



## ECOBOARD INDUSTRIES LIMITED

### 26<sup>TH</sup> ANNUAL REPORT 2016-2017

**REGISTERED OFFICE:** 65/1A, "Ecohouse," Akarshak Building, Opp. Nal Stop, Off. Karve Road, Pune – 411 004  
Tel. (020) 41080800 Fax. (020) 25465328

#### BOARD OF DIRECTORS

Mr. V.S. Raju, Chairman  
Mr. G.R.K. Raju, Managing Director  
Mr. Praveen Kumar Raju Gottumukkala, Director  
Mr. U. S. Kadam, Independent Director  
Mr. Narsimhan Krishnan, Independent Director  
(Resigned w.e.f. 20.05.2017)  
Mrs. Sujani Venkata Indukuri, Director  
Mr. Siva Sankar Kalive, Independent Director  
Mr. P. V. V. Rama Raju, Independent Director  
Mr. Satya Narayan Banka  
(Appointed w.e.f. 14.08.2017)

#### COMPANY SECRETARY

Mrs. Sonika Kulhare

#### AUDITORS

M/s. Chaturvedi SK & Fellows, Mumbai  
410, Dev Plaza, S.V. Road, Andheri (W),  
Mumbai – 400 058  
Tel: (022) 66943452 • Fax: (022) 66943453

#### REGISTERED OFFICE

65/1A, "Ecohouse," Akarshak building,  
Opp. Nal Stop, Karve Road, Pune 411004  
Tel: (020) 25432345 • Fax: (020) 25465328  
E-mail info@ecoboard.in  
Website: www@ecoboard.in

#### REGISTRAR & TRANSFER AGENTS

M/s. Link Intime India Private Limited  
202-A, 2nd Floor, "Akshay Complex"  
Off Dhole Patil Road, Pune – 411 001  
Tel: (020) 2616 0084 • Fax: (020) 2616 3503  
E-mail: pune@linktime.co.in

#### BANKERS

Bank of Maharashtra  
Andhra Bank  
State Bank of India

#### Bio Systems Division

65/1A, "Ecohouse," Akarshak Building,  
Opp. Nal Stop, Off. Karve Road, Pune – 411004  
Tel: (020) 25432345 • Fax: (020) 25465328

#### Factory (Particle Bagasse Board Division)

1. Village Velapur, Taluka Malshiras,  
Dist: Solapur, Maharashtra  
Tel: (02185) 245261/62 • Fax: (02185) 245203

#### BRANCHES

**West Zone:** Pune, Kolhapur

**South Zone:** Hyderabad, Bangalore, Bhubaneswar, Mangalore, Chennai

**North Zone:** Delhi, Bhopal, Kolkata, Raipur

**Note: All correspondence shall be made to Registered office Address**

## CONTENTS

Notice of AGM .....	03
Board's Report with Annexure .....	13
Management discussion & Analysis Report .....	33
Corporate Governance Report .....	37
Auditors Certificate on Corporate Governance .....	49
Certification by Managing Director .....	50
Declaration for Compliance with the code of conduct .....	50
Auditors Report .....	51
Balance Sheet .....	57
Statement of Profit and Loss .....	58
Cash Flow Statement .....	59
Notes Forming part of the Financial Statements .....	60
Map for venue of AGM.....	73
Proxy Form .....	79

### “ GO GREEN” INITIATIVE BY THE COMPANY

As a step towards “ Green Initiative” in the Corporate Governance, Ministry of Corporate affairs has by allowing paperless compliances by the Companies and has issued Circulars stating that service of notice / documents including Annual Report can be sent by e- mail to its members. To support this green initiative of the Government, Members are requested to register their email addresses with Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd. at the Address:

.....

