

**24TH ANNUAL REPORT 2015-16**



**MPL PLASTICS LIMITED**

## MPL PLASTICS LIMITED

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### Board of Directors

BANSILAL I. VAGHANI	:	Chairman
MADHUP B. VAGHANI	:	Whole Time Director
VIREN BHIMANI	:	Independent Non Executive Director
DEVENDRA NEGI	:	Independent Non Executive Director

**Registered office** : 2, Ashish Warehouse Corporation  
Punjab Foundry Industrial Estate  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane 401104

CIN: L25209MH1992PLC066635

Website : [www.mplindia.in](http://www.mplindia.in)

E-mail : [mplho@mplindia.in](mailto:mplho@mplindia.in)

**Works** : 28/29, Nagar Road, Village Shikrapur,  
Dist. Pune 412208.

Plot No. 72, Danudyog Sahakari Sangh Ltd.  
Village Piparia, Silvassa.

**Solicitors** : M/s. Law Charter  
Advocates, Solicitors & Notary  
Mumbai

**Auditors** : M/s. Mehta Chokshi & Shah  
Chartered Accountants, Mumbai.

**Bankers** : Standard Chartered Bank.

**Share Transfer Agent** : M/s. Link Intime India Pvt.Ltd.  
C-13, Pannalal Silk Mills Compound, LBS Road,  
Bhandup (West), Mumbai 400078

## NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Shareholders of MPL PLASTICS LIMITED will be held on Thursday, 29<sup>th</sup> September, 2016, at 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane – 401104 at 9.30 a.m. to transact the following business : -

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Bansilal I. Vaghani (DIN: 00067088), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Madhup B. Vaghani (DIN: 00067115), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Mehta Chokshi and Shah, Chartered Accountants, (Firm Registration No. 106201W), holding office from the conclusion of Twenty Fourth Annual General Meeting until the conclusion of the Twenty Fifth Annual General Meeting of the Company to be held in the calendar year 2017 and that the Board of Directors of the company and the audit committee of the Company be authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties, as previously approved by the shareholders at the Twenty Second Annual General Meeting, be and is hereby ratified and confirmed.”

BY ORDER OF THE BOARD  
For **MPL PLASTICS LIMITED**

**B.I.VAGHANI**  
CHAIRMAN  
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website : [www.mplindia.in](http://www.mplindia.in)

E-mail : [mplho@mplindia.in](mailto:mplho@mplindia.in)

Registered Office:

2, Ashish Warehouse Corporation,  
Punjab Foundry Industrial Estate,  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane – 401104

Date: 12<sup>th</sup> August, 2016

Place: Thane.

### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENREAL MEETING (**THE “MEETING”**) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the Proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

2. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Register of the Company will remain closed from 23<sup>rd</sup> September, 2016 to 29<sup>th</sup> September, 2016 (both days inclusive ).
3. Members holding shares in ‘Electronic form’ are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.

## MPL PLASTICS LIMITED

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Members holding shares in 'Physical form' are requested to advise any change in their address or bank mandates immediately to the Company or M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai 400 078 (RTA) by a request letter quoting the Folio no. of the Member.

4. Documents referred to in any of the items in the Notice are available for inspection at the Registered Office of the Company on any working day during Business Hours of the Company between 9.30 a.m. to 5.00 p.m.
5. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the answers may be made available at the meeting.
6. Members are requested to bring their copy of this Annual Report to the Meetings.
7. Members / Proxies should bring the 'Attendance Slip' duly filled in for attending the Meeting.
8. **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 their PAN to their Depository Participants with whom they are maintaining their demat accounts.**

9. **Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.**

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained by a letter communicated to the Company / Link Intime India Private Limited (RTA).

10. Non-Resident Indian Members are requested to inform RTA immediately of (in case of shares held in physical form)
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. **Members who have not registered their email address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, and other from the Company electronically.**

12. **Information and other instructions relating to e-voting are as under: -**

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The Chairman shall, at the venue of Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the venue but have not cast their votes by availing the remote e-voting facility.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of M/s. Central Depository Services Limited as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed Shri Shailesh Kachalia, a Practicing Company Secretary, Mumbai as Scrutinizer to scrutinise the Ballot Paper Voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (vi) **Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd September, 2016**
- (vii) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 22nd September, 2016 only shall be entitled to avail the facility of remote e-voting / Ballot Paper Voting.**
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 22nd September, 2016 may obtain the User ID and password in the manner as mentioned at point no 13 of the Notice or write an email to helpdesk.evoting@cdslindia.com : -

- (ix) The remote e-voting facility will be available during the following period:  
The voting period begins on 25<sup>th</sup> September, 2016 at 9.00 a.m. and ends on 28<sup>th</sup> September, 2016 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 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (x) The Scrutinizer, after scrutinising the votes cast at the meeting through Ballot Paper Voting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company "www.mplindia.in" and on the website of M/s. Central Depository Services Limited "www.evotingindia.com". The results shall simultaneously be communicated to BSE Limited.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting, i.e. 29th September, 2016.

13. The instructions for shareholders voting electronically are as under : -

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "SHAREHOLDERS" TAB.
- (iii) Now Enter your User ID.
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in ' Demat Form ' and ' Physical Form '	
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app “ m-Voting ”. The m-Voting app can be downloaded from Google Play Store for android based mobile. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xvii) 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](http://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 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.
- (xviii) 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](http://www.evotingindia.com), under help section or write an email to “helpdesk.evoting@cdslindia.com.”

**14. Details of Directors seeking re – appointment at the forthcoming Annual General Meeting**  
(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Shri Bansilal I. Vaghani	Shri Madhup B. Vaghani
DIN	00067088	00067115
Date of Birth	13 <sup>th</sup> January, 1937	3 <sup>rd</sup> November, 1961
Date of first appointment	1 <sup>st</sup> May, 1992	1 <sup>st</sup> May, 1992
Qualification	Graduate in Commerce	Graduate in Commerce
Expertise	Over 43 years of experience in the field of trading and manufacturing of plastic goods.	Over 28 years of experience in the field of marketing.
Number of meeting of board attended during the year	All 4 meetings held during the year had been attended by him	All 4 meetings held during the year had been attended by him
List of Directorship / Membership / Chairmanship of the Committees of other Board	---	---
Shareholding in MPL Plastics Limited	59,190 equity shares	7,56,985 equity shares
Relationship between directors inter-se	Father	Son

BY ORDER OF THE BOARD  
For **MPL PLASTICS LIMITED**

**B.I.VAGHANI**  
CHAIRMAN  
(DIN: 00067088)

CIN: L25209MH1992PLC066635  
Website : [www.mplindia.in](http://www.mplindia.in)  
E-mail : [mplho@mplindia.in](mailto:mplho@mplindia.in)

Registered Office:  
2, Ashish Warehouse Corporation,  
Punjab Foundry Industrial Estate,  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane – 401104

Date: 12<sup>th</sup> August, 2016  
Place: Thane.

**DIRECTORS' REPORT & MANAGEMENT DISCUSSION & ANALYSIS**

To,

The Members,

The Board of Directors present herewith the 24th Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2016. The Management Discussion and Analysis has also been incorporated into this report.

**FINANCIAL RESULTS**

The highlights of financial results of the company are as follows: -

Particulars	( Rs. in Lacs )	
	For the year ended 31 <sup>st</sup> March 2016	For the year ended 31 <sup>st</sup> March 2015
Operating Revenues / Turnover	3117	4524
<b>Profit before Depreciation &amp; Amortization, Finance charges</b>	<b>292</b>	<b>195</b>
Depreciation & Amortization	35	56
Finance Charges	40	26
<b>Profit before tax</b>	<b>217</b>	<b>113</b>
Provision for taxation (incl. deferred tax)	-	-
<b>Profit after tax</b>	<b>217</b>	<b>113</b>

**HIGHLIGHTS OF PERFORMANCE**

- Operating Revenues for the year decreased by around 31.10 % to Rs. 3117 lacs as compared to Rs. 4524 Lacs in 2014-15
- Profit after tax for the year increased by around 92.04 % to Rs. 217 lacs as compared to Rs. 113 lacs in 2014-15.

**DIVIDEND**

In view of the accumulated losses, your Directors regret their inability to recommend any dividend for the financial year under review.

**RESERVES**

During the year under review, no amount was transferred to General Reserve.

**SHARE CAPITAL**

The paid up Equity Share Capital as at March, 31, 2016 stood at Rs.1,24,985,500 During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options as sweat equity. As on March, 31, 2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Your Company has an effective internal control and risk-mitigation system which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit play a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the internal Audit function reports to the Chairman of the Audit Committee.



## **FINANCE AND ACCOUNTS**

Your Company prepares its financial statements in compliances with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and Cash Flows for the year ended 31<sup>st</sup> March, 2016.

There is no audit qualification in financial statements by the statutory auditors for the year under review.

## **LOANS, GUARANTEES & INVESTMENTS**

Details of Loan, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

## **DEPOSITS**

The Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, or under Chapter V of the Act.

## **RELATED PARTY TRANSACTIONS**

There are no related party transactions during the year under review as per the provisions of Section 188 of the Companies Act, 2013. The Company has developed a Related Party Transactions framework through Standard Operating Procedures for the purpose of identification and monitoring of such transactions.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY.**

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. It ensures that strict confidentiality is maintained whilst dealing with concerns and also no discrimination will be meted out to any person for a genuinely raised concern. Any suspected or confirmed incident of fraud / misconduct can be reported thereof.

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on website of the Company - [http://www.mplindia.in/category\\_img/pr\\_64.pdf](http://www.mplindia.in/category_img/pr_64.pdf)

## **RISK MANAGEMENT POLICY**

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. During the year a risk analysis and assessment was conducted and no major risks were noticed.

## **PERFORMANCE EVALUATION OF BOARD**

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The same is found to be satisfactory.

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS': -**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same.

The Chairman and Whole Time Director also has one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further the Company has put in place a system to familiarize the Independent Directors about the Company, its products, business and the on-going events relating to the Company.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Bansilal I. Vaghani and Mr. Madhup B. Vaghani Directors of the Company, retires by rotation at the ensuing Annual General Meeting of the Company, and being eligible offers themselves for re-appointment.

## **MPL PLASTICS LIMITED**

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The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

'Appointment Letters' of Independent Directors and 'Familiarization Program' process to provide insights of the Company to Independent Directors are hosted on website of the Company - [http://www.mplindia.in/category\\_img/pr\\_62.pdf](http://www.mplindia.in/category_img/pr_62.pdf)

### **BOARD MEETINGS**

During the year under review, the Company has conducted four Board Meetings on the following dates: 29<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 13<sup>th</sup> November, 2015 and 10<sup>th</sup> February, 2016 . The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

### **STATUTORY AUDITORS**

M/s. Mehta Chokshi and Shah., Chartered Accountants, being eligible, offer themselves for re-appointment. If re-appointed, it will be within the prescribed limits specified in Section 139 of the Companies Act, 2013. Members are requested to appoint the auditors and to fix their remuneration.

### **SECRETARIAL AUDIT**

As required under Section 204 of the Companies Act, 2013, Secretarial Audit Report obtained from Mr. Shailesh Kachalia, Practising Company Secretary is annexed and forms part of the Board Report.

### **OBSERVATIONS – AUDITOR & SECRETARIAL AUDITOR**

The Board of Directors observations regarding the qualifications contained in the Secretarial Audit Report are as below :

1. Non-appointment of Company Secretary under the Provisions of Section 203 of the Companies Act, 2013, we would like to state that the Company took effective steps to appoint the company Secretary but considering the status of the Company being BIFR Company, scope of work and non availability of opportunities in the field of various corporate laws, the Company was not in a position to appoint and retain the services of Company Secretary.

However, the Board of Directors are making continuous efforts to appoint Company Secretary as required.

2. Non-appointment of Woman Director as required under the provisions of Section 149 of the Companies Act, 2013 and Clause 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we would like to state that as the Company is SICK Company and registered with BIFR, we are restricted to make any changes in the constitution of Board of Directors. Hence in view of the said facts, the Company has not appointed Woman Director as required.
3. The Company has appointed Mr.Pankaj B.Bhaya as Compliance Officer who is not qualified Company Secretary. Once the Company gets appointment of qualified Company Secretary, the company will appoint him as Compliance Officer.

There is no audit qualification in financial statements by the statutory auditors for the year under review.

### **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form No. MGT-9, as provided under sub-section (3) of Section 92 of the Companies Act, 2013, is annexed and forms part of the Board Report.

### **MATERIAL CHANGES AND COMMITMENTS**

There are no material changes having taken place affecting the financial position of the Company from the date of closure of financial year till the signing of Accounts.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS.**

There are no significant and material orders passed by the Regulations / courts that would impact the going concern status of the Company and its future operations.

### **ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources.

**DISCLOSURE IN TERMS OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company took all necessary measures to ensure a harassment free workplace and has instituted an Internal Complaints Committee for redressal of complaints and to prevent sexual harassment. No complaints relating to sexual harassment were received during the year.

**CORPORATE GOVERNANCE**

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on 'Report on Corporate Governance' practices followed by the Company, together with a certificate from the Practising Company Secretary confirming compliances forms integral part of this Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 (3) (c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION**

A) Conservation of Energy:-

- a) The Company has taken all measures to conserve the Energy by installing latest equipments for conservation of Energy.
- b) The cumulative effect of the Energy conservation steps taken by the Company has considerably reduced the consumption of Energy and saved the cost of the Company.

B) Information relating to Technology absorption

1. Research & Development (R & D)

(a) Specific areas in which R & D is carried out by the Company.

New product development, New manufacturing process development, Product upgradation, Cost reduction, Mould designing and development, New application of thermoware product, Water Purification System.

(b) Benefits derived as a result of the R & D.

- (i) Company is in position to introduce varied new products every year to meet changing consumer preferences.

The Company is in position to cater to a wider segment of consumer durables and plastics based industrial products.

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(c) Future Plan of Action.

(i) Emphasis is being laid on development & marketing of new product and value addition to existing range of products, for both export as well as domestic market.

