



**TOKYO PLAST**  
*International Ltd.*

**ANNUAL REPORT 2009 - 2010**



**TOKYO PLAST INTERNATIONAL LIMITED**

## **BOARD OF DIRECTORS**

Shri. Velji L. Shah  
Chairman

Shri. Haresh V. Shah

Shri Tassadduq A. Khan

Shri Chimanlal A. Kachhi

**AUDITORS**  
Swamy & Chhabra  
Chartered Accountants

**BANKERS**  
The Cosmos Co-Op. Bank Ltd.

**REGISTERED OFFICE**  
102, Thosar House, Hanuman Cross Road No.1  
Vile Parle (East), Mumbai - 400 057

**REGISTRAR AND TRANSFER AGENT**  
Ajel Infotech Ltd.  
106, Oshiwara Link Plaza Commercial Complex,  
2nd Floor, New Link Road, Oshiwara,  
Jogeshwari (West)  
Mumbai - 400 102.

<b>SEVENTEENTH ANNUAL GENERAL MEETING</b>	<b>CONTENTS</b>
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**NOTICE**

Notice is hereby given that the Seventeenth Annual General Meeting of the shareholders of Tokyo Plast International Limited will be held at Utkarsh Mandal Hall, Ground Floor, Malviya Road, Vile Parle (East) Mumbai – 400057 on 29th September, 2010 at 4.00 P.M. to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010, Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Velji L. Shah Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri. Chimanlal Andarji Kachhi, Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors M/s. Swamy & Chhabra, Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

**Special Business:**

To consider and if thought fit, to pass with or without modification the following Resolutions:

1. As an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 311 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), read with Schedule XIII thereto, and subject to all such sanctions, as may be necessary the consent of the company be and is hereby accorded to the increase the remuneration (including perquisite) of Mr. Haresh Velji Shah Executive Director from Rs.- 70,000/- per month to Rs.2,00,000/- per month (including perquisites) and other terms and conditions remain the same with effect from 1st October, 2010.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.  
A proxy form duly completed and stamped must reach the registered office of the Company not less than 48 hours before the commencement of the aforesaid meeting.
2. The Register of members and the share transfer books of the company will remain closed from Sept 28, 2010 to Sept 29, 2010 (both days inclusive) in connection with the Annual General Meeting.
3. Members are requested to notify the change in address or bank details to their respective Depository Participants in respect of their shareholding in Demat mode and in respect of their physical shareholding to the company's Registrar and Share Transfer Agent, Ajel Infotech Ltd. (formerly it was Choksh Infotech Ltd), 106, Oshiwara Link Plaza Commercial Complex, 2nd Floor, New Link Road, Oshiwara, Jogeshwari (west), Mumbai 400 102.
4. Members desiring any information on the accounts are requested to write to the Company, which should reach the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.
5. Members/proxies are requested to kindly bring duly filled in attendance slip at the meeting.

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 6th September, 2010**

**VELJI L. SHAH**  
**CHAIRMAN**

**Registered Office:**  
102, Thosar House,  
Hanuman Cross Road No.1,  
Vile Parle (East),  
Mumbai- 400 057.



## TOKYO PLAST INTERNATIONAL LIMITED

### EXPLANTORY STATEMENT

#### EXPLANTORY STATEMENT PURSUANT SECTION 173(2) OF THE COMPANIES ACT, 1956

##### Item No. 1

The remuneration committee meeting held on 5th August, 2010 for considering the revision of remuneration of Mr. Hareh Velji Shah who is working with the Company from 01/07/1996 as an Executive Director. Considering his contribution towards the Company and responsibility, the remuneration committee decided to increase the remuneration inclusive of all perquisites to Mr. Hareh Velji Shah, Director of the Company from Rs.70,000/- per month to Rs.2,00,000/- per month. The Board has recommended to members to approve the same

**By Order of the Board of Directors**

**Place: Mumbai**

**Date : 6th September, 2010**

**VELJI L. SHAH  
CHAIRMAN**

**Registered Office:**

102, Thosar House,  
Hanuman Cross Road No.1,  
Vile Parle (East),  
Mumbai- 400 057.

