

LIVE UP TO
THE PROMISE OF
GOING GREEN.



ECO RECYCLING LIMITED
ANNUAL REPORT 2013-2014



First e-waste recycling company registered by CPCB and the only registered recycling company in Maharashtra

BOARD OF DIRECTORS

DIRECTORS

B. K. Soni – CMD
T. Raghavendra Rao
Srikrishna B.
Shashank Soni
Aruna Soni

AUDITORS

GMJ & Co.
Chartered Accountants
Vastu Darshan,
Andheri (East), Mumbai – 400 059.

BANKERS

The Catholic Syrian Bank
Kotak Mahindra Bank

REGISTRARS & TRANSFER AGENTS

Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki Vihar Road,
Saki Naka, Andheri (East),
Mumbai – 400 072.

REGISTERED OFFICE

205, Centre Point,
Next to Hotel Kohinoor,
Andheri Kurla Road, Andheri (E),
Mumbai – 400 059.

E-MAIL ADDRESS

info@ecoreco.com
shareholders@ecoreco.com

WEBSITE

www.ecoreco.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of Eco Recycling Limited will be held at All India Plastic Manufacturer Association, Street No. 1, MIDC, Andheri East, Mumbai – 400 059 on Tuesday, September 30, 2014 at 10:00 A. M. to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss Account for the Financial Year ended on that date and the Reports of the Auditor's and the Directors' thereon.
2. To appoint a Director in place of Mr. B. K. Soni who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. GMJ & Co., Chartered Accountants bearing Registration No. 1034292W being retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting, on such remuneration as may be fixed by the Board of Directors".

4. To appoint Mr. Raghavendra Rao Satya Veera Venkata Turlapati (DIN 00288601) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Ordinary Resolution:

"RESOLVED THAT Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Raghavendra Rao Satya Veera Venkata Turlapati (DIN 00288601), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term up to 31st March, 2019, not liable to retire by rotation."

5. To appoint Mr. Srikrishna Bhamidipati (DIN 02083384) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Ordinary Resolution:

"RESOLVED THAT Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Srikrishna Bhamidipati (DIN 02083384), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term up to 31st March, 2019, not liable to retire by rotation."

Mumbai
02/09/2014

By order of the Board
B. K. Soni
Chairman & Managing Director

Registered Office:
205, Centre Point,
Next to Hotel Kohinoor,
Andheri Kurla Road,
Andheri East,
Mumbai - 400059.

Notes:

1. A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the Meeting and vote thereat instead of himself/herself and such proxy need not be a member of the company. A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy shall not vote except on a poll.

The proxy forms should be lodged with the company at the registered office at least 48 hours before the time of the meeting.

Under section 107 of Companies Act, 2013, voting is by show of hands unless a poll is demanded by the members present in person or by proxy, where allowed. The person demanding poll shall have not less than one-tenth of the voting power or shall have shares on which an aggregate sum of not less than five lakh rupees has been paid-up.

2. Members /Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2014 to September 30, 2014 (both days inclusive) for the purpose of Annual General Meeting.
6. Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, may send their request in the prescribed form 2B to the Registrar & Transfer Agents of the Company.
7. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
8. Members desirous of obtaining any information on the Accounts and Operations of the Company or clarifications on the Annual Report are requested to write at least one week before the meeting so that the same could be compiled in advance.
9. Members are requested to notify changes, if any, in their registered addresses along with the pin code to the Company's Registrar and Share Transfer Agent.
10. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship and memberships / chairmanships of Board committees, shareholding and relationships

between directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

11. A Statement pursuant to section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. Members are requested to bring their copy of Annual Report to the Meeting
13. All documents referred to in the notice are open for inspection at the registered office of the Company between 10.30 A. M. and 1.00 P.M. on all working days up to the date of the Meeting.
14. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updations of savings bank account to their respective Depository Participants.
15. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share transfer Agents, M/s. Big Share Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072 Tel No: +91 22 28470652/53, Fax No.: +91 22 28475207, Email: investor@bigshareonline.com
16. As per the provisions of the Companies Act, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Transfer Agents of the Company
17. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting;
18. Information under clause 49 of the listing agreement relating to directors retiring by rotation and seeking re-appointment is given at **Annexure 1**;

19. E- voting :

In compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

Process for E –Voting –

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com;

- ii. Click on "Shareholders" tab;
- iii. Now, select the Electronic Voting Sequence Number "EVSN" along with ECO RECYCLING LIMITED from the drop down menu and click on "SUBMIT";
- iv. Now Enter your User ID ;
 - a) For CDSL: 16 digits beneficiary ID;
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login;
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used;
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- viii. After entering these details appropriately, click on "SUBMIT" tab;
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the

- demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
- xi. Click on the EVSN on which you choose to vote;
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details;
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote;
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates;
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com;
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on;
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote;
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote;

- 1) The voting period begins from 9.00 a.m. on Wednesday, 24th September, 2014 and ends at 9.00 a.m. on Thursday 25th September, 2014. During this period shareholders' of the Company, holding shares either in physical form or in

- dematerialized form, as on the cut-off date (record date) of 29th, August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
- 2) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - 3) M/s. Pramod S. Shah & Associates, Practising Company Secretaries, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company;
 - 4) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ecoreco.com and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

Mumbai
02/09/2014

By order of the Board
B. K. Soni
Chairman & Managing Director

Registered Office:
205, Centre Point,
Next to Hotel Kohinoor,
Andheri Kurla Road,
Andheri East,
Mumbai – 400 059

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4:

It is proposed to appoint Mr. Raghavendra Rao Satya Veera Venkata Turlapati (DIN 00288601) as Independent Director under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5(five) consecutive years for a term up to 31st March, 2019, not liable to retire by rotation.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a Listed Company.

Mr. Raghavendra Rao Satya Veera Venkata Turlapati (DIN 00288601) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Raghavendra Rao Satya Veera Venkata Turlapati (DIN 00288601) for the office of Director of the Company.

The Company has also received declarations from Mr. Raghavendra Rao Satya Veera Venkata Turlapati (DIN 00288601) that he meets with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Raghavendra Rao Satya Veera Venkata Turlapati (DIN 00288601) fulfills the conditions for appointment as Independent Directors as specified in the Act and the listing Agreement Mr. Raghavendra Rao Satya Veera Venkata Turlapati (DIN 00288601) is independent of the Management.

Mr. Raghavendra Rao Satya Veera Venkata Turlapati is a Senior Management Executive with around three decades of extensive experience in marketing and sales, operations, R&D, and the financial management of medium and high-tech businesses. His expertise spans in Oil Well Drilling, Completion Operations, Refinery Process Techniques, Environmental Engineering, Waste Management And Water Management Techniques, Energy, industrial products etc. He is been awarded the prestigious Lockheed Martin- University of Texas- IC2 Institute- FICCI, Gold Medal for the Best Innovation for 3 years in a row. He is also been nominated for the Tech Museum Awards, 2007 and Marico Awards, 2009. His technical knowhow is widely recognized not only in National but International market.

Item No. 5:

It is proposed to appoint Mr. Srikrishna Bhamidipati (DIN 02083384) as Independent Director under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5(five) consecutive years for a term up to 31st March, 2019, not liable to retire by rotation.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a Listed Company.

Mr. Srikrishna Bhamidipati (DIN 02083384) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Srikrishna Bhamidipati (DIN 02083384) for the office of Director of the Company.

The Company has also received declarations from Mr. Srikrishna Bhamidipati (DIN 02083384) that he meets with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Srikrishna Bhamidipati (DIN 02083384) fulfills the conditions for appointment as Independent Directors as specified in the Act and the listing Agreement. Mr. Srikrishna Bhamidipati (DIN 02083384) is independent of the Management.

Mr. Srikrishna Bhamidipati is a B. Tech from IIT Mumbai and MMM from JBIMS, Mumbai. Mr. Srikrishna Bhamidipati is a techno-commercial entrepreneur with 17 years of experience in Software development, Telecom solutions, real-time currency and commodity exchanges. His experience spans across multinational companies like CNN, Downzones-Telerate, CERC, BSEL Information Systems Ltd, before joining as a director in start-up Microcity India Limited. Presently He is on the board of 3 companies including Eco Recycling Limited, Avance Technologies Ltd and Optusium Sfx Studios Private Limited, besides being a co-promoter of a company SS Systems LLC, Nevada USA. He is also on the Technical Committee of Software Technology Parks of India. At Eco Recycling Limited, Mr. Srikrishna Bhamidipati is involved in setting up and running the refurbishment cell.