**M/s Link Intime India Pvt. Ltd., Pune**

Block No. 202, 2nd Floor Akhay complex, Off Dhole Patil Road, Pune – 411001

Tel: 202-26100684 • Tele Fax : 020-2616503

Email: pune@linkintime.co.in

**Also Report any change in the email ID that you have already registered with us.**

**NOTICE**

Notice is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the Members of 'Ecoboard Industries Limited' will be held on **Friday, September 29, 2017 at 11.00 a.m.** (IST) at Conference Hall, Hotel Shangrila Gardens, Off Karve Road, Near Nal Stop, Pune – 411 004 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements, of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors ('the Board') and the Auditors thereon.

**“RESOLVED THAT** the Audited Financial Statements for the financial year 31<sup>st</sup> March, 2017 including Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon along with all the Annexures, be and hereby approved.”

2. To appoint a director in place of Mrs. Sujani V. Indukuri (DIN 01868347) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible offers herself for re-appointment.

**“RESOLVED THAT** Mrs. Sujani V. Indukuri (DIN 01868347), who retires from the Board in accordance with the provisions of Article of Association and section 152 of the Companies Act, 2013, and being eligible who has offered herself for reappointment be and is hereby elected and reappointed as director of the company whose period of office will be liable to retire by rotation.”

3. To appoint M/s. B. M. Chaturvedi & Co., Chartered Accountant (FRN. No. 114317W) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting.

Therefore, shareholders are requested to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification

or re-enactment thereof, for the time being in force), the Company hereby appoint M/s B.M. Chaturvedi & Co., Chartered Accountants, (Firm Registration No. 114317W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the sixth AGM of the Company to be held in the year 2022 subject to ratification in each AGM by the shareholders.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary e-forms with ROC and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

**SPECIAL BUSINESS:**

4. **Ordinary Resolution for ratification of the appointment of Mr. Gottumukkala Praveen Kumar Raju as Executive Director (DIN: 05180152)**

**“RESOLVED THAT** pursuant to Section 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. G. P. K. Raju as a candidate for the office of director of the Company be and is hereby re-appointed as Whole-time Director, designated as ‘Executive Director’ of the Company, with effect from April 1st, 2017 to hold office for a period of three years upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. G. P. K. Raju.

Remuneration payable to Mr. G. P. K. Raju as Whole time Director shall be as follows:

**Terms of appointment:** 3 years from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2020

1. **Salary:** Rs. 1,00,000/- p. m. in the scale of 1,00,000-10,000-1,50,000
2. **Commission:** @ 1% of Net profits of the Company in any financial year, subject to the maximum as may be laid down by the Board of Directors from time to time.

3. **Perquisites:** In addition to the aforesaid salary and commission, the Director shall also be eligible for the following perquisites, viz;
- House Rent Allowance / Rent free Accommodation** as per rules of the Company;
  - Medical Expenses** reimbursement for self & family at actual;
  - Leave Travel Concession:** Return 1<sup>st</sup> class passage by Air, Sea, Rail and/or Road for a period not exceeding 30 days, once a year, anywhere in the world and reimbursement of lodging and boarding and other incidental expenses during that period for self and family;
  - Entertainment Expenses** at actual;
  - Club fees** at actual (excluding admission fees);
  - Expenses of domestic servants, personal gardener and personal driver** – reimbursement at actual;
  - Expenses for books, periodicals and newspapers** – reimbursement at actual;
  - Medical Insurance;**
  - Personal Accident Insurance,**
  - Company car with driver** for official purposes;
  - Telephone** at residence;
  - Casual, sick and annual Earned Leave** shall be as per the rules of the Company. Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rules, the same shall be evaluated at actual cost.
4. **Minimum Remuneration:** Notwithstanding anything contained hereinabove, where in any financial year during the currency of tenure of Mr. G. P. K. Raju as Whole time Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. G. P. K. Raju by way of salary, perquisites and other allowances shall be limited to the limits laid down in Schedule V of the Companies Act 2013.
5. **Additional Perquisites:** In addition to the salary, commission and perquisites referred above, Mr. G. P. K. Raju shall also be eligible for the following perquisites which shall not be included in the computation of ceiling on remuneration, viz.
- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
  - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
  - Encashment of leave at the end of the tenure.
- “**RESOLVED FURTHER THAT** in the event of there being a loss or inadequacy of profits in any financial year, the aforesaid remuneration payable to Mr. G. P. K. Raju shall be the minimum remuneration subject to the limits set out in schedule V of the Companies Act 2013.”
- “**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary and expedient to give effect to this resolution.”
5. **Ordinary Resolution for ratification of appointment of Mr. G. R. K. Raju as Managing Director (DIN: 01516984)**
- “**RESOLVED THAT** pursuant to Section 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. G. R. K. Raju as a candidate for the office of director of the Company be and is hereby appointed as Whole-time Director, designated as ‘Managing Director’ of the Company, with effect from November 15, 2016 to hold office for a period of three years upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. G. R. K. Raju.
- Terms of appointment:** November 15, 2016 to November 14, 2019.
- Salary:** Rs. 1,20,000 p.m. in the scale of 1,00,000-10,000-1,50,000.

