

**Annexure 'B' to the Board Report**
**CORPORATE GOVERNANCE REPORT FOR THE PERIOD FROM 01<sup>ST</sup> APRIL, 2018 TO 31<sup>ST</sup> MARCH, 2019.**

As required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations, 2015"), the report on Corporate Governance is given below:

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

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

Consistent with this commitment, our Company's practices and policies continue to meet the above attributes in all spheres of production, operations and services.

World over corporate governance structures are dynamic, evolve over a period of time and keep changing in the light of new developments. Ours too is an ever - evolving process. We will make every effort in raising the standards of corporate governance and will constantly review systems and procedures in order to keep pace with the changing economic environment.

**2. BOARD OF DIRECTORS:**
**i. Composition of Board:**

The Board of Directors of the Company comprises of 3 Directors with a combination of 2 Executive and 1 Non-Executive Directors. Directors include Chairman & Managing Director, Jt. Managing Director and Non-Executive Independent Directors.

**The company has not complied with the Regulation 17 (1) of The Listing Regulations, 2015 with respect to the optimum combination of executive and non-executive Directors with at least one Women Director on the Board during the Financial Year under review.**

Mr. K.V.K. Murthy, Independent director of the company expired on 30<sup>th</sup> July, 2019 and the same has been intimated to BSE on their letter dated. 19<sup>th</sup> September, 2019 acknowledged by BSE vide dated. 25<sup>th</sup> September, 2019. It has been advised to intimate Registrar of Companies, Maharashtra, Mumbai.

The Directors are eminent industrialists / professionals with experience in industry / business / finance and bring with them the reputation of independent judgment and experience, which they exercise, and also satisfy the criteria of independence. However, the Board of Directors, adopting a more exact view, has decided to treat only the directors, as indicated in Point No. 2(iii) below as Independent directors.

**ii. Number of Board Meetings:**

Two Board Meetings were held during the Financial Year under review on 15<sup>th</sup> June, 2018 and 15<sup>th</sup> January, 2019.

**As the company had received winding up order u/s 433 and 434 of the Companies Act 1956, dated 22<sup>nd</sup> June 2018, the Company could not hold the required number of Board Meetings during the Financial Year under review as per the requirement of the Listing Regulations.**

The names and categories of the Directors on the Board, for the period 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019 are as under:

**iii. Details of Directors of the Company from 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019.**

Name of the Director	Category of Director	No. of Director ship in other Boards	No. of Membership of other Board Committees	No. of Chairman ship of other Board Committees	No. of Board Meetings Attended during the period	Attendance in last Annual General Meeting held on 18 <sup>th</sup> July, 2019
Mr. S. B. Ghia	E P	4	3	2	2	Present
Mr. M. D. Dalal	E P	1	0	0	2	Present
Mr. K. V. K Murthy	NEI	Not Available	Not Available	Not Available	2	Not Present

E-Executive, NE-Non-executive, P-Promoter, I-Independent.

**Note:**

- For the purpose of considering the limit of the committees on which a Director can serve, all public limited companies, whether listed or not, and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 are to be excluded
- For the purpose of reckoning the limit under this sub-clause, Chairmanship/ membership of the Audit Committee and the Stakeholders' Relationship Committee in other Companies are considered.
- The number of Directorship, Committee Membership(s) Chairmanship(s) of all Directors is within respective limits prescribed under the Regulation 26 (1) of The Listing Regulations, 2015.
- The Independent Director Mr. KVK Murthy does not hold any security in the Company under review.
- The performance evaluation of Independent Director is done by the Chairman based on deliberations at Board Meeting.
- The Board shall periodically reviews compliance reports pertaining to the laws applicable to the Company, and steps are suggested to rectify the instances of non-compliances.
- The Company has not made any succession plan for Directors considering the current business condition.
- The Chairman is assessing the risks and opportunities in respect of sale of Land and apprising the Board accordingly.