Mumbai
02/09/2014

By order of the Board
B. K. Soni
Chairman & Managing Director

Registered Office:
205, Centre Point,
Next to Hotel Kohinoor,
Andheri Kurla Road,
Andheri East,
Mumbai – 400 059

Annexure 1

Information under clause 49 of the listing agreement relating to Directors retiring by rotation and seeking re-appointment

Mr. B. K. Soni, Chairman and Managing Director, a Cost Accountant by qualification, who is a first generation entrepreneur and is the pioneer to introduce organised recycling of electronic and electrical waste. Driven by a long term vision, today, Mr. B. K. Soni is widely recognised as an authority in India in the field of e-waste management & recycling. He was inducted in the Expert Group on E-Waste Management constituted by the Maharashtra Pollution Control Board and is a regular invitee of Government agencies & other organisations for evolving strategies for e-waste management. At Eco Recycling Limited, Mr. B. K. Soni is actively involved in looking after strategic initiatives, as well as the overall working of business. Under his Leadership, Eco Recycling Limited has won the Business Plan Competition 2008 organized jointly by CII / NVI / WRI / USAID & British Consulate followed by certificate of "Most Innovative Technology" by Good Governance India Foundation during Municipalika 2009, Award during Sankalp 2009 under the High Impact Category Enterprise, Gold Medal from the Department of Science & Technology, June '09, Lockheed Martin & FICCI followed by "Niche Market Player Award" from Frost & Sullivan in Dec, 2009. Mr. B. K. Soni is a well-known personality in media for his regular presence in renowned newspaper like Economic Times. Many of his articles on e-waste management are published in the print media.

**ATTENDANCE SLIP
ECO RECYCLING LIMITED**

Registered Office: 205, Centre Point, 2nd Floor, Next to Hotel Kohinoor, Andheri Kurla Road,
Andheri (E), Mumbai – 400 059

20th Annual General Meeting, Tuesday September 30th, 2014

I hereby record my presence at the 20th Annual General Meeting of the Company (including adjournment thereof) at All India Plastic Manufacturer Association, Street No. 1, MIDC, Andheri East, Mumbai – 400 059 on Tuesday, September 30, 2014 at 10:00 a.m.

Folio No. _____ DP ID* _____ Client ID _____ No. of Shares held _____

Full name of the Shareholder/Proxy(in block letters)

Signature

Note : Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand over at the entrance of the hall.

**Form No. MGT-11
PROXY FORM
ECO RECYCLING LIMITED**

Registered Office: 205, Centre Point, 2nd Floor, Next to Hotel Kohinoor, Andheri Kurla Road,
Andheri (E), Mumbai – 400 059

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

CIN: L74120MH1994PLCO79971

Name of the company: ECO RECYCLING LIMITED

Registered office: 205, Centre Point, 2nd Floor, Next to Hotel Kohinoor, Andheri Kurla Road, Andheri (E), Mumbai – 400 059

Name of the member (s): _____

Registered address: _____

_____ **E-mail Id:** _____

Folio No./Client ID: _____ **DP ID:** _____

I/We being the member (s) of _____ shares
of the above named company, hereby appoint.

Name: _____

Address: _____

E-mail Id: _____ Signature: _____

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual general meeting/ Extraordinary general meeting of the company, to be held on Tuesday, September 30, 2014 at 10.00 a.m. at All India Plastic Manufacturer Association, Street No. 1, MIDC, Andheri East, Mumbai – 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. _____
2. _____
3. _____
4. _____
5. _____

Signed this _____ day of _____ 2014

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix a
revenue
of ₹1/-

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

DIRECTORS' REPORT

The Members of ECO RECYCLING LIMITED

Your Directors present with pleasure the 20th Annual Report together with the Audited Statement of Accounts of the Company for the year ended March 31, 2014.

1. FINANCIAL RESULTS (₹ in Lacs)

	2013- 2014	2012- 2013
Total Income	2545.52	2231.40
Profit before Interest, Depreciation & Tax	166.68	166.13
Less: Depreciation	28.58	18.12
Profit before Interest and Tax	138.10	148.01
Interest	86.61	59.18
Profit before Tax	51.49	88.83
Less: Provision for Income Tax	21.63	24.78
Profit after Tax	29.86	64.05
Add: Balance brought forward	112.95	148.89
Balance carried to Balance Sheet	42.80	112.95

2. OPERATIONS

As compared to the last year, we are now seeing the impact of the e-waste (Management & Handling) Rules 2011 which became applicable in India w.e.f. 1st May, 2012. The Producers and Bulk Users prefer to dispose of their e-waste with the Registered Recyclers like Ecoreco. Your company is the only authorized recycler in the State of Maharashtra and the first company granted permission by the Central Pollution Control Board.

We are pleased to inform that the Mobile Data Destruction Services, started by Ecoreco in 2008 and Lamp Recycling on Wheels in 2010 are doing well and

company plans to introduce more such facilities in the coming years. Your Board is of the view that all these put together will add substantial top line in the coming years and will benefit all the stakeholders.