2. **Commission:** @ 1% of Net profits of the Company in any financial year, subject to the maximum as may be laid down by the Board of Directors from time to time.
3. **Perquisites:** In addition to the aforesaid salary and commission, the Director shall also be eligible for the following perquisites, viz;
  - a. **House Rent Allowance / Rent free Accommodation** as per rules of the Company;
  - b. **Medical Expenses** reimbursement for self & family at actual;
  - c. **Leave Travel Concession:** Return 1st class passage by Air, Sea, Rail and/or Road for a period not exceeding 30 days, once a year, anywhere in the world and reimbursement of lodging and boarding and other incidental expenses during that period for self and family;
  - d. **Entertainment Expenses** at actual;
  - e. **Club fees** at actual (excluding admission fees);
  - f. **Expenses of domestic servants, personal gardener and personal driver** – reimbursement at actual;
  - g. **Expenses for books, periodicals and newspapers** – reimbursement at actual;
  - h. **Medical Insurance;**
  - i. **Personal Accident Insurance**
  - j. **Company car with driver** for official purposes;
  - k. **Telephone** at residence;
  - l. **Casual, sick and annual Earned Leave** shall be as per the rules of the Company.

Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rules, the same shall Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rules, the same shall be evaluated at actual cost.

4. **Minimum Remuneration:** Notwithstanding anything contained hereinabove, where in any financial year during the currency of tenure of Mr. G. R. K. Raju as a Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. G.

R. K. Raju by way of salary, perquisites and other allowances shall be limited to the limits laid down in Schedule V of the Companies Act 2013.

5. **Additional Perquisites:** In addition to the salary, commission and perquisites referred above, Mr. G. R. K. Raju shall also be eligible for the following perquisites which shall not be included in the computation of ceiling on remuneration, viz.
  - a. Contribution to provident fund, super-annuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
  - b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
  - c. Encashment of leave at the end of the tenure. Such resolution may be passed as an ordinary resolution.
6. The Managing Director shall not, during the period of his employment and without the previous consent in writing of the Board, engage or indulge himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the company's business and further, shall not, in any manner, whether directly or indirectly use, apply or utilize his knowledge or experience for or in the interest of any such person, firm company, or body corporate as aforesaid or any such competing undertaking or business as aforesaid.
7. The Managing Director shall not, during the continuance of his employment with the company, divulge or disclose to any person, firm, company or body corporate whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or as to any trade secrets or secret processes of the company and the managing director shall, during the continuance of his employment hereunder, also use his best endeavors to prevent any other person, firm, company or body corporate concerned from doing so.
8. Either party shall terminate this agreement by giving to the other advance notice of three

months, provided that the company may waive the notice by giving in cash the remuneration for three months which the managing director would have received had he remained in office for the said three months.

9. The Managing Director shall, from time to time, during his employment hereunder fully disclose to the company the progress of investigations and of any discoveries he may make himself or in conjunction with other officials or non-officials with regard to any improvement, invention or discovery arising out of or in connection with the said employment, he shall forthwith disclose to the company a full and complete description of the nature of said improvement, invention or discovery and the mode of performing the same.
10. This agreement and the terms and conditions hereof shall be subject to the approval of the shareholders of the company in general meeting and also of the Central Government under the relevant provisions of the Companies Act, 2013 if necessary.

