



Ecoplast Ltd

Thirty Fourth Annual Report and Statement of Accounts for the year ended 31st March 2016



Ecoplast Limited

Annual Report 2015 -2016

Board of Directors

Pheroze P. Kharas - Chairman
Jaymin B. Desai - Managing Director
Bankim B. Desai - Director (Resigned wef 7th March 2016)
Jehangir A. Moos - Director
Dhananjay T. Desai - Director
Mukul B. Desai - Director
Bhupendra M. Desai - Director
Charulata N. Patel - Director

Company Secretary & Compliance Officer

Antony Alapat

Chief Financial Officer

M . D. Desai

Bankers

Bank of Baroda
Main Branch,
Nani Khatriwad,
Valsad - 396 001, Gujarat.

Auditors

M/s Akkad Mehta & Company
Chartered Accountants
Vatika 14 Baptista Road.
Opp. Ishwarlal Park, Vile Parle (W),
Mumbai - 400 056.

Share Registrars &

TSR DARASHAW PRIVATE LTD.
6-10, Haji Moosa Patrawala Industrial estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai - 400 011.

Registered Office

National Highway No.8,
Water Works Cross Road,
Abrama, Valsad - 396 002. Gujarat.
email : investor@ecoplastindia.com

Sales Office

4, Magan Mahal,
215, Sir M. V. Road, Andheri (East),
Mumbai : 400 069.

Website

www.ecoplastindia.com

CIN

L25200GJ1981PLC004375

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NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of Ecoplast Limited will be held at the The Club Resort, At & P.O. Vashier, Valsad - 396 001 on Tuesday, 13th September 2016 at 11.00 a.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt :
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Ms. Charulata Patel (holding DIN 00233935) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors up to the conclusion of the Next Annual General Meeting and fix their remuneration and to consider and if thought fit to pass 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 and the rules framed there under , as amended from time to time , the Company hereby ratifies the appointment of M/s. Akkad Mehta & Co., (Firm Registration No 100259W), Chartered Accountants, as the Statutory

Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board
For Ecoplast Limited

Antony Alapat
Company Secretary

Registered Office:
National Highway No. 8,
Water Works Cross Road,
Abrama, Valsad – 396002, Gujarat
CIN: L25200GJ1981PLC004375
Tel: (02632) 226157
E-mail : Antony@ecoplastindia.com,
Website : www.ecoplastindia.com
Mumbai, 25th May, 2016

Notes:

- a) The particulars with regards to appointment/re-appointment of Directors pursuant to Standard 1.2.5 of the Secretarial Standard -2 issued by Institute of Company Secretaries of India(ICSI) is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND IN HOLDING NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
- c) The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 6th September, 2016 to Tuesday, 13th September, 2016 (both days inclusive).
- d) Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the

Management to keep the information ready at the Meeting.

- e) All correspondence relating to transfer of shares, change of address, dividend mandates etc. should be sent to the Registrar & Share Transfer agents quoting their folio numbers only at the following address:

M/s TSR Darashaw Ltd., 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E.Moses Road, Mahalaxmi, Mumbai – 400 011.

- f) In terms of Sections 205A (5) and 205C of the Companies Act, 1956, dividends remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to sub-section (1) of Section 205C of the Companies Act, 1956. Members are requested to seek early settlement of claim for payment of unpaid dividend from the Company. Members may please note that no claim of the transferred unclaimed / unpaid dividend shall lie against the above said fund or the Company after transfer of the amounts to the said fund.
- g) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding share in physical form can submit their PAN details to the Company.
- h) The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode

to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

- i) To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with TSDDL/ Depositories.
- j) Members may also note that the Notice of the 34th Annual General meeting and the Annual report for the year 2015-2016 will be also available on the Company's Website: www.ecoplastindia.com for download.
- k) All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
- l) A route map giving directions to reach the venue of the 34th Annual General Meeting is given at the end of the Notice.

m) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). the Company is pleased to

provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services.