During the year ended 31st March 2014, your Company achieved turnover of INR 2545.52 Lacs and net profit of INR 29.86 Lacs.

3. DIVIDEND

In order to conserve resources, no dividend has been declared for the year 2013-2014.

4. TRANSFERS TO RESERVES

During the year, the Company proposes to transfer INR 100 Lacs to General Reserve as per the Profit and Loss Account of the Company.

5. FUTURE PLANS

In continuation to your company's nature of introducing innovative ideas in the market, your Board is pleased to inform that your company is now working on a very large plan of Reverse Logistic for the benefit of Original Equipment Manufacturer (OEM) to meet their obligation under E-waste (Management & Handling) Rules, 2011, more precisely defined as Extended Producers' Responsibility (EPR).

The Company is already a Shareholder/Promoter in Weee India Private Limited and Mr. B. K. Soni, Chairman and Managing Director of Eco Recycling Limited is already a major Shareholder/Promoter in Reverse Logistics and Warehousing Private Limited and thus due to common management and for better business facilitation in interest of all the Companies, the Management of Eco Recycling Limited intends to exercise major control in Weee India

Private Limited and Reverse Logistics and Warehousing Private Limited by holding Shares more than or equal to 51% in its paid-up capital including the shares already held by them in Compliance with law prevailing as may be discussed by Management of all the Companies.

6. DIRECTORS

In accordance with the Articles of Association of the Company and provisions of the Companies Act, 2013 at least two-thirds of our Directors shall be subject to retirement by rotation. One - third of these retiring Directors must retire from office at each Annual General Meeting of the Shareholders. The retiring Directors are eligible for re-election.

In accordance with the said provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. B. K. Soni, Chairman & Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

7. AUDITORS

M/s. GMJ & Co, Chartered Accountants, Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. The Company has also received a certificate from them under section 139 of the Companies Act, 2013. Your Directors recommend their re-appointment.

8. FIXED DEPOSIT

In terms of the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit Rules), 1975, the Company has not accepted any fixed deposits during the year and as such, no amount of Principal or Interest was outstanding as of the Balance sheet date.

ECO RECYCLING LIMITED

9. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956:

- (i) that in the preparation of the Annual Accounts for the year ended March 31, 2014; the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2014 and of the profit of the Company for that year.
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- (iv) that the Directors have prepared the Annual Accounts for the year ended March 31, 2014, on a going concern basis.

10. CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement with the Stock Exchange, the report on Corporate Governance is furnished as a part of the Directors' Report and forms part of this report showing that the Company has taken appropriate steps and measures to comply with all the applicable mandatory provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges and

section 292A of the companies Act 1956. Certificate from the Company's Auditors regarding compliance is annexed hereto and forms part of this report .

11. PARTICULARS OF EMPLOYEES

Since none of the employees of the Company was drawing remuneration in excess of limits laid down pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, details therewith are not furnished.

12. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

Information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) A rule, 1988 is not required as your company is not a manufacturing company.

13. QUALIFICATION IN THE AUDITOR'S REPORT:

There are no qualifications in the Auditors Report regarding audited Accounts for the year ended March 31, 2014 except as follow:

The statutory Auditors have qualified that the Miscellaneous Expenditure lying in the Books of the Company as on 31/03/2014 ought to have been written off in the Financial Year ended 31/03/2010. In this regard, the Company here responds that it is a call taken by the Management to amortize the said Miscellaneous Expenditure.

14. NOMINATION AND REMUNERATION COMMITTEE –COMPANIES ACT 2013:

Pursuant to Section 178 of Companies Act, 2013 the Board of Directors of the Company has consented the change in nomenclature of existing Remuneration Committee to 'Nomination and

Remuneration Committee' as provided under Companies Act, 2013 and has also approved the revised terms of reference of the Nomination and Remuneration Committee as per the provisions of the Companies Act, 2013 (effective from 01/04/2014).

As per the said terms of reference approved by the Board the Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy , relating to the remuneration for the Director , KMP and other employees. The Company's policy on Directors appointment and remuneration and other specifications as mentioned above will be disclosed in the Boards' Report as provided under Section 134 (3) (e) once the same is formulated by the Committee.

15. ACKNOWLEDGMENT:

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all the shareholders, customers, suppliers, bankers, Government authorities and all other business associates and their confidence in the management. Your Directors also wish to place on record their appreciation for the contribution made by the employees.

For and on behalf of the Board of Directors

B. K. Soni
CMD

Mumbai

September 02, 2014

Registered Office:

205, Centre Point, Next to Hotel Kohinoor, Andheri Kurla Road, Andheri East, Mumbai-400 059