



40th Annual Report
2014-2015

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Board of Directors	Mr. B. Kamalaker Rao, Chairman Mr. H. Narsaiah Mr. H. Kishen, Managing Director Mr. H. Krishna Kumar, Whole-time Director & Chief Financial Officer Dr. K. Malhar Rao Dr. H. Anuradha Mr. P. Niroop	
Bankers	Canara Bank State Bank of India Syndicate Bank	
Statutory Auditors	M. Anandam & Co., Chartered Accountants, 7A, Surya Towers, S.P. Road, Secunderabad.	
Internal Auditors	S C Bose & Co., Chartered Accountants, # 497, 1-10-98/29, Lane 3, Street 3, Begumpet, Hyderabad – 500 016	
Registrar & Share Transfer Agent and Demat Registrar	Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad – 500 018.	
Registered Office	306-308, Cheney Trade Centre, Parklane, Secunderabad – 500 003. Telangana, India.	
Factories:	Unit-II	Unit-III & Unit – III Expansion
Unit-I Plot No. 21/A Industrial Development Area Patancheru, Medak Dist., Telangana	Survey No. 132 & 133 Nandigaon Village Patancheru Mandal, Medak Dist., Telangana	Survey No. 165 & 166 Nandigaon Village Patancheru Mandal, Medak Dist., Telangana
Depot/ Marketing Offices:	Kolkata	New Delhi
Kalyan Plot No. 681, At Post Kon (Near Water tank), Kon Village, Kalyan, Bhiwandi Road, Taluka-Bhiwandi, Dist. Thane-421 302	P-175 Kalindi Housing Estate Kolkatta – 700 089	35B & 36 Samaspur Village Patpar Ganj, Delhi- 110 091.
Hosur SF No. 44/2Q1, 2Q2, Plot No. 31-32, RVS Complex, Rajeshwari Layout Near Sipcot Industrial Estate, Hosur, Krishnagiri – 635 126 Tamilnadu.	Gurgaon Shed No. 02, Saraya Ka Rasta, Behind Prince Vatika, Opp. Sector-05, Gurgaon (Haryana) – 122 001	Roorkee D.K. Cold Storage Compound, Sunhera Road, Kashipuri Pragna & Tehsil Roorkee-247 667 Distt. Hardwar (Uttarakhand)
Baddi Bhud Road, Vill. Gullarwala Teshil, Nalagarh, P.O. Karuana, Dist. Solan, Baddi (HP)	Indore EA-05, Scheme No. 94, Sector- 'A' Ring Road Dewas Naka, In Front of Mittal Toll Kanta, Indore-452018	Attibele Kaveri Nilaya Bhuvaneshwari Nagar Attibele, Karnataka – 562 107
Ludhiana # 2805, Arya Colony, Moti Nagar, Near Hari Om Mandir, Ludhiana – 141 010 Punjab.	Mumbai Unit No. 5, Neeta 'C' Wing, Tejapal Scheme Road No. 5, Vile Parle (East), Mumbai-400 057.	

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the members of the Company will be held on Wednesday, the 30th day of September, 2015 at 10.00AM at Kapu Sangam, 1-7-155, M.G. Road, Secunderabad-500003, to transact the following items of business:

ORDINARY BUSINESS:

1. To consider and adopt the Accounts of the Company for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Sri. Haridas Narsaiah (DIN No:00292864), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory 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 of the Companies Act, 2013 and the Rules made there-under, and pursuant to the recommendation of the audit committee, the consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s. M.Anandam & Co, Chartered Accountants, (Registration No. 000125S), Hyderabad, who have been appointed as statutory auditors of the Company in the last Annual General Meeting for a period of 3 years subject to the ratification of members in every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2016."

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to Cost Auditors:

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration in addition to reimbursement of all out of pocket expenses, payable to Mr.Sanisetty Venkata Ramarao of M/s SVRR & Associates, Cost Accountants (Regd.No.M/31669), to audit the cost records maintained by the Company for the financial year ending March 31, 2016, be and is hereby approved and ratified."

5. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions if any of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution and entire exclusion of existing Articles of Association of the Company."

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

Place:Secunderabad
Date:13-08-2015

For and on behalf of the Board of Directors

H.Kishen
Managing Director

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than Forty-eight hours before the meeting.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business items is annexed hereto.
3. The register of members and Share Transfer Books of the Company will remain closed during the period from **23-09-2015 to 30-09-2015 (both days inclusive)**.
4. Members are requested to send all communications relating to shares and any change in address to the Registrar and Share Transfer Agent, M/s.Venture Capital And Corporate Investments Private Limited. Members holding shares in identical order of names in more than one folio are requested to write to the Company enclosing the share certificates to enable the Company to consolidate their holding into one folio.
5. Members/ Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting. Additional copy of Annual Report and duplicate attendance slip will not be issued at the place of the meeting.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting, so that the information required by them may be made available at the meeting.
7. Pursuant to the requirements on the Corporate Governance under the Listing Agreement entered into with the Stock Exchanges, the information about the directors proposed to be re-appointed/ appointed is given in the **Annexure-A** to the notice.
8. Trading in the Equity shares of the Company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is INE138D01014.
9. The members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting.

