



41st Annual Report
2015-2016

CONTENTS

	Page No.
Notice of AGM	3
Directors' Report	12
Report on Corporate Governance	34
Management Discussion and Analysis	45
Independent Auditors' Report on Financial Statements	51
Balance Sheet	59
Statement of Profit and Loss	60
Cash Flow Statement	61
Notes on Financial Statements	62

Board of Directors

Mr. B. Kamalaker Rao, Chairman
Mr. H. Narsaiah
Mr. H. Kishen, Managing Director
Mr. H. Krishna Kumar, Whole-time Director
Dr. K. Malhar Rao
Mr. P. Niroop
Mr. H. Sanjay Kumar, Whole-time Director
Dr. Batul Alladin Arif

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

Secretarial Auditors

M/s. P. S. Rao & Associates, Company Secretaries
Flat No.10, 4 Floor, D.No.6-3-347/22/2, Ishwarya Nilayam,
Opp. Sai Baba Temple, Dwarakapuri Colony,
Punjugutta, Hyderabad – 500 082, T.S., India

**Registrar & Share Transfer Agent
and Demat Registrar**

Venture Capital and Corporate Investments Pvt.Ltd.
12-10-167, Bharat Nagar, Hyderabad – 500 018,
Ph: 040-23818475/476, Fax: 040-23868024,
Email: info@vccilindia.com

Registered Office

306-308, Chenoy Trade Centre,
Parklane, Secunderabad – 500 003. Telangana, India.
CIN: L25209TG1975PLC001942; www.fenoplast.com
Ph: +91-40-27840322 Telefax +91-40-27721739
Email: info@fenoplast.com

Factories:**Unit-I**

Plot No. 21/A
Industrial Development Area
Patancheru
Medak Dist., Telangana

Unit-II

Survey No. 132 & 133
Nandigaon Village
Patancheru Mandal
Medak Dist., Telangana

Unit-III & Unit – III Expansion

Survey No. 165& 166
Nandigaon Village
Patancheru Mandal
Medak Dist., Telangana

Depot/ Marketing Offices:**Bhiwandi**

Building No. 54-A,
Plot No., Unit No. 1,
Bhagwan Sheth Estate, Next to Arihanth
Complex, Purna Village, Bhiwandi
Dist. Thane – 421 302

Kolkata

P-175
Kalindi Housing Estate
Kolkatta – 700 089

New Delhi

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)

Ludhiana

7362, Street No. 5,
New Moti Nagar,
Ludhiana – 141 010.
Punjab.

Mumbai

Unit No.5
Neeta 'C' Wing, Tejapal Scheme
Road No.5, Vile Parle (East)
Mumbai-400 057.

Indore

EA-05, Scheme No.94, Sector- 'A'
Ring Road, Dewas Naka,
In Front of Mittal Toll Kanta
Indore – 452 018

Attibele

Kaveri Nilaya
Bhuvaneshwari Nagar
Attibele,
Karnataka – 562 107

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of the Company will be held on Wednesday the 28th day of September, 2016 at 9.30 A.M. 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, 2016, 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 Krishna Kumar (DIN No.: 00260198), 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 a statutory auditors of the Company at the 39th 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, 2017.”

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, 2017, be and is hereby approved and ratified.”

5. Appointment of Director:

To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr.Haridas Sanjay Kumar (DIN: 00160545), who was appointed as an Additional Director with effect from February 13 , 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this General Meeting, and in respect of whom a notice has been received from a member in writing, under

Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company whose period of office shall be determinable by retirement of Directors by rotation.”

6. Appointment of Whole-time Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, the consent of the Members be and is hereby accorded to appoint Mr. Haridas Sanjay Kumar (DIN: 00160545) as a Whole-time Director of the Company for a period of three years with effect from 13th February, 2016, as recommended by the Nomination and Remuneration Committee on existing remuneration, perquisites and other allowances as detailed hereunder and that the overall managerial remuneration (excluding allowable perquisites) shall not exceed the limit as specified under Schedule V of the Companies Act, 2013:

A. Salary :

Basic Salary ₹1,12,500/- per month.

Dearness Allowance ₹36,000/- per month.

B. Other Allowances:

- HRA 58% of Basic Salary per month;
- Conveyance Allowance ₹36,000/- per month;
- Any other allowances as per the policy of Company.