(ii) Business Process Re – Engineering.

(d) Expenditure on Research & Development under the head “product Design & Development Expenses” is being accounted under relevant heads of expenses.

2. Technology Absorption, Adaptation and Innovation.

(a) Efforts in brief, made towards technology absorption, adaptation and innovation, as enumerated in Clause 1 above.

(b) Benefits, derived as a result of the above efforts, product up gradation, cost reduction & new products developments as enumerated in Clause 1 above.

C) FOREIGN EXCHANGE EARNINGS AND OUT GO:

Foreign exchange spent Rs. 1,35,396/-

Foreign exchange earned Rs. NIL.

### CORPORATE SOCIAL RESPONSIBILITY

The Company firmly believes that the industry owes duty of welfare to the society at large and it shall pursue the commitment of Social Responsibility and carry out the social work directly and/or through other registered welfare organizations.

We are Sick Company as per the provisions of Sick Industrial Companies (Special Provisions), Act, 1985 and registered with BIFR (Board for Industrial Finance and Reconstruction).

The company has no prescribed average net profits, networth and turnover as per the provisions of Section, 135 of the Companies Act, 2013. The Company has carried forward losses and its networth is negative.

However, the Company voluntarily constituted Corporate Social Responsibility Committee (CSR) on 10<sup>th</sup> February, 2016 consisting of the following members.

BANSILAL I. VAGHANI : Member

VIREN BHIMANI : Chairman

DEVENDRA NEGI : Member

The terms of reference of Corporate Social Responsibility Committee (CSR) broadly comprises of following :

(a) Formulate and Recommendation of CSR Policy to the Board indicating the activities to be undertaken by the Company as specified in Schedule VII of Companies Act, 2013.

(b) Recommend the amount of expenditure to be incurred on the activities referred to in clause(a).

(c) Provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

During the year under review, the Committee met once to deliberate on various matters referred above. The details of attendance of the members is as below.

Name of the Director	Attended
BANSILAL I. VAGHANI	1 out of 1
VIREN BHIMANI	1 out of 1
DEVENDRA NEGI	1 out of 1

In view of the average net profit, turn over, networth of the Company not qualified by the provisions of the Section 135 of the Companies Act, 2013 the Committee did not recommend the spending any amount towards the CSR activities.

#### **AUDIT COMMITTEE**

The Audit Committee is headed by Shri Viren Bhimani as Chairman of the committee. Shri Devendra Negi, and Shri. Bansilal I. Vaghani as Members. The details of all related party transactions, if any, are placed periodically before the Audit Committee. During the year there were no instances where the Board had not accepted the recommendations of the Audit Committee.

#### **NOMINATION AND REMUNERATION COMMITTEE**

##### **Composition**

The Nomination and Remuneration Committee comprises of three Directors. Shri Bansilal I Vaghani, Shri Viren Bhimani and Shri Devendra Negi. Non Executive Independent Director, Shri Viren Bhimani is the Chairman of the Committee. The Composition of Nomination and Remuneration committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

##### **Meeting and Attendance**

The Nomination and Remuneration Committee met on 13<sup>th</sup> November, 2015. The necessary quorum was present. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company.

##### **Terms of Reference :**

The Committee shall :

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

#### **DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH, 31, 2016**

The Company has not paid any remuneration to Whole Time Director.

The Company reimburses the out of pocket expenses incurred by Directors of the Company after the review of the same by the Committee members.

##### **Remuneration Policy**

The remuneration policy is directed towards rewarding performance based review of achievements. It is aimed at attracting and retaining high calibre talent.

Refer [http://mplindia.in/category\\_imp/pr\\_59.pdf](http://mplindia.in/category_imp/pr_59.pdf) regarding Remuneration policy of the Company.

Particulars of the Company's Remuneration Policy and information required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and particulars of remuneration required under Section 197 of the Companies Act, 2013 readwith Rules, 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / Employees of the Company are set out in the annexure forming part of this report.

#### **PARTICULARS OF EMPLOYEES**

No employee of the Company is receiving remuneration as per the limits prescribed in Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES**

Company doesn't have any Subsidiaries or Joint Ventures or Associate companies as on the report date as defined under the Companies Act, 2013.

#### **CAUTIONARY STATEMENT**

Statements in this report describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements considering the applicable laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could, however, differ materially from those expressed or implied. Important

## **MPL PLASTICS LIMITED**

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factors that could make a difference to the Company's operations include global and domestic demand – supply conditions. Finished goods prices, raw materials cost and availability fluctuations in exchange rates, change in Government regulations and tax structure within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations.

### **APPRECIATION**

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from all organizations connected with its business during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of Executives and Staff of the Company. Your Directors are also deeply grateful for the confidence and faith shown by the Shareholders of the Company in them.

BY ORDER OF THE BOARD  
For **MPL PLASTICS LIMITED**

**B.I.VAGHANI**  
CHAIRMAN  
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website : [www.mplindia.in](http://www.mplindia.in)

E-mail : [mplho@mplindia.in](mailto:mplho@mplindia.in)

Registered Office:

2, Ashish Warehouse Corporation,  
Punjab Foundry Industrial Estate,  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane – 401104

Date: 12<sup>th</sup> August, 2016

Place: Thane.

## ANNEXURE TO DIRECTORS REPORT

Disclosure required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **Ratio of the remuneration of each director to the median remuneration of the employee for the FY 2015-16 and percentage increase in the remuneration of each director in the FY 2015-16 : NIL**

2. **Percentage increase in the remuneration of Chief Financial Officer in the FY 2015-16**

Name	Designation	% increase in Remuneration
PANKAJ B. BHAYA	CHIEF FINANCIAL OFFICER	11

3. **The median remuneration of employee of the Company has been increased by 14.99 % in the FY 2015-16 over the median remuneration of employees of the Company in FY 2014-15.**

4. **There were 42 permanent employees on the rolls of the Company at the end of the FY 2015-16**

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof.**

The average increase in the salary of the employees other than the managerial personnel in FY 2015-16 is 14.24 % and increase in the salary of managerial personnel is 11 %.

The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also as per market trend.

6. **The Company has not employed any employees drawing salary not less than Rs.60,00,000 per annum or Rs.5,00,000 per month during the financial year 2015-16**

7. **Affirmation that the remuneration is as per the remuneration policy of the Company.**

**Remuneration paid to Directors, KMP and other employees is as per the remuneration policy of the Company.**

BY ORDER OF THE BOARD  
For **MPL PLASTICS LIMITED**

**B.I.VAGHANI**  
CHAIRMAN  
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website : [www.mplindia.in](http://www.mplindia.in)

E-mail : [mplho@mplindia.in](mailto:mplho@mplindia.in)

Registered Office:

2, Ashish Warehouse Corporation,  
Punjab Foundry Industrial Estate,  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane – 401104

Date: 12<sup>th</sup> August, 2016

Place: Thane.

**ANNEXURE TO DIRECTORS' REPORT**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

**Form No. MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

MPL PLASTICS LIMITED,

THANE

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MPL Plastics Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. **(Not applicable to the Company during the Audit Period)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)** ;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.
- (vi) There are no other laws as may be specifically applicable to the Company.

I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head / groups of Acts, Laws and Regulations as applicable to the Company is given in "Annexure I" .



I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The listing agreement for Equity Shares entered into by the Company with Stock Exchange(s) for the period from 1<sup>st</sup> April, 2015 to 30<sup>th</sup> November, 2015 and The Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1<sup>st</sup> December, 2015 to 31<sup>st</sup> March, 2016.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned above subject to below.

1. The Company has appointed Compliance Officer Mr. Pankaj B. Bhaya who is not qualified Company Secretary.
2. The Company has not appointed Woman Director as per Clause 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.
3. The Company has not appointed Company Secretary under the provisions of Section 203 of the Companies Act, 2013

I further report that :-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no any change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, subject to the fact that the Company has not appointed Company Secretary under the provisions of Section 203 of the Companies Act, 2013

**SHAILESH KACHALIA**  
Practicing Company Secretary

Proprietor  
Membership No. 1391 / CP No. 3888

Place: Mumbai

Date: 12th August, 2016

#### **ANNEXURE I**

List of applicable laws to the Company (Under the Major Group and Head)

1. Factories Act, 1948;
2. Industries ( Development & Regulation ) Act, 1951;
3. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, compensations, etc;
4. Acts prescribed under prevention and control of pollutions;
5. Acts prescribed under Environmental protection;
6. Acts as prescribed under Direct Tax and Indirect Tax;
7. Land Revenue laws of Maharashtra States;
8. Labour Welfare Act of Maharashtra States;
9. Trade Mark Act, 1999 ;
10. Acts as prescribed under Shop and Establishment Act of various local authorities;
11. Employment Exchange Act, 1959;
12. Maternity Benefit Act, 1961;
13. Apprenticeship Act, 1961;
14. The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

**ANNEXURE TO DIRECTORS' REPORT  
EXTRACT OF ANNUAL RETURN**

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**FORM NO. MGT - 9  
as on the financial year ended 31.03.2016**

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L25209MH1992PLC066635
ii	Registration Date	1 <sup>ST</sup> May, 1992
iii	Name of the Company	MPL Plastics Limited
iv	Category/Sub-category of the Company	Company having Share Capital
v	Address of the Registered office & contact details	2,Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane 401104 TeleFax – 022-28455450
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai 400 078 Tel – 022-25963838

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Tableware, Kitchenware and Other Household articles and Toilet articles of Plastics, Including Manufacture of Vaccum Flasks and Other Vaccum Vessels	C-22-222-2220-22202	98.34%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

Company does not have any Holding, Subsidiary or Associate companies, as defined under the Companies Act, 2013.

**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

**A) Category-wise Share Holding**

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2015				Shareholding at the end of the year - 2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	2780830	1265240	4046070	32.37	2780830	1265240	4046070	32.37	0
(b)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(d)	Any Other (Specify)									
	Bodies Corporate	104907	0	104907	0.84	104907	0	104907	0.84	0
	<b>Sub Total (A)(1)</b>	<b>2885737</b>	<b>1265240</b>	<b>4150977</b>	<b>33.21</b>	<b>2885737</b>	<b>1265240</b>	<b>4150977</b>	<b>33.21</b>	<b>0</b>
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)	0	0	0	0	0	0	0	0	0
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)</b>	<b>2885737</b>	<b>1265240</b>	<b>4150977</b>	<b>33.21</b>	<b>2885737</b>	<b>1265240</b>	<b>4150977</b>	<b>33.21</b>	<b>0</b>
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	200	1600	1800	0.01	200	1600	1800	0.01	0
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2015				Shareholding at the end of the year - 2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
(i)	Any Other (Specify)	0	0	0	0	0	0	0	0	0
	<b>Sub Total (B)(1)</b>	<b>200</b>	<b>1600</b>	<b>1800</b>	<b>0.01</b>	<b>200</b>	<b>1600</b>	<b>1800</b>	<b>0.01</b>	<b>0</b>
[2]	Central Government/ State Government(s)/ President of India									
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	1847500	755515	2603015	20.83	2960939	747215	3708154	29.67	8.84
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	439450	33900	473350	3.79	1114731	33900	1148631	9.19	5.40
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
(c)	Employee Trusts	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)									
	Trusts	1094429	0	1094429	8.76	1015854	0	1015854	8.13	-0.63
	Hindu Undivided Family	0	0	0	0	305143	0	305143	2.44	2.44
	Foreign Companies	0	2200	2200	0.02	0	2200	2200	0.02	0
	Non Resident Indians (Non Repat)	1935	0	1935	0.02	2935	0	2935	0.02	0
	Non Resident Indians (Repat)	6712	147400	154112	1.23	52496	147400	199896	1.60	0.37
	Clearing Member	59481	0	59481	0.48	142583	0	142583	1.14	0.66
	Bodies Corporate	3944551	12700	3957251	31.66	1807677	12700	1820377	14.56	-17.10
	<b>Sub Total (B)(3)</b>	<b>7394058</b>	<b>951715</b>	<b>8345773</b>	<b>66.77</b>	<b>7402358</b>	<b>943415</b>	<b>8345773</b>	<b>66.77</b>	<b>0</b>
	<b>Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>7394258</b>	<b>953315</b>	<b>8347573</b>	<b>66.79</b>	<b>7402558</b>	<b>945015</b>	<b>8347573</b>	<b>66.77</b>	<b>0</b>
	<b>Total (A)+(B)</b>	<b>10279995</b>	<b>2218555</b>	<b>12498550</b>	<b>100</b>	<b>10288295</b>	<b>2210255</b>	<b>12498550</b>	<b>100</b>	<b>0</b>
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0	0	0	0	0	0
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
	<b>Total (A)+(B)+(C)</b>	<b>10279995</b>	<b>2218555</b>	<b>12498550</b>	<b>100</b>	<b>10288295</b>	<b>2210255</b>	<b>12498550</b>	<b>100</b>	<b>0</b>

**B) SHARE HOLDING OF PROMOTERS**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year		% change in share holding during the year	
		No. of shares	% of total shares of the company	% of shares pledged to total shares	No. of shares	% of total shares of the company	% of shares pledged to total shares	% change in shareholding during the year
1	MADHUP B. VAGHANI	756985	6.06	0	756985	6.06	0	0
2	CHIRANJIV I. VAGHANI	1065685	8.53	0	580000	4.64	0	-3.89
3	NILESH I. VAGHANI	539465	4.32	0	539465	4.32	0	0
4	DINESH I. VAGHANI	864425	6.92	0	1350110	10.80	0	3.89
5	AJAY D.VAGHANI	312680	2.50	0	312680	2.50	0	0
6	YOGESH I. VAGHANI	160240	1.28	0	160240	1.28	0	0