**RESOLVED FURTHER** That the following persons viz. Mr. G. P. K. Raju, Executive Director or any other Non Executive Director authorised by the Board, are hereby severally authorized to enter into an agreement with Mr. G. R. K. Raju, to give effect to this appointment and include such other terms in the agreement as may be necessary and in the best interest of the Company.”

6. **To confirm the appointment of Mr. Satya Narayan Banka as a Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), Mr. Satya Narayan Banka ,DIN: 07911540, who was appointed as an Additional Independent (Non Executive) Director of the Company pursuant to the provisions of Section 149, 152 and 161 of the Act and who holds office

upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 13<sup>th</sup> August, 2022 and shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to file necessary e-forms with ROC and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

***By Order of the Board of Directors  
For Ecoboard Industries Limited***

Sd/-  
**V.S.Raju**  
Chairman  
DIN: 00842835

Place: Pune  
Date: 14.08.2017

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the Meeting (on or before) September 27, 2017, 11 a.m. (IST), A proxy form is enclosed to the report.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Register will remain closed from Friday, 22<sup>nd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
9. With a view to using natural resources responsibly, we request shareholders to update their Depository Participants to enable the Company to send communication electronically.
10. In compliance with section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administrative) Rules 2014, as substituted by the Companies (Management and Administration) Amendment, Rules, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
11. The Annual Report 2016-17, the Notice of 26<sup>th</sup> AGM and instruction for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
12. Members may also note that the Notice of the 26<sup>th</sup> AGM and the Ecoboard Industries Limited Annual Report 2016-17 will be available on the Company's website, [www.ecoboard.in](http://www.ecoboard.in). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and working days. Members who require communication in physical form in addition to e-communication, or have any other queries any, write to us at: [cs@ecoboard.in](mailto:cs@ecoboard.in).
13. Additional information, pursuant to Regulation 36

of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment and re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
16. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. While attending the meeting the members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
17. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
18. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents **M/s Link Intime India Private Limited, 202-A, 2nd Floor, "Akshay Complex" off Dhole Patil Road, Pune – 411 001.**

The Company is pleased to provide members such e-voting facility to exercise their right to vote at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

#### Process for e-voting:

The Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Shareholders to cast their vote electronically. Each voter may follow the following steps while e-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26<sup>th</sup> September, 2017 at 9 a.m. (IST) and ends on 28<sup>th</sup> September, 2017 at 5 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Friday, September 22, 2017 i.e. cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Ecoboard

Industries Limited on which you choose to vote.

- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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 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 linked in the login 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.
- (xx) 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.

***By Order of the Board of Directors  
For Ecoboard Industries Limited***

**Place:** Pune  
**Date:** 14.08.2017

**V.S.Raju**  
**Chairman**  
DIN: 00842835

**Explanatory Statement  
(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5 and 6 of the accompanying Notice:

**Item No. 4**

The Board of Directors vide its resolution dated November 15, 2016 appointed Mr. G. P. K. Raju as Executive Director of the Company pursuant to Section 152, 196, 197 of the Companies Act, 2013. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a deposit of Rs. 1 Lakh proposing the candidature of Mr. G. P. K. Raju for appointment as Executive Director and CFO as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Mr. G. P. K. Raju has given consent and declaration to the Board of Directors of the Company pursuant to 152(5) and 184 of the Companies Act, 2013. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment Director of the Company. The Director is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. G.P. K. Raju being appointee and his relative Mr. G.R.K. Raju and Mrs. Sujani V. Indukuri, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4. The Board of Directors recommends the resolution at Item No. 4 for approval of the Members.

