



**SOLID
CONTAINERS
LIMITED**

**55th ANNUAL
REPORT**
2019-2020

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ashok Kumar Goel	(DIN: 00025350)
Mohender Kumar Garg	(DIN: 00426642)
Reshma Rao	(DIN: 06966747)
Sandeep Singh Kumar	(DIN: 02814440)

MANAGER

Suresh Kumar Suri

CHIEF FINANCIAL OFFICER

Francis Miranda

COMPANY SECRETARY & COMPLIANCE OFFICER

M S Gayatri (W.e.f. 7 August 2020)
Kundan Tanawade (Upto 31 July 2020)

AUDITORS

J Singh & Associates LLP
Chartered Accountants

BANKERS

Canara Bank
Dr. A.B. Road, Worli,
Mumbai – 400 018

REGISTERED OFFICE

2006, Fossberry Road,
Near ICI Limited, Reay Road (E),
Mumbai – 400 033
CIN: L28100MH1964PLC013064
Contact No.: 022-24920212 / 022-68569300
Website: www.solidcontainers.net
Email: compliance.scl@ashokgoeltrust.com &
solidcontainersltd@gmail.com

PLANT

Vadavali, P.O. Mohone, Kalyan
District: Thane 421 102

REGISTRAR AND SHARE TRANSFER AGENTS

Bigshare Services Private Limited,
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East Mumbai 400059
Maharashtra
Tel No. 022-62638200, Fax: 022-62638299
Email id: investor@bigshareonline.com

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SOLID CONTAINERS LIMITED

CIN: L28100MH1964PLC013064

Regd. Office: 2006, Fossberry Road, Near ICI limited, Reay Road (E),
Mumbai - 400 033, Maharashtra, India

Phone No: 022-24920212 / 022-68569300

E-mail: compliance.scl@ashokgoeltrust.com / solidcontainersltd@gmail.com;

Website: www.solidcontainers.net;

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty Fifth (55) Annual General Meeting of the members of **SOLID CONTAINERS LIMITED** will be held on **Tuesday, 29 September 2020** at **10.00 a.m.** through electronic means / video conferencing (VC), to transact, with or without modifications, as may be permissible, the following ordinary business.

1. To consider and adopt the Audited Financial Statements of the Company, including Balance Sheet as at **31 March 2020**, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Ms. Reshma Rao (holding DIN-06966747)**, who retires by rotation and being eligible, offers herself for re-appointment.

For and on behalf of the Board of Directors
For **Solid Containers Limited**

Ashok Kumar Goel
Director
(DIN : 00025350)

Date: 12 August 2020

Place: Mumbai

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“**MCA**”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8 April 2020 and General Circular No. 17/2020 dated 13 April 2020 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (AGM or the Meeting) through VC/ Other Audio Visual Means (OAVM), without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Company has decided to convene its ensuing 55th AGM through VC/ OAVM, and the Shareholders can attend and participate in the ensuing AGM through VC/ OAVM.

The attendance of the shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

2. **Prior registration of Speakers at AGM:** Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at compliance.scl@ashokgoeltrust.com Please mention name, folio or DP ID and client ID, email, mobile number etc. The said request should be reached to the Company on or before Monday, 21 September 2020. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.

3. Particulars of Directors seeking re-appointment:

Relevant particulars of Ms. Reshma Rao who is retiring by rotation and seeking re-appointment are given here below:

Brief Resume, experience & nature of expertise: Ms. Reshma Rao aged about 59 years has a rich experience in the Garment Exports and Plastic Industries. Director Identification Number of Ms. Reshma Rao is 06966747.

Directorships in other Companies (including Private Companies but excluding Foreign Companies and Section 8 Companies): Not Applicable.

Chairman/member of the board committee of other companies: She is not a member of committees of the Board of any public companies.

Number of shares held in the Company: Ms. Reshma Rao does not hold any shares in the Company.

Date of appointment, meeting attended etc: She has been a Director of the Company since 05 September 2014. Attendance in Board meetings and other details are given in the Corporate Governance Report.

Relationship with other director, manager and Key Managerial Personnel (KMP): Ms. Reshma Rao is not related to other directors, manager or KMP of the Company and accordingly except Ms. Reshma Rao, none of the Directors, Manager & KMP of the Company and their relatives are concerned or interested in this resolution.