# MPL PLASTICS LIMITED

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year		% change in share holding during the year	
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	% change in shareholding during the year
7	YOGINI C.VAGHANI	105000	0.84	0	105000	0.84	0	0
8	JYOTI D. VAGHANI	90240	0.72	0	90240	0.72	0	0
9	BANSILAL I. VAGHANI	59190	0.47	0	59190	0.47	0	0
10	PRITI N. VAGHANI	58900	0.47	0	58900	0.47	0	0
11	STEAD FAST HOLDING PVT.LTD.	54443	0.44	0	54443	0.44	0	0
12	DJ HOLDINGS PVT.LTD.	50464	0.40	0	50464	0.40	0	0
13	INDRAJEET B VAGHANI	32160	0.26	0	32160	0.26	0	0
14	JAIPRAKASH I.VAGHANI	1100	0.01	0	1100	0.01	0	0
		<b>4150977</b>	<b>33.21</b>	<b>0</b>	<b>4150977</b>	<b>33.21</b>	<b>0</b>	<b>0</b>

## C) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Share holding during the year	
		No. of Shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of Shares held	% of total shares of the Company
1	CHIRANJIV I. VAGHANI	1065685	8.53			0	0
	Transfer			11.06.2016	-485685	0	0
	At the end of the year					580000	4.64
2	DINESH I. VAGHANI	864425	6.92			0	0
	Transfer			11.06.2016	485685	0	0
	At the end of the year					1350110	10.80

## D) SHAREHOLDING OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRs & ADRs)

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		No. of Shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of Shares held	% of total shares of the Company
1	STRESSED ASSETS STABILIZATION FUND	1094329	8.76			1094329	8.76
	Transfer			07 Aug 2015	(5000)	1089329	8.72
	Transfer			14 Aug 2015	(37524)	1051805	8.42
	Transfer			04 Sep 2015	(566)	1051239	8.41
	Transfer			30 Oct 2015	(21000)	1030239	8.24
	Transfer			20 Nov 2015	(8000)	1022239	8.18
	Transfer			27 Nov 2015	(1485)	1020754	8.17
	Transfer			08 Jan 2016	(5000)	1015754	8.13
	AT THE END OF THE YEAR					1015754	8.13
2	SUBHKAM VENTURES I PRIVATE LIMITED	3250000	26.00			3250000	26.00
	Transfer			17 Apr 2015	(61289)	3188711	25.51
	Transfer			08 May 2015	(4130)	3184581	25.48
	Transfer			29 May 2015	(10018)	3174563	25.40
	Transfer			05 Jun 2015	(150)	3174413	25.40
	Transfer			26 Jun 2015	(12386)	3162027	25.30
	Transfer			30 Jun 2015	(1)	3162026	25.30
	Transfer			03 Jul 2015	(30000)	3132026	25.06
	Transfer			10 Jul 2015	(24647)	3107379	24.86
	Transfer			17 Jul 2015	(33095)	3074284	24.60

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		No. of Shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of Shares held	% of total shares of the Company
	Transfer			24 Jul 2015	(14442)	3059842	24.48
	Transfer			31 Jul 2015	(43246)	3016596	24.14
	Transfer			07 Aug 2015	(1016596)	2000000	16.00
	Transfer			14 Aug 2015	(245000)	1755000	14.04
	Transfer			30 Oct 2015	(84097)	1670903	13.37
	Transfer			13 Nov 2015	(28319)	1642584	13.14
	Transfer			20 Nov 2015	(140568)	1502016	12.02
	Transfer			04 Dec 2015	(96894)	1405122	11.24
	Transfer			11 Dec 2015	(83957)	1321165	10.57
	Transfer			18 Dec 2015	(20303)	1300862	10.41
	Transfer			25 Dec 2015	(129629)	1171233	9.37
	Transfer			31 Dec 2015	(93777)	1077456	8.62
	Transfer			01 Jan 2016	(9500)	1067956	8.54
	Transfer			08 Jan 2016	(55889)	1012067	8.10
	AT THE END OF THE YEAR					1012067	8.10
3	LSE SECURITIES LTD.	259882	2.08			259882	2.08
	Transfer			03 Apr 2015	(2000)	257882	2.06
	Transfer			10 Apr 2015	(185)	257697	2.06
	Transfer			17 Apr 2015	169	257866	2.06
	Transfer			24 Apr 2015	250	258116	2.07
	Transfer			01 May 2015	(950)	257166	2.06
	Transfer			08 May 2015	2100	259266	2.07
	Transfer			29 May 2015	1100	260366	2.08
	Transfer			05 Jun 2015	(1200)	259166	2.07
	Transfer			12 Jun 2015	(25)	259141	2.07
	Transfer			19 Jun 2015	(700)	258441	2.07
	Transfer			26 Jun 2015	(1911)	256530	2.05
	Transfer			17 Jul 2015	(400)	256130	2.05
	Transfer			24 Jul 2015	1500	257630	2.06
	Transfer			07 Aug 2015	(1000)	256630	2.05
	Transfer			14 Aug 2015	8900	265530	2.12
	Transfer			21 Aug 2015	699	266229	2.13
	Transfer			04 Sep 2015	(200)	266029	2.13
	Transfer			11 Sep 2015	500	266529	2.13
	Transfer			18 Sep 2015	(30493)	236036	1.89
	Transfer			25 Sep 2015	100	236136	1.89
	Transfer			30 Sep 2015	(277)	235859	1.89
	Transfer			16 Oct 2015	3944	239803	1.92
	Transfer			23 Oct 2015	4082	243885	1.95
	Transfer			30 Oct 2015	(3026)	240859	1.93
	Transfer			06 Nov 2015	200	241059	1.93
	Transfer			13 Nov 2015	10200	251259	2.01
	Transfer			20 Nov 2015	8233	259492	2.08
	Transfer			27 Nov 2015	200	259692	2.08
	Transfer			04 Dec 2015	(25395)	234297	1.87
	Transfer			11 Dec 2015	(17818)	216479	1.73
	Transfer			18 Dec 2015	5024	221503	1.77
	Transfer			25 Dec 2015	(8124)	213379	1.71

## MPL PLASTICS LIMITED

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		No. of Shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of Shares held	% of total shares of the Company
	Transfer			31 Dec 2015	1299	214678	1.72
	Transfer			08 Jan 2016	(18543)	196135	1.57
	Transfer			15 Jan 2016	(2405)	193730	1.55
	Transfer			22 Jan 2016	(800)	192930	1.54
	Transfer			29 Jan 2016	(100)	192830	1.54
	Transfer			12 Feb 2016	600	193430	1.55
	Transfer			19 Feb 2016	(3100)	190330	1.52
	Transfer			26 Feb 2016	(200)	190130	1.52
	Transfer			04 Mar 2016	200	190330	1.52
	Transfer			11 Mar 2016	1000	191330	1.53
	Transfer			18 Mar 2016	(1000)	190330	1.52
	Transfer			25 Mar 2016	1464	191794	1.53
	Transfer			31 Mar 2016	(6739)	185055	1.48
	AT THE END OF THE YEAR					185055	1.48
4	BADJATE STOCK & SHARES PVT LTD	102762	0.82			102762	0.82
	Transfer			24 Jul 2015	(10000)	92762	0.74
	Transfer			14 Aug 2015	54820	147582	1.18
	Transfer			21 Aug 2015	18700	166282	1.33
	Transfer			25 Sep 2015	5000	171282	1.37
	AT THE END OF THE YEAR					171282	1.37
5	DAKSHA VAGHANI	125000	1.00			125000	1.00
	AT THE END OF THE YEAR					125000	1.00
6	VIRAL ASHOK MEHTA	0	0.			0	0
	Transfer			11 Dec 2015	20000	20000	0.16
	Transfer			18 Dec 2015	13200	33200	0.27
	Transfer			25 Dec 2015	700	33900	0.27
	Transfer			31 Dec 2015	10700	44600	0.36
	Transfer			15 Jan 2016	8200	52800	0.42
	Transfer			22 Jan 2016	4043	56843	0.45
	Transfer			05 Feb 2016	23732	80575	0.64
	Transfer			12 Feb 2016	675	81250	0.65
	Transfer			19 Feb 2016	18683	99933	0.80
	Transfer			26 Feb 2016	11968	111901	0.90
	Transfer			11 Mar 2016	5149	117050	0.94
	Transfer			18 Mar 2016	(50)	117000	0.94
	Transfer			31 Mar 2016	3805	120805	0.97
	AT THE END OF THE YEAR					120805	0.97
7	MUKESH BABU SECURITIES LIMITED	85000	0.68			85000	0.68
	AT THE END OF THE YEAR					85000	0.68
8	GUNJAN CHHAJER	12500	0.10			12500	0.10
	Transfer			14 Aug 2015	22400	34900	0.28
	Transfer			09 Oct 2015	22500	57400	0.46
	Transfer			11 Dec 2015	9000	66400	0.53
	Transfer			01 Jan 2016	9000	75400	0.60

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		No. of Shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of Shares held	% of total shares of the Company
	AT THE END OF THE YEAR					75400	0.60
9	KRUSHANU C SONPAL	31600	0.25			31600	0.25
	Transfer			24 Apr 2015	100	31700	0.25
	Transfer			01 May 2015	100	31800	0.25
	Transfer			15 May 2015	100	31900	0.26
	Transfer			29 May 2015	400	32300	0.26
	Transfer			05 Jun 2015	1000	33300	0.27
	Transfer			14 Aug 2015	100	33400	0.27
	Transfer			21 Aug 2015	200	33600	0.27
	Transfer			28 Aug 2015	1500	35100	0.28
	Transfer			04 Sep 2015	200	35300	0.28
	Transfer			11 Sep 2015	1000	36300	0.29
	Transfer			30 Sep 2015	200	36500	0.29
	Transfer			30 Oct 2015	1000	37500	0.30
	Transfer			11 Dec 2015	1800	39300	0.31
	Transfer			18 Dec 2015	107	39407	0.32
	Transfer			31 Dec 2015	903	40310	0.32
	Transfer			08 Jan 2016	3100	43410	0.35
	Transfer			15 Jan 2016	7590	51000	0.41
	Transfer			22 Jan 2016	10000	61000	0.49
	Transfer			29 Jan 2016	950	61950	0.50
	Transfer			12 Feb 2016	4050	66000	0.53
	Transfer			19 Feb 2016	2000	68000	0.54
	AT THE END OF THE YEAR					68000	0.54
10	RISHI RATNA DALMIA	35000	0.28			35000	0.28
	Transfer			24 Apr 2015	5000	40000	0.32
	Transfer			01 May 2015	2000	42000	0.34
	Transfer			05 Jun 2015	3000	45000	0.36
	Transfer			10 Jul 2015	10000	55000	0.44
	AT THE END OF THE YEAR					55000	0.44

- Note: 1. Paid up Share Capital of the Company (Face Value Rs. 10/-) at the end of the year is 12498550 Shares.  
 2. The details of holding has been clubbed based on PAN.  
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

**E) SHAREHOLDING OF DIRECTORS & KMP**

Sl. No	For Each of the Directors & KMP	Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Whole Time Director : Shri Madhup B.Vaghani</b>				
	At the beginning of the year	756985	6.06	756985	6.06
	At the end of the year	756985	6.06	756985	6.06

# MPL PLASTICS LIMITED

## F) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of financial year</b>				
i) Principal Amount	20,464,648	20,000,000	-	40,464,648
ii) Interest due but not paid	1,592,627,167	211,130,826	-	1,803,757,993
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>1,613,091,815</b>	<b>231,130,826</b>	<b>-</b>	<b>1,844,222,641</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	19,497,648	-	-	19,497,648
<b>Net Change</b>	<b>(19,497,648)</b>	<b>-</b>	<b>-</b>	<b>(19,497,648)</b>
<b>Indebtedness at the end of financial year</b>				
i) Principal Amount	967,000	20,000,000	-	20,967,000
ii) Interest due but not paid	1,592,627,167	211,130,826	-	1,803,757,993
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>1,593,594,167</b>	<b>231,130,826</b>	<b>-</b>	<b>1,824,724,993</b>

## V) REMUNERATION OF DIRECTOR AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director (WTD) and/or Manager:

Sl. No	Particulars of Remuneration	MD	WTD	MANAGER	Total Amount Rs. In Lacs
1	Gross salary				
	(a) Salary as per provisions of section 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors	Total Amount (Rs.)
1	Independent Directors		
	(a) Fee for attending board committee meetings	Shri Viren Bhimani and Shri Devendra Negi	8000
	(b) Commission		0
	(c) Others, please specify		0
	<b>Total (1)</b>		<b>8000</b>
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings		0
	(b) Commission		0
	(c) Others, please specify		0
	<b>Total (2)</b>		<b>0</b>
	<b>Total (B)=(1+2)</b>		<b>8000</b>
	<b>Total Managerial Remuneration</b>		<b>0</b>
	<b>Overall Ceiling as per the Act</b>		<b>NA</b>



C. Remuneration to Key Managerial personnel other than MD/WTD/Manager:

Sl. No	Particulars of Remuneration	Chief Financial Officer Total Amount
1	Gross salary	Rs.13,87,286.00
	(a) Salary as per provisions of section 17(1) of the Income Tax Act, 1961	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	
	(c ) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	
2	Stock option	
3	Sweat Equity	
4	Commission	
	as % of profit	
	others (specify)	
5	Others, please specify	
	<b>Total (C)</b>	

VI) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

**MANAGEMENT AND ANALYSIS REPORT**

**1. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The industry of Moulded furniture is facing lots of constraints. The margins are reduced to lowest level and stiff competition from un-organised sector and local players adversely affected the turnover. The management is of the view that any investment and expansion in the present lying of moulded furniture will not provide any better results. The Company has continued its effort in product innovation considering the changing consumer preferences.

**2. OPPORTUNITIES AND THREATS**

**Opportunities:**

Concentration in Rural Market and exploring the export market.

**Threats:**

The Competition from unorganized / small scale sectors and new entrants in the open market.

**3. SEGMENTWISE PERFORMANCE**

The Company manufactures only thermoware products; hence no separate segment wise information is required to be given.

**4. OUTLOOK**

The Company is diversifying its presence in Rural market through strong distribution network. The Company is also exploring the potential in the international market.

**5. RISKS AND CONCERNS**

Competition from the unorganised small scale sector via cut-throat competition from the new entrants in the market, thereby squeezing the Company's profit margins.

