



26th

**Annual Report
2016 - 2017**

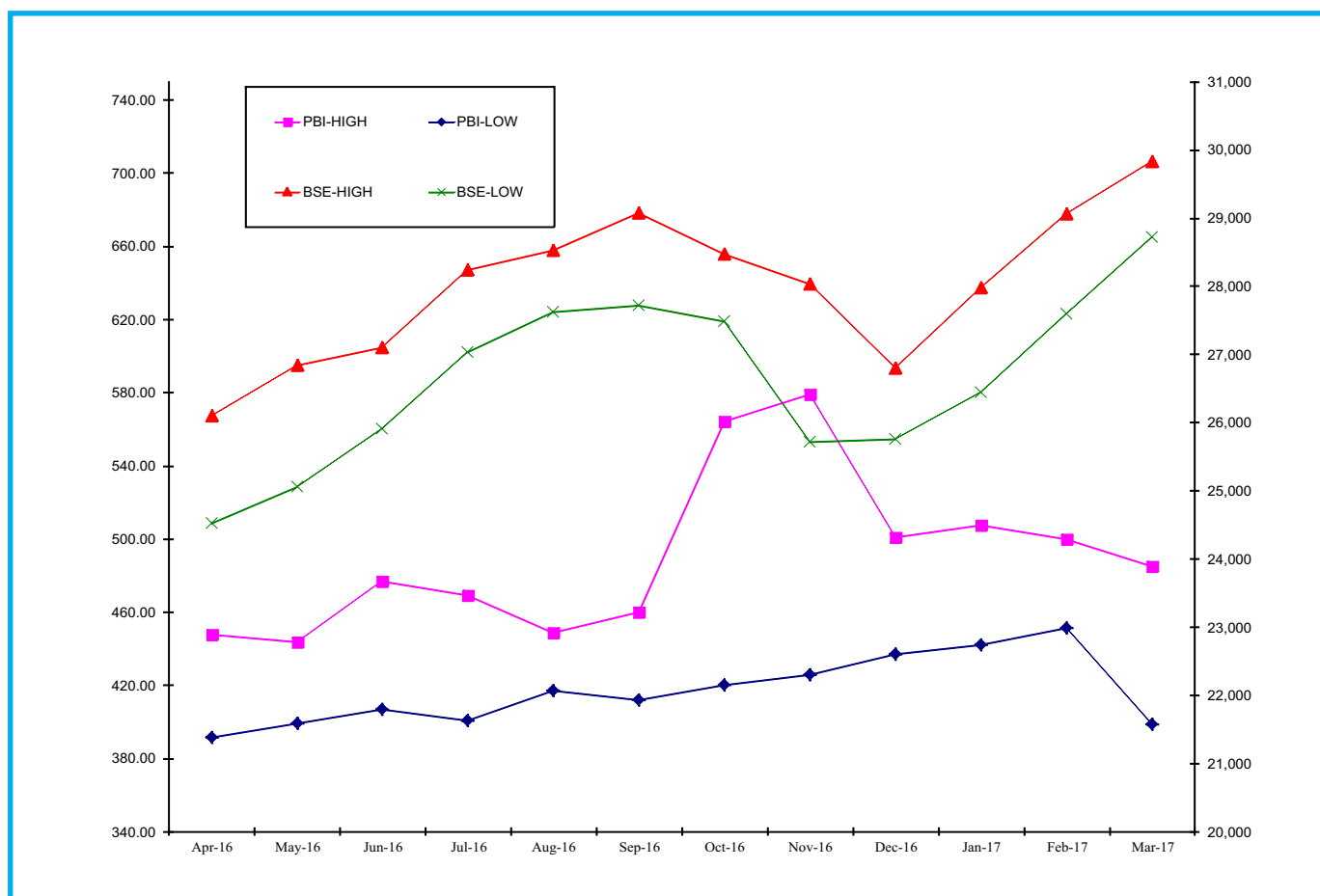
PLASTIBLENDS INDIA LTD.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