**DIRECTORS' REPORT**

To  
The Members,  
Tokyo Plast International Limited

The Directors have pleasure in presenting the Seventeenth Annual Report together with the Audited Accounts for the year ended 31st March, 2010.

**FINANCIAL RESULTS**

	<b>31. 03. 2010</b>	<b>31. 03. 2009</b>
	<b>(Rs. in Lakhs)</b>	<b>(Rs. in Lakhs)</b>
Sales	4058.71	2780.07
Profit / Loss after Tax	233.23	-22.62
Surplus / Deficit carried over to Balance Sheet	233.23	-22.62

In the year marked with challenges and opportunities, your company has achieved credible financial results. The turnover has increased by 46% and the PAT has gone up to Rs.233.23 Lacs.

**DIVIDEND:**

In view of the meager profits and the need to conserve the resources for the increased activity, your Directors do not recommend dividend for the year under review.

**INDUSTRY OUTLOOK:**

Your Company is optimistic about the outlook for the industry. Last year was a year of renewal of confidence and optimism in the Indian economy, as it has been rebounded strongly from the impact of the global financial crises and demonstrated its inherent strength and growth potential. Despite the continued threat from Chinese market for the plastic industry your Company has positioned itself as a value added player and has successfully faced the threat.

However the exchange rate of rupee vis-à-vis the US dollar has raised some uncertainties has put pressure on margins. However Your Company is taking proactive steps to tackle the situation and ensure that the margin erosion is kept to the minimum.

**DIRECTORS:**

In accordance with the provisions of the Companies Act, 1956 and the company's Articles of Association, Shri. Velji L. Shah, Director and Shri. Chimanlal Andarji Kachhi, Independent Director of the Company retires by rotation, and being eligible, offer themselves for re-appointment.

**DEPOSITS:**

The company has not accepted any fixed deposits from the public during the year under review.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

As required under the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- in the preparation of the Annual Accounts for the year ended 31st March 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- they have selected such accounting policies in consultation with statutory auditors and have applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2010 and of the profit of the Company for the year under review.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The annual accounts for the year ended 31st March, 2010 have been prepared on a 'going concern basis'.



## TOKYO PLAST INTERNATIONAL LIMITED

### AUDITORS:

The Auditors M/s. Swamy & Chhabra, Chartered Accountants, retire at the end of this Annual General Meeting and, being eligible, offer themselves for reappointment.

### PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO IN TERMS OF SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956.

#### A. CONSERVATION OF ENERGY

Measures of energy conservation have been continuing systematically. Conscious efforts are made to bring awareness amongst users for energy conservation. Routine measures of energy conservation include careful monitoring and optimization of fuel and electrical energy consumption.

#### B. RESEARCH & DEVELOPMENT:

1. **Specific area where R&D is being carried out by the Company.**

Development of innovative product designs.

2. **Benefits derived as results of the above R&D:**

Sustenance of market share in the stiff competitive global market and despite global recession, increase in orders by creation of new and innovative products with attractive variations.

3. **Future Plan of Action:**

Continuous efforts in improving product quality, reliability and cost reduction.

Focus in improving design efficiency and productivity. Strengthening the design and development processes to address the global market and new opportunities.

4. **Expenditure on R & D:**

The Company has not incurred any expenditure on R & D.

#### C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1. **Efforts:** The Company is constantly taking steps which will result in reduction in the idle time of production process.

2. **Benefits:** Significant improvement in product quality and reliability has been achieved.

3. **Imported Technology:** Nil.

#### D. FOREIGN EXCHANGE EARNINGS / OUTGO:

During the year under review, the company's foreign exchange earnings were Rs.3774.75 lacs (Previous Year Rs.2516.61 lacs). The expenditure in foreign currency including imports during the year amounted to Rs.252.89 lacs (Previous Year Rs.415.80 lacs)

### AUDITORS REPORT:

The Auditors qualifications are noted and the company is taking effective steps to remedy the situations.