**6 INTERNAL CONTROL SYSTEMS**

The Company has an adequate system of internal controls that ensures that all assets are protected against loss from unauthorized use or disposition and all transactions are recorded and reported in conformity with generally accepted accounting principles.

**7. FINANCIAL PERFORMANCE**

The Company has achieved a sales turnover of during the year Rs.3117/- lacs as against Rs.4524/- lacs in the corresponding previous year. During the year, the Company earned a profit of Rs. 217/- lacs as against Rs. 113/- lacs in the corresponding previous year.

**8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

The Industrial relations remained cordial during the year under review.

**9. CAUTIONARY STATEMENT**

Statements in this Report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

BY ORDER OF THE BOARD  
For **MPL PLASTICS LIMITED**

B.I.VAGHANI  
CHAIRMAN  
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website : [www.mplindia.in](http://www.mplindia.in)

E-mail : [mplho@mplindia.in](mailto:mplho@mplindia.in)

Registered Office:

2, Ashish Warehouse Corporation,  
Punjab Foundry Industrial Estate,  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane - 401 104

Date: 12<sup>TH</sup> August, 2016

Place: Thane.

**Company Secretary's certificate**  
**CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

To,

**The members of MPL Plastics Limited**

I have examined the compliance of conditions of Corporate Governance by **MPL PLASTICS LIMITED** ("The Company"), for the year ended **31<sup>st</sup> March, 2016**, as stipulated in regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to below.

1. The Company has not appointed Woman Director as per Clause 17 of of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013
2. The Company has appointed as per Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Compliance Officer Shri Pankaj B. Bhaya who is not qualified Company Secretary.

I state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**SHAILESH KACHALIA**  
Practising Company Secretary

Place : Mumbai  
Dated: 12<sup>th</sup> August, 2016

Proprietor  
C.P. 3888

**REPORT ON CORPORATE GOVERNANCE**

Compliance with Corporate Governance regulations as stipulated in regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**MANDATORY REQUIREMENTS:****A. Company's Philosophy on Corporate Governance**

Your Company is fully committed to good corporate governance practices as laid down by SEBI. It envisages attainment of a high level of transparency & accountability in the functioning of the Company and helps the management in the efficient conduct of the Company's affairs and in protecting the interest of various participants like shareholders, employees, lenders, clients etc. and at the same time places due emphasis on compliance of various statutory laws.

**B. Board of Directors:**

Sr. No.	Name	Designation	Category
1	Bansilal I Vaghani	Chairman	Director and Non Executive Chairman
2	Madhup B Vaghani	Whole Time Director	Executive Director
3	Viren Bhimani	Director	Independent, non-executive Director
4	Devendra Negi	Director	Independent, non-executive Director

**Details of Directors seeking re – appointment at the forthcoming Annual General Meeting**

(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Shri Bansilal I. Vaghani	Shri Madhup B. Vaghani
DIN	00067088	00067115
Date of Birth	13 <sup>th</sup> January, 1937	3 <sup>rd</sup> November, 1961
Date of first appointment	1 <sup>st</sup> May, 1992	1 <sup>st</sup> May, 1992
Qualification	Graduate in Commerce	Graduate in Commerce
Expertise	Over 43 years of experience in the field of trading and manufacturing of plastic goods.	Over 28 years of experience in the field of marketing.
Number of meeting of board attended during the year	All 4 meetings held during the year had been attended by him	All 4 meetings held during the year had been attended by him
List of Directorship / Membership / Chairmanship of the Committees of other Board	---	---
Shareholding in MPL Plastics Limited	59,190 equity shares	7,56,985 equity shares
Relationship between directors inter-se	Father	Son

**Board procedures :**

- (i) Four board meetings were held during the year on the following dates:  
29<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 13<sup>th</sup> November, 2015 and 10<sup>th</sup> February, 2016
- (ii) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorship and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorship do not include alternate directorships, directorships of private limited companies and of companies incorporated outside India. Chairmanship / Membership of Board Committee include only Audit and Stakeholders Relationship Committees. The Company also has a mandatory annual requirement for every director to inform the company about the Committees/Board member position he occupies in other Companies and notify the change, if any.

Name	Category	Attendance at Board Meeting in year 2015-2016		Directorships in other Public Companies		Committee Position held in other Public Companies		Attendance at Last AGM
		Held	Attended	Chairman	Member	Chairman	Member	Member
Shri Bansilal I Vaghani	Chairman Non-Executive	4	4	NIL	NIL	NIL	NIL	Present
Shri Madhup B Vaghani	Whole Time Director	4	4	NIL	NIL	NIL	NIL	Present
Shri Viren Bhimani	Independent Director, Non Executive	4	4	NIL	NIL	NIL	NIL	Present
Shri Devendra Negi	Independent Director Non Executive	4	4	NIL	NIL	NIL	NIL	Present

**Management:**

The matters that are required to be discussed under Management Discussion and Analysis report has been included in the directors report to the shareholders. Whenever commercial transaction and financial transactions have been entered with Company, where Directors are interested, the nature of his interest is being disclosed to the Board of Directors.

During the year under review, there were no transactions of any material financial and commercial transactions, which had personal interest of the management that had a potential conflict with the interest of the Company at large.

**Independent Directors**

The Non Executive Independent Directors fulfil the conditions of Independence specified in Section 149(6) of the Companies Act, 2013 and Rules made there under and Clause 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A format letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Agreement has been issued and disclosed on the website of the Company viz. [http://www.mplindia.in/category\\_img/pr\\_62.pdf](http://www.mplindia.in/category_img/pr_62.pdf)

**Familiarisation Programme for Directors**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman and Whole Time Director also has one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further the Company has put in place a system to familiarize the Independent Director about the Company, its products, business and the on-going events relating to the Company and disclosed on the website of the Company viz. [http://www.mplindia.in/category\\_img/pr\\_61.pdf](http://www.mplindia.in/category_img/pr_61.pdf)

**Code of Business Conduct & Ethics**

The Company has adopted Code of Business Conduct & Ethics ("The Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board) of the Company. The Board of Directors and the members of Senior Management team are required to affirm annual Compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the website of the Company viz. [http://www.mplindia.in/category\\_img/pr\\_66.pdf](http://www.mplindia.in/category_img/pr_66.pdf)

**Conflict of Interests**

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. Members of the Board while discharging their duties avoid conflict of interest in the decision making process. The members of the Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

**Insider Trading Code**

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. Shri Pankaj Bhaya is the compliance officer for monitoring adherence to the said Regulations. The Code is displayed on the website of the Company viz. [http://www.mplindia.in/category\\_img/pr\\_67.pdf](http://www.mplindia.in/category_img/pr_67.pdf)

**Disclosure of Accounting Treatment**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

## Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board. Ref. [http://www.mplindia.in/category\\_img/pr\\_60.pdf](http://www.mplindia.in/category_img/pr_60.pdf) regarding Risk Management Policy of the Company. The Company has a laid down procedure to inform the Board Members about the risk assessment and minimization procedures of the material risks and they are being reviewed periodically.

The Company has not any Subsidiary Companies.

Disclosure of accounting treatment wherever applicable has been made in the Audited Financial Accounts for the year ended 31<sup>st</sup> March, 2016.

## C. Audit Committee:

The composition of Audit Committee is as below

Shri Bansilal I Vaghani	:	Non Executive Director
Shri Viren Bhimani	:	Chairman, Independent & Non Executive Director
Shri Devendra Negi	:	Independent & Non Executive Director

Name	Category	No.of meeting for year 2014-2015	
		Held	Attended
Shri Bansilal I Vaghani	Non Executive Director	4	4
Shri Viren Bhimani	Chairman & Non Executive Director	4	4
Shri Devendra Negi	Non Executive Director	4	4

## Terms of Reference:

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on quarterly, and annual financial results, interaction with Statutory and Internal Auditors, one-to-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and Cost Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, review of Business Risk Management Plan, review of Forex policy, Management Discussions & Analysis, review of Internal Audit Reports, significant related party transactions. In fulfilling the above role, the Audit Committee has powers to investigate any activity within the terms of reference, to seek information from employees and to obtain outside legal and professional advice.

## Functions of Audit Committee

The Audit Committee, while reviewing the Annual Financial Statements also review the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March, 31, 2016.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis the Un-audited Financial Results as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's quarterly Un-audited Standalone Financial Results are made available on the website [www.mplindia.in/investors-info.php?CATID=5](http://www.mplindia.in/investors-info.php?CATID=5) and are also sent to the Stock Exchanges where the Company's equity shares are listed.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

## Independent Directors Meeting:

During the year under review, the Independent Directors met on 10<sup>th</sup> February, 2016 inter alia, to discuss.

- Evaluation of performance of Non - Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the Meeting.

### Internal Controls and Governance Processes

The Company has appointed Internal Auditors to review and report on the internal controls system. The report of the internal Auditors is reviewed by the Audit Committee. The Audit Committee formulates a detailed plan for the Internal Auditors for the year and the same is reviewed at the Audit Committee meetings. The Internal Auditors submit their recommendations to the Audit Committee and suggest future action.

### D. Nomination and Remuneration Committee

#### Composition

The Nomination and Remuneration Committee comprises of three Directors. Shri Bansilal I Vaghani, Shri Viren Bhimani and Shri Devendra Negi. Shri Viren Bhimnai is the Chairman of the Committee. The Composition of Nomination and Remuneration Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Meeting and Attendance

The Nomination and remuneration Committee met on 13<sup>TH</sup> NOVEMBER, 2015. The necessary quorum was present. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company.

#### Terms of Reference:

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

#### DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH, 31, 2016

The company has not paid any remuneration to Whole Time Director.

The Company reimburses the out of pocket expenses incurred by Directors for the Company after the review of the same by the Committee members.

#### Remuneration Policy

The remuneration policy is directed towards rewarding performance based review of achievements. It is aimed at attracting and retaining high caliber talent.

Refer [http://www.mplindia.in/category\\_img/pr\\_59.pdf](http://www.mplindia.in/category_img/pr_59.pdf) regarding Remuneration policy of the Company.

### E. Stakeholders Relationship Committee

#### Composition and Attendance:

The committee comprises of three Directors :

Shri Bansilal I Vaghani	:	Non Executive Director
Shri Viren Bhimani	:	Chairman & Non Executive Director
Shri Devendra Negi	:	Non Executive Director

The table below highlights the composition and attendance of the Members of the Committee. The necessary quorum was present for all Meetings.

Name	Role	Category	No.of meeting for year 2015-2016	
			Held	Attended
Shri Bansilal I Vaghani	Member	Non Executive Director	4	4
Shri Viren Bhimani	Chairman	Non Executive Director	4	4
Shri Devendra Negi	Member	Non Executive Director	4	4

Shri Pankaj B. Bhaya is the compliance officer, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board had delegated power to approve the transfer of shares to Share Transfer agent.

### Terms of reference

The Board has clearly defined the terms of reference for this Committee. The Committee looks into the matters of Shareholder/Investors grievances alongwith other matter listed below:

- Approval of transfer of shares and issue of duplicate / split / consolidation / sub-division of share / certificates;
- To fix record date/book closure of share transfer book of the Company from time to time.
- To appoint representatives to attend the General Meeting of other companies in which the Company is holding shares;
- To carry out any other duties that may be delegated to the Committee by the Board of Directors from time to time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Link Intime India Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges. Ministry of Corporate Affairs, Registrar of Companies etc.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the Investors. Shareholders are requested to furnish their telephone numbers and e-mail addresses to facilitate prompt action.

Details of Shareholder's Complaints received, solved and pending Share Transfers.

Sr. No.	Nature of Complaints	Complains Received	Complains Redressed
1.	Non receipt of Share Certificate(s) - Transfer	2	2

The above table includes Complaints received from SEBI SCORES by the Company.

### F. CORPORATE SOCIAL RESPONSIBILITY

The Company firmly believes that the industry owes duty of welfare to the society at large and it shall pursue the commitment of Social Responsibility and carry out the social work directly and/or through other registered welfare organizations.

We are Sick Company as per the provisions of Sick Industrial Companies (Special Provisions), Act, 1985 and registered with BIFR (Board for Industrial Finance and Reconstruction).

As on date, the company has no prescribed average net profits, networth and turn over as per the provisions of Section, 135 of the Companies Act, 2013. The Company has carried forward losses and its networth is negative.

However, the Company voluntarily constituted Corporate Social Responsibility Committee (CSR) on 10<sup>th</sup> February, 2016 consisting of the following members.

BANSILAL I. VAGHANI : Member

VIREN BHIMANI : Chairman

DEVENDRA NEGI : Member

The terms of reference of Corporate Social Responsibility Committee (CSR) broadly comprises of following :

- (a) Formulate and Recommendation of CSR Policy to the Board indicating the activities to be undertaken by the Company as specified in Schedule VII of Companies Act, 2013.
- (b) Recommend the amount of expenditure to be incurred on the activities referred to in clause(a).
- (c) Provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

During the year under review, the Committee met once to deliberate on various matters referred above. The details of attendance of the members is as below.

Name of the Director	Attended
BANSILAL I. VAGHANI	1 out of 1
VIREN BHIMANI	1 out of 1
DEVENDRA NEGI	1 out of 1

In view of the average net profit, turn over, networth of the Company not qualified by the provisions of the Section 135 of the Companies Act, 2013 as per the recommendation the Company did not spent any amount towards the CSR activities.