FURTHER THAT the remuneration aforesaid including the perquisites and other allowances shall be paid and allowed to Mr. Haridas Sanjay Kumar, as minimum remuneration during the currency of his tenure, in the event of loss or inadequacy of profits in any financial year for a period of three (3) years.

FURTHER THAT the Managing Director of the Company be and is hereby authorized, to file necessary forms and returns to give effect to the aforesaid appointment.”

7. Appointment of Director:

To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Batul Alladin Arif (DIN: 06917518), who was appointed as an Additional Director by the Board of Directors on 30th August, 2016, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of

whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years effective from ensuing Annual General Meeting."

Place: Secunderabad
Date: 30-08-2016

Sd/-
G.Pushkarini
Company Secretary

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 **20-09-2016 to 28-09-2016 (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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
11. The company is providing facility for voting by electronic means and the business may be transacted through such voting and the facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote at the

meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

12. The notice of the 41st Annual General Meeting is available on the website of the Company www.fenoplast.com and website of Agency i.e www.evotingindia.com.

13. 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 of 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.

- (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 **25-09-2016 (9.00 AM) and ends on 27-09-2016 (5.00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, **as on 22-09-2016** (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 22-09-2016.
- V. Mrs.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 G.Pushkarini, Compliance Officer at the Registered Office of the Company, Tel. No.040-27840322, e-mail address: cs.pushkarini@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 Business 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 to them, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2017.

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, 2017.

None of the Directors, Key Managerial Personnel of the Company and their relatives are 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:

Mr. Haridas Sanjay Kumar was appointed as an Additional Director w.e.f. 13th February, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 who holds office up to the date of this General Meeting. In this regard the Company has received request in writing from a member of the company proposing candidature of Mr. Haridas Sanjay Kumar for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013, whose period of office is determinable by retirement of Directors by rotation.

Pursuant to recommendations of Nomination and Remuneration committee, the Board considered that the co-option of Mr. Haridas Sanjay Kumar on the Board is desirable and would be beneficial to the company in various fronts and hence recommends resolution No. 5 for your approval. Mr. Haridas Sanjay Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Mr.H.Sanjay Kumar, along with Mr.H Kishen, Managing Director, Mr.H. Narsaiah, Director, Mr. H. Krishna Kumar, Whole-time Director who are related to him, are considered interested in the resolution.

Brief profile of director to be regularized, including nature of their expertise and other disclosure as required under Listing Regulations is provided at **Annexure A** of this Notice.

Item No. 6:

Pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and recommendations of the Nomination and Remuneration Committee,

the Board of Directors of the Company subject to approval of the members, appointed Mr.Haridas Sanjay Kumar as the Whole-time Director of the Company, on 13.02.2016 for a period of 3 years on the remuneration, perquisites and other allowances as set out at Item No. 6 above.

Mr.Haridas Sanjay Kumar, has been working for the Company since May, 2011. He holds a Master's degree in Business Administration from Southern New Hampshire University, U.S.A. He is in charge of OEM – Sales of the Company since his appointment as the Chief Executive. He has around 20 years of experience. Keeping in view of his experience and knowledge the Board recommended the resolution at Item No. 6 for approval of Members.

Mr.H.Sanjay Kumar, along with Mr.H Kishen, Managing Director, Mr.H. Narsaiah, Director, Mr. H. Krishna Kumar, Whole-time Director who are related to him, are considered interested in the resolution. He holds 1,64,078 equity shares in the Company.

Item No. 7:

Dr.Batul Alladin Arif was appointed as an Additional Director w.e.f. 30th August, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 who holds office up to the date of this General Meeting. In this regard the Company has received request in writing from a member of the company proposing the candidature of Dr.Batul Alladin Arif for appointment as a Director of the Company in accordance with the provisions of Section 149, 160 and other applicable provisions of the Companies Act, 2013.

Dr.Batul Alladin Arif is a Doctor by profession having around two decades of experience as a General Physician. Pursuant to recommendations of Nomination and Remuneration committee, the Board has recommended her appointment as an Independent Director of the Company who has given her consent to act as Director and declared that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and Rules made there-under for her appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter for appointment of Dr.Batul Alladin Arif as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Except Mrs.Batul Alladin Arif, being appointee, none of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Brief profile of director to be appointed, including nature of their expertise and other disclosure as required under Listing Regulations is provided as Annexure A of this Notice.

Place : Secunderabad
Date : 30-08-2016

Sd/-
G.Pushkarini
Company Secretary