Disclosure of relationship between director inter-se

Mr. G. R. K. Raju – Father  
Mrs. Sujani V. Indukuri – Sister

Listed companies (other than Ecoboard) in which Mr. G. P. K. Raju holds directorship and committee membership:

Nil

Shares hold in the Company  
8,90,500 shares

**Item No. 5**

The Board of Directors vide its resolution dated November 15, 2016 appointed Mr. G. R. K. Raju as Managing Director of the Company pursuant to Section 152, 196, 197 of the Companies Act, 2013. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a deposit of Rs. 1 Lakh proposing the candidature of Mr. G. R. K. Raju for appointment as Managing Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Mr. G. R. K. Raju has given consent and declaration to the Board of Directors of the Company pursuant to 152(5) and 184 of the Companies Act, 2013. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment Director of the Company. The Director is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. G.R. K. Raju being appointee and his relative Mr. G.P.K. Raju and Mrs. Sujani V. Indukuri, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 5. The Board of Directors recommends the resolution at Item No. 5 for approval of the Members.

Disclosure of relationship between director inter-se

Mr. G. P. K. Raju – Son  
Mrs. Sujani V. Indukuri - Daughter

Listed companies (other than Ecoboard) in which Mr. G. R. K. Raju holds directorship and committee membership:

Nil

Shares hold in the Company  
24,76,225 shares

**Item No. 6**

The Board of Directors vide its resolution dated August 14, 2017 appointed Mr. Satya Narayan Banka as Additional Director of the Company in the capacity

of Independent Director pursuant to Section 161 of the Companies Act. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a deposit of Rs. 1 Lakh proposing the candidature of Mr. Satya Narayan Banka for appointment as Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Mr. Satya Narayan Banka has given declaration to the Board of Directors of the Company that he met the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as Independent Director of the Company and he is independent of the management. The Director are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013

Except Mr. Satya Narayan Banka being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 6. The Board of Directors recommend the resolution at Item No. 6 for approval of the Members.

Disclosure of relationship between director inter-se:

Nil

Listed companies (other than Ecoboard) in which Mr. Satya Narayan Banka holds directorship and committee membership:

Nil

Shares hold in the Company:

Nil

***By Order of the Board of Directors  
For Ecoboard Industries Limited***

**Place:** Pune  
**Date:** 14.08.2017

**V.S.Raju**  
**Chairman**  
DIN: 00842835

## BOARD'S REPORT

To,  
The Members of  
**Ecoboard Industries Limited**

The directors submit annual report of Ecoboard Industries Limited (the "Company") along with the audited financial statements for the financial year (FY) ended March 31, 2017. Standalone performance of the Company has been referred to wherever required.

Directors have tried to maintain coherence in disclosures and flow of the information by clubbing required information topic-wise, and thus certain information which is required in Board's report is clubbed elsewhere and has to be read as a part of boards' report.

### 1. FINANCIAL SUMMARY / HIGHLIGHTS

(Amounts in Lakhs)

Particulars	Current Year 2016-17	Previous Year 2015-16
Profit/ Loss before interest, depreciation, exceptional items and tax	(285.68)	(694.05)
<b>Less:</b> Interest	423.06	379.76
<b>Less:</b> Depreciation	99.88	116.08
Profit/(Loss) for the year from ordinary activities	(808.62)	(1,189.89)
Add: Exceptional income	(166.51)	(278.18)
Profit/(loss)before Tax	(975.13)	(1,468.07)
Less: Provision for tax	0	0
<b>Profit/(Loss) for the period from continuing operation</b>	(975.13)	(1,468.07)
Profit/(Loss) for the period from discontinuing operation		
Tax expenses of discontinuing operation	(21.08)	(21.75)
<b>Profit/(Loss) for the period From discontinuing operation</b>	(0)	(0)
<b>Profit/( loss) for the period</b>	(996.21)	(1,489.82)
Balance brought forward		
Surplus for the year	(996.21)	(1,489.82)
Balance carried to Balance Sheet	(996.21)	(1,489.82)

### Financial Performance

During the year 2016-17 your company has made turnover of Rs 1,675.04 Lakhs as compared to turnover of the previous financial year of Rs. 2,258.52 Lakhs, whereas Loss for the year is Rs. 996.21/- Lakhs as against Rs. 1489.82/- Lakhs in the previous financial year, which is a positive growth of the Company. Boards of Directors are confident that the business of the Company will flourish in future and the turnover of the Company will improve which turns the losses into profitability.