**G. General Body Meetings:**

Location and time of last three AGMs held

Date of AGM	Time of AGM	Location
27 <sup>th</sup> September, 2013	9.30 a.m.	Asian building, 4 <sup>th</sup> floor, R.Kamani Marg, Ballard Estate, Mumbai 400001
27 <sup>th</sup> September, 2014	9.30 a.m.	2, Ashish warehouse Corporation, Punjab Foundy Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane 401104
29 <sup>th</sup> September, 2015	9.30 a.m.	2,Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane 401104

**H. Related Party and other Disclosures :**

The Company has no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Policy weblink [http://www.mplindia.in/category\\_img/pr\\_63.pdf](http://www.mplindia.in/category_img/pr_63.pdf)

**I. General Shareholder Information**

*	<i>Annual General Meeting</i>	
	Date	29 <sup>th</sup> September, 2016
	Time	9.30 a.m.
	Venue	2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane - 401104
*	<i>Financial Calendar</i>	April to March
	Financial reporting for the quarter ending June, 2016	End July, 2016
	Financial reporting for the quarter ending September, 2016	End October 2016
	Financial reporting for the quarter ending December, 2016	End January, 2017
	Financial reporting for the quarter ending March, 2017	End April, 2017
*	Date of Book Closure	23rd September, 2016 to 29th September, 2016 (both days inclusive)
*	Dividend Payment Date	Not applicable
*	Registered Office and Address for Correspondence	2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane - 401104 Phone : 022 28455450
*	Listing on Stock Exchanges	BSE Ltd.
*	Scrip Code / ISIN No.	526143 / INE343A01016

\* Monthly Highest and Lowest Closing Quotations of the Equity Shares for the year 2015-16

Month	High (Rs.)	Low (Rs.)	Volume (Rs.)
April 2015	33.85	25.55	6521849
May 2015	29.25	23.15	2138571
June, 2015	25.00	20.20	1744278
July, 2015	24.60	21.45	6062451
August, 2015	29.40	20.50	45229067
September,2015	22.00	18.05	3229066
October,2015	25.05	19.00	21877631
November,2015	24.35	20.90	15180657

## MPL PLASTICS LIMITED

Month	High (Rs.)	Low (Rs.)	Volume (Rs.)
December,2015	21.75	19.45	14563639
January, 2016	21.95	15.85	7251318
February, 2016	19.80	13.80	3788040
March, 2016	17.00	14.25	2596096

*	Registrar and Share Transfer Agent	M/s. Link Intime India Pvt.Ltd. C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (west), Mumbai 400078.
*	Share Transfer System	Share Certificates received for transfer in physical form and requests for Demat are generally registered / confirmed within 15 days of receipt of the same, provided the documents are clear in all aspects. The Company also provides simultaneous transfer cum Demat facility to its equity shareholders. In compliance with the Listing Agreement with the Stock Exchanges, a Practising Company Secretary carries out audit of the system of Transfer and a certificate to that effect is issued.

### EXTRAORDINARY GENERAL MEETING

No Extra Ordinary general meeting held during the year.

The details of Special Resolutions passed during the last three Annual General Meetings.

Date of Annual General Meeting	Details of Special Resolutions
Tuesday, 27 <sup>th</sup> September, 2013	1. Appointment of Shri Madhup B Vaghani as Whole Time Director. 2. Fresh Approval of shareholders for issue of 12,50,000 equity shares on preferential basis to promoters
Saturday, 27 <sup>th</sup> September, 2014	1. Change of name of the Company.
Tuesday, 29 <sup>th</sup> September, 2015	1. Maintaining of Registrar of Members 2. Fresh Approval of shareholders for issue of 12,50,000 equity shares on preferential basis to promoters.

### Distribution of holding and share holding pattern as on March, 31, 2016

No. of Equity Shares held	No. of Holders	% of Holders	No. of shares	% of Shares
Upto 500	8449	85.09	1333831	10.67
501 - 1000	649	6.53	565439	4.52
1001 - 2000	358	3.61	574876	4.60
2001 - 3000	134	1.35	344747	2.76
3001 - 4000	69	0.69	252934	2.02
4001 - 5000	68	0.68	326074	2.61
5001 - 10000	116	1.17	874641	7.00
10001 and ` above	87	0.88	8226008	65.82
Total	9930	100.00	12498550	100.00

### Particulars of Shares held in physical / Electronic form as on March, 31, 2015

Particulars	Holders	Shares	% of shares
Shares in Physical Form	4494	2210255	17.68
Shares in Electronic Form	5436	10288295	82.32
Total	9930	12498550	100.00

### Shareholding Pattern as on March, 31, 2016

Category	No. of shares	Percentage
Indian Promoter	4150977	33.21
Mutual Funds and UTI	1800	0.01
Private Corporate Bodies	1820377	14.56
Indian Public	4856785	38.87

Category	No. of shares	Percentage
NRI / OCBs	205031	1.64
Trusts	1015854	8.13
Clearing Member	142583	1.14
HUF	305143	2.44
Total	12498550	100.00

**Outstanding GDRs/ADRs/Warrants or any convertible instruments.**

The Company has not issued any GDR/ADR/Warrants.

The Company has paid listing fees to BSE Ltd. for the financial year 2016 - 17.

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to BSE Ltd. where the Company's shares are listed. The audit confirms that the total listed and paid up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**Means of Communication to Shareholders**

- (1) The Unaudited quarterly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges.
- (2) The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper. In addition, the same are published in local language (Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.

The Company's financial result and official press releases are displayed on the Company's website : <http://www.mplindia.in/investors-info.php?CATID=7> and <http://www.mplindia.in/investors-info.php?CATID=5>

- (3) Any presentation made to the institutional investors and analysts are also posted on the Company's website.
- (4) Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- (5) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to Stock Exchanges viz. BSE Ltd. and is filed electronically. The company has complied with filing submissions through BSE's BSE Listing Centre.
- (6) A separate dedicated section under "Stakeholders information" on the Company's website gives the information on unclaimed dividends, quarterly compliance with the Stock Exchanges and other relevant information of interest to the investors / public.

**NOMINATION**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s).

Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-law and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

**SERVICE OF DOCUMENTS THROUGH ELECTRONIC MODE**

As a part of Green initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent. Link Intime India Private Limited to their dedicated e-mail id i.e. "rnt.helpdesk@linkintime.co.in"

**ADDRESS FOR CORRESPONDENCE**

Compliance Officer	Link Intime India Pvt.Ltd.	Demat Shares	Correspondence with the Company
Shri Pankaj B. Bhaya Phone 022-28455450 / 28458967 Email: pankaj@mplindia.in	Unit: MPL Plastics Limited, C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (west), Mumbai 400078.	Respective Depository Participant of the Shareholder	MPL Plastics Limited 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane - 401104

### PLANT LOCATIONS

The Company has the following manufacturing and operating Divisions.

1. 28/29, Nagar Road, Village Shikrapur Dist. Pune 412208
2. Plot No.72, Danudyog Sahakari Sangh Ltd. Village Piparia, Silvassa.

### J. Management Discussion and Analysis

A Statement of Management Discussion and Analysis is appearing elsewhere in this Annual Report in terms of the requirement of the Code of Corporate Governance.

### K. WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimisation of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Chairman of the Audit Committee. Ref. [http://www.mplindia.in/category\\_img/pr\\_64.pdf](http://www.mplindia.in/category_img/pr_64.pdf) regarding the policy uploaded on the website.

### L. Confirmation of Compliance

The Company has completed with all the requirements of regulatory authorities except to the extent observed by the Secretarial Auditors in their Secretarial Audit Report. No penalties or strictures were imposed on the company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital marked during the last three years.

### M. WHOLE TIME DIRECTOR'S DECLARATION ON CODE OF CONDUCT AND ETHICS:

The Board of Directors of the Company has laid down Code of Conduct and Ethics (The Code) for the Company's Directors and Senior Executives. All the Directors and the Senior Executives covered by the Code have affirmed compliance with the Code on an annual basis.

#### Declaration on the Code of Conduct

All members of the Board of Directors of the Company and Senior Management of the Company have affirmed Compliance of the Code of Conduct for the year ended 31st March, 2016

### NON MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 is being reviewed by the Board from time-to-time.

#### A. Chairman of the Board

The Company has a Non executive Chairman and reimburses expenses incurred by him in performance of his duties.

#### B. Shareholders Rights

The Company is not sending the half yearly results to each household of shareholders.

C. The Company has separate post of Chairperson and Chief Executive Officer.

D. The Internal Auditors is reporting to Audit Committee.

E. The Company confirms that its financial statements are with unmodified audit opinion.

BY ORDER OF THE BOARD  
For **MPL PLASTICS LIMITED**

B.I.VAGHANI  
CHAIRMAN  
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website : [www.mplindia.in](http://www.mplindia.in)

E-mail : [mplho@mplindia.in](mailto:mplho@mplindia.in)

Registered Office:

2, Ashish Warehouse Corporation,  
Punjab Foundry Industrial Estate,  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane - 401 104

Date: 12<sup>th</sup> August, 2016

Place: Thane.

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
MPL PLASTICS LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of **MPL PLASTICS LIMITED ("the Company")**, which comprise the Balance Sheet as at **March 31, 2016**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for the ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the 'Order') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B**.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No 24;
  - ii. In our opinion and as per the information and explanations provided to us, the Company has not entered into any long term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses; and
  - iii. In our opinion and as per the information and explanation provided to us there is no amount required to be transferred, to the Investor Education and Protection Fund by the Company.

**For MEHTA CHOKSHI & SHAH**  
CHARTERED ACCOUNTANTS

**A. R. MEHTA**  
PARTNER

MEMBERSHIP NO. 46088  
Firm Registration No: 106201W

Place: Mumbai  
Date: 30<sup>th</sup> May 2016

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date on the accounts of **MPL PLASTICS LIMITED** for the year ended 31<sup>st</sup> March, 2016)

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that: -

- (i) (a) *The complete records showing full particulars including quantitative details and location of fixed assets have not yet been compiled.*  
 (b) *We are informed that the physical verification of fixed assets was carried out by the management during the year and no material discrepancies were noticed by the management on such verification.*  
 (c) *The title deeds of immovable properties, as disclosed in Note 8 on fixed assets to the financial statements, are held in the name of the Company.*
- (ii) The inventory has been physically verified at reasonable intervals during the year by the Management. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act.  
 As the Company has not granted any loans secured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, reporting on sub-clauses (a), (b) and (c) does not arise.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made and security provided by it.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits and consequently paragraph 3(v) of the order is not applicable.
- (vi) We have broadly reviewed the Cost records maintained by the Company which have been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, in respect of the Company's products to which the said rules are made applicable, and are of the opinion that, prima-facie, the prescribed accounts and records, have been made and maintained. We have, however, not made a detailed examination of the records, with a view to determine whether they are accurate.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues with the appropriate authorities  
 According to the information and explanations given to us, no undisputed amounts payable in respect of any of the above statutory dues were in arrears, as at 31<sup>st</sup> March, 2016 for a period of more than six months from the date they became payable.  
 (b) According to the information and explanations given to us, the disputed statutory dues aggregating to Rs.234.69 lacs that have not been deposited on account of matters pending before appropriate authorities are as under:

NAME OF THE STATUTORY DUES	FORUM WHERE DISPUTE IS PENDING	UNPAID AMOUNT RS. IN LACS
Income Tax	ITAT, Mumbai	77.03
Excise Duty	CESTAT	157.66

- (viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to bank or Government as at the balance sheet date.
- (ix) In our opinion and according to the information and explanations given to us, there is no term loan availed by the Company and accordingly, paragraph 3(ix) of the order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not paid/provided for managerial remuneration, accordingly, paragraph 3(xi) of the order is not applicable.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of this clause of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company has not entered into transactions with related parties during the year, accordingly, paragraph 3(xiii) of the order is not applicable.
- (xiv) According to the information and explanations given to us the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of this clause of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of this clause of the Order are not applicable to the Company.
- (xvi) According to the information and explanations given to us the Company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of this clause of the Order are not applicable to the Company.

**For MEHTA CHOKSHI & SHAH**  
 CHARTERED ACCOUNTANTS

**A.R. MEHTA**  
 PARTNER

MEMBERSHIP NO. 46088  
 Firm Registration No: 106201W

Place: Mumbai  
 Date: 30<sup>th</sup> May, 2016

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date on the accounts of **MPL PLASTICS LIMITED** for the year ended 31<sup>st</sup> March, 2016)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of MPL Plastics Limited Company ("the Company") as at 31<sup>st</sup> March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements. Whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2016 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal financial control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MEHTA CHOKSHI & SHAH**  
CHARTERED ACCOUNTANTS

**A.R. MEHTA**  
PARTNER

MembershipNo:46088  
Firm Registration No:106201W

Place: Mumbai

Date: 30<sup>th</sup> May, 2016

# MPL PLASTICS LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2016

	NOTE NO.	AS AT 31ST MAR, 2016		AS AT 31ST MARCH, 2015	
		Rupees	Rupees	Rupees	Rupees
<b>I. EQUITY AND LIABILITIES</b>					
<b>1 Shareholder's Funds</b>					
(a) Share Capital	1	124,985,500		124,985,500	
(b) Reserves and Surplus	2	(1,870,230,234)		(1,891,958,722)	
			(1,745,244,734)		(1,766,973,222)
<b>2 Non-Current Liabilities</b>					
(a) Long-Term Borrowings	3	1,036,268,980		1,036,268,980	
(b) Long-Term Provisions	4	21,167,957		21,433,938	
			1,057,436,937		1,057,702,918
<b>3 Current Liabilities</b>					
(a) Short-Term Borrowings	5	788,456,013		807,953,661	
(b) Trade Payables		48,304,459		51,591,530	
(c) Other Current Liabilities	6	13,417,423		14,417,037	
(d) Short-Term Provisions	7	654,076		987,612	
			850,831,971		874,949,840
<b>TOTAL :-</b>			<b>163,024,174</b>		<b>165,679,536</b>
<b>II. ASSETS</b>					
<b>1 Non-Current Assets</b>					
(a) Fixed Assets					
(i) Tangible Assets	8	37,607,128		40,221,594	
(b) Non-Current Investments	9	14,532,000		14,532,000	
(c) Long-Term Loans and Advances	10	1,395,710		1,395,710	
			53,534,838		56,149,304
<b>2 Current Assets</b>					
(a) Inventories	11	36,830,607		46,997,103	
(b) Trade Receivables	12	28,563,133		20,214,342	
(c) Cash and Cash Equivalents	13	6,039,902		3,611,452	
(d) Short-Term Loans and Advances	14	35,043,359		33,771,225	
(e) Other Current Assets	15	3,012,335		4,936,110	
			109,489,336		109,530,232
<b>TOTAL :-</b>			<b>163,024,174</b>		<b>165,679,536</b>
Significant Accounting Policies & Notes form an integral part of Financial Statements	1-37				