The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). As the voting would be through electronic means, the Members who do not have access to remote e-voting, may send their assent or dissent in writing on the Ballot Form enclosed with the Annual Report. You are required to complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered Office of the Company not later than Monday, September 12, 2016 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

- I. The facility for voting through Ballot shall also be made available at the AGM and Members attending the meeting who have not cast their vote by remote e-voting/physical ballot shall be able to exercise their right to vote at the meeting.
- II. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Ecoplast e-Voting.pdf" with your Client ID or Folio No. as

password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Ecoplast Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to

eco.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants (s) or requesting physical copy]:

- (i) Initial password will be provided separately: EVEN (e-Voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

V. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

VI. The remote e-voting period commences on Saturday, 10th September, 2016 (9:00 am) and ends on Monday, 12th September, 2016 (5:00pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th September, 2016, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6th September, 2016.

VIII. If a Member casts votes by remote e-voting/Physical Ballot and at the AGM through Ballot, then vote cast through remote e-voting/Physical Ballot shall prevail and vote cast through Ballot at the AGM shall be treated as invalid. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

IX. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.

X. Mr. P.N. Parikh (Membership No FCS: 327 CP: 1228) and failing him Mr. Mitesh Dhabliwala, of M/s Parikh & Associates., Practicing Company Secretaries, (Membership No FCS : 8331, CP : 9511) (Address : 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl Estate, Off Link Road, Andheri (West), Mumbai - 400053.) has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the physical ballots received from members who don't have access to the remote e-voting process) and votes cast through Ballot at the AGM in a fair and transparent manner.

XI. The Scrutinizer shall after the conclusion of voting at the Annual General meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting/physical ballots in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ecoplastindia.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited. . The results shall also be placed on the notice board at the Registered Office of the Company.

By Order of the Board
For Ecoplast Limited

Antony Alapat
Company Secretary

Registered Office:
National Highway No. 8,
Water Works Cross Road,
Abrama, Valsad – 396002, Gujarat
CIN: L25200GJ1981PLC004375
Tel: (02632) 226157
E-mail : Antony@ecoplastindia.com,
Website : www.ecoplastindia.com
Mumbai, 25th May, 2016

ANNEXURE TO NOTICE

PARTICULARS WITH REGARDS TO APPOINTMENT/RE-APPOINTMENT OF DIRECTORS PURSUANT TO STANDARD 1.2.5 OF THE SECRETARIAL STANDARD -2 ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA(ICSI).

Smt Charulata Patel (DIN: 00233935) director of the Company would retire by rotation at the ensuing Annual General Meeting in terms of Section 152(3) of the Act and is eligible for reappointment.

Smt Charulata Patel (DIN: 00233935), aged 52 years and has completed her Medical Graduation (MBBS) from Lokmanya Tilak Medical College, Mumbai in 1986.

In 1996 she co-founded a multispecialty eye hospital (Aashirwad Eye Hospital & Laser Centre). At Aashirwad Eye Hospital she heads Hospital Administration, Human Resource Development and Public Relations. She has vast experience in managing finance, operations and investments.

She is also a Director of Kunal Plastics Pvt. Ltd. (KPPL) since 1987. Her involvement in the plastic industry since her early years along with her Directorship at KPPL has increased her knowledge in Plastic Industry which includes especially Finance and Marketing.

During the year Smt. Charulata Patel (DIN: 00233935) attended 3 meetings of the Board of Directors of the Company.

Smt. Charulata Patel (DIN: 00233935) is also a Director in following Companies.

- I. Kunal Plastics Private Limited
- ii. Giridev Investment Private Limited

She holds 3,81,883 equity shares in the Company.

Smt Charulata Patel (DIN: 00233935) is interested in the said resolution as it relates to her own appointment. She is not related to any other director of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 3 of the Notice.

By Order of the Board
For Ecoplast Limited

Antony Alapat
Company Secretary

Registered Office:
National Highway No. 8, Water Works Cross Road,
Abrama, Valsad – 396002, Gujarat
CIN: L25200GJ1981PLC004375
Tel: (02632) 226157
E-mail : Antony@ecoplastindia.com,
Website : www.ecoplastindia.com
Mumbai, 25th May, 2016

Route Map of the Venue of AGM

The Club Resort is located on the bank of River Wanki,
Opposite Tadkeshwar Mahadev Temple.