10. Instructions about Voting:

The Members are requested to opt for one mode of voting, i.e. either through e-voting or physical ballot. If a Member casts votes by both modes, then voting done through a valid e-Voting shall prevail and voting done through physical ballot shall be treated as invalid. Please refer the following detailed instructions for both modes voting.

A) Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members facility to exercise their right to vote by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

- (i) Log on to the e-voting website **www.evotingindia.com**
- (ii) Click on "Shareholders" tab.
- (iii) Select the **"FENOPLAST LIMITED"** from the drop down menu and click on **"SUBMIT"**.
- (iv) Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) 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.

If you are a first time user follow the steps given below.

- (vi) Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
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	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. 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. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on **"SUBMIT"** tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' 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.

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- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the relevant EVSN for **FENOPLAST LIMITED**.
 - (xi) 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.
 - (xii) Click on the **"Resolutions File Link"** if you wish to view the entire Resolutions.
 - (xiii) 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.
 - (xiv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
 - (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
 - (xvii) 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. After receiving the login details they have to link the account(s) which they wish to vote on and then 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.
- II. The voting period begins on **27-09-2015 (10.00 AM) and ends on 29-09-2015 (5.00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **23-09-2015** (i.e., the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - III. 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
 - IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23-09-2015.
 - V. Ms.N.Vanitha, Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

B) Other Instructions:

- I. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- II. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.fenoplast.com and be communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
- III. Members may address any query to Mr.VBVR Ratanji, Compliance Officer at the Registered Office of the Company, Tel. No.040-27840322, e-mail address: ratnaji@fenoplast.com, Website: www.fenoplast.com.

EXPLANATORY STATEMENT PURUSANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No.4:

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. Sanisetty Venkata Ramarao of M/s.SVRR & Associates, Cost Accountants (Regd.No.M/31669) and remuneration payable them, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

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

Item No.5:

The Articles of Association (AOA) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the present Companies Act, 2013.

With coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. Hence it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Companies Act, 2013, which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft AOA is enclosed herewith to the Notice, for perusal of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.5 for approval of the members.

For and on behalf of the Board of Directors

H.Kishen
Managing Director

Place: Secunderabad
Date: 13-08-2015

Annexure - A

- (a) As required under the listing Agreement, the particulars of Directors, **Mr. H. Narsaiah** who is proposed to be re-appointed are given below:

a	Name	Mr. H. Narsaiah
b	Brief Resume	
	i) Age	About 79
	ii) Educational Qualification	Graduation
	iii) Experience in specific functional area	More than five decades of experience in textile, PVC leather cloth, cotton yarn trading
	iv) Date of appointment on the board of the Company	16-10-1975
c	Nature of expertise in functional area	He has good expertise in textile trading business as well as marketing of similar products. He has immensely contributed to the development of marketing net-work of the Company. He was non-executive Chairman of the Company since its inception. Being exposed to all the functional areas of business he has very good knowledge over the systems and functions of the Company which has been helping the Company in decision making. He is a member of Audit Committee of the Company.
d	Name(s) of the other Companies in which directorship held	1. Rex-O-Knits Private Ltd - Managing Director
e	Name(s) of Companies in which committee Membership(s) held	Audit Committee - Fenoplast Limited
f	No. of shares of Rs.10/- each held by the Director	3,24,792
g	Relationship between Directors inter se (As per Section 2 (77) the Companies Act, 2013)	Related to Mr.H.Kishen (Managing Director) and Mr. H.Krishna Kumar (Whole time Director & Chief Financial Officer).

**ARTICLES OF ASSOCIATION
OF
FENOPLAST LIMITED**

The following regulations comprised in these Articles of Association were adopted pursuant to members resolution passed at the Annual General Meeting of the Company held on 30th September, 2015, in substitution for, and to the entire exclusion of, the earlier regulations comprised on the extant Articles of Association of the Company.

TABLE 'F' EXCLUDED

1.	(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.	TABLE 'F' EXCLUDED
	(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.	Company to governed by Articles

Interpretation

2	(1)	In these Articles: (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable. (b) "Articles" means these articles of association of the Company or as altered from time to time. (c) "Board of Directors" or "Board", means the collective body of the directors of the Company. (d) Company" means " Fenoplast Limited " (e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act. (f) "Seal" means the common seal of the Company.	"Act" "Articles" "Board of Directors" or "Board" "Company" "Rules" "Seal"
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Number and Gender	(2)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.
Expressions in the Articles to bear the same meaning as in the Act	(3)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be