Year	Sales performance (Rs. Lacs)	PBT (Rs. Lacs)	PAT (Rs. Lacs)	EPS (Rs. Lacs)
2013	3,731.05	(592.65)	(690.89)	(3.87)
2014	2,807.82	(810.75)	(898.13)	(5.04)
2015	1,693.28	(673.20)	(698.81)	(3.92)
2016	2,205.48	(1,468.07)	(1,489.82)	(8.35)
2017	1,633.84	(975.13)	(996.21)	(5.59)

In last two years the Company has faced challenges rising from external factors. In this stressful situation the Company has taken steps to overcome the challenge and found new direction for stable growth. In particle board division the Company has timely upgraded the machineries to reduce the consumption of raw material by 25%. The Bio-Gas division has also working with several new industries like poultry, dairy, pharmaceutical etc. and successfully executed bio-gas project in an internationally renowned pharmaceutical company.

In the latest development, Government of India to address the issue of waste disposal, it has introduced lower GST slab of 12% on agri based panels. And discouraged wood based particle boards by imposing 28% GST.

The implementation of GST will eliminate Ecoboard's price differential with unorganized players and increase market share of Ecoboard.

Government of India under "Swachh Bharat" scheme has implemented 5% GST on biogas projects. Thereby "Biogas" Green energy division will have better prospects moving forward. Recently, it has implanted first waste management project for International Pharma company CIPLA & Chitale.

Management's decision of Modification of existing line of 13.5'x6' boards has resulted in following:

- a) Reduction in our cost of Production on account of reduction in power consumption by 25%.
- b) Reduction in ratio of Raw material consumption and inputs.
- c) Reduction in manpower on account of automation.

Management sincerely feels that, this will not only help the company to cover up the losses but also to gain profit in near future.

Based on internal financial control framework and compliance systems established in the Company, the work performed by statutory, internal and secretarial auditors and reviews performed by the management and/or relevant Audit and other Committees of the Board, your Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

## 2. DIVIDEND

In view of paucity of funds in the current year and due to counting losses the, the Board of Directors does not recommend any dividend for the F.Y. 2016-17.

The unclaimed dividend pertaining for the year ended March, 2009 transferred to the Investor Education & Protection Fund.

## 3. DIRECTORS AND KMP:

The details of Appointment, re-appointment and retiring by rotation of Directors and Key Managerial Personnel (KMP) are included in Corporate Governance Report, and forms part of the board's report.

#### 4. SEGMENT WISE AND PRODUCT-WISE OPERATIONAL PERFORMANCE:

The details are given under Notes to Accounts of financial statements.

#### 5. 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 accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- 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 accounts 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 the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### 6. MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2016-17, the Company held 5 (Five) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 were adhered to while considering the time gap between two meetings.

Name of Directors	Category	Attendance of meeting during 2016-17		*No. of other Directorship
		Board	Last AGM	
Mr. V.S. Raju	Chairman	1	Yes	1
Mr. G. R. K. Raju	Managing Director	5	Yes	1
Mr. G. P. K. Raju	Executive Director	5	Yes	0
Mr. U.S Kadam	Non-Executive & Independent	4	Yes	0
#Mr. Narasimhan Krishnan	Non-Executive & Independent	4	Yes	0
Ms. Venkata Sujani Indukuri	Executive Director	1	Yes	0
Mr. Siva Sankar Kalive	Non-Executive & Independent	5	Yes	0
Mr. P. V. V. Rama Raju	Non-Executive & Independent	2	Yes	0
##Mr. Satya Narayan Banka	Additional Director	N.A	N.A.	0

# Ceased to be Director w.e.f. 20<sup>th</sup> May, 2017

## Appointed as Additional Director w.e.f 14<sup>th</sup> August, 2017

## 7. PARTICULARS OF LOANS, ADVANCES, GUARANTEES AND INVESTMENTS

Pursuant to section 186 of Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, disclosure on particulars relating to Loans, advances, guarantees and investments are provided as part of the financial statements.