4. Members desirous of any information or queries on accounts or relevant reports are requested to send their queries at least ten days in advance to the Company at its email compliance.scl@ashokgoeltrust.com to enable the Company to collect the relevant information and answer them in the meeting.
5. Body Corporate members intending to appoint their authorized representative are requested to send a duly certified copy of the Resolution authorizing their representative to participate and vote at the Meeting.
6. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office and corporate office of the Company on all working days between 11.00 a.m. and 2.00 p.m. said documents will be made available at Company's website www.solidcontainers.net or through electronic means on request.
7. **No share transfer in physical form:** SEBI vide its notification dated 8 June 2018 has amended regulation 40 of SEBI (LODR) Regulation 2015 and accordingly as per the amended regulation transfer of shares or securities shall be mandatory in demat form w.e.f. 1 April 2019. In this regard, Members are requested to dematerialize / demat their shares or securities held in physical form.
8. **Nomination:** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form no. SH13 duly filled in and signed to the Company or RTA. Members may contact secretarial department on 022 2492 0212 for guidance to avail facilities or matters as mentioned in this Notice.
9. **Communication through e-mail:** As responsible citizens of the world, we would like to do our bit to protect our environment and reduce our carbon footprint. We request our valued shareholders to join us in our endeavor to save the planet by registering their email ids to receive all communication electronically. This would also be in conformity with the legal provisions.

It may be noted that the Company would communicate important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective members. Further information in this respect is also posted on website of the Company www.solidcontainers.net.

To support green initiative, members who have not registered their e-mail address so far, are requested to register the same in the following manner.

- a. In respect of electronic/demat holdings, through concerned Depository Participant (DP).
- b. Members who hold shares in physical form are requested to send their email address to compliance.scl@ashokgoeltrust.com quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would surely appreciate your Company's desire to participate in the Green Movement initiative. In case of any change in the email address, shareholders can update it in the same manner as mentioned above.

10. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
11. **PROCEDURE OF VOTING AT AGM** Members who did not cast their vote by remote e-voting are entitled to 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 at the meeting.

How to access and participate in the AGM.

This AGM is being convened and held through electronic means / video conferencing (VC) which is allowed and in conformity to circulars issued by Ministry of Corporate Affairs in this respect. Member can join the AGM on scheduled time by following process, link and details being sent to members. Relevant process will also be made available on the Company's website www.solidcontainers.net under section of Investors Relations.

Members are requested to contact Compliance Officer on compliance.scl@ashokgoeltrust.com for any queries or assistance for this meeting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC

1. Member will be able to attend the AGM through VC/OAVM or view webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / + 91 22 24994360 / + 91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager – NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553 / + 91 9326781467.
4. **EVOTING FACILITY** Pursuant to the Listing Regulations, section 108 of the Companies Act 2013 and Companies (Management and Administration) Rules 2014, the Company is providing the facility to members to exercise their right to vote by electronic means by remote e-voting facility and accordingly business/resolutions as mentioned in the AGM Notice shall be transacted also considering e-voting. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. The Company has appointed Ms. Tehseen Khatri, of M/s T. F Khatri & Associates, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of votes cast, in a fair and transparent manner. The Company may vary dates as mentioned herein and scrutinizer, if necessary to meet the compliance or if circumstances so warrant.

For the purpose of dispatch of this notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on Friday 28 August 2020, have been considered. Any

person, who acquires shares of the Company and becomes member of the Company after the said date, may obtain login ID and password by sending a request at evoting@nsdl.co.in or Share Transfer Agents at investor@bigshareonline.com

The Members whose names appear in the Register of Members/ list of Beneficial Owners as received from Depositories as on Wednesday 23 September 2020 (“cut-off date”) are entitled to vote on the resolutions set forth in this Notice. Person who is not a member as on the said date should treat this Notice for information purpose only.

The e-voting period will commence on Saturday, 26 September 2020 (9:00 a.m.) and will end on Monday, 28 September 2020 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Also, only those shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote in above mentioned e-voting period prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer’s Report shall be placed on the Company’s website www.solidcontainers.net and on the website of NSDL. Result will be declared forthwith on receipt of the Report of the Scrutinizer.

The Members must read the detailed procedure on electronic voting provided below

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below: - Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 to cast your vote electronically on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tfkhatriassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in or sending email at compliance.scl@ashokgoeltrust.com.

BOARDS' REPORT

To,

The Members,

Solid Containers Limited

Your Directors are pleased to present their Report on your Company's business operations along with the audited financial statements for the financial year ended on 31 March 2020.

