



44th Annual Report
2018-2019

CONTENTS

	Page No.
Notice of AGM	3
Directors' Report	12
Report on Corporate Governance	34
Management Discussion and Analysis	46
Independent Auditors' Report on Financial Statements	54
Balance Sheet	65
Statement of Profit and Loss	66
Cash Flow Statement	67
Notes on Financial Statements	68

Board of Directors

Mr. B Kamalakar 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. Sanjay Haridas, Whole-time Director
Dr. Batul Alladin Arif

Bankers

Canara Bank
State Bank of India
Syndicate Bank

Statutory Auditors

Venugopal & Chenoy.
Chartered Accountants,
4-1-889/16/2, Tilak Road
Hyderabad-500 001

Internal Auditors

S C Bose & Co.,
Chartered Accountants,
497, 1-10-98/29, Lane 3, Street 3, Begumpet,
Hyderabad – 500 016

**Secretarial Auditors
Company Secretaries**

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

Registrar & Share Transfer Agent

Venture Capital and Corporate Investments Private Limited,
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, Email: info@fenoplast.com

Factories:**Unit-I**

Plot No. 21/A
IDA, Nandigaon Village, Patancheru
Sangareddy Dist.,
Telangana, Pin:502319

Unit-II

Survey No. 132 & 133
Nandigaon Village, Patancheru
Sangareddy Dist.,
Telangana, Pin:502300

Unit-III

Survey No. 165& 166
Nandigaon Village, Patancheru
Sangareddy Dist.,
Telangana, Pin:502300

Depot/ Marketing Offices:**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

Baddi

Bhud Road, Vill. Gullarwala
Teshil. Nalagarh, P.O. Karuana,
Dist. Solan, Baddi (HP)

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 44th Annual General Meeting of the members of the Company will be held on Thursday, the 26th day of September, 2019 at 11.00 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, 2019, 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:00260198), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 not exceeding Rs.60,000/- (Rupees Sixty Thousand Only) payable to Mr.Sanisetty Venkata Rama Rao of M/s. SVRR & Associates, Cost Accountants (Regd.No.M/31669) to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2020, excluding taxes as may be payable, in addition to reimbursement of all out of pocket expenses, be and is hereby approved and ratified.”

4. 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 Sections 149,150,152 and other applicable provisions if any, of the Companies Act,2013 (“Act”), the Companies (Appointment and Qualification of Directors)Rules,2014 read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr.B.Kamalakar Rao (DIN:00038686), who was appointed as an Independent Director of the Company at the 39th Annual General Meeting for a period of five years, who meets the criteria of independence as provided in Section 149 (6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, the Consent of the Company be and is hereby accorded for his re-appointment as an Independent Non-Executive Director of the Company for a further consecutive period of five years with effect from 01st April,2019.”

5. 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 Sections 149,150,152 and other applicable provisions if any, of the Companies Act,2013 (“Act”), the Companies (Appointment and Qualification of Directors)Rules,2014 read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Dr.K.Malhar Rao (DIN:00294715) who was appointed as an Independent Director of the Company at the 39th Annual General Meeting for a period of five years, who meets the criteria of independence as provided in Section 149 (6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, the Consent of the Company be and is hereby accorded for his re-appointment as an Independent Non-Executive Director of the Company for a further consecutive period of five years with effect from 01st April, 2019."

6. 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 Sections 149,150,152 and other applicable provisions if any, of the Companies Act,2013 ("Act"), the Companies (Appointment and Qualification of Directors)Rules,2014 read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr.P.Niroop (DIN:03110997) who was appointed as an Independent Director of the Company at the 39th Annual General Meeting for a period of five years ,who meets the criteria of independence as provided in Section 149 (6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, the Consent of the Company be and is hereby accorded for his re-appointment as an Independent Non-Executive Director of the Company for a further consecutive period of five years with effect from 01st April, 2019."

7. 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 recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and in accordance with Section 152 of the Companies Act,2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including and Statutory modification (s) or re-enactment (s) thereof for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations"),2015 (as amended from time to time), Mr. Haridas Narsaiah (DIN:00292864),whose period of office is liable to retire by rotation be and is hereby appointed as Non-Independent, Non-Executive Director of the Company with effect 01st April, 2019."

Place: Secunderabad
Date : 09-08-2019

For Fenoplast Limited
Sd/-
Haridas 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/HERSELF 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 commencement of 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 **20-09-2019 to 26-09-2019 (both days inclusive)**.
4. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses email id, ECS mandate.
In case you are holding Company's shares in physical form, please inform Company's RTA viz., M/s. Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad- 500 018 by enclosing a photo copy of blank cancelled cheque of your bank account.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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**.
11. 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.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
13. Electronic Copies of the Annual Report 2018-19 and Notice of the 44th Annual General Meeting are sent to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies of Annual Report and Notice of the 44th Annual General Meeting are sent in permitted mode. Members requiring physical copies can send a request to the Company.

-
14. We encourage the other shareholders and request them to support us on this nationwide Green Initiative by registering/updating their email addresses with their Depository Participant(s) as required for receiving the notices and other documents via email.

15. 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 the 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 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be 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.

- (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 and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting with your mobile.
- (xviii) 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 **23-09-2019 (9.00 AM) and ends on 25-09-2019 (5.00 PM)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **19-09-2019** (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 **19-09-2019**.
- V. Mrs.N.Vanitha, Practicing 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 StockExchange where the Company is listed, viz.BSE Ltd.
- III. Members may address any query to Mohith Kumar Khandelwal, Compliance Officer at the Registered Office of the Company, Tel. No. 040-27840322, e-mail address: cs.mohith@fenoplast.com, Website: www.fenoplast.in.

EXPLANATORY STATEMENT PURSUANT 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. 3:

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, 2019. 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, 2020.

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.3 for approval of the members.

Item No.4 to 6:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, on the recommendation of the Nomination and Remuneration Committee, recommends to the members the re-appointment of Mr. B.Kamalakar Rao, Dr.K.Malhar Rao and Mr. P.Niroop as the Independent Non-Executive Directors of the Company for a further consecutive period of five years with effect from 01st April,2019.

As Mr. B.Kamalakar Rao and Dr.K.Malhar Rao are of above 75 years, the approval of the members is deemed to be given, pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015,(as amended), effective from 1st April,2019.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. B.Kamalakar Rao, Dr.K.Malhar Rao and Mr. P.Niroop, being eligible, offer themselves for re-appointment, and are proposed to be re-appointed as Independent Directors for a term as stated in the Resolutions.

Mr. B.Kamalakar Rao,Dr.K.Malhar Rao and Mr. P.Niroop, Non-Executive Independent Directors of the Company, have given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act,2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act,2013 and the rules made there under for their re-appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being re-appointed in terms of Section 164 of the Companies Act,2013 and they have given their consent to act as Directors.

Copies of the draft letter for re-appointment of Mr. B.Kamalakar Rao, Dr.K.Malhar Rao and Mr. P.Niroop as Independent Directors 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 the normal business hours on any working day.

A brief profile of the Independent Directors to be re-appointed, including nature of their expertise is provided as **Annexure-A** to this notice.