### PARTICULARS OF EMPLOYEES:

There are no employees falling within the preview of Section 217(2A) of the Companies Act, 1956.

### CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, a report on Corporate Governance along with a certificate on compliance conditions of Corporate Governance form part of this report.

**DISCLOSURE UNDER SECTION 274(1) (g):**

None of the Directors of the Company have been disqualified under Section 274(1) (g) of the Companies Act, 1956.

**ACKNOWLEDGEMENT:**

Your Directors take this opportunity of thanking the Shareholders, Bankers, Auditors, Registrars, Business Associates, and Employees of the Company for their co-operation received during the year under review.

**ON BEHALF OF BOARD OF DIRECTORS**

**Place : Mumbai**  
**Date : 31st May, 2010**

**VELJI L. SHAH**  
**CHAIRMAN**

**DISCLOSURE REQUIRED UNDER CLAUSE 31 OF THE LISTING AGREEMENT**

The shares of the company are listed at the following Stock Exchanges:

- |   |  |
|---|--|
| 1. The Stock Exchange, Mumbai,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai – 400001. | 2. National Stock Exchange of India Ltd.,<br>Exchange Plaza<br>Bandra - Kurla Complex<br>Bandra (East), Mumbai - 400 051 |
|---|--|

There are no arrears of listing fees payable to any of the above Stock Exchanges. The Company has applied for de-listing of the equity shares from the following stock exchanges as approved by the shareholders in the Annual General Meeting held on 29th September 1999.

1. The Stock Exchange, Ahmedabad.
2. The Calcutta Stock Exchange Association Ltd.
3. Madras Stock Exchange Ltd.
4. Vadodara Stock Exchange Ltd.
5. The Delhi Stock Exchange Association Ltd.

**MANAGEMENT DISCUSSION AND ANALYSIS**

**a) Industrial Structure and Development:**

Following the global financial and economic turmoil in 2008, last year was a year of stability and significant restoration of confidence in global markets. Regarding the Indian economy it has been rebounded strongly from the impact of the global financial crises and demonstrated its inherent strength and growth potential.

We believe that we can look forward to a period of sustained growth driven by India's strong domestic fundamentals. It is in the framework of this evolving economic scenario that we have set out our growth strategy.

**b) Opportunity and threats:**

The opportunity for your company is in the form of ever expanding global market. With the addition of new products, the existing market can also be widened.

The competition from the Global Players particularly China is a matter of concern. Your company counters this threat through innovation in products and quality.

Your company, however, continued its focus on developing high value added products which in the long run would ensure a stable market share.

**c) Segment wise performance :**

**Product wise Sales**

Thermoware Products	:	Rs. 3757.18 Lacs
Stainless Steel Products	:	Rs. 283.53 Lacs
Moulds	:	Rs. 18.00 Lacs



## TOKYO PLAST INTERNATIONAL LIMITED

**d) Outlook:**

Despite the competition from Global Players, your company continues to be cautiously optimistic about the future.

**e) Risk and Concerns:**

Your Company faces severe price cycling caused by factors such as crude oil price and exchange rate fluctuation rupee vis-à-vis US dollar. This is an era where prediction of the movement of the currency is difficult and your company has to keep this in mind while fixing prices. Your Company is taking proactive steps to stem the margin erosion due to this factor.

The continuous dumping by the Chinese players continues to be a concern putting pressure on margins.

**f) Internal Control System and their adequacy:**

The Company has in place adequate internal control systems, commensurate with the size and nature of its business. The company has a well defined system of management reporting and periodic review of business to ensure timely decision making and corrective action.

The management information system forms an integral part of the Company's control mechanism.