As per our attached report of even date

**For MEHTA CHOKSHI & SHAH**

Chartered Accountants

For & On Behalf of the Board

**A. R. MEHTA (PARTNER)**

M.NO.46088 FRN No.106201W

**B. I. Vaghani**

Chairman  
(DIN: 00067088)

**M. B. Vaghani**

Wholetime Director  
(DIN: 00067115)

**P. B. Bhaya**

CFO

30th May, 2016, Thane

30th May, 2016, Thane

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	NOTE NO.	FOR THE YEAR ENDED 31st MARCH, 2016 Rupees	FOR THE YEAR ENDED 31st MARCH, 2015 Rupees
<b>INCOME</b>			
Revenue From Operations	16	311,712,685	452,399,406
Other Income	17	1,065,951	285,656
<b>Total Revenue</b>		<b>312,778,636</b>	<b>452,685,062</b>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	18	209,119,069	322,371,356
Purchases of Stock-in-Trade		2,696,728	14,957,752
Changes in Inventories of F.G., S.F.G. and Stock-in-Trade	19	3,357,564	(969,865)
Employees Benefit Expenses	20	23,207,059	23,897,822
Finance Costs	21	3,957,238	2,575,049
Depreciation & Amortization Expenses		3,550,403	5,573,367
Other Expenses	22	45,162,087	72,941,907
<b>Total Expenses</b>		<b>291,050,148</b>	<b>441,347,388</b>
<b>Profit Before Extraordinary Items and Tax</b>		<b>21,728,488</b>	<b>11,337,674</b>
Extraordinary Items		-	-
<b>Profit Before Tax</b>		<b>21,728,488</b>	<b>11,337,674</b>
<b>Tax Expenses</b>			
Current Tax		-	-
Deferred Tax		-	-
<b>Profit for the year</b>		<b>21,728,488</b>	<b>11,337,674</b>
Earnings per Equity Share (Face Value of Rs. 10/-each)			
Basic and Diluted		1.74	0.91
Significant Accounting Policies & Notes form an integral part of Financial Statements	1-37		

As per our attached report of even date

**For MEHTA CHOKSHI & SHAH**  
Chartered Accountants

For &amp; On Behalf of the Board

**A. R. MEHTA (PARTNER)**  
M.NO.46088 FRN No.106201W

**B. I. Vaghani**  
Chairman  
(DIN: 00067088)

**M. B. Vaghani**  
Wholetime Director  
(DIN: 00067115)

**P. B. Bhaya**  
CFO

30th May, 2016, Thane

30th May, 2016, Thane

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

		YEAR ENDED 31ST MARCH, 2016 Rupees	YEAR ENDED 31ST MARCH, 2015 Rupees
<b>1 CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit / (Loss) Before Tax & Extra Ordinary Items		21,728,488	11,337,674
ADD :			
(i) Depreciation		3,550,403	5,573,367
(ii) Finance Costs		3,932,781	2,565,498
(iii) Cash Discount		307,528	691,112
	(A)	<u>29,519,200</u>	<u>20,167,651</u>
LESS :			
(i) Interest Income		192,471	265,426
(ii) Dividend Income		21,270	14,330
	(B)	<u>213,741</u>	<u>279,756</u>
CASH FROM OPERATIONS (A) - (B)	(C)	<u>29,305,459</u>	<u>19,887,895</u>
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :			
(i) Inventories		10,166,497	32,209,030
(ii) Receivables		(8,348,791)	20,478,093
(iii) Loans & Advances and Other Current Assets		656,452	267,050,417
	(D)	<u>2,474,158</u>	<u>319,737,540</u>
ADD : Trade and Other Payables		(4,886,202)	(28,891,795)
	(E)	<u>(2,412,044)</u>	<u>290,845,745</u>
NET CASH GENERATED FROM OPERATIONS AFTER WORKING CAPITAL CHANGES (C) + (E)	(F)	<u>26,893,415</u>	310,733,640
LESS :			
(i) Income Tax Paid / (Refund)		4,812	22,617
	(G)	<u>4,812</u>	<u>22,617</u>
NET CASH FROM OPERATING ACTIVITIES (F) - (G)	(H)	<u>26,888,603</u>	<u>310,711,023</u>
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>			
(i) Dividend Income		21,270	14,330
	(I)	<u>21,270</u>	<u>14,330</u>
LESS :			
(i) Purchase of Fixed Assets		935,937	2,178,165
	(J)	<u>935,937</u>	<u>2,178,165</u>
NET CASH FROM INVESTING ACTIVITIES (I) - (J)	(K)	<u>(914,667)</u>	<u>(2,163,835)</u>

		YEAR ENDED 31ST MARCH, 2016 Rupees	YEAR ENDED 31ST MARCH, 2015 Rupees
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>			
(i) Increase/(Decrease) in Short Term Borrowings		(19,497,648)	(13,595,468)
(ii) Interest Income		192,471	265,426
	(L)	<u>(19,305,177)</u>	<u>(13,330,042)</u>
LESS :			
(i) Finance Costs		3,932,781	2,565,498
(ii) Cash Discount		307,528	691,112
(iii) Repayment of Term/Other Loans		-	291,607,000
	(M)	<u>4,240,309</u>	<u>294,863,610</u>
NET CASH FROM FINANCING ACTIVITIES (L) - (M)	(N)	<u>(23,545,486)</u>	<u>(308,193,652)</u>
NET CHANGE IN CASH & CASH EQUIVALENTS (H)+(K)+(N)		<u>2,428,450</u>	<u>353,536</u>
CLOSING BALANCE OF CASH & CASH EQUIVALENTS		<u>6,039,902</u>	<u>3,611,452</u>
OPENING BALANCE OF CASH & CASH EQUIVALENTS		<u>3,611,452</u>	<u>3,257,916</u>

As per our attached report of even date

**For MEHTA CHOKSHI & SHAH**

Chartered Accountants

For & On Behalf of the Board

**A. R. MEHTA (PARTNER)**

M.NO.46088 FRN No.106201W

30th May, 2016, Thane

**B. I. Vaghani**

Chairman  
(DIN: 00067088)

30th May, 2016, Thane

**M. B. Vaghani**

Wholetime Director  
(DIN: 00067115)

**P. B. Bhaya**

CFO

## SIGNIFICANT ACCOUNTING POLICIES OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

### 1. GENERAL:

Unless otherwise stated hereunder the financial accounts have been drawn up on Historical Cost Convention generally following accrual basis of accounting.

### 2. REVENUE RECOGNITION:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

#### Sale of Products:

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are disclosed net of sales tax/VAT, discounts and returns, as applicable.

### 3. FIXED ASSETS:

#### Tangible

Fixed Assets are recorded at cost of acquisition/construction, which comprises of purchase consideration and other directly attributable cost of bringing an assets to its working condition for the intended use.

### 4. DEPRECIATION:

Depreciation on fixed assets is provided on straight line method from the date of installation as per useful life of the depreciable assets computed as per Schedule II of the Companies Act, 2013 (which is applicable from 01st April 2014).

### 5. INVESTMENTS:

Long Term Investments are stated at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

### 6. INVENTORIES:

Inventories are valued on the basis given below:

- (a) Raw Material - At lower of cost and net realizable value. Cost is determined on FIFO basis.
- (b) Semi Finished Goods - At lower of cost and net realizable value. Cost includes Raw Materials and Conversion Cost, except those purchased directly which are valued at cost.
- (c) Finished Goods - At lower of cost and net realizable value. Cost is determined using the absorption costing principles.
- (d) Packing Materials - At lower of cost and net realizable value. Cost is determined on weighted average basis.

### 7. EMPLOYEE BENEFIT SCHEMES:

- (a) Provident Fund- Eligible employees of the Company receive benefits under the Provident Fund which is a defined contribution plan, where both the employee and the Company make monthly contributions equal to specified percentage of the covered employee's salary. These contributions are made to the funds administered and managed by the Government. The Company's monthly contributions are charged to revenue in the period they are incurred.
- (b) Gratuity – In accordance with the Payment of Gratuity Act 1972, the Company provides for gratuity a defined retirement benefit plan ("the Gratuity Plan") covering eligible employees. Liabilities with regards to such Gratuity Plan are determined by actuarial valuation and the excess of actuarial valuation over the fund available as corpus under Company's LIC Group Gratuity Policy is provided and charged to revenue in the period along with the contribution made to the said policy.
- (c) Provision for unutilized Leave- The accrual for unutilized leave is determined for the entire available leave balance standing to the credit of the employees at the year end and charged to the revenue in the period.

### 8. FOREIGN CURRENCY TRANSACTIONS:

Transactions in Foreign Currency are accounted at the exchange rate prevailing on the date of the transaction. Year end balances of the foreign currency transactions are translated at the year end rate and the corresponding effect is given in the respective account.

### 9. EXCISE DUTY:

- (a) Excise duty is charged to Statement of Profit and Loss in the year of clearance of goods.
- (b) CENVAT credits on materials purchased for production are taken into account at the time of purchase and cenvat credits on purchase of capital items wherever applicable are taken into account as and when the assets are installed to the credit of respective purchase and asset accounts. The Cenvat credits so taken are utilised for payment of excise duty on goods manufactured. The unutilised Cenvat credit is carried forward in the books.

### 10. EARNING PER SHARE:

In determining earnings per share, the Company considers the net profit/(loss) after tax for the year attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

## Notes on Financial Statements for the Year ended 31st March, 2016

	AS AT 31ST MARCH, 2016		AS AT 31ST MARCH, 2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE NO. 1 :</b>				
<b>SHARE CAPITAL :</b>				
<b>Authorised :</b>				
2,50,00,000 Equity Share of Rs.10/-each		250,000,000		250,000,000
<b>Issued, Subscribed and Paid Up</b>				
12,497,100 (Previous year 12,497,100)				
Equity Shares of Rs.10/- each fully Paid up		124,971,000		124,971,000
Add: 2900 Equity Shares of Rs.10/- each Forfeited (Amount Paid Up Rs.5/- per share)		14,500		14,500
<b>TOTAL :-</b>		<b>124,985,500</b>		<b>124,985,500</b>
All of the above shares carry equal voting rights and there are no restrictions / preferences attached to any of the above shares.				
<b>NOTE NO. 1.1 :</b>				
<b>Reconciliation of the number of shares outstanding</b>				
		No. of Shares		No. of Shares
As per Last Balance Sheet		12,497,100		12,497,100
Closing Balance		12,497,100		12,497,100
<b>NOTE NO. 1.2 :</b>				
<b>Name of Shareholders holding more than 5% shares</b>				
	No. of Shares	%	No. of Shares	%
1 MADHUP BANSILAL VAGHANI	756,985	6.06	756,985	6.06
2 CHIRANJIV ISHWARLAL VAGHANI	1,065,685	8.53	1,065,685	8.53
3 DINESH ISHWARLAL VAGHANI	864,425	6.92	864,425	6.92
4 SHUBHKAM VENTURES INDIA PVT. LTD.	1,012,067	8.10	3,250,000	26.01
5 STRESSED ASSETS STABILIZATION FUND	1,015,754	8.13	1,094,329	8.76
	<b>4,714,916</b>	<b>37.74</b>	<b>7,031,424</b>	<b>56.28</b>
<b>NOTE NO. 2 :</b>				
<b>RESERVE AND SURPLUS :</b>				
<b>Securities Premium Reserve</b>				
Less: Premium on Forfeited Shares		266,044,545		266,044,545
Closing Balance		130,500		130,500
		<b>265,914,045</b>		<b>265,914,045</b>
<b>General Reserve</b>				
As per Last Balance Sheet		6,940,863		6,940,863
Closing Balance		6,940,863		6,940,863
<b>Profit and Loss Account</b>				
As per Last Balance Sheet		(2,175,592,630)		(2,186,930,304)
Add : Profit for the year		21,728,488		11,337,674
Closing Balance		<b>(2,153,864,142)</b>		<b>(2,175,592,630)</b>
<b>IDBI OTF Grant for ODS Phase Out</b>				
As per Last Balance Sheet		10,779,000		10,779,000
Closing Balance		10,779,000		10,779,000
The Company had during FY-1996-97 imported polyurethane dispensing unit, compatible of processing ozone friendly forming agent, valuing at Rs.1,07,79,000/- under the OTF conditional grant of World Bank through their co-ordinating agency viz. IDBI. The World Bank has conveyed/taken on record that the project has been physically and financially completed. IDBI has released the charged created pursuant to the deed of hypothecation dated April 30, 1996.				
<b>TOTAL :-</b>		<b>(1,870,230,234)</b>		<b>(1,891,958,722)</b>

**Notes on Financial Statements for the Year ended 31st March, 2016**

	AS AT 31ST MARCH, 2016		AS AT 31ST MARCH, 2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE NO. 3 :</b>				
<b><u>LONG - TERM BORROWINGS :</u></b>				
<b><u>SECURED :</u></b>				
<b><u>Term Loan From Other (Refer Note No.3 of 27)</u></b>		<b>805,138,154</b>		<b>805,138,154</b>
Repayment will fall due after sanction of Rehabilitation Scheme by the Hon'ble BIFR.				
Term Loan from other is secured by hypothecation of stocks of raw material, semi-finished goods, finished goods, book debts and personal guarantee of some of the Directors and also the second charge over the Fixed Assets of the Company.				
<b><u>UNSECURED :</u></b>				
<b><u>Debentures (Refer Note No.3 of 27)</u></b>		<b>20,000,000</b>		<b>20,000,000</b>
2,00,000 - 17% Redeemable Non Convertible Debentures of Rs. 100/- each fully paid-up.				
<b>Int. Accrued &amp; due on Debentures</b>		<b>211,130,826</b>		<b>211,130,826</b>
<b>TOTAL :-</b>		<b><u>1,036,268,980</u></b>		<b><u>1,036,268,980</u></b>
<b>NOTE NO. 4 :</b>				
<b><u>LONG - TERM PROVISIONS :</u></b>				
Provision For Excise Duty		<b>20,725,518</b>		<b>20,725,518</b>
<b><u>Provision For Employees Benefits:</u></b>				
Provision For Gratuity (Refer Note No. 29 )		<b>442,439</b>		<b>708,420</b>
<b>TOTAL :-</b>		<b><u>21,167,957</u></b>		<b><u>21,433,938</u></b>
<b>NOTE NO. 5 :</b>				
<b><u>SHORT - TERM BORROWINGS :</u></b>				
<b><u>SECURED :</u></b>				
<b>From Banks (Refer Note No. 1 and 2 of 27 )</b>		<b>788,456,013</b>		<b>807,953,661</b>
1 Cash Credits and Overdrafts availed from Bank is secured by hypothecation of stocks of raw material, semi-finished goods, finished goods, book debts and personal guarantee of some of the Directors and also the second charge over the Fixed Assets of the Company.				
2 Cash Credit and Overdraft facility availed from Standard Chartered Bank, a member of the consortium of bankers, was restructured in the year 2002 by converting the limits in to Overdraft, Working Capital Term Loan and Funded Interest Term Loan. The Working Capital Term Loan had already been repaid in earlier year. During the year Cash Credit and Overdraft facility accounts have also been repaid and have debit balance and reflected in Cash & Bank Balances. These limits are secured by hypothecation of stocks of raw materials, semi-finished goods, finished goods, book debts, the second charge over the Fixed Assets of the Company and pledge of the shareholding of the promoters. The Company is in the process of releasing the charge.				
<b>TOTAL :-</b>		<b><u>788,456,013</u></b>		<b><u>807,953,661</u></b>



**Notes on Financial Statements for the Year ended 31st March, 2016**

	AS AT 31ST MARCH, 2016		AS AT 31ST MARCH, 2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE NO. 6 :</b>				
<b>OTHER CURRENT LIABILITIES :</b>				
Other Payables		13,417,423		14,417,037
<b>TOTAL :-</b>		<b>13,417,423</b>		<b>14,417,037</b>
<b>NOTE NO. 7 :</b>				
<b>SHORT - TERM PROVISIONS :</b>				
Provision For Gratuity (Refer Note No. 29 )		97,320		84,699
Provision For Leave Encashment (Refer Note No. 29 )		556,756		902,913
<b>TOTAL :-</b>		<b>654,076</b>		<b>987,612</b>

**NOTE NO. 8 : FIXED ASSETS AS AT 31ST MAR, 2016**

(AMOUNT IN RUPEES)

SR. NO.	Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS AT 01.04.2015	Additions	Deletions/ Adjustments	AS AT 31.03.2016	UPTO 01.04.2015	Accumulated Depreciation On Deletions/ Adjustments	Depreciation for the year	UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
	<b>TANGIBLE ASSETS :</b>										
	<b>OWN ASSETS :</b>										
1	Land	797,559	-	-	797,559	-	-	-	-	797,559	797,559
2	Factory Building	29,295,338	-	-	29,295,338	19,746,375	-	928,661	20,675,036	8,620,302	9,548,963
3	Dies & Moulds	184,696,084	851,700	-	185,547,784	177,010,100	-	1,230,739	178,240,839	7,306,945	7,685,984
4	Machineries	168,458,685	-	-	168,458,685	156,196,098	-	619,518	156,815,616	11,643,069	12,262,587
5	Furniture & Fixtures	14,295,773	28,125	-	14,323,898	12,282,185	-	229,148	12,511,333	1,812,565	2,013,588
6	Electrical Installation	9,638,885	-	-	9,638,885	9,158,989	-	-	9,158,989	479,896	479,896
7	Vehicles	6,746,424	-	-	6,746,424	6,409,105	-	-	6,409,105	337,319	337,319
8	Office / Factory Equipments	9,517,865	56,112	-	9,573,977	8,215,309	-	178,849	8,394,158	1,179,819	1,302,556
9	Computer	20,180,576	-	-	20,180,576	18,908,229	-	248,094	19,156,323	1,024,253	1,272,347
10	Material Handling Equipments	15,112,401	-	-	15,112,401	14,258,365	-	18,955	14,277,320	835,081	854,036
11	Airconditioners	1,965,395	-	-	1,965,395	1,700,286	-	20,260	1,720,546	244,849	265,109
12	Godown	4,821,475	-	-	4,821,475	1,419,825	-	76,179	1,496,004	3,325,471	3,401,650
	<b>TOTAL</b>	<b>465,526,460</b>	<b>935,937</b>	<b>-</b>	<b>466,462,397</b>	<b>425,304,866</b>	<b>-</b>	<b>3,550,403</b>	<b>428,855,269</b>	<b>37,607,128</b>	<b>40,221,594</b>
	<b>PREVIOUS YEAR</b>	<b>463,348,295</b>	<b>2,178,165</b>	<b>-</b>	<b>465,526,460</b>	<b>419,731,499</b>	<b>-</b>	<b>5,573,367</b>	<b>425,304,866</b>	<b>40,221,594</b>	<b>43,616,796</b>

**Notes on Financial Statements for the Year ended 31st March, 2016**

	AS AT 31ST MARCH, 2016		AS AT 31ST MARCH, 2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE NO. 9 :</b>				
<b>NON-CURRENT INVESTMENTS :</b>				
<b>OTHER INVESTMENTS :</b>				
<b>In Equity Shares - Quoted Fully Paid Up</b>				
Dena Bank	4,900	147,000	4,900	147,000
of Rs. 10/- each @ 30/- (Market Value Rs.140,875/-)				
(a)	<u>4,900</u>	<u>147,000</u>	<u>4,900</u>	<u>147,000</u>
<b>In Equity Shares - Unquoted Fully Paid Up</b>				
Rising Star Plastics P. Ltd.	-	-	5,000	500,000
of Rs. 100/- each				
Milton Global Ltd.	1,500,000	30,000,000	1,500,000	30,000,000
of Rs. 10/- each @ Rs. 20/- each				
	<u>1,500,000</u>	<u>30,000,000</u>	<u>1,505,000</u>	<u>30,500,000</u>
Less: Provision for Diminution in Investments		15,615,000		16,115,000
(b)	<u>1,500,000</u>	<u>14,385,000</u>	<u>1,505,000</u>	<u>14,385,000</u>
<b>In Preference Shares - Unquoted</b>				
Indowind Energy Ltd.	1	10,000,000	1	10,000,000
12% Non-Convertible Cumulative of Rs.100 Lakh each				
	<u>1</u>	<u>10,000,000</u>	<u>1</u>	<u>10,000,000</u>
Less: Provision for Diminution in Investments		10,000,000		10,000,000
(c)	<u>1</u>	<u>-</u>	<u>1</u>	<u>-</u>
<b>TOTAL :-</b>	(d) =(a+b+c)	<u>1,504,901</u>	<u>14,532,000</u>	<u>1,509,901</u>
		<u>14,532,000</u>	<u>14,532,000</u>	
<b>NOTE NO. 10 :</b>				
<b>LONG - TERM LOANS AND ADVANCES :</b>				
<b>DEPOSITS :</b>				
(Unsecured, Considered Good )				
With Local Bodies		1,297,598		1,297,598
With Others		98,112		98,112
<b>TOTAL :-</b>		<u>1,395,710</u>		<u>1,395,710</u>
<b>NOTE NO. 11 :</b>				
<b>INVENTORIES :</b>				
(As taken, valued and certified by the Management)				
Raw Materials		18,636,813		25,490,139
Finished Goods		14,091,178		15,903,271
Semi Finished Goods		2,594,929		4,140,400
Packing Materials		1,507,687		1,463,293
<b>TOTAL :-</b>		<u>36,830,607</u>		<u>46,997,103</u>

## Notes on Financial Statements for the Year ended 31st March, 2016

	AS AT 31ST MARCH, 2016		AS AT 31ST MARCH, 2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE NO. 12 :</b>				
<b>TRADE RECEIVABLES :</b>				
(Unsecured, Considered Good)				
Exceeding six months		6,281,801		8,177,672
Others		25,606,122		15,363,670
		<u>31,887,923</u>		<u>23,541,342</u>
Less: Provision for Doubtful Debts		3,324,790		3,327,000
<b>TOTAL :-</b>		<u><u>28,563,133</u></u>		<u><u>20,214,342</u></u>
<b>NOTE NO. 13 :</b>				
<b>CASH AND CASH EQUIVALENTS :</b>				
Cash on Hand		56,955		60,489
Bank Balances		3,513,051		1,109,403
Fixed Deposit With Banks		2,469,896		2,441,560
Fixed Deposit With Banks include deposits of Rs. 19,03,430/- (Previous Year Rs.19,84,256/-) with Maturity of more than 12 months				
<b>TOTAL :-</b>		<u><u>6,039,902</u></u>		<u><u>3,611,452</u></u>
<b>NOTE NO. 14 :</b>				
<b>SHORT-TERM LOANS AND ADVANCES :</b>				
<b>LOANS :</b>				
(Unsecured, Considered Good)				
Loans To Staff		5,000		30,000
<b>ADVANCES :</b>				
(Unsecured, Considered Good)				
Advances to Others		35,038,359		33,741,225
<b>TOTAL :-</b>		<u><u>35,043,359</u></u>		<u><u>33,771,225</u></u>
<b>NOTE NO.15 :</b>				
<b>OTHER CURRENT ASSETS :</b>				
Deposits with Central Excise Authorities		2,577,964		4,506,551
Advance Payment of Income-tax		434,371		429,559
<b>TOTAL :-</b>		<u><u>3,012,335</u></u>		<u><u>4,936,110</u></u>

**Notes on Financial Statements for the Year ended 31st March, 2016**

	FOR THE YEAR ENDED 31st MARCH, 2016		FOR THE YEAR ENDED 31st MARCH, 2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE NO. 16 :</b>				
<b>REVENUE FROM OPERATIONS :</b>				
Sale of Products		389,293,349		563,512,066
Less : Excise Duty		77,580,664		111,112,660
<b>TOTAL :-</b>		<b>311,712,685</b>		<b>452,399,406</b>
<b>NOTE NO. 16.1 :</b>				
<b>PARTICULARS OF SALE OF PRODUCTS :</b>				
Thermoware Items		381,969,992		539,270,328
Household Items		846,983		3,462,440
Polymers		2,737,928		15,048,988
Others		3,738,446		5,730,310
<b>TOTAL :-</b>		<b>389,293,349</b>		<b>563,512,066</b>
<b>NOTE NO. 17 :</b>				
<b>OTHER INCOME :</b>				
Interest Income		192,471		265,426
Dividend Received		21,270		14,330
Miscellaneous Income		852,210		5,900
<b>TOTAL :-</b>		<b>1,065,951</b>		<b>285,656</b>
<b>NOTE NO. 18 :</b>				
<b>COST OF MATERIALS CONSUMED :</b>				
	Rupees	%	Rupees	%
Imported	-	-	-	-
Indigenous	209,119,069	100	322,371,356	100
<b>TOTAL :-</b>	<b>209,119,069</b>	<b>100</b>	<b>322,371,356</b>	<b>100</b>
<b>PARTICULARS OF MATERIALS CONSUMED (Indigenous) :</b>				
Polymers		42,421,989		91,233,836
Insulation Materials		14,071,890		23,262,036
Master Batch		2,069,325		2,984,418
Colours		92,899		90,226
Steel		104,133,110		124,627,110
Refills		1,694		13,584,578
Foils		3,152,371		4,161,371
Packing Materials		26,524,120		41,400,598
Other B O P		16,651,671		21,027,183
<b>TOTAL :-</b>		<b>209,119,069</b>		<b>322,371,356</b>
<b>NOTE NO. 19 :</b>				
<b>INCREASE/(DECREASE) IN STOCKS OF FINISHED GOODS AND SEMI-FINISHED GOODS :</b>				
<b>Closing Stock :</b>				
Finished Goods	14,091,178		15,903,271	
Semi-Finished Goods	2,594,929		4,140,400	
		16,686,107		20,043,671
<b>Less : Opening Stock :</b>				
Finished Goods	15,903,271		14,350,650	
Semi-finished Goods	4,140,400		4,723,156	
<b>TOTAL :-</b>		<b>20,043,671</b>		<b>19,073,806</b>
		<b>(3,357,564)</b>		<b>969,865</b>

## Notes on Financial Statements for the Year ended 31st March, 2016

	FOR THE YEAR ENDED 31st MARCH, 2016		FOR THE YEAR ENDED 31st MARCH, 2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE NO. 20 :</b>				
<b><u>EMPLOYEES BENEFIT EXPENSES :</u></b>				
Salaries, Wages and Bonus		21,571,168		21,842,297
Contribution to Provident And Other Funds		1,119,955		1,360,097
Staff Welfare Expenses		515,936		695,428
<b>TOTAL :-</b>		<b>23,207,059</b>		<b>23,897,822</b>
<b>NOTE NO. 21 :</b>				
<b><u>FINANCE COSTS :</u></b>				
Interest Expenses		3,949,175		2,570,410
Bank Charges		8,063		4,639
<b>TOTAL :-</b>		<b>3,957,238</b>		<b>2,575,049</b>
<b>NOTE NO. 22 :</b>				
<b><u>OTHER EXPENSES :</u></b>				
<b><u>MANUFACTURING EXPENSES :</u></b>				
Labour & Moulding Charges	28,230,143		44,761,677	
Power & Fuel	674,505		991,051	
Rates & Taxes	68,872		65,121	
Repairs & Maintenance - Factory Building	140,523		2,278,010	
Repairs & Maintenance - Machinery	104,201		527,684	
Repairs & Maintenance - Others	740,938		1,029,054	
Security Charges	1,178,444		1,827,336	
		<b>31,137,626</b>		<b>51,479,933</b>
<b><u>SELLING &amp; DISTRIBUTION EXPENSES :</u></b>				
Freight and Transport Charges	5,071,437		8,870,714	
Commission and Discount	572,028		2,239,968	
Advertisement and Sales Promotion Expenses	91,731		81,849	
		<b>5,735,196</b>		<b>11,192,531</b>
<b><u>OFFICE &amp; ADMINISTRATIVE EXPENSES :</u></b>				
Insurance	279,778		243,134	
Postage, Telegram and Telephones	515,692		551,755	
Travelling and Conveyance	778,163		885,641	
Consultancy, Professional, Legal and Other Charges	1,101,565		2,115,664	
Payment to Auditors	400,885		284,356	
Rent	3,403,200		3,903,865	
Bad Debts	53,113		-	
Miscellaneous Expenses	1,756,869		2,285,028	
		<b>8,289,265</b>		<b>10,269,443</b>
<b>TOTAL :-</b>		<b>45,162,087</b>		<b>72,941,907</b>
<b><u>PAYMENT TO AUDITORS :</u></b>				
For Statutory Audit		90,000		90,000
For Tax Audit		20,000		20,000
For Income Tax		260,000		130,000
For Certification		22,500		22,500
For Out of Pocket Exps		8,385		21,856
<b>TOTAL :-</b>		<b>400,885</b>		<b>284,356</b>

## MPL PLASTICS LIMITED

23. Estimated amount of contracts remaining to be executed on capital account and not provided Rs. Nil. (Previous year Rs.Nil)

24.

Contingent Liability in respect of:	AS AT 31ST MARCH,2016 RUPEES IN LACS	AS AT 31ST MARCH,2015 RUPEES IN LACS
(a) Guarantee issued by Banks in favour of various Central & State Government Department and Local Bodies.	25.16	25.16
(b) Demands under Excise Act, disputed in appeal.	157.66	112.64
(c) Demands under Income Tax Act, disputed in appeal.	77.03	77.03

The demands at (b) and (c) above are payable with interest in case upheld against the Company.

The Company is contingently liable for excise duty of Rs.45,993,252/-, which demands were set aside by Central Excise and Service Tax Appellate Tribunal and appeals in respect whereof filed by Excise Department are pending before jurisdictional High Courts.

25. The Company's writ petitions before the High Court of Bombay disputing the Customs duty liability and applicable rate of customs duty on imported raw materials (for own consumption as well as sale on high seas basis) is pending disposal. Against this disputed liability the Company has furnished to the Customs Authority bank guarantee totaling Rs.1,957,376/- (previous year Rs.1,957,376/-). In respect of imported raw material sold on high seas basis there are advances received by the Company of Rs.1,033,628/- (Previous Year Rs.1,033,628/-) from the constituents towards the likely custom duty liability.

26. **Registration of the Company with Board for Industrial and Financial Reconstruction(BIFR):**

The Company was declared a sick industrial undertaking in terms of Section 3(1)(0) of the Sick Industrial Companies (Special Provisions) Act, 1985.

The Company had submitted a Draft Rehabilitation Scheme to Hon'ble BIFR through its Operating Agency IFCI Ltd and is providing the required information and clarification.

The Company continues its manufacturing operations, and the accounts are prepared on going concern basis.

27. **Borrowings from Banks and Term Lenders:**

1. **Repayment of Restructured Borrowings from Standard Chartered Bank (SCB):**

The Company's borrowings were restructured by SCB (member of consortium of lenders) in 2002, the liability whereof was recognized in books of account of the Company in line therewith. The borrowings stand fully repaid during the year. The Company is in the process of completing the consequential formalities with SCB for release of charge over assets of the Company held by SCB.

2. **Working capital borrowings from Dena Bank (DB):**

The Company had paid one time settlement amount to Dena Bank. Pending settlement of a guarantee of Rs. 751,257/- (Rs. 751,257/-) issued by Dena Bank on behalf of the Company, it has not been able to secure release of charges from Dena Bank. The Company will give effect to the settlement on completion of all and consequential formalities by Dena Bank and release of charge over assets of the Company held by Dena Bank.

3. **Acquisition of debts by Itz Online Payments Limited (IOPL) now known as Indravarun Impex Private Limited (IIPL) :**

IIPL acting as Strategic Investor in the revival and rehabilitation plan of the Company, settled and took over debt of the Company payable to Central Bank of India (CBI) and also purchased from Federal Bank Limited (FBL) the non-convertible debentures held by FBL.

28. The Company is holding Preference Shares of Indo Wind Energy Ltd., and is entitled to redemption proceeds thereof alongwith dividend, alongwith certain additional entitlements, all with upto date interest. The Company has not accounted income in respect of its aforesaid amounts and claims.

The Company is separately initiating recovery actions and will account income accrued on Preference Shares in the year of receipt.

29. **As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:**

### Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :

Particulars	2015-16	2014-15
Employer's Contribution to Provident Fund	378,455	470,572
Employer's Contribution to Pension Fund	646,222	731,367

### Defined Benefit Plan

The employee's gratuity fund scheme managed by a Trust (Life Insurance Corporation of India for part of the organization) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

I) Reconciliation of opening and closing balances of Defined Benefit Obligation

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2015-16	2014-15	2015-16	2014-15
Defined Benefit Obligation at beginning of year	1,672,815	918,887	902,913	707,958
Current Service Cost	300,025	281,075	365,800	452,368
Interest Cost	91,232	80,208	-	-
Actuarial gain/(loss)	688,950	448,030	-	-
Benefits Paid	(1,064,827)	(55,385)	711,957	257,413
Defined Benefit Obligation at year end	1,688,195	1,672,815	556,756	902,913

II) Reconciliation of opening and closing balances of Fair value of Plan Assets

	Gratuity (Funded)	
	2015-16	2014-15
Fair Value of Plan Assets at beginning of year	879,696	821,288
Expected Return on Plan Assets	85,400	71,200
Actuarial gain/(loss)	(9,569)	2,601
Employer contribution	1,257,736	39,992
Benefits Paid	(1,064,827)	(55,385)
Fair Value of Plan Assets at year end	1,148,436	879,696
Actual Return on Plan Assets	75,831	73,801

III) Reconciliation of Fair value of Assets and obligations

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	As at 31st March		As at 31st March	
	2016	2015	2016	2015
Fair Value of Plan Assets	1,148,436	879,696	-	-
Present value of obligation	1,688,195	1,672,815	556,756	902,913
Amount recognised in Balance Sheet	(539,759)	(793,119)	556,756	902,913

IV) Expenses recognised during the year

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2015-16	2014-15	2015-16	2014-15
Current Service Cost	300,025	281,075	365,800	452,368
Interest Cost	91,232	80,208	-	-
Expected Return on Plan Assets	(85,400)	(71,200)	-	-
Actuarial gain/(loss)	698,519	445,429	-	-
<b>Net Cost</b>	<b>1,004,376</b>	<b>735,512</b>	<b>365,800</b>	<b>452,368</b>

V) Investment Details

	% Invested	
	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
GOI securities	-	-
Public Securities	-	-
State Government Securities	-	-
Insurance Policies	68.03	52.59
Other (including bank balances)	31.97	47.41
	<b>100.00</b>	<b>100.00</b>

# MPL PLASTICS LIMITED

## VI) Actuarial assumptions

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2015-16	2014-15	2015-16	2014-15
Mortality Table (LIC)	1994-96 (Ultimate)	1994-96 (Ultimate)	1994-96 (Ultimate)	1994-96 (Ultimate)
Discount Rate (per annum)	7.57%	8.00%	8.00%	8.00%
Expected Rate of return on plan assets (per annum)	8.35%	8.75%	-	-
Rate of escalation in salary (per annum)	5.00%	5.00%	4.00%	4.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

30. The entire operation of the Company relates to only one segment viz. Thermoware Products. Hence as per AS(17) issued by ICAI, there is only one reportable segment.
31. The company has not entered into any transactions with Related Parties as per Accounting Standard (AS) – 18 "Related Party Transactions".
32. The Company has not yet identified the total amount due to micro, small and medium scale enterprises.
33. The Basic Earning per share of the Company is Rs. 1.74 as defined in Accounting Standard 20 issued by ICAI.
34. The Company does not have any deferred tax liability as envisaged in Accounting standard 22 issued by the ICAI.
35. Sundry Creditors and Sundry Debtors are subject to confirmation by the respective parties.
36. Figures of the previous year have been regrouped and reclassified wherever necessary.
37. The amounts in the Balance Sheet & Statement of Profit & Loss are rounded off to the nearest rupee.

### Signatures to Notes to Financial Statements 1 to 37

As per our attached report of even date

**For MEHTA CHOKSHI & SHAH**  
Chartered Accountants

For & On Behalf of the Board

**A. R. MEHTA (PARTNER)**  
M.NO.46088 FRN No.106201W

**B. I. Vaghani**  
Chairman  
(DIN: 00067088)

**M. B. Vaghani**  
Wholetime Director  
(DIN: 00067115)

**P. B. Bhaya**  
CFO

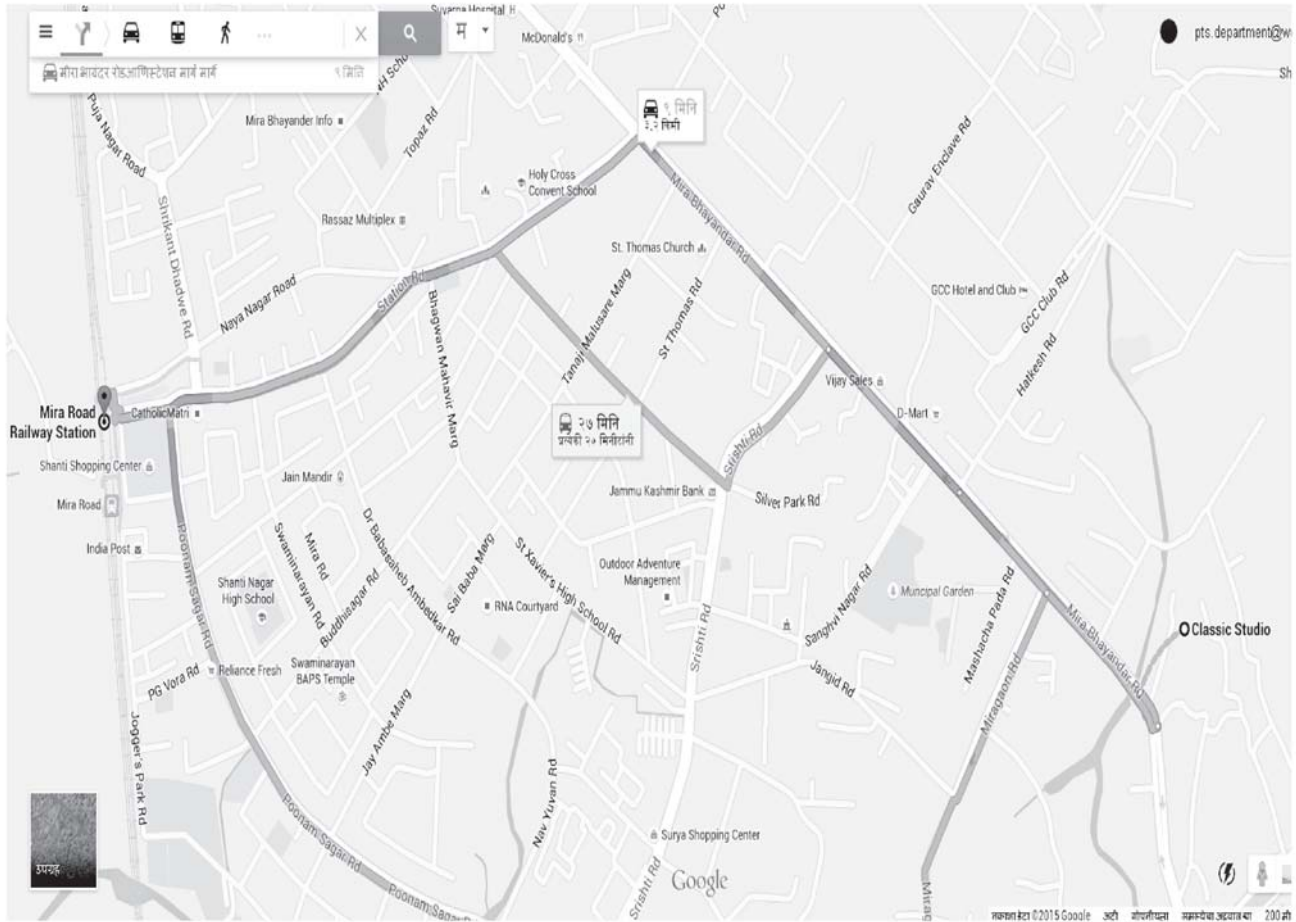
30th May, 2016, Thane

30th May, 2016, Thane





# Route Map to the Venue of the Annual General Meeting



# MPL PLASTICS LIMITED

CIN : L25209MH1992PLC066635

Regd. Office : 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist.Thane. Pin - 401 104

Email Id.: pankaj@mplindia.in Website: www.mplindia.in, Tel. 28455450, 28458967

## PROXY FORM

[Pursuant to section 105(6) of the Companies Ac, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		e-mail Id:	
Registered address:		Folio No/ *Client Id:	
Sequence No.		*DP Id:	

I/We being the member(s) \_\_\_\_\_ of shares of MPL Plastics Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24<sup>th</sup> Annual General Meeting** of the Company, to be held on Thursday, 29th September, 2016 at 9.30 a.m. at Regd. Office : 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist.Thane. Pin - 401104 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions		For	Against
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2.	Reappointment of Shri Bansilal I. Vaghani as Director of the Company liable to retire by rotation.		
3.	Reappointment of Shri Madhup B.Vaghani as Director of the Company liable to retire by rotation.		
4.	Appointment of Auditors and fixing their remuneration		

\* Applicable for investors holding shares in electronic form.

Affix a  
15 paise  
Revenue  
Stamp

Signature of Shareholder

### Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a  $\checkmark$  in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders Should be stated.

*If undelivered, please return to:*

**MPL PLASTICS LIMITED**

2, Ashish Warehouse Corporation

Punjab Foundry Industrial Estate

Near Classic Studio, Mira Bhayander Road,

Kashimira, Mira Road (East), Dist. Thane 401104