

# **VALLABH POLY PLAST INTERNATIONAL LIMITED**

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☆ Regd. Office ☆

194, Jawahar Nagar, Road No. 3, Goregaon (W), Mumbai - 400 062.

**EIGHTEENTH ANNUAL REPORT  
2011 - 2012**

# **VALLABH POLY PLAST INTERNATIONAL LIMITED**

## **EIGHTEENTH ANNUAL REPORT**

**BOARD OF DIRECTORS (As on 30th May, 2012)**

Mr. Sattish D. Jain

Mr. B. S. Sharma

Mr. Placid Naronha

Mr. Alcide Neil Dsouza

Mr. Ilidio Manuel Pereira

**Auditors**

**M/s. Ramesh Chaturvedi & Co. Mumbai**

**Registrar and  
Share Transfer Agents**

**Karvy Computershare Pvt. Ltd.**  
Unit : Vallabh Poly Plast International Ltd.  
17 to 24, Vithalrao Nagar,  
Madhapur, Hyderabad 500081

**Registered Office**

194, Jawahar Nagar, Road No. 3,  
Goregaon (W), Mumbai - 400 062.

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**NOTICE**

Notice is hereby given that the 18th Annual General Meeting of the Members of **VALLABH POLY PLAST INTERNATIONAL LIMITED** will be held at Mega Thrill Hall, Shimpoli Road, Borivali (West), Mumbai- 400 092, on Friday, 28th September, 2012 at 9.30 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Balance Sheet as at 31st March 2012 and the Profit and Loss Account for the year ended as on that date and the Reports of the Directors' and Auditor's there on.
2. To appoint a Director in place of Mr. Ilidio Manuel Pereira, who retire by rotation, and being eligible, offers himself for re-appointment.
3. 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 224 and other applicable provisions, if any of the Companies Act, 1956 M/s. Ramesh Chaturvedi & Co., Chartered Accountants, Mumbai, bearing the Registration Number 113621W with the Institute of Chartered Account of India (ICAI), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be mutually agreed to between the Board of Directors and the said Auditors in connection with the work of audit to be carried out by them."

Place : Mumbai  
Date : 30th May, 2012

For and on behalf of the Board of Directors  
Sd/-  
B. S. Sharma  
Director

**REGISTERED OFFICE:**

194, Jawahar Nagar, Road No. 3,  
Goregaon (W),  
Mumbai - 400 062.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24th September 2012 to Friday, 28th September, 2012 (both days inclusive.)
3. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
4. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
5. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
6. Members are requested to bring their copies of the reports to Annual General Meeting.
7. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
8. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the Registered Office of the Company.

# VALLABH POLY PLAST INTERNATIONAL LIMITED

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors hereby present the Eighteenth Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2012.

### FINANCIAL HIGHLIGHTS:

(Rs.in Lakhs)

|  | 31/03/2012 | 31/03/2011 |
|--|------------|------------|
| Profit/Loss before interest & depreciation & before extra ordinary items | 0.56       | (1.84)     |
| Less: Depreciation   | -          | -          |
| Net Profit before Tax  | 0.56       | (1.84)     |
| Less: Provision for Tax  | 0.17       | -          |
| Less: Provision for FBT  | -          | -          |
| Less: Minimum Alternative Tax Credit Entitlement.                        | -          | -          |
| Extra ordinary item  | -          | -          |
| Profit/(Loss) Available for Appropriation                                | 0.38       | (1.84)     |

### DIVIDENDS:

The Company has not earned any divisible profits for the year under review. Hence, your Board do not recommend any dividend for the year ended 31st March 2012.

### AUDITOR'S REMARKS UNDER SECTION 217(3):

The comments and remarks from the Auditors are self - explanatory and do not call for any further explanation.

### DIRECTORS:

#### Directors by Rotation

In accordance with the requirement of the Companies Act, 1956, Mr. Ildio Manuel Pereira is liable to retire but is eligible for re-appointment. Your Directors recommend his re-appointment as Director of your Company.

### FIXED DEPOSITS:

The Company has not accepted deposits from public within the meaning of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975.

### PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Since the company is not carrying out any manufacturing activities, the particulars relating to the conservation of energy, technology absorption and foreign exchange earnings and outgo forms as required under Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is not applicable.

### AUDITORS:

M/s. Ramesh Chaturvedi & Co., Chartered Accountants, the present Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting. It is proposed to re-appoint them as the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting. M/s. Ramesh Chaturvedi & Co., have under Section 224 (1) of the Companies Act, 1956, furnished the certificate of their eligibility for re-appointment.

### CORPORATE GOVERNANCE:

Pursuant to clause 49 of the listing agreement with the Bombay Stock Exchange Limited the following have been made a part of the Annual Report:

- Management discussion and Analysis
- Report on Corporate Governance
- Auditors Certificate regarding compliance of conditions of the Corporate Governance
- Declaration on compliance with code of Conduct.