**g) Discussion on Financial Performances:**

During the year, the company has achieved growth in its exports and margins in spite of stiff competition in the International Market. The total turnover increased by 46% from 2780.07 Lacs to 4058.71 Lacs. Your company has made a net profit of 233.23 Lacs as against net loss of Rs.22.62 Lacs for the previous year.

**h) Human Resources:**

The Company recognizes human resources as a key component for facilitating organizational growth and shareholder value creation. Various initiatives have been taken to strengthen human resources of the Company. Relation with the employee and workers were cordial.

### REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

**1. Company's Philosophy:**

Your Company believes in adopting and adhering to all recognized corporate governance practices and continuously benchmarking itself against each such practice. Your Company understands and respects its fiduciary role and responsibility to the shareholders and strives to meet their expectations.

**2. Board of Directors :**

The Board is headed by the Chairman, Mr. Velji L. Shah, and is composed of Executive, Non Executive and Independent Directors. The details are as given below:

Name of Directors	Category	Meeting held during respective tenure of Directors	No. of Board Meetings Attended	Whether attended AGM held on 29.09.2009	No. of Directorships in other Public Companies as on 31.03.2010	No. of Committee positions held in other Public Companies	
						As Chairman	As Member
Mr. Velji L. Shah (Chairman)	Non- Executive, Non-Independent	10	10	No	3	--	1
Mr. Hareesh V. Shah	Executive, Non-Independent	10	10	Yes	3	--	1
Mr. Tassadduq Ali Khan	Non-Executive, Independent	10	6	Yes	1	2	--
Mr. Chimanlal Andarji Kachhi	Non-Executive, Independent	10	5	No	1	1	2

The Board of Directors had held 10 meetings during the year on 15.04.2009, 30.06.2009, 31.07.2009, 29.09.2009, 20.10.2009, 31.10.2009, 05.12.2009, 30.01.2010, 05.02.2010 and 26.02.2010.



**3. Audit Committee:**

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements and also it meets the requirements under section 292A of the Companies Act 1956. The Audit Committee presently comprises of two independent Directors.

The Audit Committee reviews Internal control systems and their compliance thereof, oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible. The Committee reviews with the Management the quarterly unaudited financial statements and annual financial statements before submission to the Board. The Committee also monitors the Annual Audit Plan and recommends appointment and fixes remuneration of external auditors.

During the year under review, the Audit committee met 4 times on 30.06.2009, 31.07.2009, 31.10.2009 and 30.01.2010. The composition, names of the members, chairperson, particulars of the meetings of the members during the year are as follows:

Name of Members	Category	No. of Meeting Held During the F.Y. ended 31st March, 2010.	No. of Meeting Attended during the F.Y. ended 31st March, 2010.
Mr. Tassadduq Ali Khan (Chairman)	Non-Executive, Independent	4	4
Mr. Chimanlal Andarji Kachhi	Non-Executive, Independent	4	4
Mr. Velji L. Shah	Non-Executive, Non-Independent	4	4

**4. Remuneration Committee :**

It reviews and approves the annual remunerations, service agreements and other employment conditions.

During the year, the Remuneration Committee held its Meeting on 30th January, 2010. The Composition, names of the members, chairperson, particulars of the Meeting and attendance of the members during the year are as follows.

Name of Members	Category	No. of Meeting Held During the F.Y. ended 31st March, 2010.	No. of Meeting Attended during the F.Y. ended 31st March, 2010.
Mr. Tassadduq Ali Khan (Chairman)	Non-Executive, Independent	1	1
Mr. Chimanlal Andarji Kachhi	Non-Executive, Independent	1	1

Total remuneration paid to Shri. Haresh V. Shah, Executive Director during the year ended March 31, 2010 : - Rs. 8,40,000/-

**5. Investor Relations Committee:**

This Committee specifically look into the transfer / transmission of shares, issue of duplicate share certificate, review of shares dematerialized, all other matters related to shares and to redress shareholders and investors complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Report, etc. The composition, name of the members, chairperson, particulars of the meetings and attendance of the members during the year are as follows: