086.53	0.00	6,086.53
Other Comprehensive Income - Net of Tax	0.00	0.00	0.00	-100.82	-100.82
Balance as on 31st March, 2020	2,500.00	5,400.00	51,305.05	-1,579.90	57,625.15

*Represents remeasurements of the defined plans.

In Accordance with our Report of even date

For SHAH & BHANDARI
Chartered Accountants
FRN : 118852W

(CA Nishadh Dave)
Partner/M.No. 147025
Date: 27.06.2020

**For and on behalf of the Board of Directors of
Gujarat Containers Limited**

Kiran Shah
Managing Director

Narendra Shah
Company Secretary

Neil Shah
Whole Time Director

Anil Shrivastva
Chief Financial officer

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Particulars	2019-20		2018-19	
	₹	₹	₹	₹
Cash flows from operating activities				
Profit before taxation		10,014.06		12,645.80
Adjustments for:				
Depreciation and amortization expense	13,130.92		7,061.36	
Interest received	-227.80		-119.02	
Loss/(gain) on sale of property, plant and equipment	0.00		-569.14	
Write off for doubtful trade receivables	-20,387.38		-19,020.00	
Finance Cost	25,286.96		23,426.49	
		<u>17,802.70</u>		<u>10,779.69</u>
Operating Profit Before Working Capital Changes		27,816.76		23,425.49
Trade receivables, other financial assets and other assets	76,202.30		-43,764.57	
(Increase)/ decrease in inventories	-3,648.19		-3,996.28	
Trade Payables, other financial assets and other assets	19,611.02		364.12	
Working Capital Changes		<u>92,165.13</u>		<u>-47,396.73</u>
Cash Generated from Operations		1,19,981.89		-23,971.24
Income taxes paid		<u>-3,183.22</u>		<u>-2,603.36</u>
Net cash from operating activities		<u>1,16,798.67</u>		<u>-26,574.60</u>
Cash flows from investing activities				
Purchase of property, plant and equipment		-40,041.70		-26,778.36
Capital work in Progress		0.00		8,844.51
Proceeds from sale of property, plant and equipment		0.00		707.00
Interest received		<u>227.80</u>		<u>119.02</u>
Net cash from investing activities		<u>-39,813.89</u>		<u>-17,107.83</u>
Cash flows from financing activities				
Proceeds from borrowings	0.00		67,212.46	
Repayment from borrowings	-39,606.38		0.00	
increase in Bank balance other than cash and cash Equivalents	-6,000.00		0.00	
Repayment towards Lease Liability	-6,087.00		0.00	
Finance cost	-25,286.96		-23,426.49	
Net cash from financing activities		<u>-76,980.34</u>		<u>43,785.97</u>
Net increase/(decrease) in cash and cash equivalents		<u>4.44</u>		<u>103.51</u>
Cash and cash equivalents at beginning of reporting period		<u>183.59</u>		<u>80.08</u>
Cash and cash equivalents at end of reporting period		<u><u>188.03</u></u>		<u><u>183.59</u></u>

Notes:

- The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) 'statement of cash flows' as notified under Companies (Accounts) Rules, 2015
- The previous GAAP figures have been reclassified to conform to Ind AS presentation requirement for the purpose of this note.

In Accordance with our Report of even date

For SHAH & BHANDARI
Chartered Accountants
FRN : 118852W

(CA Nishadh Dave)
Partner/M.No. 147025
Date: 27.06.2020

For and on behalf of the Board of Directors of Gujarat Containers Limited

Kiran Shah
Managing Director

Neil Shah
Whole Time Director

Narendra Shah
Company Secretary

Anil Shrivastva
Chief Financial officer

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS AS ON 31st MARCH, 2020**1. Corporate Information:**

Gujarat Containers Limited is an ("the Company") is a public limited company, incorporated under the provisions of the Companies Act, applicable in India. Its registered office is located at plot no. 488, Baroda- Savli Highway, Vill. Tundav, tal. Savli, Dist. Vadodara – 391775.

Its shares are listed on the Bombay stock exchanges. The Company primarily is in manufacturing of variety of specialized Barrels.

2. SIGNIFICANT ACCOUNTING POLICIES TO FINANCIAL STATEMENTS**a) Basis for preparation****i) Statement of Compliance**

These standalone financial statement of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified pursuant to Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The standalone financial statements for the year ended 31 March 2020 were authorised and approved for issue by the Board of Directors on 27 June 2020.

b) Use of Estimates

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Property, plant and equipment (PPE)**I. Tangible Assets**

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price net of eligible input tax credit, and any attributable cost of bringing the assets to its working condition for its intended use, including the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Subsequent cost is included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset, is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

II. Capital Work in Progress

The cost of fixed assets not ready for use in the manner as intended by the management are disclosed as capital work in progress.

III. Right of Use Assets

The company recognize right-to-use assets at the commencement date of the lease (i.e the date the underlying assets is available for use). Right-to-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on straight line basis over the lease term.

IV. Impairment of Assets

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

V. Depreciation:

The Company depreciated its property, plant and equipment over the useful life in the manner prescribed in Schedule II of the Companies Act 2013 for the proportionate period of use during the year. The depreciation on assets is provided on the straight-line method considering the useful life and residual value of respective asset. The residual values are not more than 5% of the original cost of the asset. Depreciation on assets purchased /installed during the year is calculated on a pro-rata basis from the date of such purchase /installation.

d) Inventories

Cost of Inventories have been computed to include all cost of Purchases, Cost of Conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories are valued at lower of cost or net realizable value using the First in First out (FIFO) basis.

e) Revenue Recognition and measurement

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 and represents amounts receivable for goods provided in the normal course of business, net of discounts and taxes, revenue from sale of goods is recognized on transfer of significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods.

Interest income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

f) Leases***Company as a lessee:*****Initial measurement**

Lease Liability: At the commencement date, a Company measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

Right-of-use assets: Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement

Lease Liability: Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

Right-of-use assets: subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the under lying asset.

Impairment:

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Short term Lease

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019.

g) Taxation*Current Income Taxes:*

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

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

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

MAT Credit:

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as a deferred tax asset only to the extent that there is reasonable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The MAT credit to the extent there is reasonable certainty that the Company will utilise the credit is recognised in the Statement of profit and loss and corresponding debit is done to the Deferred Tax Asset as unused tax credit.

h) Employee Benefits*Short term employee benefits:*

Employee benefits payable wholly within twelve months of rendering the service the service are classified as short-term employee benefits and are recognized in the period in which the employee renders the related service.

Post-Employment benefits:

Defined benefit plans: All employees are covered under Employees' Gratuity Scheme, which is a defined benefit plan. The Company contributes to a fund maintained with Life Insurance Corporation of India (LIC) on the basis of the year-end liability determined based on actuarial valuation using the Projected Unit Cost Method. Re-measurement of the net defined benefit liability, which comprise actuarial gains/losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognized in Other Comprehensive Income. Net interest expense and other expenses related to defined benefit plans are recognized in the Statement of Profit and Loss.

As regards Leave Encashment, the company has made policy that all employee should avail the leave he or she is entitled and hence no provision is made for leave encashment.

Defined contribution plans: All employees are covered under contributory provident fund benefit of a contribution of 12% of basic salary. Contributions to defined contribution scheme is charges to the Statement of Profit and Loss of the year, on due basis. There are no obligations other than the contributions payable to the respective funds.

Long-term employee benefits: Provision for long-term employee benefits comprise of compensated absences. There are measured on the basis of year-end actuarial valuation in line with the Company's rules for compensated absences. Re-measurement gains or losses are recognized in profit or loss in the period in which they arise.

i) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are considered as a part of cost of such assets less interest earned on the temporary investment. A qualifying asset is one that necessarily takes substantial period of time to get ready for the intended use. All other borrowing costs are charged to Statement of Profit & Loss in the year in which they are incurred.

j) Provisions, Contingent Liabilities and Contingent Assets*Provisions*

The Company recognizes a provision when: it has a present legal or constructive obligation as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

Contingent Liability and Contingent Assets

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

A contingent assets is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements. Contingent liabilities and contingent assets are reviewed at each balance sheet date.

Onerous Contract

A provision for onerous contracts is measured at the present value of the lower expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Company recognizes impairment on the assets with the contract.

k) Earning Per Share**i) Basic earnings per share:**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

ii) Diluted earnings per share:

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

l) Cash and cash equivalents

Cash and cash equivalents include cash at bank and deposit with banks having original maturity of not more than three months. Bank deposit with original maturity period of more than three months but less than twelve months are classified as other bank balances.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and fixed deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

NOTES TO FINANCIAL STATEMENTS

Note 3 : Property, Plant and equipments

Particulars	Property Plant and Equipments											Total Tangible Assets	Right to Use	
	Freehold Land [1]	Factory Building [2]	Office Building [3]	Plant & Equipments [4]	Electrification [5]	Furniture & Fixture [6]	Vehicles [7]	Office Equipments [8]	Computer System [9]					
GROSS CARRYING VALUE as on 1st April, 2018	1,054.39	14,420.07	156.30	33,295.90	919.22	61.52	3,671.22	458.48	100.17				54,137.27	0.00
Additions		1,322.56	0.00	18,739.79	4,572.85	155.17	1,798.94	100.42	88.63				26,778.36	0.00
Disposals				-1,650.00			-1,107.14						-2,757.14	0.00
GROSS CARRYING VALUE as on 31st March, 2019	1,054.39	15,742.63	156.30	50,385.69	5,492.07	216.69	4,363.02	558.90	188.80				78,158.49	0.00
Additions	0.00	263.20		13,722.93			0.00	46.92	90.95				14,124.00	25,917.70
Disposals	0.00												0.00	0.00
GROSS CARRYING VALUE as on 31st March, 2020	1,054.39	16,005.83	156.30	64,108.62	5,492.07	216.69	4,363.02	605.82	279.75				92,282.49	25,917.70
Accumulated Depreciation as on 1st April, 2018	0.00	1,436.13	35.66	1,214.08	126.28	6.15	225.54	115.10	36.03				3,194.96	0.00
Charge for the year		812.45	17.83	5,156.28	392.84	15.62	567.34	72.38	26.61				7,061.35	0.00
Disposals				-1,567.50			-1,051.78						-2,619.28	0.00
Accumulated Depreciation as on 31st March, 2019	0.00	2,248.58	53.49	4,802.86	519.12	21.77	-258.90	187.48	62.64				7,637.03	0.00
Charge for the year		825.68	17.83	5,788.76	518.64	20.27	660.22	69.39	46.61				7,947.38	5,183.54
Disposals													0.00	0.00
Accumulated Depreciation as on 31st March, 2020	0.00	3,074.26	71.32	10,591.62	1,037.76	42.04	401.32	256.87	109.25				15,584.41	5,183.54
As At 31st March, 2019	1,054.39	13,494.05	102.81	45,582.83	4,972.95	194.92	4,621.92	371.42	126.16				70,521.46	0.00
As At 31st March, 2020	1,054.39	12,931.57	84.98	53,517.00	4,454.31	174.65	3,961.71	348.95	170.50				76,698.08	20,734.16

a. Out of the total vehicles mention above two vehicles having Gross Value of Rs. 20,98,800/- are registered in name of directors of the company

NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31.03.2020 ₹	As at 31.03.2019 ₹
Note : 4 Other Financials Assets		
Unsecured, Considered good		
Security Deposits	6,921.43	7,454.78
Security Deposit to Related Parties	1,000.00	1,000.00
Total	7,921.43	8,454.78
Notes: i) Deposit to related parties includes Deposit given to Management aids is in nature of Rent deposit against Office premises ii) The above bank deposit held as margin money is marked as lien against bank guarentee issued to companies		
Note : 5 Other Non current Assets		
Unsecured, Considered good		
Capital Advances	2,967.26	4,723.90
Balance with government authorities	67.54	157.86
Advance to suppliers	17,242.61	17,323.43
Total	20,277.41	22,205.19
Note : 6 Inventories (at lower of the cost or Net realisable Value)		
Raw Materials and Componenets	73,372.95	71,966.88
Work - in - Progress	9,817.42	4,291.56
Finished goods	11,804.48	19,602.09
Stores and spares	5,951.58	1,395.72
Others (Waste & Scrap)	1,090.78	1,132.77
Total	1,02,037.20	98,389.01
Notes: i) Inventories are hypothecated as security for borrowings. ii) During the year ended 31.03.2020 the company recorded inventory write-down of Rs. 20,000 thousands		
Note : 7 Current Trade Receivables		
Unsecured, Considered good		
Trade receivables which have significant increase in credit risk	1,63,542.53	2,15,515.27
Trade receivables - credit impaired	0.00	0.00
Total	1,63,542.53	2,15,515.27
Note : 8 Cash and Cash Equivalents		
Cash on hand	177.80	180.55
Balance with Banks- In current Accounts	10.23	3.04
Total	188.03	183.59
Note : 8a Bank Balances Other than Cash and cash Equivalents		
Earmarked balances with bank		
Deposit with banks under Margin/Lien	6,154.83	154.83
Total	6,154.83	154.83
Note : 9 Other Financial Assets		
Loans to employees	79.70	293.56
Advance to Suppliers	2,543.39	289.23
Security Deposits	500.00	0.00
Total	3,123.09	582.79
Note : 10 Net Current Tax Assets /(Liabilites)		
Advacne tax and TDS	17,625.03	13,468.50
Less :Provision for taxes	16,204.30	12,360.05
Total	1,420.72	1,108.44
Note : 11 Other Current Assets		
Prepaid Expenses	292.29	411.90
Deposit/balance with Statutory Authorities	2,299.26	343.72
Interest Receivables	566.33	548.89
Total	3,157.87	1,304.50

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

Particulars	As at 31.03.2020	As at 31.03.2019
Note -12 Equity Share Capital		
Authorized:		
60,00,000 (31st March 2017 : 60,00,000 and 1st April 2016 : 60,00,000)Equity shares of Rs.10/- each	60,000.00	60,000.00
	60,000.00	60,000.00
Issued, subscribed and fully paid up:		
56,50,000- Equity shares of Rs.10/- each	56,500.00	56,500.00
Forfeited Shares:		
Amount originally paid -up on forfeited shares	2,800.00	2,800.00
	59,300.00	59,300.00

Reconciliation of Equity Shares Outstanding at the beginning and at the end of the reporting year

Particulars	As at 31.03.2020	As at 31.03.2019
Balance at the beginning of the year	5,650.00	5,650.00
- Issued during the reporting period	Nil	Nil
- Bought back during the reporting period	Nil	Nil
Balance at end of the year	5,650.00	5,650.00

Terms/Right attached to Equity Shares

The company has one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees.

Other Information:

Particulars of equity share holders holding more than 5% of the total number of equity share capital in the company

Particulars	As at 31.03.2020		As at 31.03.2019	
	%	Nos	%	Nos
Kiran Shah	26.04	1471430	20.10	1135730
Geeta Kiran Shah	7.69	434500	7.69	434500
Neil Shah	9.30	525700	9.30	525700
Neha Vora	9.19	519400	9.19	519400
Gajanand K Malpani	4.78	270000	8.50	480000

Note -13 Other Equity

Particulars	Reserves & Surplus			Other	
	Capital Reserve	Security Premium	Retained Earnings	Comprehensive Incomes	Total Other Equity
Balance as on 31st March, 2018	2,500.00	5,400.00	35,889.27	-1,407.68	42,381.59
Profit of the year	0.00	0.00	9,329.24	0.00	9,329.24
Other Comprehensive Income - Net of Tax	0.00	0.00	0.00	-71.40	-71.40
Total Comprehensive Income of the year	2,500.00	5,400.00	45,218.51	-1,479.08	-1,479.08
Balance as on 31st March, 2019	2,500.00	5,400.00	45,218.51	-1,479.08	51,639.43
Profit of the year	0.00	0.00	6,086.53	0.00	6,086.53
Other Comprehensive Income - Net of Tax	0.00	0.00	0.00	-100.82	-100.82
Total Comprehensive Income of the year	2,500.00	5,400.00	51,305.04	-1,579.90	-1,579.90
Balance as on 31st March, 2020	2,500.00	5,400.00	51,305.04	-1,579.90	57,625.14

Particulars	As at 31.03.2020	As at 31.03.2019
Note :14 Non - Current Borrowings		
Secured		
- Term Loans from banks	607.34	3,286.69
- From NBFC	5,507.36	8,888.32
Unsecured		
- Term Loan from NBFC	4,146.69	1,812.08
- From related parties (Refer Note :32 (6))	7,674.26	24,524.28
Total Non-Current	17,935.64	38,511.37

Details of Security and Repayment Terms for secured loans

- a Term loan received from state bank of india having interest rate @ 10.30 % repayable in 60 months installments.
- b Term loans which are hypothecated by vehicles are repayable at interest rate @ 9.45 %.
- c Term loan received from NBFC i.e Tata Capital financial Services Ltd for equipment Finance bearing interest rate @ 11.25 % repayable in 60 installments
- d **SBI Term loan - Details of Collateral security :**
- i) Mortgage of Factory land building and other immovable assets of the company and hypothecation of plant and machinery situated at Plot No. 488/489 situated on baroda savli highway, village, Tundav Taluka : savli admesruing 14341.00sq.mtrs.
- ii) Mortgage of office premises admesruing about 185.40 sq. mtrs situated at 201, B - wing, Alkapuri Arcade R.C. Dutt Road Vadodara Standing in the name of M/s Management Aid.
- iii) Lien on SBI Mutual fund unit held in name of smt. Geeta kiran shah and Shri kiran arvind shah having folio no. 18623613 (unit no 286731.097) and folio no.18623614 (unit No. 460532.375) valued at 1.45 crore.
- iv) Hypothecation of unencumbered plant & machinery and other fixed asstes of the company.

e Maturity Profile of Secured term loans as on 31.03.2020 are set out below.

Particulars	₹	₹
	Term loan (Sanction amount)	Term loan (Carrying amount)
1-2 years	13,000.00	2,195.68
2-3 Years	2,553.00	9,182.12
3-4 years	-	-
4-5 years	-	-
5-6 years	-	-

f Interest matrix of secured term loans are as under

Particulars	Rate of Interest
Term loan - SBI	10.30%
Vehicle loan	9.45%
Term loan - NBFC	11.25%

g Interest matrix of Unsecured term loans are as under

Particulars	Rate of Interest
Term loan from NBFC - Tata capital financial financial services	16%
Loan from relatives & Directors	11.45%

- i) the term loan taken from NBFC i.e Tata capital Financial service ltd bearing interest rate @ 16 % repayable in 36 installment
- ii) the term loan taken from director & relative bearing interest rate @ 11.45 %

Note :15 Other Financial Liabilities

Payables for Capital Goods	644.31	445.89
Lease liabilities	15,818.71	0.00
Total	16,463.02	445.89

Note :16 Non- Current Provisions

Provision for Gratuity	1,998.33	2,474.65
Total	1,998.33	2,474.65

Particulars	As at 31.03.2020	As at 31.03.2019
Note :18 Current Borrowings		
Loans Repayable on demand		
Secured		
Cash credit		
- From Bank		
SBI Cash Credit A/c	1,57,755.04	1,49,845.89
Unsecured		
- From NBFC	18,897.42	0.00
- From Bank	19,505.37	65,342.59
Total	1,96,157.83	2,15,188.48
Details of Security for secured loans		
(a)	The Company has availed Cash Credit facility of 16.00 Cr from state bank of India for working capital purpose bearing interest rate of 10.30 % ,which is secured by first charge, by way of hypothecation of present and future inventories & trade receivables.	
(b)	The Company has availed Channel finance facility during the year amounting to Rs.3.00 Cr from Tata capital Finance bearing interest rate of 10.25% . In previous year Channel finance facility of 4.50 Cr from Yes Bank bearing interest rate of 9.70 %.	
(c)	The Company has availed Channel finance facility of 2.00 Cr from Axis Bank Limited bearing interest rate of 9.50 % .	
(d)	Details of Collateral security:	
i)	Hypothecation of entire present and future stock of raw materials. Semi-finished goods, stores and spares, Packing materials and hypotication of all present as well as future receivables	
ii)	Mortgage of Factory land building and other immovable assets of the company and hypothecation of plant and machinery situated at Plot No. 488/489 situated on baroda savli highway, village, Tundav Taluka : savli admesruing 14341.00 sq.mtrs.	
iii)	Mortgage of office premises admesuring about 185.40 sq. mtrs situated at 201, B - wing, Alkapuri Arcade R.C. Dutt Road Vadodara Standing in the name of M/s Management Aid.	
iv)	Lien on SBI Mutual fund unit held in name of smt. Geeta kiran shah and Shri kiran arvind shah having folio no. 18623613 (unit no 286731.097) and folio no.18623614 (unit No. 460532.375) valued at 1.45 crore.	
v)	Hypothecation of unencumbered plant & machinery and other fixed asstes of the company.	
vi)	Third party Gaurantee of Shri Kiran shah, Geeta Shah, Shri Pravin Shah and Corporate Gaurantee of M/S Management Aids	
Note :19 Other financial Liabilities		
Current Maturities of Non current Borowings	7,852.72	7,077.16
Lease Liability	6,441.00	0.00
Total	14,293.72	7,077.16
Note :20 Other Current Liabilities		
Advance from customers	818.82	969.89
Statutory Dues	751.08	2,639.78
Total	1,569.90	3,609.67
Note :21 Provisions		
Provision for Employee Benefits:		
Provision for Gratuity	429.83	406.49
Others	4,746.97	4,567.52
Total	5,176.79	4,974.01
Note : 22 Revenue from operations:		
Sale of products		
i) Manufactured Goods	7,36,786.63	7,67,667.06
Other Operating Revenue		
i) Scrap	20,386.04	23,507.57
Total	7,57,172.67	7,91,174.63

Particulars	As at 31.03.2020	As at 31.03.2019
Note : 23 Other Income		
i) Indirect income	15.76	576.64
ii) Interest Income	245.24	230.07
Total	261.01	806.71
Note : 24 Cost of materials consumed		
a) i) Consumption of raw materials	5,39,733.19	5,90,731.36
Total	5,39,733.19	5,90,731.36
Note : 25 Changes in inventories of finished goods & work in progress		
Stocks at the end of the year		
Work in progress	9,817.42	4,291.56
Finished Goods	11,804.48	19,602.09
Scrap	1,090.78	1,132.77
Total	22,712.67	25,026.41
Less:		
Stocks at the beginning of the year		
Work in progress	4,291.56	3,798.02
Finished Goods	19,602.09	19,887.59
Scrap	1,132.77	1,218.43
Total	25,026.41	24,904.04
(Increase)/Decrease in stock	2,313.74	-122.37
Note : 26 Employee Benefit Expenses:		
i) Salaries and Wages, Allowances	29,525.21	23,271.38
ii) Labour charges	25,803.58	24,706.92
iii) Contribution to provident and other funds	1,327.90	1,748.59
iv) Remuneration to whole time directors	5,115.20	5,144.68
v) Staff welfare expenses	1,767.93	1,023.33
vi) Gratuity Expense	607.33	589.97
vii) Bonus, Incentive and Allowances	2,641.12	2,606.57
viii) VRS payment	275.00	550.00
Total	67,063.26	59,641.44
Note : 27 Finance Costs:		
i) Interest expense	25,286.96	23,426.49
ii) Other borrowing costs	1,432.17	1,381.61
iii) Finance Lease Charges	2,429.02	0.00
Total	29,148.14	24,808.10
Note : 28 Other expenses		
Power and fuel	17,800.43	16,567.23
Loading -Unloading charges	713.41	73.90
Repairs to machinery	2,829.28	1,460.43
Other Manufacturing Expense	1,044.80	1,484.53
Consumption of General Store	3,606.35	6,334.40
Selling expenses		
- Freight Outward (Net)	33,562.67	30,311.42
- Other Selling expenses	1,299.13	1,117.71
Legal and professional charges	1,143.41	1,740.43
Other office Expenses	4,077.18	4,425.96
Insurance	641.45	594.49
Rent Exps	2,979.60	8,307.62
Repairs others	2,723.25	2,735.40
Travelling Expenses	1,740.76	1,411.37
Bad Debts	20,387.38	19,020.00
Payment to the auditors		
- as auditor	200.00	200.00
Misc. Exp	1,281.28	1,430.77
Total	96,030.36	97,215.66

Particulars	As at 31.03.2020	As at 31.03.2019
Note : 29 Calculation Deferred Tax (Net) as on 31st March,2020 is as given below		
Defererd Tax liabilities in relation to		
Property, Plant & Equipment	6,810.07	6,302.38
Defererd Tax Assets in relation to		
MAT Credit entitlement	0.00	661.03
Expenses allowed on payment basis	1,048.47	585.20
Deferred Tax Liability	5,761.60	5,056.15

Deferred Tax (Net) and Movement of Defered Tax Asset/liabilities

Particulars	As at 1st April 2018	Recognised in P&L	Recognised in OCI	Others	As at 31.03.2019
Defererd Tax liabilities					
Property, Plant & Equipment	4,928.15	1,374.23	0.00	0.00	6,302.38
Defererd Tax Assets					
MAT credit entitlement	0.00	0.00	0.00	661.03	661.03
Expenses allowed on payment basis	560.12	0.00	25.08	0.00	585.20
	4,368.03	1,374.23	-25.08	-661.03	5,056.15

Particulars	As at 1st April 2018	Recognised in P&L	Recognised in OCI	Others	As at 31.03.2019
Defererd Tax liabilities					
Property, Plant & Equipment	6,302.38	507.69	0.00	0.00	6,810.07
Defererd Tax Assets					
MAT credit entitlement	661.03	0.00	0.00	-661.03	0.00
Expenses allowed on payment basis	585.20	424.41	38.86	0.00	1,048.47
	5,056.15	83.28	-38.86	-661.03	5,761.60

Reconciliation of tax expense and the accounting Profit multiplied by Domestic Tax Rate

Particulars	As at 31.03.2020	As at 31.03.2019
Profit before Income Tax expenses	10,014.06	12,645.80
Taxes at the Indian Tax rate	2,785.91	3,287.91
Items giving rise to difference in tax		
- Effect of Non-deductable items	715.25	4.68
- others	-1,032.37	-1,350.25
Defered Tax Expenses/(Income)	1,458.75	1,374.23
Total Income Tax Expense	3,927.53	3,316.57

28 Earnings per share:**Profit After Tax item:**

Profit for the year after tax expense	60,86,528	93,29,238
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Less:

Preference dividend payable including dividend tax	60,86,528	93,29,238
Weighted average number of equity shares	56,50,000	56,50,000
Basic Earning per share	1.08	1.65
Diluted Earning per share	1.08	1.65
Nominal Value per Share	10	10

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT AS ON 31st MARCH, 2020**(31) NOTES FORMING PART OF FINANCIAL STATEMENTS**

1. Contingent Liabilities

A. Disputed Liabilities-

Particular	March 31,2020	March 31,2019
- Excise on Account of Cenvat Credit – In Appeal	209.56	399.56
- Income Tax- Tax Deducted at source	506.77	487.28

The future cash flows in respect of the above, if any, is determinable only on receipt of judgments/decisions pending with relevant authorities. The company does not expect the outcome of matters stated above to have a material adverse effect on the Company's financial conditions, result of operation or Cash Flow.

B. Guarantee Given By Bankers on Behalf of Company

Particular	March 31,2020	March 31,2019
- Bank Guarantee (Net of Margin)	1412.11	1307.00

2. The company has not received any intimation from its customer of being MSME, Hence there are no entities covered under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at March 31, 2020 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosure have been made.

3. Computation of Earnings per Share (EPS)

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under:

Particular	March 31,2020	March 31,2019
Profit used as Numerator for calculating Earnings per Share	6086.53	9,329.24
Weighted Average Number of Share used in computing Basic EPS	56,50,000	56,50,000
Number of Share used in computing Diluted EPS	56,50,000	56,50,000
Nominal Value per Share (In `)	10	10
Basic Earnings per Share (In `)	1.08	1.65
Diluted Earnings per Share (In `)	1.08	1.65

4. Related Party Details

(a) Related Party Disclosure

Key Management Personnel	Kiran Shah
	Neil Shah
	Neha V Vora
	Pravin Shah
Relative of Key Management Personnel	Anil Shrivastav
	Geeta Shah
	Jigna Shah
Enterprises under Significant Influence of Key Management Personnel or their Relatives	Management Ads
	G K Roadlines
	Pradip Shah

Disclosures in respect of significant transactions with related parties during the year:

(Rs. In '000)

Related Party	Nature of Transaction	31st March 2020	31st March 2019
Kiran shah	Managerial Remuneration	2,412.00	2,412.00
	Loan Received	20,000.00	20,000.00
	Loan Repaid	30,000.00	501.64
	Interest on loan	94.58	190.83
	Personal Gaurantee to Bank	1,67,700.00	1,82,600.00
Neha Vora	Managerial Remuneration	1,212.00	1,212.00
	Loan Received	0.00	1,400.00
	Loan Repaid	3,000.00	4,00.00
	Interest on loan	330.00	331.51
Pravin Shah	Managerial Remuneration	603.02	583.11

Geeta Shah	Rent	1,080.00	1,080.00
Prop. G K Roadlines	Personal Gaurantee to Bank	1,67,700.00	1,82,600
	Transport Services	23,831.01	17,863.78
Neil Shah	Salary	1,212.00	1212.00
	Loan Received	0.00	600.00
	Loan Repaid	2,000.00	0.00
	Interest on loan	220.00	220.14
Jigna Shah	Perks	93.60	93.60
Management Aids .	Rent	720.00	720.00
	Personal Gaurantee to Bank	1,67,700.00	1,82,600
Pradeep shah	Salary	558.00	554.40

6. Contributions are made to Recognized Provident Fund/ Government Provident Fund which covers all eligible employees. While both the employees and the Company make predetermined contributions to the Provident Fund .The contributions are normally based on a certain proportion of the employee's salary. Amount recognized as expense in respect of these defined contribution plans.

Particular	March 31, 2020	March 31, 2019
Contribution to Provident Fund	1327.90	1517.65

Gratuity (Funded)

The Company sponsors funded defined benefit gratuity plan for all eligible employees of the Company. The Company's defined benefit gratuity plan requires contributions to be made to a separately administered trust with LIC . The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. Company makes provision for gratuity fund based on an actuarial valuation carried out at the end of the year using 'projected unit credit' method.

- (a) Principal Assumption

The principal assumptions used for the purposes of the actuarial valuations of gratuity liability were as follows.

Particulars	As at 31, March 2020	As at 31, March 2019
Approach Used	Projected units Credit Method	Projected units Credit Method
Discount rate	6.60%	7.50%
Future salary Increase	7.00%	7.00%

- (b) The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plan (gratuity) is as follows:

Balances of defined benefit plan

Particulars	As at 31, March 2020	As at 31, March 2019
Present value of commitments (as per Actuarial Valuation)	9944.38	8,956.21
Fair value of plan assets	7516.23	6,075.07
Net liability / (asset) in the Balance sheet	2428.15	2,881.14

- (c) Expenses recognised for defined benefit plan and movement of plan assets and liabilities
Following is the amount recognised in Statement of Profit and Loss, other comprehensive income, movement in defined benefit liability (i.e. gratuity) and movement in plan assets:

Particulars	March 31, 2020	March 31, 2019
a. Components of expense recognized in the statement of profit and loss		
Current Service cost	406.49	351.75
Interest cost	200.84	238.22
Total (a) Refer Note 26	607.33	589.97
b. Components of defined benefit costs recognized in other comprehensive income		
Actuarial (gain)/Lossess on Liability	267.41	110.07
Return on plan Assets (excluding amount included in net interest expense)	(127.73)	(13.59)
Total	139.68	96.48
c. Movement in the present value of the defined benefit obligation		
Opening defined benefit obligation	8956.21	8,463.70
Current service cost	406.49	351.75
Interest cost	570.68	651.71
Benefits paid	(256.40)	(621.01)
Remeasurement (gain)/Losses:		
Actuarial losses(gains) arising from change in financial assumptions	586.25	(63.34)
Actuarial losses(gains) arising from change in demographic assumptions	2.74	
Actuarial losses(gains) arising from experience adjustments	(321.58)	173.40
Closing defined benefit obligation	9944.38	8,956.21
d. Movement in the fair value of the Plan assets.		
Opening Fair value of plan Assets	6075.07	5,091.99
Expected return on plan assets	497.56	427.08
Contribution by employer	1200.00	1,177.00
Benefits paid	(256.40)	(621.00)
Closing fair value of plan assets	7516.23	6,075.07

7. Segment disclosures:

(a) Business Segment:

The company has only one reportable business segment of manufacturing of steels barrels as the primary reportable Business segment for disclosure. The business segments are business of manufacturing of steels barrels

(b) Geographical Segment:

The company has no export during the year and it does require disclosure as a separate reportable segment of Domestic Sales and Export Sale.

8. Financial Risk Management:

In the course of business, the company is exposed to certain financial risk that could have considerable influence on the Company's business and its performance. These include credit risk and liquidity risk. This not explain the sources of risk which the entity is exposed to and how the entity manage the risk.

The company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework.

The Board of Directors review and approves risk management structure and policies for managing risks and monitors suitable mitigating actions taken by the management to minimize potential adverse effects and achieve greater predictability to earnings.

(A) Credit risk Management :

Credit risk is the risk of financial loss to company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The company has not made any investments in financial instruments hence company's financial risk arises from the company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which company grants credit terms in the normal course of business. The Company established an allowance for doubtful debts that represents its estimate of incurred losses in respect of trade receivables.

i) Trade receivables:

The Company's exposure to credit risk is influenced mainly by individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customer.

The Trade receivables consist of a large number of customers, spread across the country comprising primarily the manufacturers.

The average credit period on sales of goods is 70 days. The Company's trade and other receivables consists of a large number of customers, hence the Company is not exposed to concentration risk.

ii) Cash and Cash equivalents:

As at the year end, the company held cash and cash equivalents of Rs.188.03 thousands (31.03.2019 Rs.183.59 Thousand).

iii) Loans and advances:

Loans and advances includes the advances to employees, suppliers and balance with government authorities. In case of Loans to employees the same is managed by establishing limits. (Which in turn based on the employees 'salaries and Number of years of services put by the concern employee).

9. Liquidity risk management:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required.

The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Liquidity risk table

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods.

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include principal cash flows along with interest. The contractual maturity is based on the earliest date on which the Company may be required to pay.

-	Upto 1 Years	1-5 years (Non Current)	5+ years	Total
March 31, 2020				
Borrowings	204010.55	17935.64	-	221946.19
Trade Payables	28973.36	644.31	-	29617.67
Other Financials Liabilities	-	-	-	-
Total	232983.91	18579.95		251563.86
March 31, 2019				
Borrowings	2,22,265.64	38,511.38	-	2,60,777.02
Trade Payables	30,143.04	445.89	-	30,588.93
Other Financials Liabilities	199.06	-	-	199.06
Total	2,52,607.74	38,957.27	-	2,91,565.01

10. Lease - Effective date and transition

Effective 1st April, 2019, the Company has adopted Ind As 116 Leases. Company apply retrospectively with the cumulative effect of initially applying the Standard recognised at the date of initial application. Company measure lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application, and measure that right-of-use asset an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. The adoption of the standard did not have any material impact on the financial results.

i Following is the movement in the lease Liabilities

Particulars	For the Year ended 31st March 2020
Balance as on 31st March 2019	Nil
Additions	25917.70
Finance Cost accrued during the year	2429.02
Payment of Lease Liabilities	(6087.00)
Balance as on 31st March 20	22259.71

ii. Maturity Analysis of Lease Liabilities

Maturity Analysis - Contractual undiscounted Cash Flows	31st March 2020
Less than one year	6441.00
One to five years	20786.32
Total Undiscounted Lease Liability	27227.31
Lease Liabilities included in the Statement of Financial Position	
Non Current	15818.71
Current	6441.00
Total	22259.71

iii. Amount Recognized in the Statement of Profit & Loss

Interest on Lease Liabilities	2429.02
Depreciation on Lease Asset	5183.54

11. FAIR VALUE MEASUREMENTS:

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

In all the cases, the management has assessed that the carrying amounts of financial assets and liabilities recognised in the financial statements approximate their fair values as stated below.

Financial instruments by category:

Particulars	As at March 31, 2020 At carrying amount	As at March 31, 2019 At carrying amount
Financial assets		
Cash and cash equivalent	188.03	183.59
Other Bank balance	6154.83	154.83
Trade receivables	163542.53	2,15,515.28
Loans and advances	28198.84	30659.97
Financial Liabilities		
Borrowings	221946.19	2,60,777.02
Trade Payables	28973.72	30,588.93
Other financial liabilities		199.06

12. Previous financial year's figures have been regrouped wherever necessary to make them comparable with those of the current year.

In Accordance with our Report of even date

For SHAH & BHANDARI
Chartered Accountants
FRN : 118852W

(CA Nishadh Dave)
Partner/M.No. 147025
Date: 27.06.2020

For and on behalf of the Board of Directors of
Gujarat Containers Limited

Kiran Shah
Managing Director

Neil Shah
Whole Time Director

Narendra Shah
Company Secretary

Anil Shrivastva
Chief Financial officer

To,
MCS Share Transfer Agent Ltd
2nd Floor, 10, Aaram Apartment,
12, Sampatrao Colony, B/H Laxmi Hall,
Alkapuri, Vadodara - 390 007
Tel:(0265) 2314757, 2350490

Updation of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN / Registration No.: *	
(applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC :(11 digit)	
MICR:(9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / RTA responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / Beneficiary account.

Place:Vadodara

Date:

Signature of Sole / First holder

EVSN (Electronic Voting Sequence Number)	Default Pan*
	USE YOUR PAN

*Only Member who have not updated their PAN with Company / Depository Participant(s) shall use default PAN in the Pan filed.