**iv. Code of Conduct:**

The Board has laid down a code of conduct for all Board members and senior management of the Company. All Board members have affirmed compliance with the code on an annual basis. A declaration to this effect signed by the Chairman & Managing Director forms part of this Annual Report.

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### 3. AUDIT COMMITTEE:

The Audit Committee comprises of Mr. K.V.K. Murthy, Mr. S. B. Ghia and Mr. M.D. Dalal. Mr. K.V.K. Murthy is the Chairman of the Committee.

#### i. The Terms of reference:

The terms of reference of the Audit Committee include the matters specified under Regulation 18 of The Listing Regulations, 2015 as well as in Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

#### ii. Composition and Category:

The Audit Committee is in existence since 1986 and presently comprises of 3 members. Mr. K.V.K. Murthy is a Non-executive Independent Director and Mr. S.B. Ghia and Mr. M.D. Dalal are Executive Directors.

**The Company has not complied with the requirements of Regulation 18(1) of The Listing Regulations, 2015 as regards the composition of the Audit Committee during the financial year under review as there was only one Independent Director as member.**

#### iii. Number and attendance at each Audit Committee Meetings:

Two Audit Committee Meetings were held during the Financial Year under review on 15<sup>th</sup> June, 2018 and 15<sup>th</sup> January, 2019.

**The Company has not complied with Regulation 18(2)(a) of The Listing Regulations, 2015 with respect to minimum number of Audit Committee Meetings and the time gap among the meetings during the Financial Year under review.**

The attendance of members at the meetings was as follows:

Sr. No.	Name of Member	No. of meetings attended
1.	Mr. K. V. K Murthy	2
2.	Mr. S. B. Ghia	2
3.	Mr. M. D Dalal	2

### 4. Nomination & Remuneration Committee:

#### i. Terms of reference:

To terms of reference of the Remuneration Committee includes periodical review in accordance with law of the remuneration packages of executive whole-time directors and recommends suitable revision to the Board under Regulation 19 of Listing Regulations, 2015 as well as in Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

#### ii. Composition and Category:

The Nomination & Remuneration committee consists of Mr. K.V.K. Murthy, Mr. S.B. Ghia and Mr. M.D. Dalal. Mr. K.V.K. Murthy is the Chairman of the Committee.

**The Company has not complied with the requirements under Regulation 19 of The Listing Regulations, 2015 with respect to the composition of Committee during the Financial Year under review.**

#### iii. Number and attendance at each Remuneration Committee Meetings:

No remuneration Committee Meeting was held during the Financial Year under review.

The attendance of members at the meeting: N.A.

#### iv. Remuneration Policy:

The remuneration policy takes into account the Company's financial position, the grade and the position held by the incumbent concerned and his overall performance.

#### Remuneration of Executive Directors as per Accounts for Period from 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019:

Executive Directors	All elements of remuneration package i.e. salary, benefits, bonuses, pension etc. (In ₹)	Fixed component and performance linked incentives along with the performance criteria (In ₹)	Service contracts notice period, severance fees	Stock option details, if any, and whether issued at discount as well as the period over which accrued and over which exercisable.
**Mr. S. B. Ghia	NIL	NIL	Please see Note 'a'	Please see Note 'b'
**Mr. M. D. Dalal	NIL	NIL	Please see Note 'a'	Please see Note 'b'

\*\* The MD and Joint MD have not received Remuneration during the Financial Year under review.

#### Notes:

The above Directors are not related inter-se, nor are they related to any other Directors of the Company.

- The appointment of Mr. S. B. Ghia and Mr. M. D. Dalal as Chairman & Managing Director and Jt. Managing Director respectively are yet to be approved by Members in forthcoming Annual General Meeting of the Company. The Service contracts of Chairman & Managing Director and Jt. Managing Director respectively for a period of five years are subject to the approval of members in forthcoming the Annual General Meeting of the Company.
- Presently the Company does not have any Stock Option Scheme.
- No Commission is paid during the Financial Year under review.

