

**Best Products Deserve  
Best Packaging**



**2018-19**  
Annual Report



**UMA CONVERTER LIMITED**

AN ISO 9001 : 2015 & ISO 22000 : 2005 CERTIFIED COMPANY

**Manufacturer of Flexible Packaging Materials**



UMA CONVERTER LTD.



#### VISION

TO BECOME INNOVATIVE, CUSTOMER FOCUSED & EFFICIENCY DRIVEN PACKAGING COMPANY TO SERVE GLOBAL PACKAGING STANDARDS.



#### MISSION

TO DELIGHT THE PRODUCTS, OUR CUSTOMERS AND FINALLY THE END-CONSUMERS WITH INTELLIGENT PACKAGING SOLUTIONS.



#### VALUES

INNOVATION  
EXCELLENCE  
TRUST  
QUALITY  
INTERGRITY  
ACCOUNTABILITY



# **20<sup>TH</sup> ANNUAL REPORT**

## **2018-2019**

### **UMA CONVERTER LIMITED**

**(Formerly Known as Uma Converter Pvt. Ltd.)**

**CIN: U25111GJ1999PLC036163**

#### **DIRECTORS& KEY MANAGERIAL PERSONNEL**

SUMER RAJ LODHA	CHAIRMAN& MANAGING DIRECTOR
NIRMALA LODHA	DIRECTOR
ABHISHEK LODHA	DIRECTOR
ASHOK KAVDIA	INDEPENDENT DIRECTOR
MAHENDRA BHANSALI	INDEPENDENT DIRECTOR
MOHIT MEHTA	INDEPENDENT DIRECTOR
ASHISH BHANDARI	CFO
DHAVAL PATEL	COMPANY SECRETARY

#### **BANKERS OF THE COMPANY**

- 1. Cosmos Bank** Ahmedabad-380009
- 2. Axis Bank** Ahmedabad-380006

#### **STATUTORY AUDITORS**

**M/s. RAJENDRA R. JAIN & Co.**  
Chartered Accountants  
E-47, Shastri Nagar, B/H Barkatulla Khan  
Stadium, Jodhpur, Rajasthan

#### **REGISTERED OFFICE**

Block No. 868,  
Nr. CNG Petrol Pump  
Santej Road, Village: -Santej,  
Tal: -Kalol, Dist: - Gandhinagar-382721  
Gujarat, India

#### **COMPANY LAW CONSULTANTS**

**M/s B. Kumar Tank &  
Associates**  
Company Secretaries  
Ahmedabad- 380007  
Gujarat, India

#### **MARKETING OFFICE**

A/36, 4<sup>th</sup> Floor, Circle-B,  
Pakwan Building,  
Opp. Rajpath Club, S.G. Highway,  
Ahmedabad – 380015.  
Gujarat, India

**NOTE TO SHAREHOLDERS:**

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

**CONTENTS:**

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2	Notice Calling 20 <sup>th</sup> AGM of the Company
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## NOTICE

Notice is hereby given that the **20<sup>th</sup> Annual General Meeting** of the Members of **UMA CONVERTER LIMITED** will be held on **Monday, 12<sup>th</sup> August, 2019** at **11:30 a.m.** at registered office of the Company situated at **Block No. 868, Nr. CNG Petrol Pump, Santej Road, Santej, Kalol, Gandhinagar-382721 India.**

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on **31<sup>st</sup> March, 2019** together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint a Director **Mrs. Nirmala Lodha (DIN:00033246)** who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint **M/s. Bhanwar Jain & Co.**, Chartered Accountants (Firm Registration No. 117340W) as a Statutory Auditors of the Company in place of retiring auditor M/s. Rajendra R. Jain & Co., Chartered Accountants (Firm Registration No. 001792C) and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, **M/s. Bhanwar Jain & Co.**, Chartered Accountants (Firm Registration No. 117340W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Rajendra R. Jain & Co., Chartered Accountants (Firm Registration No. 001792C), to hold office from the conclusion of this 20<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 25<sup>th</sup> Annual General Meeting to be held in the year 2024, at such remuneration and out of pocket expenses, as may be recommended by the audit committee and fixed by the Board of Directors of the Company".

## **SPECIAL BUSINESS:**

- 4. Increase in the borrowing limits under section 180(1)(c) and to authorize for sell, lease or otherwise dispose of, to mortgage/create charge on the properties of the company, both present and future, in favour of lenders.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’) to enhance borrowing power as provided in the Extra ordinary general meeting duly held on 05/12/2018 from existing limit of Rs. 100 Crore to new limit of Rs. 150 Crore by way of creation of additional limit of Rs. 50 Crore by way of borrowing any sum or sums of money, from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and its securities premium account subject to the provision that such borrowing shall not exceed Rs. 150 Crore /- (Rupees One Hundred and Fifty Crores only) or equivalent to any foreign currency, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company”.

**“RESOLVED FURTHER THAT** pursuant to section 180(1)(a), for availing above borrowing (including enhanced facility), board be and is hereby also authorized to finalize terms and conditions of the loan, amount of Loan, Rate of Interest, tenure of the loan, property to be mortgage or created against loan and also authorized to create charge/mortgage on all the immovable and movable assets/properties of the Company wherever situated, lying and being both present and future of every nature and kind whatsoever and the whole of the undertaking of the company of the company in certain events, to or in favour of lender bank or any other Banks or Financial Institutes to secure the financial assistance to the Company”.

- 5. Re-appointment of Mr. Sumer Raj Lodha as a Managing Director of the company for the term of 5 years.**

**“RESOLVED THAT** pursuant to the applicable provisions of section 164, 196, 197, 203, (including all other provisions) if any and read with Schedule V of the Companies Act, 2013 and all other applicable provisions of Articles of the company, consent of the

members of the company be and is hereby accorded to re-appoint **Mr. Sumer Raj Lodha**, Existing Managing Director of the company as Managing Director (MD) for a period of five years commencing from 01/03/2020 at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the term of five years from date of his re-appointment) and with such other perquisites, bonus, commission, allowances and other benefits, if any and upon such terms and conditions as may be decided by the Board of Directors by executing an agreement with the said Managing Director namely Mr. Sumer Raj Lodha”.

**“RESOLVED FURTHER THAT** Mr. Sumer Raj Lodha shall function as a Managing Director of the company and as such he shall be entrusted with substantial powers of the management of the company and administration of business affairs of the company subject to the overall superintendence, control and guidance of the Board of Directors of the company from time to time”.

**“RESOLVED FURTHER THAT** the salary, perquisite, allowances, bonus, gratuity, club facility, ultramodern car facility which may be on the name of the Managing Director Mr. Sumer Raj Lodha and all other necessary communication, medical, insurance, house, security etc., facilities as may be made payable by the Company to Mr. Sumer Raj Lodha be decided by the Board of Directors considering amongst other things and also subject to overall ceilings as may be applicable as per Companies Act, 2013, Income Tax Act, 1961 or rules made there under and also subject to the limits fixed under schedule V and or any other provisions of the Companies Act 2013 from time to time”.

**“RESOLVED FURTHER THAT** Mrs. Nirmala Lodha, or/& Mr. Abhishek Lodha, Directors of the company be and are hereby authorized authorised to do all such acts, deeds, matters and things as in its absolute discretion, as it may consider necessary, expedient or desirable, and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute powers to vary and/or to decide breakup of the remuneration within the above said maximum permissible limit under the Act and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the company”.

**6. To approve remuneration to be payable to the managerial persons individually in case of absence or inadequacy of profit for the 3 (Three) financial years i.e. 2019-2020, 2020-2021, & 2021-2022.**

**“RESOLVED THAT** Pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force of the Companies Act 2013), and as per recommendation of Nomination and Remuneration Committee, approval of the members of the company be and is hereby accorded for the payment of managerial remuneration (per annum) for the 3 (Three) financial year i.e. 2019-20, 2020-21, & 2021-22 to the managerial person (individually)

being an executive directors of the company in the event of inadequate profit or absence of profits for the respective 3 financial years as determined and payable on the basis of calculation in terms of effective capital of the company for the respective years subject to condition that remuneration as to be payable shall in no case/event/incident exceed the amount calculated and payable in terms of effective capital of the company unless special resolution is passed subsequently”.

**Registered Office**

Block No. 868,  
Nr. CNG Petrol Pump  
Santej Road, Village: -Santej,  
Tal: -Kalol, Dist: - Gandhinagar-382721,  
Gujarat, India.  
Phone: 079-26872584  
CIN: U25111GJ1999PLC036163

By Order of the Board of Directors of  
**UMA CONVERTER LIMITED**  
Sd/-

\_\_\_\_\_  
**SUMER RAJ LODHA**  
**Chairman & Managing Director**  
**DIN: 00033283**

Date: **19/07/2019**

Place: **Santej-Gandhinagar**



## **EXPLANATORY STATEMENT**

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

### **SPECIAL BUSINESS NO. 4**

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital, free reserves, and securities premium account of the Company. Accordingly, the approval of shareholders was obtained at the Extra Ordinary General Meeting duly held on 5<sup>th</sup> December, 2018 for the amount up to Rs. 100Crores. However, in order to meet the increased requirements of funds for current business expansion plan, capital expenditure plan of the Company, Company is required more fund in the nature of long-term working capital, Term loan, Cash Credit Facility etc., For above purpose, Company proposed to increase the present limits of borrowings from Rs. 100 Crores to Rs. 150 Crores.

Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages / charges / hypothecation in favor of the Lenders/Financial Institutions/Bodies Corporate/others, on all or any of its movable and immovable properties whether present or be presentable in future. In order to create aforesaid mortgages / charges / hypothecation, the consent of the Shareholders by means of Special Resolution is required under section 180(1)(a) of Companies Act, 2013.

Accordingly, the Resolution Nos. 4 is proposed to obtain necessary consent of the Company in term of the provision of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013.

In view of the above, the Board of Directors recommends passing of resolutions under Item nos. 4 as Special Resolutions.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolutions.

### **SPECIAL BUSINESS NO. 5**

The Company had appointed Mr. Sumer Raj Lodha as Managing Director of the Company for a period of five years from 01/03/2015 to 29/02/2020 and the shareholders have also approved the remuneration along with other terms & conditions of his appointment in their meeting duly held on 28/02/2015.

Mr. Sumer Raj Lodha, aged 61 years, is the Promoter and Managing Director of our Company and looks after the substantial management of the business affairs of the company as well as major operations of the company including business development and finance. He has more than three decades of experience in flexible packaging industry and under his leadership; the Company has been able to achieve desired results along with tie-ups with renowned names in the FMCG industry.

Considering his knowledge, skills and long business experience relating to the Company's affairs, the board is of the opinion that for the smooth and efficient running of business his term of services should be available to the Company for the further period of five years commencing from 01/03/2020. His current term of five years as a managing director will be expired on 29/02/2020. However according to the proviso of sub-section (2) of section 196 of the Companies, Act 2013, Company may re-appoint its Managing Director within a period of one year before the expiry of his term.

Pursuant to the applicable provisions of the Companies Act-2013 and in the larger interest of the company it is being proposed as a Special Resolution for members approval for the re-appointment.

Mrs. Nirmala Lodha, & Mr. Abhishek Lodha, the directors of the Company are concerned or interested in this resolution in the capacity of directors as well as shareholders.

In view of the above, the Board of Directors recommends passing of resolutions under Item nos. 5 as Special Resolutions.

#### **SPECIAL BUSINESS NO. 6**

The company has made considerable growth over the period of years under the solid competency and market knowledge of the industry in which company operates because of constant and dedicative efforts, hard work, & harmony of executive directors in functioning for the growth and success of the company. In order to keep them motivated and in the larger interest of the company, they are remunerated out of the profits of the company in a manner provided under section 197 of the Companies Act 2013. However, there may sometimes situation arise where company's profits aren't adequate or absence of profit and in such a case company shall have comply with schedule V of the Act in respect of deciding the quantum of remuneration that can be paid to the managerial persons of the company.

Having said that, pursuant to the section 197 read with Section II of Part II of Schedule V of the Companies Act 2013, company is required to obtain the approval of members by way of passing ordinary resolution to approve the remuneration payable (which shall based on the calculation of effective capital of the company) to the managerial person being executive directors (per annum, per director) of the company. The quantum of

remuneration payable shall be determined on the basis of calculation in terms of effective capital of the company for the respective years subject to condition that remuneration as to be payable shall in no case/event/incident exceed the amount calculated and payable in terms of effective capital of the company unless special resolution is passed subsequently.

In pursuance of Section II of Part II of Schedule V of the Companies Act 2013, the following disclosure as required to be made are as follows;

## I. General Information

**1. Nature of industry:** Uma Converter Limited is engaged in the business of manufacturing and selling of Flexible Packaging Materials.

**2. Date or expected date of commencement of commercial production:** Date of Incorporation of Company is 18/06/1999.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.: N.A.

4. Financial performance based on given indicators:

PARTICULARS	2018-19	2017-18	2016-17
Revenue from Operation (Net)	1,04,39,08,728	90,14,05,920	86,60,13,329
Other Income	38,83,771	84,32,280	74,01,386
Total Revenue	1,04,77,92,499	90,98,38,199	87,34,14,715
Profit Before Tax	5,98,08,276	5,40,86,736	2,43,52,845
Tax Expenses	1,68,77,686	1,82,47,671	78,88,772
Profit After Tax	4,29,30,590	3,58,39,065	1,64,64,073
Paid up Share Capital	6,47,99,980	4,04,99,990	3,55,00,000
Reserve & Surplus	23,76,85,168	21,35,52,290	15,55,75,440

**6. Foreign investments or collaborations, if any.:** N.A.

## II. General Information

Sr. No.	Particulars	Mr. Sumer Raj Lodha	Mrs. Nirmala Lodha	Mr. Abhishek Lodha
1	Background details	Mr. Sumer Raj Lodha is a Managing Director of the Company and also promoter of the Company.	Mrs. Nirmala Lodha is an Executive Director and Promoter of the Company.	Mr. Abhishek Lodha is an Executive Director of the Company.
2	Past remuneration	Rs. 84,00,000/- per annum	Rs. 75,00,000/- per annum	Rs. 69,00,000/- per annum
3	Recognition or	-	-	-

	awards			
4	Job profile and his suitability	Mr. Sumer Raj Lodha, aged 61 years, is the Promoter and Managing Director of our Company and looks after the major operations of the business including business development and finance. He holds Bachelor's Degree in Arts from Gujarat University. He has more than three decades of experience in flexible packaging industry through his association with Shree Uma Plastics and Uma Polymers, engaged in the similar lines. Under his leadership, the Company has been able to achieve desired results along with tie-ups with renowned names in the FMCG industry.	Mrs. Nirmala Lodha, aged 55 years is the Promoter and Director of our Company. She has cleared her Higher Secondary Schooling and has a total experience of almost two decades in the industry. She looks after the sales, marketing, accounts and administrative related functions. She has been on the board of our Company since the inception of company.	Mr. Abhishek Lodha, aged 32 years is the Non-executive Director of our Company and holds diploma in Automobile Engineering. His knowledge and expertise help the Company in achieving the desired production efficiency thereby resulting in lower wastage in manufacturing activity. He mainly looks after the production and HR related functions of our Company. He was inducted in the Board in the year 2015.
5	Remuneration proposed	As determined and payable on the basis of calculation in terms of effective capital of the company for the respective years subject to condition that remuneration as to be payable shall in no case/event/incident exceed the amount calculated and payable in terms of effective capital of the company unless special resolution is passed subsequently.		
6	Comparative remuneration profile with respect to industry, size of the	The Remuneration is as per section 197 & 198 of the Companies Act, 2013 read with schedule V thereto and is comparable to the remuneration payable to the top-level management of similar type of company.		

	company, profile of the position and person			
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He is a Promoter, Managing Director major Shareholder of the Company and also Husband of Mrs. Nirmala Lodha and Father of Mr. Abhishek Lodha, Directors of the Company. Apart from this he doesn't have any pecuniary relationship with the Company.	She is Promoter, Director and Shareholder of the Company and Wife of Mr. Sumer Raj Lodha, Managing Director and Son of Mr. Abhishek Lodha, Director of the Company.	He is a Director and Shareholder of the Company and Son of Mr. Sumer Raj Lodha, Managing Director and Mrs. Nirmala Lodha, Director of the Company.

### III. Other information

1. Reasons of loss or inadequate profits: The Company is currently in the process of establishing new factory premises at Village: Timba, Tal.: Dascroi, Dist.: Ahmedabad for taking up new projects/job-work and for which making huge capital investments to start the commercial production effectively probably by end of this year.

2. Steps taken or proposed to be taken for improvement: A Company is in the process of making public issue of shares and further listing it on SME platform which enable the company to meet the capital expenditure and day to day working capital requirements of new factory unit at Village: Timba, Tal.: Dascroi, Dist.: Ahmedabad.

3. Expected increase in productivity and profits in measurable terms: The above steps to be taken by the Company are expected to improve the Company's performance and profitability in the near future and also increase the brand visibility of the Company in the Capital Market.

In respect of above explanation, board proposed Item nos. 6 as ordinary Resolution for members approval to the remuneration to be payable to the managerial person being an executive director in case of absence or inadequacy of profit.

Mr. Sumer Raj Lodha, Mrs. Nirmala Lodha, & Mr. Abhishek Lodha, the directors of the Company are concerned or interested in this resolution in the capacity of directors as well as shareholders.

**Registered Office**

Block No. 868,  
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Tal: -Kalol, Dist:- Gandhinagar-382721,  
Gujarat, India.  
Phone: 079-26872584  
CIN: U25111GJ1999PLC036163

By Order of the Board of Directors of  
**UMA CONVERTER LIMITED**  
Sd/-

\_\_\_\_\_  
**SUMER RAJ LODHA**  
**Chairman & Managing Director**  
**DIN: 00033283**

Date: **19/07/2019**

Place: **Santej-Gandhinagar**

## **NOTES**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Instrument appointing proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the meeting.

2. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.

3. All documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 am to 5.00 pm prior to the date of the Annual General Meeting and shall also be available for inspection at the meeting.

4. All statutory registers as required to be maintained and disclosed under the provisions of the Companies Act, 2013, will be available for inspection by the members at the Registered Office of the Company and at the ensuing Annual General Meeting.

5. Members are requested to notify change in their address, if any, to the Registered Office of the Company.

6. Shareholders / Proxies attending the meeting are requested to bring duly filled in attendance slip and deliver the same at the entrance of the meeting place.

## DIRECTORS' REPORT

To  
**Dear Shareholders,**  
**Uma Converter Limited**

The Directors of your Company are pleased to present **20<sup>th</sup> Annual Report** on Business Operations of the Company along with the Audited Financial Statements for the financial year ended on **March 31, 2019**.

### **FINANCIAL SUMMARY / HIGHLIGHT**

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

<b>(Amount in Rs.)</b>		
<b>PARTICULARS</b>	<b>2018-19</b>	<b>2017-18</b>
<b>Revenue From Operation (Net)</b>	<b>1,04,39,08,728</b>	<b>90,14,05,920</b>
Other Income	38,83,771	84,32,280
<b>Total Revenue</b>	<b>1,04,77,92,499</b>	<b>90,98,38,199</b>
Operating & Other Expenses	93,39,89,398	80,57,05,673
<b>Profit Before Depreciation, Interest and Tax</b>	<b>11,38,03,101</b>	<b>10,41,32,526</b>
Finance Cost	3,06,19,500	2,62,46,054
Adjustments for carrying value of assets	0.00	0.00
Depreciation and Amortization Expenses	2,33,75,325	2,37,99,735
<b>Profit Before Tax</b>	<b>5,98,08,276</b>	<b>5,40,86,736</b>
Tax Expenses	1,68,77,686	1,82,47,671
<b>Profit After Tax</b>	<b>4,29,30,590</b>	<b>3,58,39,065</b>
Prior Year Adjustments	0.00	0.00
Balance Brought Forward	<b>12,56,30,861</b>	<b>8,96,53,667</b>
<b>Profit Available for Appropriation</b>	<b>14,97,63,439</b>	<b>12,56,30,861</b>
<b>APPROPRIATIONS:</b>		
Amount Transferred to General Reserves	Nil	Nil
Proposed Dividend	Nil	Nil
Provision for Tax on Dividend	Nil	Nil
<b>Balance Carried to P&amp;L A/c. in Balance Sheet</b>	<b>14,97,63,439</b>	<b>12,56,30,861</b>

### **REVIEW OF OPERATIONS**

The Net turnover of the Company during the financial year under report is Rs. 1,04,39,08,728/- (Net) against the turnover of Rs. 90,14,05,920/- (Net) of the previous year and the Net Profit after Depreciation and Tax has been increased from Rs. 3,58,39,065/- to Rs. 4,29,30,590/-.



Your Company has performed well and has earned a good profit during the year under review. Your directors have taken all considerable steps to increase the turnover and net profit of the company by way of improving quality of production, increasing in production capacity, engagement of proper and quality managerial level staff, direct control of management and utilization of installed capacity of machineries etc. of the company.

## **FUTURE OUTLOOKS**

Currently, Company is in the process of establishing new project at Village Timba, Ta: Daskroi, Ahmedabad. In order to achieve this objective, Company has already procured an Industrial Plot and also started the construction for the establishment of new factory premises. The commercial production is expected to start in the year 2019-20. In order to meet the capital expenditure and working capital requirements of the said new project, Company is planning to make the public issue of its equity shares and also get it listed on SME Platform.

With the commencement of new project, Company's focus is to deliver the highest standard of packaging materials/products with cost effectiveness and lesser time and to provide the best packaging solutions as per the requirement of prospective customers.

## **CHANGE IN THE NATURE OF BUSINESS**

During the year under review, Company has altered its main object w.e.f 29/08/2018 to expand the scope of its existing business activities by way of inclusion of such other activities relating to its current business which enable the Company to enter into the new projects/job work for the better growth of the Company.

## **DIVIDEND & TRANSFER TO RESERVE**

No dividend has been declared by the directors pursuant to section 123 of the Companies Act, 2013 for the financial year 2018-19 as required to be disclosed in this report pursuant to section 134(3)(k) of the Companies Act, 2013. However, Rs. 4,29,30,590/- balance of profit and loss of account for the year 2018-2019 is transferred to Reserve and Surplus under the head of surplus/deficit in the statement of Profit and Loss Account.

Besides above, neither any amount was transferred nor is the board of directors proposing transfer of any amounts to general reserves or any other reserves of the company during the financial year under review.

## **TRANSFER OF UNPAID / UNCLAIMED DIVIDEND**

The Company does not have any amount of Unpaid / Unclaimed Dividend as mentioned under section 124 of the Companies Act, 2013 which is required to be transferred as per the Section 125 of the Companies Act, 2013 to the Investors Education & Protection fund and as required under provisions of the applicable laws.

## **SHARE CAPITAL:**

During the year under review, Company has increased its authorized share capital from Rs. 5,50,00,000/- to Rs. 12,00,00,000/- with the approval of members in the AGM held on 29/08/2018 and thereafter from Rs. 12,00,00,000/- to Rs. 15,00,00,000/- with the approval of members in the EOGM held on 25/03/2019. Further during the year: -

### **a) Issue of equity shares with differential rights**

Pursuant to section 43 & Rule 4 (4) of Company (Share Capital & Debenture) Rules, 2014, the company has not issued any equity shares with differential rights during the year under review.

### **b) Issue of sweat equity shares**

Pursuant to section 54 & Rule 8 (13) of Company (Share Capital & Debenture) Rules, 2014, the Company has not issued any Sweat Equity Shares during the year under review.

### **c) Issue of employee stock options**

Pursuant to section 62(1)(b) & Rule 12(9) of Company (Share Capital & Debenture) Rules, 2014, the Company has not provided any Stock Option Scheme to the employees.

### **d) Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees**

Pursuant to Sec 67(3) & Rule 16 of Company (Share Capital & Debenture) Rules, 2014, the Company has not bought back or provided for buyback of any of its securities during the year under review.

### **e) Issue of Bonus Shares**

Pursuant to section 63 of the Companies Act, 2013 read with rule 14 of The Companies (Share Capital and Debentures) Rules, 2014, during the year under review company has allotted 24,29,999 equity shares of Rs. 10/- as fully paid bonus shares in the proportion of 6 equity shares for every 10 equity shares held by the existing shareholders of the Company.

The Paid-up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2019 was Rs. 6,47,99,980/- consisting of 64,79,998 equity shares having face value of Rs. 10/- each.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL AND CHANGES THEREIN**

The Company's Board comprises of the following Directors & Key Managerial Personnel as on 31.03.2019.

<b>Mr. Sumer raj Lodha</b>	<b>Chairman &amp; Managing director</b>
<b>Mrs. Nirmala Lodha</b>	<b>Director</b>
<b>Mr. Abhishek Lodha</b>	<b>Director</b>
<b>Mr. Ashok Kavdia</b>	<b>Independent director</b>
<b>Mr. Mahendra Bhansali</b>	<b>Independent director</b>
<b>Mr. Mohit Mehta</b>	<b>Independent director</b>
<b>Mr. Ashish Bhandari</b>	<b>Chief Financial Officer</b>
<b>Mr. Dhaval Patel</b>	<b>Whole Time Company Secretary</b>

### **During the year under report, the changes in directors and KMP took place as under;**

**Mr. Ashok kavdia** and **Mr. Mahendra Bhansali** were appointed as an Additional director under category of Non-Executive Independent director of the Company w.e.f 13<sup>th</sup> August, 2018 and further regularized as Non-Executive Independent director in the 19<sup>th</sup> AGM of the Company held on 29<sup>th</sup> August, 2018.

**Mr. Mohit Mehta** was appointed as an Additional director under category of Non-Executive Independent director of the Company w.e.f 21<sup>st</sup> August, 2018 and further regularized as Non-Executive Independent director in the 19<sup>th</sup> AGM of the Company held on 29<sup>th</sup> August, 2018.

**Mr. Ashish Bhandari** was appointed as a Chief Financial Officer (CFO) of the Company w.e.f 28<sup>th</sup> September, 2019.

**Mr. Dhaval Patel** was appointed as a Whole-time Company Secretary of the Company w.e.f 05<sup>th</sup> September, 2018.

Pursuant to the provisions of Article of association of the Company, Mrs. Nirmala Lodha (DIN:00033246) Director of the Company is liable to retire by rotation and being eligible for re-appointment, offer herself for re-appointment.

Except above there is no changes have taken place which is required to be disclosed in the director's report.

## **DISCLOSURE U/S 184(1) & 164(2) OF THE COMPANIES ACT, 2013**

The Company has received the disclosure in Form DIR – 8 & MBP-1 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 which is required to be disclosed in this report pursuant to Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

## **NUMBER OF METINGS OF THE BOARD OF DIRECTORS**

In keeping with provisions of Section 173 of the Companies Act, 2013 the Board meets at a regular interval to discuss and decide on business strategies / policies and to review the financial as well as operational performance of the Company. During the financial year under review, the Board met 10 times viz 20.06.2018,13.08.2018, 26.09.2018, 28.09.2018, 12.11.2018, 17.12.2018, 04.01.2019, 15.02.2019, 08.03.2019 and 23.03.2019 with due compliances of SS-1 as notified under the Act.

## **CONVERSION OF THE COMPANY INTO PUBLIC LIMITED**

The Company has been converted into public limited Company from private limited with effect from 27.09.2018 with due approval of shareholders in their meeting and Certificate of Incorporation Consequent upon conversion to Public Limited Company has been issued by Registrar of Companies on 27.09.2018.

## **BOARD EVALUATION:**

The provisions relating to Board Evaluation is not applicable to the company. Therefore, Statement indicating manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors pursuant to section 134 (3) (p) of the Companies Act, 2013 read with rule 8 (4) of the Companies (Accounts) Rules,2014 is not require to attach with the Board Report.

## **MANAGERIAL REMUNERATION TO DIRECTORS AND KMP**

The details of payment of remuneration to directors and key managerial personnel for the F.Y. 2018-19 are given as below:

<b>Sr. No.</b>	<b>Name of Directors&amp; KMP</b>	<b>Designation</b>	<b>Remuneration paid (in Rs. Per annum)</b>
1	Mr. Sumer Raj Lodha	Managing Director	84,00,000/-
2	Mrs. Nirmala Lodha	Executive Director	75,00,000/-
3	Mr. Abhishek Lodha	Executive Director	69,00,000/-
4	Mr. Ashish Bhandari	CFO	8,74,992/-
5	Mr. Dhaval Patel	Company Secretary	99,102/-

## **PARTICULARS OF EMPLOYEES / DIRECTORS**

There are no employees of the company as at 31<sup>st</sup> March, 2019 employed throughout the year who was in receipt of remuneration of Rs. 1,02,00,000/- or more per annum and Rs. 8,50,000/- or more per month as in excess of the limit specified under Section 197 (12) of the Act read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES**

Pursuant to section 2(87) and 2(6) and all other applicable provisions of the companies Act, 2013, the company does not have any subsidiary, associate or joint venture company. So, the provisions of Section 134 (3) (q) of Companies Act, 2013 & Rule (8) (5) (iv) Of Companies (Accounts) Rules, 2014 relating to their providing details regarding name of the companies which have become/ceased to be Subsidiaries, JVS or Associate Companies during the year and Rule 8(1) Of Companies (Accounts) Rules, 2014 relating to providing details of their performance & financial position are not applicable to it.

## **STATUTORY AUDITORS**

Pursuant to the provision of section 139 (2) of the Companies Act, 2013, the tenure of Rajendra R. Jain & Co., Chartered Accountants (Firm Registration No. 001792C) as a statutory auditor of the Company is being completed in the ensuing 20<sup>th</sup> Annual General Meeting of the Company.

Hence, in order to comply with the above said provision of the Companies Act, 2013, Your board of directors proposed to appoint M/s Bhanwar Jain & Co., (Firm Registration No. 117340W), Chartered Accountants in their place to hold office of the statutory auditor for the period of 5 years commencing from the conclusion of this 20<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 25<sup>th</sup> Annual General Meeting to be held in the year 2024.

M/s Bhanwar Jain & Co., (Firm Registration No. 117340W), Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. Your Directors recommended the resolution for members approval.

## **DISCLOSURE ON MAINTENANCE OF COST RECORDS UNDER SECTION 148(1) OF COMPANIES ACT 2013**

Your company is required to maintain the cost records as specified by the Central Government under section 148(1) of Companies Act-2013 and accordingly Company has maintained such records.

## **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS.**

There were no qualifications, reservations or adverse marks or disclaimers made by the auditors to the company for the financial year 2018-2019 and hence no comments are required to be given/disclosed in this report pursuant to section 134(3)(f) of the Companies Act, 2013.

## **CONSTITUTION OF THE BOARD COMMITTEES**

During the year under review, the board of directors has constituted Audit Committee, Nomination & Remuneration Committee and CSR Committee in their meeting held on 08<sup>th</sup> March, 2019. The chairman and members of the Audit Committee and Nomination & Remuneration Committee are as below:

- 1. Mr. Mahendra Bhansali** (Independent Director) - **Chairman**
- 2. Mr. Ashok Kavdia** (Independent Director) - **Member**
- 3. Mr. Mohit Mehta** (Independent Director) - **Member**

During the financial year under review, one meeting of Audit Committee and Nomination & Remuneration Committee has been held on 23<sup>th</sup> March, 2019. Further details of CSR Committee are separately indicated in its annexure.

## **VIGIL MECHANISM POLICY**

The Company has established vigil Mechanism policy to protect the rights of the employee and directors of the company. As a part of the best practice and transparency, Board has taken all precaution to protect the rights of employee and create fair and transparent atmosphere. There is a direct involvement of management for any matter with employee.

## **DECLARATION BY INDEPENDENT DIRECTOR**

The independent directors appointed on the board have individually given declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 at the time of their respective appointment and there is no change in

the circumstances as on the date of this report which may affect their status as an independent director.

### **STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY**

Your Company has Risk Management Policy, which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, factories and key business areas. Board has taken all necessary actions and steps as a part of precautions to minimize the risk of the business of the company.

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

There are no material orders passed by the Regulators, Courts, and tribunals impacting going concern status Company's operation in future as required to be disclosed in this report pursuant to Rule 8(5) (vii) of Companies (Accounts) rules 2014.

### **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in material respect an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup>March, 2019.

It has also been assured that the Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal audit function is well defined within the organization in compliance with the applicable provisions of the Act.

### **PUBLIC DEPOSITS**

The company has not accepted any deposits during the year and there are no outstanding deposits within the meaning of provisions of section 73 to 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY**

Pursuant to Section 186 of the Companies Act, 2013, the company has not made/ given any guarantee, provide any security or investment during the year under review which is required to be disclosed in this report pursuant to Section 134 (3) (g) of the Companies Act, 2013.

## **RELATED PARTY TRANSACTIONS**

All contracts / arrangements / transactions entered by the Company during the financial year with Related Parties. During the financial year under report, there were no materially significant related party transactions made by the Company with Promoters or Directors which may have potential conflict with the interest of the Company at large.

Your Directors draw attention of the members to **Annexure 1 to the Directors' Report** which sets out Related Party Disclosures as required to be disclosed in this report pursuant to Section 134(3) (h) of Companies Act, 2013 & Rule 8(2) of Companies (Accounts) Rules, 2014.

## **CORPORATE GOVERNANCE**

The provisions relating to Corporate Governance is not applicable to the company.

## **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your company has formed sexual harassment policy as mentioned under the provisions of Sexual Harassment of Women at Workplace (Prevention, prohibition & Redressal) Act, 2013 during the year under review and management is strictly adhering the same.

## **CORPORATE SOCIAL RESPONSIBILITY**

The one of the criteria (net profit of Rs. 5 Crore or more calculated as per section 198 of the Companies Act 2013) as on immediately preceding financial year (i.e. 31/03/2018) was attracted by the company and thereby in compliance with the requirements of section 135 of the Companies Act, 2013, the board has constituted CSR Committee and also formulated the CSR Policy. The composition of the CSR Committee, contents of CSR policy and report on CSR activities carried out during the financial year ended on 31<sup>st</sup> March, 2019 in the format prescribed under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as **Annexure 2**.



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

The particulars as to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required to be disclosed in terms of section 134 (3) (m) of the companies act, 2013 & Rule 8(3) of the Companies (Accounts) Rules, 2014 are given separately as **Annexure – 3 to the Directors’ Report**.

## INDEBTEDNESS OF COMPANY

Sr. No.	Amount borrowed from	Total Loan outstanding as on 31.03.2019 (Amount in Rs.)
1.	<b>From Directors &amp; Relatives</b>	1,19,51,501
2.	<b>From Banks and financial institution</b>	
	<b>Axis Bank - (A)</b>	
	Term Loan	39,77,026
	Car Loan	3,67,682
	Cash Credit	9,44,78,946
	Letter of Credit including Foreign LC	4,89,63,436
	<b>Total (A)</b>	<b>14,77,87,090</b>
	<b>Cosmos Bank - (B)</b>	
	Term Loan	8,42,67,106
	Working Capital (CC) & Cash Credit	9,84,90,562
	Overdraft facility against FDR	4,26,56,997
	<b>Total (B)</b>	<b>22,54,14,665</b>
	<b>Total (A) + (B)</b>	<b>37,32,01,755</b>
	<b>Total (1+2)</b>	<b>38,51,53,256</b>

## EXTRACT OF ANNUAL RETURN

The extract of the annual return is in Form No. MGT– 9 as per Section 92(3) Of Companies Act, 2013 and Rule 12(1) Of Companies (Management & Administration) Rules, 2014 as required to be disclosed in this report pursuant to Section 134(3) (a) of Companies Act, 2013 is attached as **Annexure – 4 to the Directors’ Report**.

## STATUTORY COMPLIANCES

Directors of the Company confirmed that, all Statutory Compliances as prescribed under the Companies Act, 2013 have been duly complied by the Company during the year under review.

## **INDUSTRIAL RELATION**

During the year under report, harmonious Relations have been maintained by the company with Clients Companies, Government Department, Banks and all other Associates of the company in which company was functioning.

## **INSURANCE AND PROTECTION OF ASSETS**

As per the terms of loan sanction and also to protect the Company's assets from various natural calamities and others, the Company's all fixed assets and tangible movable assets are properly insured against all available commercial risks like fire, flood, earthquake and other extraneous perils from the approved insurance companies.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the provisions of section 134(5) of the Companies Act, 2013, the Directors of your Company confirm the following which are required to be disclosed in this report pursuant to section 134(3) (c) of the Companies Act, 2013:

- a) in the preparation of the annual accounts for the financial year ended March 31<sup>st</sup>, 2019, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the affairs of the Company for the financial year ending on March 31<sup>st</sup>, 2019 and of the profit and loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and

- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

There are no such frauds reported by the Auditors of the company in their report as required to be disclosed in this report pursuant to section 134(3) (ca) of the Companies Act, 2013.

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED SUBSEQUENT TO THE CLOSE OF THE FINANCIAL YEAR UP TO THE DATE OF THE REPORT.**

Company has restructured its Share Capital by way of issue and allotment of 64,79,998 equity shares as fully paid up bonus shares in the proportion of 1:1 i.e. 1 equity shares as a bonus share for every 1 equity shares held by the existing shareholders in the Company.

Except above, no material changes and commitment have occurred subsequent to the close of the financial year of the company up to the date of the report which could affect financial position of the company which is required to be disclose in this report pursuant to Sec 134 (3)(l) of Companies Act, 2013.

**ACKNOWLEDGEMENTS**

The Board wishes to place on record its gratitude for the co-operation & assistance extended by the company's' Bankers, clients, shareholders and government departments.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,  
UMA CONVERTER LIMITED**

Sd/-

Sd/-

\_\_\_\_\_  
**SUMER RAJ LODHA**  
**MANAGING DIRECTOR**  
**DIN: 00033283**

\_\_\_\_\_  
**NIRMALA LODHA**  
**DIRECTOR**  
**DIN: 00033246**

**DATE:10/05/2019**

**PLACE: SANTEJ-GANDHINAGAR**

**Annexure 1 to the Directors' 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 arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis: -**  
**N.A.**

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name of the related parties	Nature of contracts/arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts/arrangements / transactions including the value, if any	Amount (in Rs.)	Date(s) of approval by the Board, if any	Amount paid as advances , if any
Sumer Raj Lodha	Rent Paid	2018-19	As per Leave & License Agreement dated 13/09/2018	1,40,000/-p.a	20/06/2018	NIL
Nirmala Lodha	Rent Paid	2018-19	As per Leave & License Agreement dated 13/09/2018	1,40,000/-p.a	20/06/2018	NIL
Shraddha Lodha	Salary Paid	2018-19	As per Appointment Letter	10,80,000/-p.a	20/06/2018	NIL

**FOR, UMA CONVERTER LIMITED**

Sd/-

Sd/-

\_\_\_\_\_  
**SUMER RAJ LODHA**  
**MANAGING DIRECTOR**  
**DIN: 00033283**

\_\_\_\_\_  
**NIRMALA LODHA**  
**DIRECTOR**  
**DIN: 00033246**

**DATE:10/05/2019**

**PLACE: SANTEJ-GANDHINAGAR**

## **Annexure 2 to the Directors' Report**

### **Reporting of Corporate Social Responsibility (CSR)**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

**1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.:**

**The Company has formulated the CSR policy based on the recommendation received from CSR Committee and approved by the board of directors of the Company.**

**The Company's focus area for the CSR activities are as follows:**

- 1) Education & Skill development
- 2) Environmental Sustainability, animal welfare and conservation of natural resources
- 3) Eliminating/Eradication of hunger, poverty & malnutrition
- 4) Preventive health care & Wellness
- 5) Slum & Rural area development
- 6) Contribution towards various funds set up for socio economic development and relief and welfare of the schedule caste, minorities, women and other backward classes.
- 7) Contribution for setting up homes, hostels and day care centers for senior citizens, women, orphans and other backward classes.

**2. The Composition of the CSR Committee.**

1. Mr. Ashok Kavdia (Independent Director) – Chairman
  2. Mr. Sumer Raj Lodha (Managing Director) – Member
  3. Mrs. Nirmala Lodha (Director) - Member
3. Average net profit of the company for last three financial years: **Rs. 3,22,83,166/-**.
4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above):  
**Rs. 6,45,663/-**

5. Details of CSR spent during the financial year.

a) Total amount spent during the financial year; **Rs. 5,49,604/-**

b) Amount unspent, if any; **Rs. 96,059/-**

c) Manner in which the amount spent during the financial year is detailed below.

**(Amt. in Rs.)**

Sr. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub heads 1.Direct expenditure on projects or programs 2. Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	Contribution towards promotion of education & setting up of old age homes	Education & old Age Homes	Gujarat	NIL	11,000	11,000	Avval Foundation
2	Contribution towards promotion of education & setting up of old age homes	Education & old Age Homes	Gujarat	NIL	17,604	28,604	Avval Foundation
3	Contribution towards relief fund of Central Govt.	Socio economic development, relief and welfare	Kerala	NIL	50,000	78,604	Chief Minister Distress Relief Fund
4	Contribution towards promotion of education & setting up of old age homes	Education & Old Age Homes	Gujarat	NIL	10,000	88,604	Avval Foundation

5	Contribution towards promotion of education & setting up of old age homes	Education & old Age Homes	Gujarat	NIL	10,000	98,604	Awal Foundation
6	Contribution towards to promote training camp and skills	Measures for the benefits of armed forces & other villagers nearby border areas	Gujarat	NIL	1,00,000	1,98,604	Sima Jankalyan Samiti
7	Contribution towards to promote training camp and skills	Measures for the benefits of armed forces & other villagers nearby border areas	Gujarat	NIL	1,51,000	3,49,604	Sima Jankalyan Samiti
8	Contribution towards setting up & Maintenance of Old Age Homes	Old Age Home	Gujarat	NIL	15,000	3,64,604	Jeevan Sandhya – Vanprasth SevaSamaj
9	Contribution in Mid-day Meal Scheme for children of Govt& Govt. aided School	Eradicating of hunger, poverty and malnutrition	Gujarat	NIL	41,000	4,05,604	The Akshaya Patra Foundation
10	Contribution towards setting up & Maintenance of Old Age Homes	Old Age Home	Gujarat	NIL	44,000	4,49,604	Jeevan Sandhya – Vanprasth SevaSamaj
11	Contribution to Bharat ke Veer Fund for the Welfare of Armed	Measures for the benefits of armed forces, veterans,	India	NIL	50,000	4,99,604	India's Bravehearts, Ministry of Home Affairs, GOI.

	forced personnel and their families	war widows and their dependents					
12	Contribution to Bharat ke Veer Fund for the Welfare of Armed forced personnel and their families	Measures for the benefits of armed forces, veterans, war widows and their dependents	India	NIL	50,000	5,49,604	India's Bravehearts, Ministry of Home Affairs, GOI.