The highlights of the Company's performance during the financial year are as below:

SUMMARY OF FINANCIAL RESULTS

(Amount Rupees in Lakhs)

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Revenue from operations	-	-
Other income	57.60	13.26
Total income	57.60	13.26
Expenses	(389.37)	(493.36)
Profit / (Loss) before tax	(331.77)	(480.10)
Tax	-	-
Profit / (Loss) after tax	(331.77)	(480.10)

OPERATIONS REVIEW

There has been no change in the status of the Company's operations. The operations continued to be suspended and unviable. There has been no further development nor was the Company able to re-commence its operations.

AMALGAMATION OF AYEPEE LAMITUBES LIMITED ("ALL") WITH THE COMPANY

The Company had received the approval from Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench for the Scheme of Amalgamation of Ayepee Lamitubes Limited (referred as "Transferor Company") with Solid Containers Limited (referred as "Transferee Company") on 08 February 2019. The assets, liabilities, contracts, agreements of Transferor Companies stand transferred in the name of the Company from the appointed date of the said scheme of merger i.e. 01 April 2017.

Pursuant to the approval of the amalgamation and in order to give effect to the amalgamation the following changes have taken place in the structure of the Company:

Allotment of Equity Shares to the shareholders of the Transferee Company as per the Scheme of Amalgamation vide Board resolution dated 29 April 2019 as per below mentioned exchange ratio:

- a) 1 (One) Equity Share of face value of Rs. 10/- each, fully paid-up (hereinafter referred to as 'New Equity Shares') to be issued and allotted for every 2,192 (Two Thousand One Hundred Ninety-Two) share of face value of Rs. 10/- each held by the shareholders of the Transferor Company.
- b) 24 (Twenty-Four) Equity shares of Rs. 10/- each, fully paid-up (hereinafter referred to as 'New Equity Shares') to be issued and allotted for every 10 (Ten) Redeemable Cumulative Preference Share of Re. 1/- each held by the shareholders of the Transferor Company.

ISSUE OF PREFERENCE SHARES

During the year under review the Company has allotted 1% and 0.5% Non-Cumulative Redeemable Preference Shares in following occasion:

1. The Company has allotted 8,000,000, 1% Non-Cumulative Redeemable Preference Shares of Rs. 10/- each to Vyoman Tradelink India Private Limited vide its Board Meeting held on 30 September 2019.
2. The Company has allotted 6,000,000, 0.5% Non-Cumulative Redeemable Preference Shares of Rs. 10/- each to Vyoman Tradelink India Private Limited vide its Board Meeting held on 23 December 2019.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, of the operations of the Company is provided in a separate section of this Annual Report and forms a part of the Board's Report.

CORPORATE GOVERNANCE

Your Company is committed in maintaining highest standards of Corporate Governance aligned with best practices. Provisions of Regulation 15(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), is not applicable to the Company, however as a best corporate governance practice your company has met with corporate governance compliances as per Listing Regulations during the year and a report on the Corporate Governance is forming part of this Annual report.

DIVIDEND

In view of loss incurred by the Company during the year, your Directors did not recommend any dividend on Equity shares of the Company.

TRANSFER TO RESERVES

In view of the company incurring losses in previous years, your directors have not transferred any amount to reserves.

STATUTORY AUDITOR

At the AGM held on 28 September 2017, M/s. J Singh & Associates, Chartered Accountants, was appointed Statutory Auditor of the Company for a period of five years. The Companies Amendment Act, 2017 has waived-off the requirement of annual ratification.

AUDITORS' REPORT

The qualification and observations made by the Auditors in their report are self-explanatory.

The Auditors in their report have qualified that the Company is not carrying any manufacturing operations and has substantial accumulated losses. The net worth of the Company has been fully eroded due to the accumulated losses. In view of the above, the Company is no longer a going concern. However, the accounts have been prepared on going concern basis as the management is exploring possible steps to revive its operations.

SECRETARIAL AUDIT

Pursuant to section 204 of the Companies Act, 2013 and the Rules framed thereunder, the Company has appointed Ms. Tehseen Khatri, of T.F Khatri & Associates, Company Secretary in Practice and Fellow member of ICSI, as a secretarial auditor of the Company to conduct secretarial audit for the financial year ended 31 March 2020. The report of the Secretarial Auditor is annexed herewith as **Annexure 1** and forms part of this Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in her report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of section 152(6) of the Act and Articles of Association of the Company Mr. Reshma Rao, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible offers herself for re-appointment. The Board recommends her re-appointment. All the Independent Directors have given their declarations that they meet the criteria of independence as laid down under Section 149 of the Act and Listing Regulations.