#### Remuneration of Non-executive Directors for the Period from 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019:

Name of Directors	Relationship with other Directors	Sitting fees of Board/ Committee Meetings (Gross amount in ₹)
Mr. K. V. K.Murthy	—	Not paid during the Financial Year under review



**5. Stakeholders' Relationship Committee:**

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

The Shareholders/Investors Grievance Committee comprises of three (3) members, Mr. S.B. Ghia, Mr. M.D. Dalal and Mr. KVK Murthy as the members of Committee. Mr. KVK Murthy, Independent Director is the Chairman of the Committee. The Company has complied with the requirements of Regulation 20 of The Listing Regulations, 2015 with respect to the composition of The Stakeholders' Relationship Committee during the Financial Year under review.

No meetings of The Stakeholders' Relationship Committee were held during the Financial Year under review.

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

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

**Shareholders' / Investors' Complaints:**

Particulars of Complaints	No. of Complaint
Complaints pending as on 01 <sup>st</sup> April, 2018.	NIL
Complaints received during period 01 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019.	NIL
Complaints disposed off during the Period ended on 31 <sup>st</sup> March, 2019.	NIL

**The Company Secretary of the Company has resigned w.e.f. 16<sup>th</sup> July, 2012 and No Company Secretary has been appointed during the said period, the Board designated Mr. S.B. Ghia, Managing Director of the Company acts as the "Compliance Officer" of the Company.**

During the Financial Year under review, the Company has not received any complaints from investors. There were no complaints pending as on 31<sup>st</sup> March, 2019.

Satellite Corporate Services Private Limited, bearing CIN U65990MH1994PTC077057 is the Registrar and Share Transfer Agents of the Company.

**6. Vigil Mechanism Policy:**

As per Regulation 22 of The Listing Regulations, 2015, the Company should formulate Vigil mechanism Policy for employees and directors of the company for raising concerns against frauds, illegal or unethical behaviors from time to time and provide adequate safeguards against victimization. **The company has not formulated Vigil mechanism Policy for employees and directors of the company during the Financial Year under review.** However, the Company does not have any employee on payroll during the Financial Year under review.

**7. Policy on Related party Transactions:**

As per Regulation 23 of The Listing Regulations, 2015, the company should formulate policy on materiality of related party transactions on dealing with related party transactions.

**The company has not formulated any policy on materiality of related party transaction. However, the company did not have any materials transactions with the related party during the Financial Year under review.**

**8. General Body Meetings:**

**Location and time of last three Annual General Meetings and Extraordinary General Meetings of the Company:**

Financial Year	Date	Location of the meeting	Time
<b>Annual General Meetings</b>			
01 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016	18 <sup>th</sup> June, 2019*	M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 4 <sup>th</sup> Floor, 18/20, K. Dubash Marg, Mumbai – 400 001	11.30 a. m
01 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017	18 <sup>th</sup> June, 2019*	M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 4 <sup>th</sup> Floor, 18/20, K. Dubash Marg, Mumbai – 400 001	12.00 p. m.
01 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018	18 <sup>th</sup> July, 2019*	M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 4 <sup>th</sup> Floor, 18/20, K. Dubash Marg, Mumbai – 400 001	03.30 p. m
*The Company has not complied with the Provisions of section 96 of The Companies Act, 2013 for holding Annual General Meeting within prescribed time limit.			
<b>Extraordinary General Meetings</b>			
2016-17	08.12.2016#	3 <sup>rd</sup> Floor, Paragon Condominium, Pandurang Budhkar Marg, Mumbai – 400013	11.30 a.m.

# The Company has passed two Special resolutions in the Extra Ordinary General Meeting held on 8th December, 2016.

- i. Appointment of M/s. LLB & Co. Chartered Accountants, Mumbai to fill casual vacancy caused by resignation of M/s. N. M. Rajji & Co.
- ii. To increase the borrowing limit of the Company u/s 180 of The Companies Act, 2013.

The company had provided e-voting facility to the shareholders of the company to cast their votes electronically. M/s. P. K. Pandya & Co, Practicing Company Secretary was appointed as a scrutinizer for conducting e-voting process.