### PARTICULARS OF EMPLOYEES:

The Company has no employees of the specified categories under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended up to date.

**SECRETARIAL COMPLIANCE REPORT:**

Secretarial Compliance Report for the financial year 31st March, 2012, pursuant to Section 383A of the Companies Act, 1956 is issued by a Company Secretary in Whole time in Practice is enclosed herewith.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

- (i) that in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimated that are 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 and of the profit or loss of the company for that period.
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts for the year ended 31st March, 2012, on a going concern basis.

**APPRECIATION:**

Your Directors express their warm appreciation to the Company's Bankers, Bombay Stock Exchange & Others for their continued support and co-operation.

**For and on behalf of the  
Board of Directors**

**Place: Mumbai  
Date: 30th May, 2012**

**B. S. Sharma  
Director**

**Placid Naronha  
Director**

# VALLABH POLY PLAST INTERNATIONAL LIMITED

## MANAGEMENT DISCUSSION ANALYSIS REPORT:

### Industrial Structure and Development:

The Indian economy is competitively under the strong position as compared to Globally world economy. The post recession in USA and the global economic meltdown though had its repercussions in India, but there would not be a significant impact on the growth prospects in Indian industrial sector due to liberal government's policies & support and pent up demand.

### Opportunity and Threats:

Vallabh Poly-Plast International Limited (VPPIIL) is basically a manufacturing Company and now at present circumstances it is not carrying out any commercial or Manufacturing Activities. The company does not own any inventory for the year under review. Currently the company is debt free company. Company has only commission income and plans to enter into other areas of business.

### Segment-wise or product - wise performance:

The company currently not engaged in any commercial or manufacturing activity. Hence there are no reportable geographical/ different segment wise report.

### Outlook :

With political stability, economic indices are encouraging in general is showing good recovery in India as compared to rest of the world as help Indian industry to perform better.

Due to tremendous growth of the malls and hyper market culture, the demand of packaging products both for industrial and domestic use as also for packaging purpose is ever increasing. More over due to great potential line the growth of the consumer industries the demand of quality packaging industry is increasing at geometric rate.

### Risk & Concern:

Uncertainties in business offer opportunities and downside risks. Hence the promoters of the Company has sold their major shareholdings and voting rights to Shri Dheeraj Wadhawan and others to enable them to gain control over the management of the Company. The new promoters have promoted several real estate & hospitality companies and propose to amend the Object Clause to include, commencement of activities of Real Estate and Infrastructure Development etc.

### Internal control systems and their Adequacy:

Your Company has a sound and adequate system of Internal Controls for financial reporting of various transactions, efficiency of operations and compliance with relevant laws and regulations. The internal control systems consist of regular operative performance evaluation and devising corrective measures thereof and comprehensive internal and external audits.

The Company has set up an internal Audit Committee to review the operational efficiencies & to increase the source of income. The Internal committee evaluates the performance of the Company and puts forth its findings and suggestions before the Audit Committee for its review.

### Discussion on financial performance with respect to Operational performance:

The income of the company increased to Rs. 8.34 lakhs in the current year as compare to Rs. 4.04 lakhs in the previous year. The company's profit stood at Rs. 0.38 lakhs as compared to loss of Rs. (1.84) lakhs. The income of the company is increased due to the higher commission income. The earning per share of the company is Rs. 0.01 for the year under review.

### Material Developments in Human Resources/ Industrial Relations front, including number of people employed:

There are no employees presently employed by the Company for the year under review since the Company was not carrying out any Commercial or manufacturing activities. The Company recognizes the importance and contribution of its human resources for its growth and development and is fully committed to the development of its Human Resources at each levels as & when appointed

### Cautionary Statement:

Statement in the Management Discussion and Analysis describing the company's objectives, projections, expectations and estimates regarding future performance may be "forward looking statement" and are based on currently available information. The management believes these to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to certain future events and uncertainties, which could cause actual results to differ materially from those that may be indicated in such statements.

## REPORT ON CORPORATE GOVERNANCE.

Your company has complied in all material respects with the Corporate Governance code as per clause 49 of Listing Agreement with the Stock Exchange. A report on the Corporate Governance Compliance is furnished below:-

### 1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE.

The Company is committed to maintain highest level of Corporate Governance with transparency & Corporate Accountability in its actions & operations and to pursue objective that are in the best interest of the company and its shareholders & stakeholders.

### 2) BOARD OF DIRECTORS.

The Board of Directors of the company has been constituted of independent Directors. As on 31st March, 2012, all the directors are independent Director.