	2016-17	2015-16	2014-15	2013-14	2012-13
Sales and Other Income	57381.81	52225.79	49621.30	46929.53	41050.15
Profit before Depreciation, Interest & Tax	6540.80	6165.12	5265.50	5068.05	3288.99
Less : Depreciation	1035.04	623.50	623.89	430.53	408.05
Finance Cost	798.37	354.88	360.28	578.82	577.92
Profit before Tax (PBT)	4707.39	5186.74	4281.33	4058.70	2303.02
Net Profit after Tax (PAT)	3302.62	3767.08	3005.12	2723.85	1536.50
Share Capital	649.73	649.73	649.73	649.73	649.73
Reserves	21079.07	17776.45	15109.33	13023.14	11029.44
Total shareholders funds	21728.80	18426.18	15759.06	13672.87	11679.17
Number of Equity Shares	12994600	12994600	12994600	12994600	12994600
Face Value of shares (Rs.)	5.00	5.00	5.00	5.00	5.00
Book Value Per Share (Rs.)	167.21	141.80	121.27	105.22	89.87
Earning Per Share (EPS) (Rs.)	25.42	28.99	23.13	20.96	11.82
Dividend Per share (Rs.)	2.50	7.00	5.50	5.00	3.50

STOCK PERFORMANCE (Share Price / BSE Sensex)



BOARD OF DIRECTORS

Shri Shreevallabh G. Kabra
(Chairman & Managing Director)

Shri Satyanarayan G. Kabra
(Vice-Chairman & Managing Director)

Shri Anand S. Kabra
(Managing Director)

Shri Varun S. Kabra
(Director-Business Development)

Smt Ekta A. Kabra
(Director-Materials)

Dr. Yatish B. Vasudeo
(Independent Director)

Shri Sudarshan K. Parab
(Independent Director)

Shri Bajrang Lal Bagra
(Independent Director)

Shri Pushp Raj Singhvi
(Independent Director)

Smt Jyoti V. Kabra
(Additional Director w.e.f. 11th May, 2017)

CHIEF FINANCIAL OFFICER

Shri Anand R. Mundra

COMPANY SECRETARY

Shri Himanshu S. Mhatre

AUDITORS

A. G. Ogale & Co.
Chartered Accountants, Pune

BANKERS

- ◆ DBS Bank Ltd.
- ◆ HSBC Ltd.
- ◆ HDFC Bank Ltd.
- ◆ Kotak Mahindra Bank Ltd.
- ◆ Yes Bank Ltd.

SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.
Unit 1, Luthra Indl. Premises, Safed Pool,
Andheri-Kurla Road, Andheri (East),
Mumbai – 400 072
Tel. : 022-28515606, 28515644
Fax : 022-28512885
Email : sharexindia@vsnl.com

REGISTERED OFFICE

Fortune Terraces, 'A' Wing, 10th Floor,
Opp. Citi Mall, New Link Road,
Andheri (West), Mumbai – 400 053
Tel. No. : +91-22-67205200, 26736468/9
Fax : +91-22-26736808
E-mail : pbi@kolsitegroup.com
Website : www.plastiblends.com
CIN : L25200MH1991PLC059943

WORKS

Daman

Daman Industrial Estate,
Kadaiya Village,
Daman-396 210

Roorkee

Khasara No. 216, Village Raipur,
Pargana : Bhagwanpur, Tehsil : Roorkee,
Distt. Haridwar,
Uttarkhand – 247 667

Palsana

Block No. 18-A, 15, Makhinga, Palsana,
Surat, Gujarat - 394 315

CONTENTS

Notice of AGM	02
Directors' Report & Annexures	09
Management Discussion and Analysis Report	24
Report on Corporate Governance	26
Independent Auditors' Report	37
Balance Sheet	42
Statement of Profit and Loss	43
Cash Flow Statement	44
Notes on Financial Statements	45
Proxy Form and Attendance Slip	59

NOTICE

NOTICE is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the Members of **PLASTIBLENDS INDIA LIMITED** will be held on Tuesday, the 18th day of July, 2017 at 4:15 p.m. at Hotel Park View, 37, Lallubhai Park Road, Next to Lallubhai Park, Andheri (West), Mumbai – 400 058 to transact the following business :

Ordinary Business :

1. To consider and adopt the audited Financial Statements for the year ended 31st March, 2017, the Reports of the Board of Directors and Auditors thereon;
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2017;
3. To appoint a Director in place of Shri Varun S. Kabra (DIN: 03376617), a Director, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment;
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT Smt Ekta A. Kabra (DIN: 07088898), a Director liable to retire by rotation, who does not offer herself for re-appointment, be not re-appointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.”

5. 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 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution of the members passed at the 23rd Annual General Meeting (AGM) held on 9th September, 2014, the appointment of M/s. A. G. Ogale & Co., (Firm Registration No. 114115W), Chartered Accountants, to hold office from the conclusion of 23rd AGM until the conclusion of the 28th AGM of the Company, be and is hereby ratified by the members on a remuneration as may be agreed by the Board of Directors and Auditors plus applicable statutory tax, reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of audit.”

Special Business :

6. 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 149, 152 and all other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, Smt Jyoti V. Kabra (DIN : 07088904), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th May, 2017 and who holds office until the date of Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying the Member's intention to propose appointment of Smt Jyoti V. Kabra, as a candidate for the office of a Director of the Company be and is hereby appointed as a Director of the Company.

7. 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. Dhara Shah & Associates, Cost Accountants (Firm Regn. No. : 34932), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2018 on a remuneration of Rs. 1,20,000/- (Rupees One Lacs Twenty Thousand Only) plus applicable statutory tax as may be applicable and reimbursement of actual travel and out of pocket expenses incurred by them be and is hereby ratified and confirmed.”

By order of the Board

Place : Mumbai
Date : May 11, 2017

Himanshu S. Mhatre
Company Secretary

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT PROXY TO ATTEND AND ON A POLL VOTE, INSTEAD OF HIMSELF/HERSELF. [A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A Person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

2. The Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 are annexed hereto.
 3. Corporate Members are requested to send to the Company, at its Registered Office a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
 4. Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, May 30, 2017 to Wednesday, May 31, 2017 (both days inclusive).
 5. (i) Those members who have not encashed their dividend warrants for the financial year 2009-10 or any subsequent financial years are requested to return the time barred dividend warrants or forward their claims to the Company for issue of Bankers' Cheque/Demand Draft in lieu thereof.
 - (ii) Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend for the financial year 2009-10 and thereafter which shall remain unclaimed/unpaid for a period of 7 (Seven) years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education & Protection Fund (IEPF). Accordingly, during September, 2017, the Company would be transferring such unclaimed or unpaid dividend for the financial year ended 31st March, 2010. Members are therefore requested to make claim thereof, before August, 2017.
- The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (IEPF Rules) now additionally mandate transfer of corresponding shares as well, to the IEPF, regarding which individual notices, newspaper advertisement and information on website of Company are being given to shareholders. Such Shares shall be credited to demat account of IEPF authority within prescribed date. Anybody whose dividends and corresponding shares are thus involved may immediately contact the Company Secretary.
- (iii) Pursuant to the said provisions unclaimed/unpaid dividend for the financial year upto 2008-09 have been transferred to the Investor Education and Protection Fund.
6. Pursuant to the provisions of IEPF Rules the Company has uploaded the information in respect of the unclaimed dividends of the financial years from 2008-09 to financial year 2015-16, as on date of the 25th Annual General Meeting held on 21st July, 2016 on the website of the IEPF viz. www.iepf.gov.in

7. SEBI Regulations has mandated Companies to credit Dividend electronically to the Members' bank account. Shareholders holding shares, whether in Physical or Demat form should inform to the Company and the Depository Participant's (DP), as the case may be their Bank Name, A/c No., A/c Type, Branch name, MICR Code along with their Name and Folio Number (DP-ID/Client ID). Those Members who have earlier provided the above information should update the details, as soon as changes take place.
8. 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.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, Nomination, Power of Attorney, Change of Address, Change of Name, Email Address, Contact Numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Transfer Agents to provide efficient and better services. Members holding shares in Physical Form are requested to intimate such changes to Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd.

10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 -17 will also be available on the Company's website www.plastiblends.com for their download. All documents referred to in the notice and the explanatory statement 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.
12. Notice of the AGM along with Annual Report 2016-17 is being sent by electronic mode to those members whose email addresses are registered with the Company / Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.
13. Brief profile of the Directors retiring by rotation and being eligible for re-appointment and the Directors proposed to be re-appointed/appointed at this Annual General Meeting has been furnished in this Annual Report.
14. Members desirous of obtaining any information with regard to accounts are requested to write to the Company Secretary at the Registered Office of the Company, at least 10 days in advance, so as to compile the same.
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to fill up the Form SH-13 and send to the office of the Company's Transfer Agent.
16. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Transfer Agent.

17. 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, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 26th Annual General Meeting of the Company.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under :

- i The voting period begins on Saturday, 15th Day of July, 2017 at 9:00 a.m. and ends on Monday, 17th Day of July, 2017 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 11th Day of July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii The shareholders should log on to the e-voting website www.evotingindia.com.
- iv Click on Shareholders.

- v Now 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.
- vi Next enter the Image Verification as displayed and Click on Login.
- vii 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.
- viii 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> <ul style="list-style-type: none"> 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 8 digits of the sequences number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank details Or DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- ix After entering these details appropriately, click on "SUBMIT" tab.
- x Members holding shares in physical form will then directly reach 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.
- xi For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii Click on the EVSN for the relevant <Plastiblends India Limited> on which you choose to vote.
- xiii 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.
- xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv 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.
- xvi Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- xix 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. iPhone 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 on your mobile.
- xx Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi 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.com, under help or write an email to helpdesk.evoting@cdslindia.com.

General Instructions :

- a. 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 Tuesday, 11th Day of July, 2017.
- b. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- c. In case of any other queries/grievances connected with voting by electronic means, you may also contact Company Secretary at telephone no. 022-67205200.
- d. Mr. S. N. Bhandari, (CP No. 366) or failing him Ms. Manisha Maheshwari, (CP No. 11031), Practicing Company Secretaries from Bhandari & Associates, Company Secretaries have been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- e. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- f. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.plastiblends.com and on the website of CDSL within 48 hrs of conclusion of the General Meeting and communicated to the BSE Limited and National Stock Exchange of India Limited.

By order of the Board

Place : Mumbai
Date : May 11, 2017

Himanshu S. Mhatre
Company Secretary

ANNEXURE TO NOTICE

Explanatory Statement under Sec. 102 of the Companies Act, 2013

Item No. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 11th May, 2017, appointed Smt Jyoti V. Kabra, as an Additional Director of the Company w.e.f. 11th May, 2017.

She holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Act.

The Company has received a Notice in writing from a Member along with deposit of requisite amount as provided under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Smt Jyoti V. Kabra aged 30 years, is qualified as Commerce Graduate, MBA in Marketing and Advance Diploma in Advertising.

She is not holding any equity shares in the Company. She is wife of Shri Varun S. Kabra. Her qualification and experience would benefit the Company.

Her brief resume forms part of this Annual Report. This statement, be regarded as disclosure under Listing regulations.

Your Directors recommend passing of the resolution at Item No. 6 of the Notice as an Ordinary Resolution.

Smt Jyoti V. Kabra is concerned or interested in the resolution as set out in the Notice at Item No. 6 since it pertains to her appointment. Shri Varun S. Kabra and Shri S. N. Kabra are also deemed to be interested in aforesaid resolution, to the extent of their respective shareholding interest, held in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in this item of business, except to the extent of their respective shareholding interest, if any, held in the Company

Item No. 7

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014 the Board shall appoint an individual who is a Cost Accountant in Practice or a firm of Cost Accountants in Practice as Cost Auditor on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor.

The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Shareholders.

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on May 11, 2017 considered and approved the appointment of the Cost Auditors M/s. Dhara Shah & Associates, Cost Accountants (Firm Registration No. : 34932) and remuneration payable to them, as set out in the Resolution.

The resolution at Item No. 7 of the Notice is set out as an Ordinary Resolution for approval and ratification by the Members in terms of above referred statutory provisions.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in aforesaid resolutions.

The Board commends the Ordinary Resolution for approval by the Members.

By order of the Board

Place : Mumbai
Date : May 11, 2017

Himanshu S. Mhatre
Company Secretary

Brief Resume of Directors proposed to be appointed / re-appointed

Name	Shri Varun S. Kabra	Smt Jyoti V. Kabra
DIN	03376617	07088904
Age	31 years	30 Years
Date of First Appointment	13/02/2015	11/05/2017
Position held	Director-Business Development	Additional Director (Non-Independent)
Educational Qualification	B.E. (Production) & M.Sc. (Industrial & Operations Engineering)	B.Com, MBA (Marketing) and Diploma in Advertising.
Expertise in specific functional areas	<ul style="list-style-type: none"> Experienced in Management of materials planning and procurement. Implementing lean manufacturing system in factory 	<ul style="list-style-type: none"> Group Head - Sales Team Out of Home Media Store Design & Execution of D'mart (Retail Chain)
Directorship held in other Public Companies	<ul style="list-style-type: none"> Kabra Extrusiontechnik Ltd 	<ul style="list-style-type: none"> Bombay Swadeshi Stores Limited Kabra Extrusiontechnik Ltd Bombay Store Retail Company Limited
Chairmanship / Membership of Committee across	None	None
Number of Shares held in the Company as on 11.05.2017	2031840	None
Relationship between Directors inter-se	Related to S. N. Kabra (Father)	Related to Shri Varun S. Kabra (Spouse) & Shri S. N. Kabra (Father-in-Law)