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9. Disclosures:

Disclosure on Materially significant related party transactions that may have material conflict with the interest of the Company at large.	Details are provided in Note no. 25 (a) and (b) to the Notes forming part of the Accounts in accordance with provisions of Indian Accounting Standard Ind AS.
Disclosure of Accounting Treatment	The Company has followed the Accounting Standards prescribed by the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 in the preparation of the financial statements.
Disclosure of Risk management	Since the Company is not carrying any business activity at present and there are no employees at present, the Company has not devised a Risk Management Policy and in a view of the same, there is no subsequent disclosure.
Whether MD & A is a part of Annual Report or not.	Management Discussion and Analysis Report forms part of this Annual Report.
Details of Directors seeking Re-appointment as required under Regulation 36 (3) of The Listing Regulations, 2015:	As required under The Listing Regulations, 2015, the particulars of Directors who are to be appointed/ reappointed form part of the Notes to the Notice of Annual General.
Details of non-compliance by the Company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any Statutory Authorities on any matter related to capital markets during the last 3 years.	<ol style="list-style-type: none"> <li>1. Trading in securities of the Company has been suspended w.e.f. the 21<sup>st</sup> March, 2013 on account of non-compliance with the provisions of the Listing Agreement.</li> <li>2. As per Regulation 6 (1) of The Listing Regulations, 2015 Non-compliance with respect to Appointment of a Company Secretary as Compliance Officer.</li> <li>3. As per Regulation 7 (3) of The Listing Regulations, 2015, there was delay in filing Half Yearly Compliance Certificate during the Financial Year under review.</li> <li>4. As per Regulation 9(1) of The Listing Regulations, 2015, Non-Compliance with respect to policy on preservation of documents during the Financial Year under review.</li> <li>5. As per Regulation 13(3) of The Listing Regulations, 2015, Statement of investors Complaints has been not been filed for the Quarter ending 30<sup>th</sup> June, 2018 and there was delay in filing Investors Complaints for the Quarter Ending 30<sup>th</sup> September, 2018, 31<sup>st</sup> December, 2018 and 31<sup>st</sup> March, 2019 during the Financial Year under review.</li> <li>6. As per Regulation 14 of The Listing Regulations, 2015, there was delay in payment of annual listing fees to BSE, NSDL and CDSL.</li> <li>7. As per Regulation 17 of The Listing Regulations, 2015, there was Non-compliance with respect to composition of Board of Directors and holding of Board Meeting during the Financial Year under review.</li> <li>8. As per Regulation 18 of The Listing Regulations, 2015, there was Non-compliance with respect to composition of Audit committee and holding of Committee Meeting during the Financial Year under review.</li> <li>9. As per Regulation 19 of The Listing Regulations, 2015 there was Non-compliance with respect to composition of Nomination &amp; Remuneration committee during the Financial Year under review.</li> <li>10. As per Regulations 22 of The Listing Regulations, there was Non-compliance with respect to Formulation of Vigil Mechanism policy during the Financial Year under review.</li> <li>11. As per Regulation 23 of The Listing Regulations, 2015, Non-Compliance with respect to formation of policy on materiality of related party transaction.</li> <li>12. As per Regulation 25 (3) of the Listing Regulations, 2015, as the number of Independent directors is not more than one, non compliance with respect to holding meeting of Independent Directors during the Financial Year under review.</li> <li>13. As per Regulation 27 (2)(a) of The Listing Regulations, 2015, Quarterly Compliance Report on Corporate Governance has not been filed for the period under review.</li> <li>14. As per the requirements of Regulation 31 (1) of The Listing Regulations, 2015 there was delay in Filing of Shareholding Pattern for the quarter ended 30<sup>th</sup> September, 2018 and 3<sup>rd</sup> December, 2018 and 31<sup>st</sup> March, 2019.</li> <li>15. As per Regulation 33 (3) (a) of The Listing Regulations, 2015 Quarterly Financial Statement along with Limited Review Report has not been submitted.</li> <li>16. As per the Regulation 33 (3) (d) of The Listing Regulations, 2015 Annual Financial Results has not been filed.</li> <li>17. As per Regulation 34 (1) of The Listing Regulations, 2015, there was delay in filing Annual report of previous financial year.</li> <li>18. As per Regulation 40(9) of The Listing Regulations, 2015, there was delay in filing half yearly Compliance certificate from Practising Company Secretary.</li> <li>19. As per Regulation 46 of The Listing Regulations, 2015, there was Non compliance with respect to norms of the Website of the Company.</li> <li>20. As per Regulation 47 of The Listing Regulations, 2015, there was non compliance with respect to publishing of Notices of Board Meeting and Financial Results.</li> </ol>

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	<p><b>By Other Statutory Authorities</b></p> <p>1. <b>During the Financial year under review, the company has received winding up order u/s 433 and 434 of the Companies Act 1956</b>, dated 22nd June 2018 pursuant to a petition for winding up filed by unsecured creditors in 2013. However the company has filed an appeal against the <b>said order at High Court of Bombay and after hearing, the Order has been set aside on 2nd April, 2019</b> subject to the consent terms between the parties, by a two bench judge of High Court.</p> <p>2. As the Company exceeded the time line i.e. 31<sup>st</sup> December, 2016 for One Time Settlement (OTS) as provided by various banks, the Company has been <b>served Notice u/s 13(2) of the SARFAESI Act, 2002</b>. The company however, proposed for revised OTS to Bank of India (lead Bank) vide letter dated. 22<sup>nd</sup> July, 2019. The bank of India (lead bank), has approved for a fresh OTS for an amount of Rs. 165.00 Cr. vide letter dated. 19<sup>th</sup> August, 2019 with certain terms &amp; conditions.</p> <p>3. The company has <b>received show cause Notice through email</b> from Ministry of Corporate Affairs, bearing No. F.No. D/RC2019/96/16-17 on 04<sup>th</sup> November, 2019, for not meeting requirements of holding Annual General Meeting for the Financial Year ended on 31<sup>st</sup> March, 2017. The company has replied vide their letter dated 14<sup>th</sup> November, 2019.</p> <p>4. The Company was required to transfer an unclaimed/unpaid amount of Rs. 3,95,233.00 to Investor Education and Protection Fund, <b>which had not been transferred yet.</b></p>
CEO / CFO Certification	<p><b>There was no person holding position of CEO/CFO of the Company during the period or had not been appointed for the period under review.</b></p> <p>Mr. S.B. Ghia, Chairman &amp; Managing Director of the Company has certified to the Board with respect to the disclosure of financial statements in the Board Meeting held on 2<sup>nd</sup> November, 2019.</p>

**10. Means of Communication:**

Quarterly Results.	<b>The Company has neither published nor filed Quarterly Results with BSE, during the Financial Year under review.</b>
Newspapers in which results are normally published in.	Not published for the said Financial Year under review.
Any website, where displayed.	The Company has established a website: <a href="http://www.futurapolymers.com">www.futurapolymers.com</a> <b>The Website is not in compliance with the Listing Regulations, 2015.</b>
Email – id for investors Grievance	<b><a href="mailto:futuraho@futurapolymers.com">futuraho@futurapolymers.com</a></b>
Whether it also displays official news releases.	No
The presentations made to Institutional Investors or to the analysts.	No presentations were made to institutional investors or to the analysts during the Financial Year under review.

**11. General Shareholder Information:**

AGM: Date, Time and Venue	<p><b>DATE:</b> 22<sup>nd</sup> January, 2020</p> <p><b>TIME:</b> 12:30 p.m</p> <p><b>VENUE:</b> "Nano Theatre" P. L. Deshpande, Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400025.</p>
Financial Year	April, 2018 to March, 2019.
Date of Book Closure	15 <sup>th</sup> January, 2020 to 22 <sup>nd</sup> January, 2020 (both days inclusive)
Dividend payment date	N.A.
Listing on Stock Exchange	<b>The Scrip of the Company is suspended on Bombay Stock Exchange Limited (BSE) on 21<sup>st</sup> March, 2013.</b>
Stock Code (Physical & Demat)	<b>500720 (Suspended)</b>

**12. Monthly Highest and Lowest closing quotations of the Equity shares for the Period from 01<sup>st</sup>April, 2018 to 31<sup>st</sup> March, 2019 at BSE:**

**\*No records found from the period 01<sup>st</sup>April, 2018 to 31<sup>st</sup> March, 2019 as the trading is suspended with effect from 21<sup>st</sup> March, 2013.**

**SENSEX information for the period April, 2018 to March, 2019:**

Month	SENSEX			
	Open	High	Low	Close
April, 2018	33030.87	35213.3	32972.56	35160.36
May, 2018	35328.91	35993.53	34302.89	35322.38
June, 2018	35373.98	35877.41	34784.68	35423.48
July, 2018	35545.22	37644.59	35106.57	37606.58
August, 2018	37643.87	38989.65	37128.99	38645.07
September, 2018	38915.91	38934.35	35985.63	36227.14
October, 2018	36274.25	36616.64	33291.58	34442.05
November, 2018	34650.63	36389.22	34303.38	36194.3
December, 2018	36396.69	36554.99	34426.29	36068.33
January, 2019	36161.8	36701.03	35375.51	36256.69
February, 2019	36311.74	37172.18	35287.16	35867.44
March, 2019	36018.49	38748.54	35926.94	38672.91

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Registrar and Transfer Agents	Satellite Corporate Services Private Limited (CIN No. U65990MH1994PTC077057) Registered Office: Unit No. 49, Bldg No. 13-A 3, 2nd floor, Samhita Commercial Co-op Soc. Ltd, Sakinaka Mumbai-400 072 Phone: 28520461, 28520462 Fax: 28511809. E-mail: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a>
Share Transfer System	Transfer of shares held in physical mode is processed by M/s Satellite Corporate Services Pvt. Ltd. and approved by the Jt. Managing Director pursuant to the powers delegated to him by the Board of Directors of the Company. The total numbers of equity share transfers during the year were 6771 shares with an average interval of 30 days between approvals.

13. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2019

Number of Equity Shares	Shareholders		Share Amount		
	No. of shareholders	% of shareholders to total	Number of Shares	Face Value Amount in Rs.	% of share amount to total
Less than – 2,500	24,880	72.01	20,64,670	2,06,46,700	3.76
2,501 – 5,000	4679	13.54	18,26,988	1,82,69,880	3.33
5,001 - 10,000	2599	7.52	20,76,012	2,07,60,120	3.78
10,001 - 20,000	1180	3.42	17,88,775	1,78,87,750	3.26
20,001 – 30,000	379	1.10	9,49,829	94,98,290	1.73
30,001 – 40,000	184	0.53	6,60,641	66,06,410	1.20
40,001 – 50,000	179	0.52	8,46,327	84,63,270	1.54
50,001 – 10,000	239	0.69	17,69,546	1,76,95,460	3.23
10,000 to above	232	0.67	4,28,88,891	42,88,88,910	78.17
<b>TOTAL</b>	<b>34,551</b>	<b>100.00</b>	<b>5,48,71,679</b>	<b>54,87,16,790</b>	<b>100.00</b>

14. Shareholding Pattern as on 31.03.2019

SHAREHOLDING PATTERN – Promoters

S. No.	Category	Indian		Foreign	
		Number of Shares	Percentage	Number of Shares	Percentage
1.	<b>Individual/ HUF</b>				
	Indian	441011	0.80	0	0.00
	Non Resident Indian (NRI)	0	0.00	0	0.00
	Foreign National	0	0.00	0	0.00
2.	<b>Government</b>				
	Central Government	0	0.00	0	0.00
	State Government	0	0.00	0	0.00
	Government Companies	0	0.00	0	0.00
3.	<b>Insurance Companies</b>	0	0.00	0	0.00
4.	<b>Banks</b>	0	0.00	0	0.00
5.	<b>Financial institutions</b>	0	0.00	0	0.00
6.	<b>Foreign institutional investors</b>	0	0.00	0	0.00
7.	<b>Mutual Funds</b>	0	0.00	0	0.00
8.	<b>Venture Capital</b>	0	0.00	0	0.00
9.	<b>Body Corporate (Not mentioned above)</b>	8704367	15.86	0	0.00
10	<b>Others</b>				
	Clearing Member	0	0.00	0	0.00
	<b>TOTAL</b>	<b>9145378</b>	<b>16.67</b>	<b>0</b>	<b>0.00</b>
Total Number of Shareholders					10

