TEXPLAST INDUSTRIES LTD.

2016-17

46TH ANNUAL REPORT

TEXPPLAST INDUSTRIES LIMITED
CIN: L27100MH1970PLC014933

Regd. Off.:
Gut No 39/40 village Nehroli,
Taluka Wada, Thane-421312,
Maharashtra

Corp. Off.:
211, Anand Estate, Sane Guruji Marg,
Chinchpokli West, Mumbai 400011

Tel. No. 022-23075308
E-mail: texplastindustriesltd@gmail.com
Website: www.texplast.com

COMPANY INFORMATION

TEXPLAST INDUSTRIES LIMITED

CIN: L27100MH1970PLC014933

BOARD OF DIRECTORS:	Mr. SUKUMAR NANDLAL SHAH, Managing Director Mr. ANUPKUMAR JHUNJHUNWALA, Director Ms. HETAL JIGAR RAJYAGOR, Director Add. Independent Women Director (w.e.f. on 30/05/2017) Mr. SANDEEP KUMAR SAHU, Independent Director Mr. SUNIL PREMSHANKAR TRIPATHI, Director Resigned from Directorship (w.e.f. 30/05/2017) Mr. MILAN MADAN GUPTA, Director Resigned from Directorship (w.e.f. 30/05/2017)
COMPANY SECRETARY & COMPLIANCE OFFICER:	Mr. Alkesh Patidar Company Secretary (w.e.f. 30/05/2017)
CHIEF FINANCIAL OFFICER:	Mr. Ved prakash Pandey (w.e.f. 30/05/2017)
STATUTORY AUDITORS:	M/s. P. C. Rathi & Co., Chartered Accountant, Ranchod Bhavan, 4th Floor, Cavel Cross No.4, Kalbadevi Road, Mumbai – 400 002
SECRETARIAL AUDITORS:	M/s. Vinesh K Shah & Associates., Practicing Company Secretary, Mumbai
REGISTRAR & TRANSFER AGENT:	Universal Capital Securities Pvt. Ltd.21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400093
REGISTER OFFICE:	Gut no 39/40 Village Nehroli, Taluka Wada, Thne Maharashtra – 421312 Email Id:texplastindustriesltd@gmail.com; Website: www.texplast.com;
CORPORATE OFFICE:	211, Anand Estate, Sane Guruji Marg, Chinchpokli West, Mumbai 400011 EmailId:texplastindustriesltd@gmail.com; Website: www.texplast.com; Tel. No. 022-23075308
LISTED ON STOCK EXCHANGE:	Bombay Stock Exchange Limited

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46TH

ANNUAL REPORT

FINANCIAL YEAR

2016-17

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TEXPLAST INDUSTRIES LIMITED WILL BE HELD ON FRIDAY THE 29TH SEPTEMBER, 2017 AT 4:00 P M AT HOTEL SHARANAM, EASTERN EXPRESS HIGHWAY, SERVICE ROAD, OPP. RAMKRISHNA NAGAR, NEAR RTO, THANE (W)-400 604, MAHARASHTRA, TO TRANSACT THE FOLLOWING:

ORDINARY BUSINESS:

ITEM NO. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2

To ratify the appointment of **M/s. P. C. Rathi & Co., Chartered Accountants, Mumbai (FRN – 111799W)** as a 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, or variation thereof, the Company hereby ratifies the appointment of **M/s. P. C. RATHI & Co., Chartered Accountants, Mumbai (FRN – 111799W),** as Statutory Auditors of the Company to hold office from the conclusion of this 46th Annual General Meeting (AGM) till the conclusion of the 47th Annual General Meeting to be held in the year 2018, to examine and audit the accounts of the Company for the Financial Year 2017-18 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors".

SPECIAL BUSINESS:

ITEM NO. 3

To appoint **Ms. Hetal Rajyagor (DIN: 07661405)** as an Independent Women Director 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 subject to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 17 of the Listing Agreement and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, **Ms. Hetal Rajyagor (DIN: 07661405)** who was appointed as an Additional Director (Independent Women Director) of the Company by the Board in its meeting held on 30th May, 2017 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Women Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 51th Annual General Meeting of the Company will be held in Calendar, Year 2022". It may be noted that **Ms. Hetal Rajyagor (DIN: 07661405)** has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment. It may also be mentioned that none of the other Directors (other than **Ms. Hetal Rajyagor (DIN: 07661405)**) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

By order of the Board
For TEXPLAST INDUSTRIES LIMITED

Place: Mumbai
Date: 14TH August, 2017

Sd/-
Sukumar Nandlal Shah
(Managing Director)
Din: 00202546

Regd. Off.: Gut No 39/40
Village Nehroli Taluka,
Wada Thane (W) – 421312
CIN: L27100MH1970PLC014933

NOTES TO THE NOTICE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Pursuant to Regulation 42 of SEBI (LODR) Requirements Rules, 2015 of the Uniform Listing Agreement read with section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from **Saturday 23RD September, 2017 to Friday 29th September, 2017 (Both days inclusive)** for the purpose of AGM.
9. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details ("PAN"), email address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market. **Attached 'Annexure-V' as Updation of shareholder information.**

A form for capturing the above details is appended to this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

10. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.

11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.

12. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2016-17 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.

13. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository limited ("NSDL"). Apart from e-facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended herein below.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

16. The shareholder needs to furnish the 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

17. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

1. Members whose shareholding is in the dematerialized form and whose email addresses are registered with the Company/Depository Participants(s) will receive an email from NSDL informing the User-ID and Password.

a) Open email and open PDF file; the said PDF file contains your user ID and password/PIN for e-voting.
b) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com
c) Click on Shareholder – Login.
d) Put User ID and password as initial password noted in step (1) above and Click Login.
e) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
f) Home page of remote "e-Voting" opens. Click on e-Voting: -- Active Voting Cycles.
g) Select "EVEN" of **Texplast Industries Limited**.
h) Now you are ready for "e-Voting" as "Cast Vote" page opens.
i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
j) Upon confirmation, the message "Vote cast successfully" will be displayed.
k) Once you have voted on the resolution, you will not be allowed to modify your vote.
l) Members can cast their vote online from **September 26 2017 (9:00 A.M.) IST till September 28, 2017 (5:00 P.M.) IST**. Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on all the resolutions or till the end demate of voting period.
m) E-Voting shall not be allowed beyond said time i.e. **September 28, 2017, 5:00 P.M**.
n) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to 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 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer/representative of scrutinizers order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility shall be entitled to cast their vote through Ballot Paper.

Please note that a Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

Please note that:

a) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on**, 22ND September, 2017** (the "Cut Off Date") only shall be entitled to entitled to avail the facility of voting, either through remote e-voting or voting at the Annual General Meeting through e-voting or ballot paper. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM and holding shares as on the Cut Off date of **22nd September, 2017,** may obtain their user ID and password for Remote E-voting from the Company's Registrar and Share Transfer Agent (RTA) or NSDL.

All future communications will be sent in electronic form to your registered e-mail address. Please inform the changes, if any, in your e-mail address to your Depository Participant or Registrar and Share Transfer Agent (RTA) of the Company, as the case may be.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of https://www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the contact: Ph. No. +91 22 24994600/24994738, Email ID: evoting@nsdl.co.in

2. Members who do not have access to remote voting by voting through e-voting facility may vote in AGM by Ballot Form (enclosed with the Annual Report), the company has appointed to Mr. Nitesh Chaudhary, Practicing Company Secretaries as scrutinizer to conduct the Remote Voting and Ballot voting for the purpose of AGM to be held in transparent and fair manner. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

3. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Company.

4. The Results of e-voting, Ballot Voting shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.texplast.com and the website of NSDL www.evoting.nsdl.comand communicated to the Stock Exchange.

The results shall also be displayed on the notice board at the Registered Office of the Company.

5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company between 11.00 am and 1.00 pm on all working days except holidays, up to and including the date of the Annual General Meeting of the Company.

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out in detail all material facts relating to item of Special Business as mentioned in accompanying Notice convening the AGM of the Company:

ITEM NO. 3:

Ms. Hetal Rajyagor (DIN: 07661405) was appointed as an Additional Director by the Board with effect from 30th May, 2017 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Hetal Rajyagor (DIN: 07661405) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Women Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Ms. Hetal Rajyagor (DIN: 07661405) as Independent Women Director under Section 149 of the Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 51th Annual General Meeting of the company which will be held in the F.Y. 2022, and he shall not be liable to retire by rotation.

In the opinion of the Board Ms. Hetal Rajyagor (DIN: 07661405) fulfils the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as Independent Director of the Company. Further Ms. Hetal Rajyagor (DIN: 07661405) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director.

The Company has received notices in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Hetal Rajyagor (DIN: 07661405) is interested in the above resolution as appointee as set out in item no. 3 of the Notice with regard to his appointment.

Copy of the draft letter for appointment of Ms. Hetal Rajyagor (DIN: 07661405) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no. 3 for the approval of the Members of the Company.

Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

By order of the Board
For TEXPLAST INDUSTRIES LIMITED

Place: Mumbai
Date: 14TH August, 2017

Sd/-
Sukumar Nandlal Shah
(Managing Director)
Din: 00202546

Regd. Off.: Gut No 39/40
Village Nehroli Taluka,
Wada Thane (W) – 421312
CIN: L27100MH1970PLC014933

Information required to be furnished under Regulations of the Listing Agreement for Directors retired by rotation/Appointment of Director /Reappointment/ ratification

Name of Director	**Ms. Hetal Rajyagor (DIN: 07661405)**
Date of Birth	01/06/1987
Date of Appointment	30/05/2017
Expertise in Specific Functional Area	Administration, and Management
Executive & Non-Executive Director	Non-Executive Independent Director
Promoter Group	No
Independent Director	Yes
Chairman/Member of Committees of the Boards of Which he is a Director	Nil
Other Directorship	Nil
Share Holding in the Company	Nil

Note: Details of Directorship & Committee Membership, chairmanship of only Limited Companies.

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