During the financial year 2011-12 Four (4) Board Meetings were held on 30.05.2011, 12.08.2011, 14.11.2011 and 14.02.2012. The details of attendance of the Directors at the last Annual General Meeting and Board Meetings are as under:-

| Director              | Category of Director      | No. of Mtg. held | No. of Mtg. attend | Last AGM Attendance | No. of Directors On Board of Others public Co | No. of other company / committees where he is a Chairman or Member |
|-----------------------|---------------------------|------------------|--------------------|---------------------|---|--|
| Mr. Sattish D. Jain   | Director                  | 4                | 4                  | Yes                 | -   | -  |
| Mr. B. S. Sharma      | Independent Non-Executive | 4                | 4                  | Yes                 |   |  |
| Mr. Alcide N. Disouza | Independent Non-Executive | 4                | 4                  | No                  | -   | -  |
| Mr. Ildio M. Pareira  | Independent Non-Executive | 4                | 4                  | Yes                 | -   | -  |
| Mr. Placid Naronha    | Independent Non-Executive | 4                | 4                  | Yes                 | -   | -  |

### CODE OF CONDUCT.

The Board of Directors have adopted the code of Business conduct and Ethics for all Directors. The said code has been communicated to all the Directors.

### 3) AUDIT COMMITTEE.

#### a. TERMS OF REFERENCE.

The Audit Committee plays a key role, standing at the intersection of management, Statutory independent auditors, internal auditors and the Board of Directors. Audit Committees need to ensure that the disclosure of the financial information is correct, sufficient and credible in accordance with the provisions of the listing Agreement and section 292A of the Companies Act, 1956. The Audit committee needs to ensure accountability on the part of management and internal and external auditors; make all groups involved in the financial reporting and internal controls process and understand their roles; gain input from the internal auditors, external auditors, and outside experts when needed; and safeguard the overall objectivity of the financial reporting and internal controls process.

#### b. COMPOSITION:

The Audit Committee of your Company comprises of 3 (three) Independent Directors. The members of the Audit Committee as on 31st March 2012 were Mr. Alcide Neil D'souza (Chairman), Mr. B. S. Sharma and Mr. Placid Naronha, all of whom are financially literate.

During the year under review, the Committee met Four (4) times. The Meetings were held on 30.05.2011, 12.08.2011, 14.11.2011 and 14.02.2012.

The details of the attendance of the members of the Committee are listed below:-

| Name                    | No. of Meetings Attended | Attendance at the last AGM held on 30th September, 2011 |
|-------------------------|--------------------------|---|
| Mr. Alcide Neil D'souza | 4                        | Yes   |
| Mr. B. S. Sharma        | 4                        | Yes   |
| Mr. Placid Naronha      | 4                        | Yes   |

## VALLABH POLY PLAST INTERNATIONAL LIMITED

The role of the Audit Committee, inter-alia includes the following:

- 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.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors, fixing of audit fees and approving payments for any other services rendered by them.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report as per Section 217(2AA) of the Companies Act, 1956;
  - b) Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
  - c) Compliance with listing and other legal requirements relating to financial statements;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing the Company's financial and risk management policies.
- Any other terms of reference as may be included from time to time in clause 49 of the Listing agreement.

#### 4) REMUNERATION POLICY:

As there is no manufacturing or commercial activity in the company & considering the grievous financial position of the company, no remuneration is paid to any Directors of the company during the financial year under review. Hence disclosure on remuneration of Non - Executive Independent Directors required pursuant to clause III of clause 49 is not made.

#### 5) SHAREHOLDER'S / INVESTOR'S GRIEVANCE COMMITTEE.

The Company constituted a two-member Committee designated as 'Shareholders/Investors Grievance Committee' under the chairmanship of Mr. Sattish D Jain and Mr. B. S. Sharma, Non Executive Independent Director, as member to specifically look into the redressing of shareholder and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc.

During the year the committee met on 15th April, 2011, 5th May, 2011, 25th June, 2011, 5th July, 2011, 21st July, 2011, 16th August, 2011, 25th August, 2011, 27th September, 2011, 5th November, 2011, 25th November, 2011, 26th December, 2011, 25th January, 2012, 5th March, 2012, 15th March, 2012 and 26th March, 2012, which was attended by Mr. Sattish D Jain and Mr. B. S. Sharma.

The relevant data are as under :

|   |                              |
|---|------------------------------|
| Name of non-executive director heading the committee                              | Mr. Sattish D Jain           |
| Name and designation of Compliance Officer  | Mr. Sattish D Jain, Director |
| Number of shareholders' complaints received during the year                       | 14                           |
| Number of shareholders' complaints not solved to the satisfaction of shareholders | Nil                          |
| Number of share transfers pending for over 30 days as on 31-3-2012.               | Nil                          |

The terms of reference of the Committee include the following:

1. power to redress the shareholders' and investors' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc;
2. power to delegate share transfer to an officer or a committee or to the registrar and share transfer agents to expedite the process of share transfers;
3. power to approve share transfer, transmission, transposition, sub-division, split-up, consolidation, issue of duplicate share certificates and to do all such related matters as may be necessary in accordance with the Company's Articles of Association;
4. to review correspondence with the shareholders and take appropriate decisions in that regard;

The total numbers of complaints were received and replied during the year was Nil.

As on 31.03.2012, there were no pending requests for share transfers or complaint letters.