b. SHAREHOLDING PATTERN – Public

S. No.	Category	Indian		Foreign	
		Number of Shares	Percentage	Number of Shares	Percentage
1.	<b>Individual/ HUF</b>				
	Indian	31928586	58.19	0	0.00
	Non Resident Indian NRI	1081977	1.97	0	0.00
	Foreign National	0	0.00	0	0.00
2.	<b>Government</b>				
	Central Government	0	0.00	0	0.00
	State Government	0	0.00	0	0.00
	Government Companies	0	0.00	0	0.00
3.	<b>Insurance Companies</b>	2897179	5.28	0	0.00
4.	<b>Banks</b>	25785	0.05	0	0.00
5.	<b>Financial institutions</b>	0	0.00	0	0.00
6.	<b>Foreign institutional investors</b>	17	0.00	7012	0.01
7.	<b>Mutual Funds</b>	157267	0.29	0	0.00
8.	<b>Venture Capital</b>	0	0	0	0.00

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S. No.	Category	Indian		Foreign	
		Number of Shares	Percentage	Number of Shares	Percentage
9.	<b>Body Corporate (Not mentioned above)</b>	7316418	13.33	0	0.00
10	<b>Others</b>	0.00			
	Clearing Member	0	0.00	0	0.00
	Overseas Corporate bodies	0	0.00	2293690	4.18
	Trusts	18387	0.03	0	0.00
	<b>TOTAL</b>	<b>43425599</b>	<b>79.14</b>	<b>2300702</b>	<b>4.19</b>
Total Number of Shareholders					34541

<b>Total Number of Shareholders (Promoters + Public) = 34551</b>	
<b>Dematerialization of shares and liquidity</b>	90.89% of the values of the paid-up Share Capital comprising of 4,98,75,256 Shares have been dematerialized as on 31 <sup>st</sup> March, 2019.
Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity	Nil
<b>Plant Location</b>	The Plants located at Manali, Chennai in the state of Tamil Nadu are non - operational and are in the process of being sold.
Address for Correspondence	<b>FUTURA POLYESTERS LIMITED</b> (CIN: L65192MH1960PLC011579) 111, T. V. Industrial Estate, S. K. Ahire Marg, Worli, Mumbai 400030 Phone: 022 - 24923080. Fax: 24923142 Website: <a href="http://www.futurapolymers.in">www.futurapolymers.in</a> Email ID: <a href="mailto:futura@futurapolymers.com">futura@futurapolymers.com</a>



**Declaration – Code of Conduct**

All Board members have, for the Period ended 31<sup>st</sup> March, 2019 affirmed compliance with the Code of Conduct laid down by the Board of Directors in required in Regulation 17 (5) of The Listing Regulations, 2015.

**For Futura Polyesters Limited**  
**S. B. Ghia**  
Chairman & Managing Director

Place: Mumbai  
Date:

**\*\* Disclaimer:**

I state that the certificate on compliance of Corporate Governance is neither an assurance as to the future validity of the Company nor of the Company's Revival of Suspension imposed by BSE on the trading of securities of Company. Further certificate does not provide any guarantee of the revival of Company's operations in future.

Further to note that I have checked and followed the compliance of the Company as per The Listing Regulations, 2015 as may be applicable during the reporting period under review and the Companies Act, 2013, as may be applicable to the extent of the Compliance under the Listing Regulations, 2015 for the Financial Year under review.