**Note: The aforesaid CSR expenditure are made by the company through implementing agencies.**

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

**Company considers CSR activities as an integral part of the business activities and continuously making an effort to utilize the CSR fund for the benefit of society. Company is under the process of analyzing and ascertaining the other areas for CSR funding and hence couldn't utilized the total amount to be spent for the CSR activities. Only Rs.96,059/- is short to spend. However, Company has spent the maximum amount towards CSR activities during the year under review and also in process to spend remaining amount in the year to come.**

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

**We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of CSR Projects and activities in compliance with our CSR objectives.**

**FOR, UMA CONVERTER LIMITED**  
Sd/- Sd/-

\_\_\_\_\_  
**SUMER RAJ LODHA**  
**MANAGING DIRECTOR**  
**DIN: 00033283**

\_\_\_\_\_  
**NIRMALA LODHA**  
**DIRECTOR**  
**DIN: 00033246**

**DATE:10/05/2019**

**PLACE: SANTEJ-GANDHINAGAR**



### **Annexure 3 to the Directors' Report**

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo  
[Pursuant to the Provisions of Section 134 of the Companies Act, 2013 read with the  
Companies (Accounts) Rules, 2014]

#### **(A) Conservation of Energy**

##### **DETAILS ON ENERGY CONSUMPTION AND CONSERVATION: -**

The Power consumption is continuously monitored and controlled by the management of the Company by implementing corrective measures during the year under review.

##### **POWER CONSUMPTION: -**

Sr. No	Particulars	For the Year ended 31/03/2019		For the Year ended 31/03/2018	
		LNG	DIESEL	LNG	DIESEL
<b>(1)</b>	<b>Power and Fuel Consumption</b>				
(a)	Electricity Purchased.				
	No. of Units consumed.	3492927		3532282	
	Total Amount of Electricity	2,61,51,764.38		2,64,83,847.10	
	Cost per unit of Electricity (Average of 12 months)	7.49		7.50	
(b)	Electricity Generated.	N/A		N/A	
	No. of Units Generated.	N/A		N/A	
	Total Amount of Power Generation.	N/A		N/A	
	Cost per Unit of Power Generated.	N/A		N/A	
[c]	Consumption of Fuel				
	Type & Nature of Fuel Consumed.				
	Coal/ Firewood/ Bio Mass/ Furnace Oil/ Others				
	Total Quantity of Fuel Used.	220252 (SCM)	2600 (Ltr.)	210828 (SCM)	1400 (Ltr.)
	Total Amount of Fuel Used.	89,70,185	1,87,676	77,60,628.17	88,042
	Cost per Unit of Fuel Used	40.73	72.18	36.81	62.88
	Cost per Unit of Product Manufactured	N/A	N/A	N/A	N/A
	Total Cost of Power/ Fuel per unit of Production.	N/A	N/A	N/A	N/A
(i)	Steps taken or impact on conservation of energy	Company is giving high priority to energy conservation and has continued with its policy of energy analysis and periodic overhauling of the plant and machinery.			

(ii) Steps taken by the Company for utilizing alternate sources of energy	Company is using LNG and Diesel as alternative source of energy.
(iii) Capital investment on energy conservation equipments	No

**(B) Technology Absorption**

i. Efforts made towards technology absorption	All the successful research for quality control, quality improvement and cost control measures are immediately implemented within the units of the Company. All required steps have been taken for technology Absorption.
ii. Benefits derived like product improvement, cost reduction, product development or import substitution	Costing of the output production has been reduced.
iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	New high-tech printing machineries has been imported by the company three to four years back and Company is also continuously upgrading the same for better life of the said machineries.
(a) Details of technology imported	Not Imported
(b) Year of import	Not Applicable
(c) Whether the technology been fully absorbed	Not Applicable
(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
(iv) Expenditure incurred on Research and Development	No expenditure incurred

**(C) Foreign Exchange Earnings and Outgo**

**(Amount in Rs.)**

Description	(Amount in Rs.)	
	2018-19	2017-18
<b>Foreign Exchange Earned (Actual Inflow)</b>		
Sale of Finished Goods	3,38,31,003/-	2,11,11,132/-
Others	-	
<b>Total</b>	<b>3,38,31,003/-</b>	<b>2,11,11,132/-</b>
<b>Foreign Exchange Used (Actual Outflow)</b>		
Import of Raw Material	3,79,72,798/-	6,80,61,169/-
Foreign Bank Charges	-	
Others (Capital Goods/Spares Parts)	43,484/-	43,46,232/-
<b>Total</b>	<b>3,80,16,282/-</b>	<b>7,24,07,401/-</b>

**FOR, UMA CONVERTER LIMITED**

Sd/-

Sd/-

\_\_\_\_\_  
SUMER RAJ LODHA  
MANAGING DIRECTOR  
DIN: 00033283

\_\_\_\_\_  
NIRMALA LODHA  
DIRECTOR  
DIN: 00033246

**DATE:10/05/2019**

**PLACE: SANTEJ-GANDHINAGAR**

**Annexure 4 to the Directors' Report****Form No. MGT-9****Extract of Annual Return as on the financial year ended on March 31, 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 & Other Details**

i)	CIN:	<b>U25111GJ1999PLC036163</b>
	Foreign Company Registration Number /GLN	<b>N.A.</b>
ii)	Registration Date [DD/MM/YY]	<b>18/06/1999</b>
iii)	<b>Name of the Company</b>	<b>UMA CONVERTER LIMITED</b>
	<b>Category of the Company</b>	Public Limited Company
iv)	<b>Sub Category of the Company</b>	Limited by shares
<b>NAME AND REGISTERED OFFICE ADDRESS OF COMPANY AND CONTACT DETAILS:</b>		
	Address	Block No. 868, Nr. CNG Petrol Pump, Santej Road, Village: - Santej, Taluka: - Kalol,
	District	Gandhinagar
	State	Gujarat-GJ
	Pin Code:	382721
	Country Name :	India
	Country Code	IN
	Telephone (With STD Area Code no)	02764-286681, 286432, M-9327103652
	Fax Number :	02764-286181
	Email Address	<a href="mailto:info@umaconverter.com">info@umaconverter.com</a>
	Website	<a href="http://www.umaconverter.com">www.umaconverter.com</a>
	Address for correspondence, if different from address of registered office:	NA
vi)	Whether shares listed on recognized Stock Exchange(s) (if yes, details of stock exchanges where shares are listed)	No
Vii)	Name and Address of Registrar & Transfer Agents (RTA): -	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> A-802, Samudra Complex, Nr. Girish Cold Drinks, Off. C.G. Road, Navrangpura, Ahmedabad – 380009.  Tel. Number: 079-40392571 Email Id: <a href="mailto:bssahd@bigshareonline.com">bssahd@bigshareonline.com</a>

## II. Principal Business Activities of the Company

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated: -

<b>Sr. No.</b>	<b>Name and Description of Main Product / Services</b>	<b>NIC Code of the Product</b>	<b>% to Total Turnover of the Company</b>
1.	Flexible Packaging Materials Printing	<b>8292 &amp; 2220</b>	100%

(NIC Codes - 2008)

**III. Particulars of Holding, Subsidiary and Associate Companies:** The Company doesn't have any Holding, Subsidiary Company or Associate Company.

**IV. Share Holding Pattern (Equity Share Capital Breakup as Percentage of Total Equity) as on March 31, 2019.**

**i. Category Wise Share Holding**

Category of Share Holders	No. of Shares held at the beginning of the year – April 1, 2018			No. of Shares held at the end of the year – March 31, 2019			% Change during the year		
	Demat	Physical	Total	% of Total Shares	Demat	Physical		Total	% of Total Shares
<b>A. Promoters</b>									
<b>1. Indian</b>									
a. Individual / HUF	-	40,49,899	40,49,899	99.98%	64,79,838		64,79,838	99.99%	0.01%
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corporate	-	-	-	-	-	-	-	-	-
e. Bank / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total-A-(1)</b>	-	<b>40,49,899</b>	<b>40,49,899</b>	<b>99.98%</b>	<b>64,79,838</b>		<b>64,79,838</b>	<b>99.99%</b>	<b>0.01%</b>
<b>2. Foreign</b>									
a. NRI-Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank / FI	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total-A-(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Share Holder of Promoters</b>	-	<b>40,49,899</b>	<b>40,49,899</b>	<b>99.98%</b>	<b>64,79,838</b>	-	<b>64,79,838</b>	<b>99.99%</b>	<b>0.01%</b>



ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lac	-	-	-	-	-	-	-	-	-	-	-	-	-
c. Others	-	-	-	-	-	-	-	-	-	-	-	-	-
i. NRI (Rep)	-	-	-	-	-	-	-	-	-	-	-	-	-
ii. NRI (Non-Rep)	-	-	-	-	-	-	-	-	-	-	-	-	-
iii. Foreign National	-	-	-	-	-	-	-	-	-	-	-	-	-
iv. OCB	-	-	-	-	-	-	-	-	-	-	-	-	-
v. Trust	-	-	-	-	-	-	-	-	-	-	-	-	-
vi. In Transit	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total-B-(2)</b>	-	<b>100</b>	<b>100</b>	<b>100</b>	<b>0.02%</b>	<b>160</b>	<b>160</b>	<b>0.01%</b>	<b>160</b>	<b>0.01%</b>	<b>160</b>	<b>(0.01)</b>	<b>(0.01)</b>
<b>Net Total (1+2)</b>	-	<b>100</b>	<b>100</b>	<b>100</b>	<b>0.02%</b>	<b>160</b>	<b>160</b>	<b>0.01%</b>	<b>160</b>	<b>0.01%</b>	<b>160</b>	<b>(0.01)</b>	<b>(0.01)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>													
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-	-	-	-	-
Total (C)	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>40,49,999</b>	<b>40,49,999</b>	<b>40,49,999</b>	<b>100%</b>	<b>64,79,998</b>	<b>64,79,998</b>	<b>100%</b>	<b>64,79,998</b>	<b>100%</b>	<b>64,79,998</b>	<b>-</b>	<b>-</b>



ii. Share Holding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the Year – April 1, 2018			Shareholding at the End of the Year – March 31, 2019			% change in Share Holding during the Year
		No. of shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Sumer Raj Lodha	11,75,459	29.02%	-	18,80,734	29.02%	-	-
2	Nirmala Lodha	17,17,411	42.40%	-	27,47,858	42.41%	-	0.01
3	Abhishek Lodha	7,68,792	18.98%	-	12,30,067	18.98%	-	-
4	Shradha Lodha	2,35,000	5.80%	-	3,76,000	5.80%	-	-
5	Sumer Raj Lodha and Sons HUF	103237	2.55%	-	1,65,179	2.55%		
6	Abhishek Lodha and Sons HUF	50000	1.23%	-	80,000	1.23%		
	<b>Total</b>	<b>40,49,899</b>	<b>99.98%</b>	<b>-</b>	<b>64,79,838</b>	<b>99.99%</b>	<b>-</b>	<b>0.01</b>

iii. Change in Promoters' Shareholding:

Sr. No.	Name of the Shareholder	Shareholding at beginning of the year April 1, 2018		Shareholding at end of the year March 31, 2019	
		No. of Shares	% of total share capital of the Company	No. of Shares	% of total share capital of the Company
1	<b>Shri Sumer Raj Lodha</b>				
	at beginning of the year	1175459	29.02%	-	-
	changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> )	705275	-	-	-
	at end of the year	-	-	1880734	29.02%
2	<b>Smt. Nirmala Lodha</b>				
	at beginning of the year	1717411	42.40%		
	changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> )	1030447	-	-	-
	at end of the year	-	-	2747858	42.41%

3	<b>ShriAbhishek Lodha</b> at beginning of the year changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> ) at end of the year	768792	18.98%	-	-
		461275	-	-	-
		-	-	1230067	18.98%
4	<b>Smt. Shradha Lodha</b> at beginning of the year changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> ) at end of the year	235000	5.80%	-	-
		141000	-	-	-
		-	-	376000	5.80%
5	<b>Sumer Raj Lodha and Sons HUF</b> at beginning of the year changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> ) at end of the year	103237	2.55%	-	-
		61,942	-	-	-
		-	-	165179	2.55%
6	<b>Abhishek Lodha and Sons HUF</b> at beginning of the year changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> ) at end of the year	50000	1.23%	-	-
		30000	-	-	-
		-	-	80000	1.23%

**iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the Year – April 1, 2018			Shareholding at the End of the Year – March 31, 2019			% change in Share Holding during the Year
		No. of shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Chartered Logistics Limited	100	0.02%	-	160	0.01%	-	(0.01)
	<b>TOTAL</b>	<b>100</b>	<b>0.02%</b>	<b>-</b>	<b>160</b>	<b>0.01%</b>	<b>-</b>	<b>(0.01)</b>

**v. Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Name of the Shareholders	Shareholding at beginning of the year April 1, 2018		Shareholding at end of the year March 31, 2019	
		No. of Shares	% of total share capital of the Company	No. of Shares	% of total share capital of the Company
1	<b>Shri Sumer Raj Lodha</b>				
	at beginning of the year	1175459	29.02%	-	-
	changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> )	705275	-	-	-
	at end of the year	-	-	1880734	29.02%
2	<b>Smt. Nirmala Lodha</b>				
	at beginning of the year	1717411	42.40%	-	-
	changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> )	1030447	-	-	-
	at end of the year	-	-	2747858	42.41%
3	<b>Shri Abhishek Lodha</b>				
	at beginning of the year	768792	18.98%	-	-
	changes during the year ( <b>Allotment of fully paid up bonus shares on 28/09/2018</b> )	461275	-	-	-
	at end of the year	-	-	1230067	18.98%

**V. 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
<b>Indebtedness at the beginning of the financial year April 1, 2018</b>				
1) Principal Amount	35,26,67,322	1,85,11,252	-	37,11,78,574
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
<b>Total of (1+2+3)</b>	<b>35,26,67,322</b>	<b>1,85,11,252</b>	<b>-</b>	<b>37,11,78,574</b>
<b>Change in Indebtedness during the financial year</b>				
+Addition	2,05,34,433	1,01,35,724	-	30670157
- Reduction	-	(- 93,22,908)	-	(- 93,22,908)
Net change	<b>2,05,34,433</b>	<b>8,12,816</b>	<b>-</b>	<b>2,13,47,249</b>

<b>Indebtedness at the end of the financial year - March 31, 2019</b>				
1) Principal Amount	37,32,01,755	1,93,24,068	-	39,25,25,823
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
<b>Total of (1+2+3)</b>	<b>37,32,01,755</b>	<b>1,93,24,068</b>	<b>-</b>	<b>39,25,25,823</b>

## VI. 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	Name of MD/WTD/ Manager	Total Amount
		Mr. Sumer Raj Lodha (Managing Director)	
1	Gross salary	84,00,000	84,00,000
	(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, please specify(bonus)	-	-
	Total (A)	<b>84,00,000</b>	<b>84,00,000</b>
	Ceiling as per the Act	<b>38,09,175</b>	<b>38,09,175</b>

### B. Remuneration to other directors: -

Sr. No.	Particulars of Remuneration	Name of other directors		Total Amount (in Rs.)
		Nirmala Lodha (Director)	Abhishek Lodha (Director)	
1	Gross salary	75,00,000	69,00,000	1,44,00,000
	(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, please specify(bonus)	-	-	-
	<b>Total (A)</b>	<b>75,00,000</b>	<b>69,00,000</b>	<b>1,44,00,000</b>
	Ceiling as per the Act	<b>7,61,835</b>	<b>7,61,835</b>	<b>15,23,670</b>

**C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD: NIL**

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (in Rs.)
		Mr. Ashish Bhandari (CFO)	Mr. Dhaval Patel (Company Secretary)	
1	Gross salary	8,74,992	99,102	9,74,094
	(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	-	-	-
5	Others, please specify(bonus)	-	-	-
	<b>Total (C)</b>	<b>8,74,992</b>	<b>99,102</b>	<b>9,74,094</b>

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the CA-2013):**

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

Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**FOR, UMA CONVERTER LIMITED**

Sd/-

Sd/-

\_\_\_\_\_  
**SUMER RAJ LODHA**  
**MANAGING DIRECTOR**  
**DIN: 00033283**

\_\_\_\_\_  
**NIRMALA LODHA**  
**DIRECTOR**  
**DIN: 00033246**

**DATE:10/05/2019**

**PLACE: SANTEJ-GANDHINAGAR**

**ATTENDANCE SLIP**

**UMA CONVERTER LIMITED**

**CIN. U25111GJ1999PLC036163**

**Registered Office:**

**BLOCK NO. 868, NR. CNG PETROL PUMP, SANTEJ ROAD**

**VILLAGE: - SANTEJ, TALUKA: - KALOL, GANDHINAGAR-382821**

**GUJARAT, INDIA.**

[PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER THE ENTRANCE OF THE MEETING HALL]

Joint shareholders, if any may obtain additional Slip at the venue of the meeting.

1. Name and address of Shareholder:
2. Name of the Joint Shareholders, If any:
3. Registered Folio No./DPID & Client ID No.:
4. No. of Shares held:

I/We hereby record my/our presence at the 20<sup>th</sup> Annual General Meeting of the Company held on **Monday, 12<sup>th</sup> August, 2019 at 11.30 a.m.** at the Registered Office of the Company at **BLOCK NO. 868, NR. CNG PETROL PUMP, SANTEJ ROAD, VILLAGE: - SANTEJ, TALUKA: - KALOL, Gandhinagar-382721, Gujarat, India.**

\_\_\_\_\_  
Name of Member/Proxy/Authorised Person

\_\_\_\_\_  
Signature of Member/Proxy/Authorised Person

**Notes:**

1. Please fill in the Attendance Slip and hand it over at the entrance of the meeting venue.
2. Member/Proxy/Authorised Person desiring to attend the AGM, should bring his/her copy of the Annual Report for reference at the meeting.

**(Form No. MGT-11)**

**PROXY FORM**

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

**UMA CONVERTER LIMITED**

**CIN. U25111GJ1999PLC036163**

**Registered Office:**

**BLOCK NO. 868, NR. CNG PETROL PUMP, SANTEJ ROAD**

**VILLAGE: - SANTEJ, TALUKA: - KALOL, GANDHINAGAR-382821**

**GUJARAT, INDIA.**

1. Name of Shareholder:

2. Address & Email ID:

3. Registered Folio No./DPID & Client ID No.:

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of the above-named Company, hereby appoint the following as my/our Proxy to attend and vote {on a poll}\* for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the Company, to be held on **Monday, 12<sup>th</sup> August 2019 at 11:30 a.m.** and at any adjournment thereof :

1. Name: \_\_\_\_\_

Address & Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address & Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_

Address & Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_

Signed this \_\_\_\_ day of \_\_\_\_\_ 2019.

Affix 1 rupees Revenue Stamp
------------------------------------



Signature of Shareholder: \_\_\_\_\_ Signature of Proxy holder: \_\_\_\_\_

**Notes:**

a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself.

b) A Proxy need not to be a Member of the Company.

c) The completed form should be deposited at the Registered Office of the Company at BLOCK NO. 868, NR. CNG PETROL PUMP, SANTEJ ROAD, VILLAGE: - SANTEJ, TALUKA: - KALOL, Gandhinagar-382721, Gujarat at least 48 hours before the time for holding the meeting.



# **RAJENDRA R. JAIN & CO.**

**CHARTERED ACCOUNTANTS**

E-47, SHASTRI NAGAR, BEHIND BARKATULLA KHAN STADIUM JODHPUR - 342003 PHONE: (0291) 2772730

E-Mail = rrjainco@gmail.com

## **INDEPENDENT AUDITOR'S REPORT To the Members of UMA CONVERTER LIMITED**

### **Report on the financial statements**

#### **Opinion**

We have audited the accompanying financial statements of UMA CONVERTER LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the cash flow statement 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019 and its profit/loss and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Management's Responsibility for the Ind AS financial statements**

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



# RAJENDRA R. JAIN & CO.

CHARTERED ACCOUNTANTS

E-47, SHASTRI NAGAR, BEHIND BARKATULLA KHAN STADIUM JODHPUR - 342003 PHONE: (0291) 2772730

E-Mail = rrjainco@gmail.com

In preparing the 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.

## **Auditor's Responsibilities for the Audit of 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.

## **4. Report on Other Legal and Regulatory Requirements**

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- 2) As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss, and the cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 .
  - e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of sec 164(2) of the Act.



# **RAJENDRA R. JAIN & CO.**

**CHARTERED ACCOUNTANTS**

E-47, SHASTRI NAGAR, BEHIND BARKATULLA KHAN STADIUM JODHPUR - 342003 PHONE: (0291) 2772730

E-Mail = rrjainco@gmail.com

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors ) Rules,2014, in our opinion and to the best of our information and according to the explanation given to us:
- i) The company does not have any pending litigation which would impact its financial position.
- ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**PLACE : AHMEDABAD  
DATED: 10TH MAY 2019**

**FOR RAJENDRA R JAIN & CO.,  
Chartered Accountants  
ICAI FRN 001792C**

**(RAJENDRA JAIN)  
PROPRIETOR  
MEM NO. 070918**

## ANNEXURE A TO THE AUDITORS' REPORT

### The Annexure referred to in Independent Audit Report to the members of UMA CONVERTER LIMITED for the year ended 31st March, 2019.

On the basis of the information and explanation given to us during the course of our audit, we report that:

- 1 (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- 1 (b) These fixed assets have been physically verified by the management at reasonable intervals and there was no material discrepancies noticed on such verification.
- 1 (c) According to the information and explanation given to us and on the basis of our examination of the records of the company, title deeds of immovable properties are held in
  - 2 Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed
  - 3 The company has not granted loans secured or unsecured to companies, firms, Limited Liability, Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and and hence sub cl. (a), (b) & (c) are not applicable.
  - 4 As explained to us, there is no loan, investment, guarantee or security provided during the year under report which are covered by the provisions of sec 185 or 186 of the Companies Act, 2013.
  - 5 The company has not accepted any deposits during the year under report.
  - 6 We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under sec 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have however not made detailed examination of these cost records with a view to determine whether they are accurate or complete.
- 7 (a) According to the information and explanation given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

According to the information and explanation given to us, no undisputed amount of statutory dues, including Provident Fund, Income Tax, Sales Tax, Service Tax, Custom Duty, Estate Duty, Value Added Tax and Cess and any other material statutory dues were in arrears as at 31.03.2019 for a period exceeding six months from the date they became payable.

- (b) According to the information and explanation given to us, there is no disputed amount of the Statutory and other dues pending for payment which are under litigation at any forum except (1) A demand of Rs. 811613/- has been raised under the Gujarat Value Added Tax Act, 2003 which has been disputed in an appeal filed with Joint Commissioner, Gandhi Nagar, Gujarat.
- 8 According to the information and explanation given to us, the company does not have any default in repayment of loans or borrowings availed from financial institution or banks as at the reporting date.
- 9 According to the information and explanation given to us, the company has not raised any moneys either by way of Initial Public Issue or further public offer (including debt instrument). However the term loans raised during the year under report have been used for the purpose for which it was availed and there was no delay in making repayment thereof during the year under report.
- 10 To the best of our knowledge and belief and according to the information and explanation given to us, there is no fraud by the company or by its officers or employees has been noticed or reported during the year.
- 11 According to the information and explanation given to us and based on our examination of the records, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.
- 12 According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, the paragraph 3 (xii) to the order is not applicable.
- 13 According to the information and explanation given to us and based on our examination of the records, all the transactions with the related parties are in compliance with sec 177 and 188 of the Companies Act, 2013 where applicable and details have been disclosed in the Financial Statement etc as required under Accounting Standards (AS) 18, Related Party Disclosure specified under sec 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 14 According to the information and explanation given to us and based on our examination of the records, the company has not made any preferential allotment of shares during the year except the issue of bonus shares for consideration other than cash.

- 15 According to the information and explanation given to us and based on our examination of the records, the company hasn't entered into any non-cash transactions with directors or persons connected with him. Accordingly paragraph 3(xv) of the Order is not applicable.
- 16 According to the information and explanation given to us and based on our examination of the records, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly paragraph 3(xvi) of the Order is not applicable.

**FOR RAJENDRA R JAIN & CO.,  
Chartered Accountants  
ICAI FRN 001792C**

**PLACE : AHMEDABAD  
DATED: 10TH MAY 2019**

**(RAJENDRA JAIN)  
PROPRIETOR  
MEM NO. 070918**

## **ANNEXURE - B TO THE AUDITORS' REPORT**

### **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 UMA CONVERTER LIMITED. ("The Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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



### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 2019, 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 RAJENDRA R JAIN & CO.,  
Chartered Accountants  
ICAI FRN 001792C**

**(RAJENDRA JAIN)  
PROPRIETOR  
MEM NO. 070918**

**PLACE : AHMEDABAD  
DATED: 10TH MAY 2019**

**M/S UMA CONVERTER LIMITED**  
Balance Sheet As At 31 March 2019

Particulars	Notes	31-Mar-19 (₹)	31-Mar-18 (₹)
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share capital	4	64799980	40499990
Reserves and surplus	5	237685168	213552590
		<b>302485148</b>	<b>254052580</b>
<b>Non-Current Liabilities</b>			
Long-term borrowings	6	116674676	95979309
Deferred Tax Liabilities		16680429	16528905
Long Term Provisions	7	1454655	1300673
		<b>134809760</b>	<b>113808887</b>
<b>Current Liabilities</b>			
Short-term borrowings	8	243841559	237719559
Trade payables			
-Total dues of Micro and Small Enterprises	9A	29214.00	0.00
-Total dues of other than Micro and Small Enterprises	9B	118983958	99844350
Other current liabilities	10	45346860	47609943
Short-term provisions	11	2726162	11529641
		<b>410927753</b>	<b>396703493</b>
<b>TOTAL</b>		<b>848222662</b>	<b>764564960</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible assets	12	236232828	246607896
Capital Work in Progress		121387842	57421028
Non-Current Investment	13	1516450	1516450
Long-term loans and advances	14	18152547	1586029
Preliminary Expenses		1122290	0
		<b>378411957</b>	<b>307131403</b>
<b>Current Assets</b>			
Inventories	15	264043642	234423034
Trade receivables	16	174056802	186933662
Cash and bank balances	17	20240842	15450514
Short-term loans and advances	14	11469418	20626347
		<b>469810704</b>	<b>457433557</b>
<b>TOTAL</b>		<b>848222662</b>	<b>764564960</b>
Summary of significant accounting policies	3		

The accompanying notes are an integral part of financial statements.

As Per our report of even date.

**FOR RAJENDRA R. JAIN & CO;**  
Chartered Accountants  
ICAI FRN 001792C

For and on behalf of the board of directors of  
**M/S UMA CONVERTER LIMITED**

(RAJENDRA JAIN)  
PROP  
MEM NO. 70918

(SUMER RAJ LODHA)  
MANAGING DIRECTOR  
(DIN: 00033283)

(SMT.NIRMALA LODHA)  
DIRECTOR  
(DIN: 00033246)

PLACE : AHMEDABAD  
DATED: 10TH MAY 2019

(ASHISH BHANDARI)  
CFO

(DHAVAL PATEL)  
COMPANY SECRETARY

**M/S UMA CONVERTER LIMITED**  
**Statement of Profit and Loss for the year ended 31 March 2019**

Particulars	Notes	31-Mar-19 (₹)	31-Mar-18 (₹)
<b>INCOME</b>			
Revenue from operations (gross)	18	1043908728	928065478
Less: excise duty		0	26659558
Revenue from operations (net)		<b>1043908728</b>	<b>901405920</b>
Other income	19	3883771	8432280
Total revenue (I)		<b>1047792499</b>	<b>909838199</b>
<b>EXPENSES</b>			
Cost of raw material and components	20	746265966	607846788
Purchase of Traded goods		35538211	52750416
Changes in inventories of finished goods, work-in-progress and traded goods	21	-26824224	-20166857
Employee benefits expense	22	54709127	50561784
Other expenses	23	124300317	114713543
Total (II)		<b>933989398</b>	<b>805705673</b>
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		113803101	104132526
Depreciation and amortization expense		23375325	23799735
Finance costs	24	30619500	26246054
Profit/(loss) before tax		<b>59808276</b>	<b>54086736</b>
Less: Income Tax Paid		0	0
Tax Expenses			
Current tax		16726162	16667769
Deferred Tax		151524	1579902
Total tax expense		<b>16877686</b>	<b>18247671</b>
Profit/(loss) for the year		<b>42930590</b>	<b>35839065</b>
Earnings Per Equity Share [Nominal Value of Share Rs. 10/- (31 March 2018: Rs. 10/-)]			
Basic	25	8	10
Diluted		8	10
Computed on the basis of profit from continuing operations			
Summary of significant accounting policies 3			

The accompanying notes are an integral part of financial statements.

As Per our report of even date.

**FOR RAJENDRA R. JAIN & CO;**  
**Chartered Accountants**  
ICAI FRN 001792C

**(RAJENDRA JAIN)**  
**PROP**  
MEM NO. 70918

**PLACE : AHMEDABAD**  
**DATED: 10TH MAY 2019**

For and on behalf of the board of directors of

**M/S UMA CONVERTER LIMITED**

**(SUMER RAJ LODHA)**  
MANAGING DIRECTOR  
**(DIN: 00033283)**

**(SMT.NIRMALA LODHA)**  
DIRECTOR  
**(DIN: 00033246)**

**(ASHISH BHANDARI)**  
CFO

**(DHAVAL PATEL)**  
COMPANY SECRETARY

**UMA CONVERTER LIMITED**  
**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2019**

**1 CORPORATE INFORMATION**

UMA CONVERTER LIMITED is a closely held company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in the manufacturing and selling of Flexible Packaging Material.

**2 BASIS OF PREPARATION**

The accounts are prepared as per historical cost convention on going concern basis following mercantile basis of accounting and recognizing income and expenditure on accrual basis except otherwise stated. The mandatory applicable accounting standards in India and the provisions of the Companies Act, 2013 have been followed in preparation of these financial statements.

**3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**a) Change in Accounting policy:-**

**Presentation and disclosure of financial statement**

As stated to us there is no significant change in policy of presentation and disclosures made in the financial statements. The company has however reclassified the previous year figures in accordance with the requirements applicable in the current year.

**b) Use of estimates:-**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**c) Tangible Fixed Assets**

Fixed Assets are shown at cost net of accumulated depreciation and impairment losses if any. Cost comprises of purchase price, other direct attributable costs for bringing the assets to its working conditions for its intended use and proportionate allocated share of indirect expenses, if any.

**d) Depreciation on tangible fixed assets**

1. Depreciation on tangible fixed assets is computed on Straight Line Method at such rates as computed considering useful life provided in Sch II of the Act. However few plant and machinery were depreciated on Written Down Method as per formula provided in Sch. II of the Companies Act, 2013.

**e) Borrowing Cost**

Borrowing cost includes interest. Such cost directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of respective asset. All other borrowing cost are expensed in the period they occur.

## **UMA CONVERTER LIMITED**

### **f) Inventories are valued and shown as under:**

- i) Inventories of Raw Material, Consumables, Stores, Oil & Lubricants, Fuel, Packing Material and Chemicals mainly ink and adhesives have been valued at cost determined by applying FIFO system of goods acquired.
- ii) Valuation of Stock in Process is taken at raw material cost (on FIFO system) plus cost of factory overheads amortized according to stages of completion of process
- iii) Finished Goods have been valued at lower of cost or market price
- iv) Scrap and wastage are valued at market realisable value
- v) The valuation of stock of old drums, packing material and other scrap, torned parts and components and unserviceable scrap and disposable items are valued on ad-hoc basis by keeping in view their realisable value.

### **g) Revenue Recognition**

- i) Sales of products are recognized at the time of invoicing to customer
- ii) Excise duty is separately charged on sales

### **h) Preliminary Expenses**

Preliminary expenditure is amortized over a period of 5 years commencing from the year of commencement of commercial production.

### **i) Taxation**

Tax expenses for the year, comprising current tax and deferred tax are included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. The deferred tax for all timing differences arising between taxable income and accounting income are recognized at currently enacted tax rates.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

### **j) Contingent Liabilities**

#### **1. Provisions**

A provision is recognised when the company has present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and reliable estimates can be made of amount of the obligation. Provisions are not discounted at their present value and are determined based on the best estimates required to settle the obligation at the reporting date. These estimates are reviewed at each reporting dates and adjusted to reflect the current best estimates.

## UMA CONVERTER LIMITED

### 2. Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements

#### k) Gratuity and other Benefits to Employees

The contribution to provident fund are being made monthly and are accounted for on accrual basis. Provision of Gratuity is made on the basis of computation of total liability as on 31st March 2019 less provision already made in the previous year.

#### l) Prior period and Extra ordinary Items

Material events accruing after the Balance Sheet date are taken into cognizance. These items and changes in accounting policies, if material, are separately disclosed wherever required. The changes in accounting policies are generally made only where so required by statutes or standards or by compulsion of convenience.

#### m) Earning Per Share :

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

#### n) Foreign Currency Transactions :

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies on the basis of closing rate thereof are recognised in the Statement of Profit and Loss.

Forward exchange contracts outstanding as at the year end on account of firm commitment transactions are marked to market and the losses, if any, are recognised in the Statement of Profit and Loss, and gains are ignored in accordance with the announcement of the Institute of Chartered Accountants of India on 'Accounting for Derivatives' issued in March 2008.

**M/S UMA CONVERTER LIMITED**

NOTES ON FINANCIAL STATEMENTS (CONT.)

<b>4. SHARE CAPITAL</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
<b>Authorized Shares Capital</b>		
12000000 (31 March 2018: 5500000) equity shares of Rs. 10/- each	12000000	55000000
<b>Issued, Subscribed and Fully Paid-up Shares</b>		
6479998 (31 March 2018: 4049999) Equity shares of Rs 10/- each fully paid up out of which 2429999 Bonus Shares issued for consideration other than cash)	64799980	40499990
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>64799980</b>	<b>40499990</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity shares	31-Mar-19		31-Mar-18	
	Numbers	(₹)	Numbers	(₹)
At the beginning of the period	4049999	40499990	3550000	35500000
Issued during the period - 2429999 Bonus Shares Issued for Consideration other than cash.	2429999	24299990	499999	4999990
<b>Outstanding at the end of the period</b>	<b>6479998</b>	<b>64799980</b>	<b>4049999</b>	<b>40499990</b>

**b. Terms/rights attached to equity shares**

The company has only one class of equity shares having a 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. No dividend however has been proposed by the Board of Directors for the financial year 2018-19.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

<b>d. Details of shareholders holding more than 5% equity shares in the company</b>	31-Mar-19		31-Mar-18	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of Rs.10/- each fully paid				
<b>Name of Shareholder</b>				
Sumer Raj Lodha	1880734	29	1175459	29
Smt Nirmala Lodha	2747858	42	1717411	42
Abhishek Lodha	1230067	19	768792	19
Shraddha Abhishek Lodha	376000	6	235000	6

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

<b>5. RESERVES AND SURPLUS</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
<b>a. Securities Premium Account</b>		
Balance as per the last financial statements	36499956	14500000
Add: premium on Issue of shares	0	21999956
<b>Closing Balance</b>	<b>36499956</b>	<b>36499956</b>
<b>b. Surplus/(Deficit) in the Statement of Profit and Loss</b>		
Balance as per last financial statements	125630861	89653667
Add: MAT Credit received	0	138128
Profit (Loss)for the year	42930590	35839065
Add: Excess Provision for Tax last year reversed	5501978	0
Less: Utilized for issue of Bonus Shares during the year	24299990	0
<b>Net surplus in the statement of profit and loss</b>	<b>149763439</b>	<b>125630861</b>
<b>c. Revaluation Reserve</b>		
Balance as per the last financial statements	50421773	50421773
Add: Addition During the year	0	0
<b>Closing Balance</b>	<b>50421773</b>	<b>50421773</b>
<b>d. State Subsidy</b>		
Balance as per the last financial statements	1000000	1000000
Add: Addition During the year	0	0
<b>Closing Balance</b>	<b>1000000</b>	<b>1000000</b>
<b>Total Reserves and Surplus (a+b+c+d)</b>	<b>237685168</b>	<b>213552590</b>

<b>6. LONG TERM BORROWINGS</b>	Non-current portion		Current maturities	
	31-Mar-19 (₹)	31-Mar-18 (₹)	31-Mar-19 (₹)	31-Mar-18 (₹)
<b>Term loans</b>				
Indian Rupee Loan from Banks	56602226	88236328	31641906	36434680
ICICI Car Loan	0	0	0	0
Overdraft Limit against FDR	42656997	0	0	0
Axis Bank Car Loan	0	463252	367682	1045026
<b>UNSECURED</b>				
<b>Other Loans and Advances</b>				
Deposits from Customers	7372567	7279729	0	0
Loan from Directors (LT)	10042886	0	0	0
<b>Total</b>	<b>116674676</b>	<b>95979309</b>	<b>32009588</b>	<b>37479706</b>

**M/S UMA CONVERTER LIMITED**

A.) Indian rupee Term loan of Rs.106.63 Lacs from Cosmos Bank, Ahemdabad carries interest @ 10.55% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 95 Monthly instalment, instalment is of Rs. 1.82 Lacs each commencing from Dec. 2014 . The term loan is secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Gujrat, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

B.) Indian rupee Term loan of Rs. 128.34 Lacs from Cosmos Bank, Ahemdabad carries interest @ 10.55% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 96 Monthly instalment, instalment is of Rs. 2.21 Lacs each commencing from Dec. 2014 . The term loan is secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Gujrat, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

C.) Indian rupee Term loan of Rs. 61.01 Lacs from Cosmos Bank, Ahemdabad carries interest @ 10.55% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 60 Monthly instalment, instalment is of Rs. 1.39 Lacs each, has a moratorium Period of six month and installment would commencing from July 2015 and The term loan is secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Gujrat, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

D.) Indian rupee Term loan of Rs. 231.70 Lacs from Cosmos Bank, Ahemdabad carries interest @ 10.55% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 32 Monthly instalment of Rs. 10.32 Lacs each, has a moratorium Period of six month and installment would commencing from JAN. 2018 and The term loan is secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Gujrat, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

E.) Indian rupee Term loan of Rs. 112.42 Lacs from Cosmos Bank, Ahemdabad carries interest @ 10.55% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 60 Monthly instalment, instalment is of Rs. 2.55 Lacs each, has a moratorium Period of six month and installment would commencing from Sep. 2015 and The term loan is secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Gujrat, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

F.) Indian rupee Term loan of Rs. 300.00 Lacs from Cosmos Bank, Ahemdabad carries interest @ 10.55% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 84 Monthly instalment, instalment is of Rs. 5.17 Lacs each, has a moratorium Period of six month and installment would commencing from April, 2018 and The term loan is secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Gujrat, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

G.) Indian rupee Term loan of Rs. 320.00 Lacs from Cosmos Bank, Ahemdabad carries interest @ 10.55% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 84 Monthly instalment, instalment is of Rs. 5.27 Lacs each, has a moratorium Period of six month and installment would commencing from Dec, 2017 and The term loan is secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Gujrat, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

H.) Indian rupee Term loan of Rs. 38.17 Lacs from Cosmos Bank, Ahemdabad carries interest @ 10.55% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 60 Monthly instalment, instalment is of Rs. 0.86 Lacs each, has a moratorium Period of six month and installment would commencing from Aug. 2015 and The term loan is secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Ahemdabad, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

I.) Indian rupee Term loan of Rs. 100.00 Lacs from Axis Bank, Ahemdabad carries interest @ 10.30% p.a. and subject to change as per bank norm's from time to time, change in base rate, and credit rating of the account. The term loan is repayable in 36 Monthly instalment, instalment is of Rs. 2.77 Lacs each, and installment would commencing from Sept, 2017. and The term loan is secured by pari passu first charge on machinery located at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Gujrat with COSMOS Bank with pari passu second charges on current assets with Cosmos Bank and pari passu first charge with Cosmos Bank by way of Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Ahemdabad, Equitable Mortgage of Office Building situated at A/36, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad belonging to the promoter director and open NA land at S P No. 3 of RS No 14914 , Bodakdev of Nirmala Lodha and Sumer Raj Lodha . Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

K) Indian rupee Secured loan of Rs. 29.70 Lacs from Axis. Bank Ltd. carries interest @ 9.81% P.A. with monthly rest . The secured loan is repayable in 36 equated monthly instalments of Rs. 0.95 Lacs for principle and interest . The directors have given hypothecation of Vehical [FORDEAVOUR] as security against the above loan.

L) Loan secured against FDR of directors carries interest @ 0.75 P.A over and above the rate of FDR.

M) Unsecured Loan from directors is interest free and from relatives carries interest @ 12% P.A. Taken on long term basis.

N)The company does not have any default in repayment of loans and interest as at the reporting date.

<b>7. LONG TERM PROVISIONS</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Provision for Gratuity	1454655	1300673
<b>Total</b>	<b>1454655</b>	<b>1300673</b>
<b>8. SHORT TERM BORROWINGS</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
<b>SECURED</b>		
Cash credit from banks	192969508	172536197
Buyers Credit from Banks	0	19964003
Inland Letter of Credit	47501355	27723676
Foreign Letter of Credit	1462081	6264160
<b>UNSECURED</b>		
Loans from Directors and Relatives	1908615	11231523
<b>Total</b>	<b>243841559</b>	<b>237719559</b>



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a.) Indian rupee Working Capital Limits of Rs. 1000.00 Lacs including WCDL of Rs. 600 Lacs (with sub limit of Rs. 200 Lacs as PCFC/PC, carries interest at 9.75% p.a. from Cosmos Bank, Ahmedabad) carries interest @ 10.55% p.a subject to 9.80% on WCDL and subject to change in base rate, and credit rating of the account. The above limits are secured by Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Equitable Mortgage of Office Building situated at A/36, 4th Floor, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad and Residential Open Plot, Plot No. 3 of Revenue Survey No. 14914 of Bodakdev, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

b.) Indian rupee Working Capital Limits of Rs. 1000.00 Lacs including WCDL for Rs. 800 Lacs (with sub limit of Rs. 200 Lacs as EPC/PSC/EBRD/PSCFC, carries interest at 8.90% p.a. plus MCLR from Axis Bank, Ahmedabad) carries interest @ 10.30% p.a subject to 9.90% p.a. on WCDL and subject to change in base rate, and credit rating of the account. The above limits are secured by pari passu second charge over Equitable mortgage of industrial land situated at Block No. 868 and 871, Village Santej, Taluka Kalol, Dist Gandhinagar, Equitable Mortgage of Office Building situated at A/36, 4th Floor, Circle B Building, Judges Banglow Road, S.G. Highway, Ahmedabad and Residential Open Plot, Plot No. 3 of Revenue Survey No. 14914 of Bodakdev, Ahmedabad belonging to the promoter director and hypothecation of plant and machinery and other assets excluding vehicles financed by other banks/institution. Further, the loan has been guaranteed by the personal guarantee of the promoter directors of the company.

c.) Inland Letter of Credit sanctioned for Rs. 11 Cr to be used against procurement of Raw Material, Packing Material, Stores and Spares having Commission/Charges of 1.25% p.a. plus applicable taxes, if any, payable upfront. Bank Guarantee as sublimit of LC sanctioned at Rs. 4Cr having commission of 1.30% plus applicable taxes, if any, payable upfront.

d.) Foreign Letter of Credit as sublimit of LC (upto sanctioned limit of LC of Rs. 11 Cr) to be used against procurement of Raw Material, Packing Material, Stores and Spares having Commission/Charges of 1.25% p.a. plus applicable taxes, if any, payable upfront.

e.) Unsecured Loans from directors are payable on demand and carries no interest.

<b>9. TRADE PAYABLES (including acceptances)</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Trade payables (refer note 26 for details of dues to micro and small enterprises)		
(A) total outstanding dues of micro enterprises and small enterprises; and	29214	0
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	118983958	99844350
<b>Total (a)</b>	<b>119013172</b>	<b>99844350</b>

<b>10. OTHER CURRENT LIABILITIES</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Current maturities of long-term borrowings (note 6)	32009588	37479706
Advances from Customers	2068755	71744
Interest Accrued and Not Due	285895	284808
Bonus Payable	1493607	1510013
EPF Payable	656000	586592
GST Payable	2804196	485047
Electricity Exp.Provision	1061397	850340
Salary/ Wages payable	3555887	2984596
Outstanding Expenses	351879	2553642
Professional Tax Payable	17950	14780
TDS/TCS payable	1041706	788675
<b>Total (b)</b>	<b>45346860</b>	<b>47609943</b>
<b>Total (a+b)</b>	<b>164360032</b>	<b>147454294</b>

<b>11. SHORT TERM PROVISIONS</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Income Tax provision less advance tax paid	2726162	11529641
<b>Total (c)</b>	<b>2726162</b>	<b>11529641</b>
<b>Total (a+b+c)</b>	<b>167086194</b>	<b>158983935</b>

**12. TANGIBLE ASSETS**

Particulars	Land	Building	Plant and Machinery	Computers	Furniture & Fixtures	Vehicles	Office Equipment	Total
Cost or valuation								
At 1 April 2018	51965000	44457400	319724880	4811555	5902942	11538443	1303634	439703855
Additions	0	6797371	5325353	77829	670406	0	129299	13000258
Less: Disposals	0	0	0	0	0	556745	0	556745
At 31 March 2019	51965000	51254771	325050233	4889384	6573348	10981698	1432933	452147367
Depreciation								
At 1 April 2018	0	12778020	165386142	3886512	3979685	6386168	679431	193095959
Charge for the year	0	1391653	20279723	313872	277001	1017804	95272	23375325
Less: Disposals	0	0	0	0	0	556745	0	556745
At 31 March 2019	0	14169673	185665865	4200384	4256686	6847227	774703	215914539
Net Block								
At 31 March 2018	51965000	31679380	154338738	925044	1923257	5152275	624203	246607896
At 31 March 2019	51965000	37085097	139384368	689001	2316662	4134471	658230	236232828

<b>13. NON CURRENT INVESTMENT</b>	<b>Non-current</b>		<b>Current</b>	
	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Unquoted Equity Instrument				
Shares of Cosmos Bank Ltd 5000 Shares (Previous Year 5000 Shares)	1516450	1516450	-	-
<b>TOTAL</b>	<b>1516450</b>	<b>1516450</b>	<b>-</b>	<b>-</b>

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14. LOANS AND ADVANCES	Non-current		Current	
	31-Mar-19 (₹)	31-Mar-18 (₹)	31-Mar-19 (₹)	31-Mar-18 (₹)
Security deposits				
Unsecured, considered good	5179171	797181	0	0
<b>TOTAL (A)</b>	<b>5179171</b>	<b>797181</b>	<b>0</b>	<b>0</b>
Advances recoverable in cash or in kind				
Unsecured considered good	12973376	788848	5962782	17076896
<b>TOTAL (B)</b>	<b>12973376</b>	<b>788848</b>	<b>5962782</b>	<b>17076896</b>
Other Loans and Advances				
Prepaid expenses	0	0	106137	45109
Balances with Statutory/Government authorities	0	0	5400499	3504342
<b>TOTAL (C)</b>	<b>0</b>	<b>0</b>	<b>5506637</b>	<b>3549451</b>
<b>Total (A+ B + C )</b>	<b>18152547</b>	<b>1586029</b>	<b>11469418</b>	<b>20626347</b>
<b>15. INVENTORIES</b>				
	Non-current		Current	
	31-Mar-19 (₹)	31-Mar-18 (₹)	31-Mar-19 (₹)	31-Mar-18 (₹)
Raw materials (refer note 20)	0	0	89789262.36	94817899
Work-in-progress (refer note 21)	0	0	91341754.32	66172566
Finished goods (refer note 21)	0	0	27906385.15	26013234
Wastage (refer note 21)	0	0	206454.83	444571
Consumables	0	0	14097721.37	12951329
Cylinders	0	0	22011788.00	17602310
Packing Material	0	0	18690275.63	16421125
<b>Total</b>	<b>0</b>	<b>0</b>	<b>264043641.66</b>	<b>234423034</b>
<b>16. TRADE RECEIVABLES AND OTHER ASSETS</b>				
Trade receivables	Non-current		Current	
	31-Mar-19 (₹)	31-Mar-18 (₹)	31-Mar-19 (₹)	31-Mar-18 (₹)
<b>16.1 Considered good unless stated otherwise Outstanding for a period exceeding six months from the date they are due for payment</b>				
-Secured, considered good	0	0	0	0
-Unsecured, considered good	0	0	18756096	17755107
-Doubtful	0	0	0	0
<b>Sub-Total</b>	<b>0</b>	<b>0</b>	<b>18756096</b>	<b>17755107</b>
Less; Provision for doubtful receivables	0	0	0	0
<b>TOTAL (A)</b>	<b>0</b>	<b>0</b>	<b>18756096</b>	<b>17755107</b>
<b>16.2 Other receivables</b>				
-Secured, considered good	0	0	0	0
-Unsecured, considered good	0	0	155300705	169178555
-Doubtful	0	0	0	0
<b>Sub-Total</b>	<b>0</b>	<b>0</b>	<b>155300705</b>	<b>169178555</b>
Less-Provision for doubtful receivables	0	0	0	0
<b>TOATL (B)</b>	<b>0</b>	<b>0</b>	<b>155300705</b>	<b>169178555</b>
<b>Total (A + B)</b>	<b>0</b>	<b>0</b>	<b>174056802</b>	<b>186933662</b>
<b>17. CASH AND BANK BALANCES</b>				
	Non-current		Current	
	31-Mar-19 (₹)	31-Mar-18 (₹)	31-Mar-19 (₹)	31-Mar-18 (₹)
<b>Cash and cash equivalents (a)</b>				
1.Cash on hand	0	0	389218	485060
2.Balances with banks:				
-On current accounts	0	0	899871	2236363
<b>Total</b>	<b>0</b>	<b>0</b>	<b>1289089</b>	<b>2721424</b>
<b>Other bank balances (b)</b>				
-Fixed Deposits with Banks	0	0	18951754	12729090
<b>Total (a+b)</b>	<b>0</b>	<b>0</b>	<b>20240842</b>	<b>15450514</b>

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<b>18. REVENUE FROM OPERATIONS</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Sale of products		
a. Finished goods	1002495035	872991360
b. Traded goods	35538211	52467940
c. Sale of services-Job receipts	5875482	2606178
<b>Revenue from Operations (Gross)</b>	<b>1043908728</b>	<b>928065478</b>
Less: Excise Duty	0	26659558
<b>Revenue from Operations (net)</b>	<b>1043908728</b>	<b>901405920</b>
<b>Details of products sold</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Flexible Packaging Material	1002495035	872991360
<b>Total</b>	<b>1002495035</b>	<b>872991360</b>
<b>Details of Traded Goods</b>		
LDPE/LLDPE/Master Batch/Polyster/Met Polyster	35538211	52467940
<b>Total</b>	<b>35538211</b>	<b>52467940</b>
<b>Details of services rendered</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Job work of Flexible packaging Material	5875482	2606178
<b>Total</b>	<b>5875482</b>	<b>2606178</b>
<b>19. OTHER INCOME</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Intt. On Bank and Security deposits	1992428	1221700
Reversal of Provision for Excise Duty	0	2396405
Insurance claims	974761	383109
Duty Drawback	384348	313864
Short/Damage On Purchase	1000	0
Kasar & Vatav	208869	721469
Design and Processing Charges	243455	66238
Dividend	33909	0
Modvat Utilized	0	187101
Profit on sale of assets	45000	744459
Foreign Exchange fluctuation	0	2397936
<b>Total</b>	<b>3883771</b>	<b>8432280</b>
<b>20. COST OF RAW MATERIAL AND COMPONENTS CONSUMED</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Inventory at the beginning of the year	94817899	79620817
Add: Purchases	777915837	675905369
	<b>872733736</b>	<b>755526186</b>
Less: Purchase Return	2559292	936031
Less: Trading Sales	34119216	51925468
Less: inventory at the end of the year	89789262	94817899
<b>Cost of raw material and components consumed</b>	<b>746265966</b>	<b>607846788</b>
<b>Details of raw material and components consumed</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Granuals	176788268	184803373
Polyster/Met Polyster	216563382	164597261
Other Films	199029367	134912004
PP/HDPE Woven Sacks	1981104	653812
Aluminium Foil	2392738	1448864
Paper Roll	256706	1224060
Ink	66270668	54990204
Zipper	2696062	2581918
Adhesive	80287670	62635292
<b>Total</b>	<b>746265966</b>	<b>607846788</b>
<b>Details of inventory</b>	<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Granuals	28085036	32160335
Polyster/Met Polyster	24328874	43254652
Other Films	32237686	6634074
Aluminium Foil	278533	299041
Paper Roll	363091	120234
Adhesive	2940352	4551982
Zipper	0	215932
Inks	1555690	7581649
<b>Total</b>	<b>89789262</b>	<b>94817899</b>

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21. CHANGES IN INVENTORIES	31-Mar-19 (₹)	31-Mar-18 (₹)	(Increase)/ decrease (0)
<b>Inventories at the end of the year</b>			
Work-in-progress	91341754	66172566	-25169188
Finished goods	27906385	26013234	-1893151
Wastage	206455	444571	238116
<b>Sub-Total</b>	<b>119454594</b>	<b>92630371</b>	<b>-26824224</b>
<b>Inventories at the beginning of the year</b>			
Work-in-progress	66172566	44505461	-21667104
Finished goods	26013234	27932390	1919156
Wastage	444571	25662	-418909
<b>Sub-Total</b>	<b>92630371</b>	<b>72463514</b>	<b>-20166857</b>
<b>Total</b>	<b>-26824224</b>	<b>-20166857</b>	<b>6657367</b>
<b>Details of inventory</b>		<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Raw material/Components		89789262	94817899
<b>Total</b>		<b>89789262</b>	<b>94817899</b>
Work-in-progress			
Flexible Packing Material		91341754	66172566
<b>Total</b>		<b>91341754</b>	<b>66172566</b>
Finished goods			
Flexible Packing Material		27906385	26013234
<b>Total</b>		<b>27906385</b>	<b>26013234</b>
<b>22. EMPLOYEE BENEFIT EXPENSES</b>		<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
Salaries, Wages & Bonus		47416274	43549383
Contribution to provident and other fund		3937193	3987425
Canteen Expenses and Staff Welfare		3355660	3024976
<b>Total</b>		<b>54709127</b>	<b>50561784</b>
<b>23. OTHER EXPENSES</b>		<b>31-Mar-19 (₹)</b>	<b>31-Mar-18 (₹)</b>
<b>a. Manufacturing Expenses</b>			
Stores & Consumables Consumed		8827693	7485157
Packing Material Consumed		7596980	8433737
Cylinder Consumed		5545000	7300490
Power and fuel		34940918	33396357
Factory General expenses		533562	635886
Freight and Inward Exp.		963297	6163381
Other mfg expenses		159079	51903
Job Charges paid		1421789	835121
Contract labour		28064002	21213586
CST On Purchases		0	1643802
Unloading Charges		496408	1327961
Clearing & Forwarding Expenses		1079626	1771023
GST Without Credit on Purchases		139086	283077
Vat and Additional Vat Without Credit on Purchases		0	121852
Repairs and maintenance Expenses		9843109	7133968
<b>Sub-Total</b>		<b>99610548</b>	<b>97797300</b>

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<b>b. Administrative Expenses</b>		
Advertisement Expenses	41896	35816
Audit Fees	100000	100000
Club Fees & Expenses	299629	141952
Consultancy & Professional Fees	951652	591828
Conveyance Expenses	141865	122207
Donation	549604	1193880
Excise Duty Reversal During Audit	0	919191
Electricity Charges (Godown)	512924	489229
Insurance Charges	3240092	3375291
Internet Expenses	107136	86447
ISO Audit Fee Expenses	90000	148230
Legal Expenses	965309	646249
Lisence Fees	797922	98831
Membership & Subscription	120169	165009
Loss on sale of Machinery/Vehicles	0	41221
Municipal & Panchayat Tax	118824	152945
Postage & Courier Exps.	163501	104288
Printing & Stationary	517040	808905
Rent	593640	505300
ROC Fees	24707	6000
Security Charges	1313772	1125236
Swachh Bharat Cess	0	37099
Krisi Kalyan Cess	0	37099
Penalty	0	1167
Telephone & Mobile Expenses	190370	205419
Travelling Expenses	146670	244929
Travelling Expenses (Director)	256407	233971
Misc Expenses	1018693	857162
<b>Sub-Total</b>	<b>12261820</b>	<b>12474902</b>

<b>c. Selling and Distribution Expenses</b>		
Carriage Outward & Toll Tax	8363882	1322436
Fuel Expenses	1283719	1169687
Discount on sales	2534060	72711
Guest Expenses	91694	84682
Marketing Expenses	38614	45694
Other Selling Expenses	96280	186957
Exhibition Expenses	19700	1559174
<b>Sub-Total</b>	<b>12427949</b>	<b>4441341</b>
<b>Total</b>	<b>124300317</b>	<b>114713543</b>
Above expenses include research and development expenses	0	0

<b>Payment to auditor</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
	<b>(₹)</b>	<b>(₹)</b>
As auditor:		
Audit fee	80000	80000
Other Matters	20000	20000
<b>Total</b>	<b>100000</b>	<b>100000</b>

<b>24. FINANCE COST</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
	<b>(₹)</b>	<b>(₹)</b>
Exchange fluctuation	304655	0
Interest	28301922	23969928
Bank charges	2012923	2276127
<b>Total</b>	<b>30619500</b>	<b>26246054</b>

<b>25. EARNING PER SHARE (EPS)</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
	<b>(₹)</b>	<b>(₹)</b>
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Total operations for the year		
Profit/(loss) after tax	42930590	35839065
Net profit/(loss) for calculation of basic EPS	42930590	35839065
	No.s	No.s
Weighted average number of equity shares in calculating basic EPS	5281642	3550000

**26. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006**

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. No interest was paid or payable on such dues.

<b>27. Value of imports calculated on CIF basis</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
	<b>(₹)</b>	<b>(₹)</b>
Raw materials/consumables	37972798	68061169
Capital goods/ Spares Parts	43484	4346232

<b>28. Expenditure in foreign currency (accrual basis)</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
	<b>(₹)</b>	<b>(₹)</b>
<b>Total</b>	<b>0</b>	<b>0</b>

**M/S UMA CONVERTER LIMITED**

29. Imported and indigenous raw materials, components and spare parts consumed Year ended 31 March 2019	% of total consumption 31-Mar-19	Value (₹)	% of total consumption 31-Mar-18	Value (₹)
		31-Mar-19		31-Mar-18
<b>Raw Materials</b>				
Imported	5	37972798	11	68061169
Indigenously obtained	95	708293168	89	537203701
	<b>100</b>	<b>746265966</b>	<b>100</b>	<b>605264870</b>
<b>Components</b>				
Imported	0	0	0	0
Indigenously obtained	0	0	0	0
	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Stores &amp; Spare parts</b>				
Imported	0	43484	0	0
Indigenously obtained	100	8784209	100	7485157
	<b>100</b>	<b>8827693</b>	<b>100</b>	<b>7485157</b>

30. Earnings in foreign currency (Accrual basis)	31-Mar-19 (₹)	31-Mar-18 (₹)
Export Sales on FOB	33831003	21111132
<b>Total</b>	<b>33831003</b>	<b>21111132</b>

31. Deferred Tax Liability (Net)	31-Mar-19 Rs in Lacs	31-Mar-18 Rs in Lacs
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	16680429	16528905
<b>Gross Deferred Tax Liability</b>	<b>16680429</b>	<b>16528905</b>
Deferred tax asset		
Unabsorbed losses etc.	0	0
<b>Gross deferred tax asset</b>	<b>0</b>	<b>0</b>
<b>Net Deferred Tax Liability</b>	<b>16680429</b>	<b>16528905</b>

**32. Related Party Disclosures**

Names of related parties and related party relationship  
Related parties where control exists

Related parties with whom transactions have taken place during the year

**Key Management Person**

1. Sumer Raj Lodha
2. Smt. Nimala Lodha
3. Abhishek Lodha
4. Ashish Bhandari
5. Dhaval Patel

**Relatives/Related concerns of Directors**

1. Shri Uma Plastic Industries Private Limited
2. Sumer Raj Lodha HUF
3. Shraddha Lodha

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a. Sale/purchase of goods and services	(`)				
	Year ended	Sales	Purchase/ Sale Job charges Sales Commission	Amount owed by related parties*	Amount owed to related parties*
Associates Entities	31-Mar-19	0	0	0	0
	31-Mar-18	186729	0	0	0

**M/S UMA CONVERTER LIMITED**

<b>b. Rent Received and paid</b>	<b>Date</b>	<b>Rent Paid</b>
Sumer Raj Lodha	31-Mar-19	140000
	31-Mar-18	0
Smt Nirmala Lodha	31-Mar-19	140000
	31-Mar-18	0
<b>c. Interest Recd./Paid</b>		
Sumer Raj Lodha HUF	<b>Date</b>	<b>Intt. Paid/Rs.</b>
	31-Mar-19	697832
	31-Mar-18	856861

<b>d. Remuneration to Directors and key managerial personnel</b>	<b>Date</b>	<b>Amt. in Lacs</b>
Sumer Raj Lodha	31-Mar-19	8400000
	31-Mar-18	8400000
Smt Nirmala Lodha	31-Mar-19	7500000
	31-Mar-18	7500000
Abhishek Lodha	31-Mar-19	6900000
	31-Mar-18	6900000
Shraddha Lodha	31-Mar-19	1080000
	31-Mar-18	1080000
Ashish Bhandari	31-Mar-19	874992
	31-Mar-18	674592
Dhaval Patel	31-Mar-19	99102
	31-Mar-18	0

Name of the Lender or Depositor	Rupees Amount of Loan or Deposit taken or accepted during the Previous Year	Amount of Loan or Deposits repaid during the Previous Year	Closing Balance As on 31.03.2019
Nirmala Lodha	1250000	1735450	667900
Sumer Raj Lodha	803805	1336125	1227967
Abhishek Lodha	1965000	102251	12749
Sumer Raj Lodha HUF	0	753049	5733416

Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

<b>33. Contingent liabilities</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
	<b>(₹)</b>	<b>(₹)</b>
01) Bank Guarantee given to Sabarmati Gas Ltd.	1785600	1456425
02) Bank Guarantee given to Utter Gujarat	5095903	5095903
03) Bonds to Custom Authorities for Export Commitments against import	10316000	10316000
04) Sales Tax Demand	811613	811613
<b>Total</b>	<b>18009116</b>	<b>17679941</b>

Note-1. A demand of Rs. 811613/- has been raised under The Gujrat Value Added Tax Act, 2003 vide order dt 31.01.2017 which has been disputed in an appeal filed with Joint Commissioner, Gandhi Nagar, Gujrat which is yet pending.

**34 Segment Reporting**

During the year under consideration, the company operated only one segment of Flexile Packaging material.

35. The Balances of Secured Loans, Unsecured Loans, Sundry Debtors, Sundry Creditors and Loans and Advances are stated at book value subject to confirmation from respective parties.

36. The Previous year figures have been recomputed, reclassified, regrouped & rearranged wherever considered necessary to make them comparable with current year figures

M/S UMA CONVERTER LIMITED

FOR RAJENDRA R. JAIN AND CO.  
CHARTERED ACCOUNTANTS  
ICAI FRN 001792C

(SUMER RAJ LODHA)  
MANAGING DIRECTOR  
  
(DIN: 00033283)

(SMT.NIRMALA LODHA)  
DIRECTOR  
  
(DIN: 00033246)

(RAJENDRA JAIN)  
PROP.  
MEM NO. 70918

(ASHISH BHANDARI)  
CFO  
PLACE : AHMEDABAD  
DATED: 10TH MAY 2019

(DHAVAL PATEL)  
COMPANY SECRETARY

**M/S UMA CONVERTER LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2019**  
**(PERSUANT TO AS-3 PRESCRIBED BY THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA)**

PARTICULARS		2018-19	2017-18
		Rs. In Amt.	Rs. In Amt.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>			
1	Net Profit Before Tax & Extra ordinary items	59,808,276	54,086,736.39
2	Adjustments for :-		
	(I) Depreciation	23,375,325	23,799,735.46
	(II) Preliminary Expenses written off	0	0.00
	(III) Profit /Loss on Sale of Fixed Assets	-45,000	-703,238.45
	(IV) Interest Paid	28,301,922	23,969,927.55
	(V) Donation of Preceeding Year Reversed	0	0.00
	(VI) Adjustment for service tax	0	0.00
	(V) Mat Credit Receivable	0	
	(V) Interest Received	-1,992,428	-1,221,699.91
		<b>49,639,819</b>	<b>45,844,724.65</b>
3	Operating Profit before Working Capital Changes (1+2)	109,448,094	99,931,461.04
4	Adjustments for :-		
	(I) Trade and other Receivables	-3,532,729	-30,518,940.15
	(II) Inventories	-29,620,607	-31,101,123.57
	(III) Cash Credit Limits	6,122,001	19,859,303.50
	(III) Trade Payables	17,059,721	29,042,562.61
		<b>-9,971,615</b>	<b>-12,718,197.61</b>
5	Cash Generated from Operations (3+4)	99,476,479	87,213,263.43
6	Less: Interest Paid/Capitalised	28,301,922	23,969,927.55
	: Taxes Paid	11,027,663	4,958,740.00
		<b>39,329,585</b>	<b>28,928,667.55</b>
7	Cash Flow Before Extra-Ordinary Items (5-6)	60,146,894	58,284,595.88
8	Extra-Ordinary Items	0	0.00
9	Net Cash from Operating Activities	60,146,894	58,284,595.88
<b>B. CASH FROM INVESTING ACTIVITIES</b>			
10	Purchase of Fixed Assets (Including Capital Work in Progress)	-76,967,072	-81,060,629.51
11	Sale of Fixed Assets	45,000	1,235,000.00
12	Purchase of Investments	0	0.00
13	Profit on Sale of shares	0	0.00
14	Preliminary Expenses	-1,122,290	
15	Interest Received	1,992,428	1,221,699.91
		<b>-76,051,933</b>	<b>-78,603,929.60</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
16	Proceeds from issue of Equity Shares	0	26,999,946.00
17	Secured Loans/Unsecured Loans	20,695,368	-8,151,133.46
17	Dividend Paid	0	0.00
		<b>20,695,368</b>	<b>18,848,812.54</b>
18	NET INCREASE IN CASH AND CASH EQUIVALENTS [(A)+(B)+( C)]	4,790,329	-1,470,521.18
19	Opening Balance of Cash and Cash Equivalents	15,450,514	16,921,034.81
20	Closing Balance of Cash and Cash Equivalents	20,240,842	15,450,513.63

As per our attached report of even date  
**RAJENDRA R. JAIN & CO.**  
Firm Reg. No. 001792C  
Chartered Accountants

For and on behalf of the Board  
**M/S UMA CONVERTER LIMITED**

(RAJENDRA JAIN)  
PROP  
MEM NO. 70918

(SUMER RAJ LODHA)  
MANAGING DIRECTOR

(SMT. NIRMALA LODHA)  
DIRECTOR

PLACE : AHMEDABAD  
DATED: 10TH MAY 2019

(ASHISH BHANDARI)  
CFO

(DHAVAL PATEL)  
COMPANY SECRETARY

**AUDITORS' CERTIFICATE**

We have verified the Cash Flow Statement of UMA CONVERTER LIMITED for the Year Ended on 31st March, 2019 with reference to the audited statement of accounts of the company. The cash flow statement is found to be in accordance with the requirement of AS-3 of the Accounting Standards prescribed by the Institute of Chartered Accountants of India.

PLACE : AHMEDABAD  
DATED: 10TH MAY 2019



# INDUSTRIES WE CATER TO



## FOOD AND BEVERAGES



## PERSONAL CARE AND HOUSE HOLD



## OTHERS



The ones listed above are some of the industries we cater to. However, the list is an unending one with new ones being added frequently.

*Nature Packages the best...*



*...Uma Packages the Rest !*



## UMA CONVERTER LIMITED

Works & Communications

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