## 8. DEPOSITS

Your Company has not accepted any deposits from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

## 9. RISK MANAGEMENT

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.

## 10. ANNUAL REVALUATION

Pursuant to the provisions of the Companies Act, 2013, 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 Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

## 11. INDEPENDENT DIRECTORS AND DECLARATION

Composition of the independent director is in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company appointed Mr. Satya Narayan Banka on 14<sup>th</sup> August, 2017 in place of Mr. Narasimhan Krishnan.

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.



## 12. CODE OF CONDUCT

- i. Code of Conduct for Director and Senior Management of the Company: The Company has adopted the Code of Conduct for the Directors and Senior Management of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the code as on March, 2015.
- ii. Code of Conduct for prevention of Insider Trading: The Company has its own Code of Conduct for Prevention of Insider Trading

## 13. CORPORATE GOVERNANCE:

As the listed Company, necessary measures are taken to comply with provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Report on Corporate Governance along with the certificate as stipulated confirming compliance with the conditions of Corporate Governance, the Managing Director's declaration as stipulated under the aforesaid Regulation and Management Discussion and Analysis Report forms part of Annual Report.

## 14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION , FOREX EARNING AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as **"Annexure A"**

## 15. EXTRACT OF ANNUAL RETURN IN FORM MGT-9

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **"Annexure B"**

## 16. COMPENSATION AND DISCLOSURE ANALYSIS:

The Companies Act & SEBI(LODR) Regulations, 2015 through various provisions require disclosure and analysis on executive, director's, KMP's and other employees' compensation. The said information forms part of board's report annexed herewith as **"Annexure C"**

## 17. RELATED PARTY TRANSACTIONS:

Related party disclosures pursuant to sub-section (1) of section 188 of the Companies Act, 2013 are forming part of the Board report and is annexed herewith as **"Annexure D"**

## 18. STATUTORY AUDITORS:

The Company's Auditors, M/s. Chaturvedi SK & Fellows, Chartered Accountants, Mumbai, (Firm Regn. No. 112627W) were appointed till 31.03.2017. Further the Company appointed B. M. Chaturvedi & Co., Chartered Accountants, Mumbai, (Firm Regn. No. 114317W) for the period of five consecutive years i.e. 01.04.2017 to 31.03.2022 subject to approval in the ensuing Annual General Meeting and ratification by members in each subsequent Annual General Meeting.

## 19. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. S. R. Siddheshwar & Co., Pune, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company. Secretarial Audit Report for the financial year March 31, 2017 is annexed herewith as **"Annexure E"** in FORM MR-3.

**20. COMMENTS ON OBSERVATIONS ON SECRETARIAL AUDIT REPORT**

The observation and qualification is annexed with as “*Annexure-E*”

**21. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments, affecting the financial position of the Company which occurred during between the end of the financial year to which the financial statements relate and the date of this report.

**22. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY’S OPERATIONS IN FUTURE**

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

**23. INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2014**

The Company has constituted an internal complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2014. During the year no complaint was filed before the said Committee.

**24. ACKNOWLEDGEMENTS AND APPRECIATION**

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. I am sure you will join our Directors in conveying our sincere appreciation to all employees of the Company for their hard work and commitment. Their dedication and competence has ensured that the Company will definitely overcome from such turbulent situation and emerge as significant and leading player in the industry.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Place:** Pune  
**Date:** 24.08.2017

**V.S.Raju**  
**Chairman**  
DIN: 00842835

**"ANNEXURE A"**

**TO BOARD'S REPORT CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Pursuant to Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

<b>1.</b>	<p><b>(A) Conservation of Energy :</b></p> <p>(i) the steps taken or impact on : conservation of energy</p> <p>(ii) the steps taken by the company for utilizing alternate sources of energy</p> <p>(iii) the capital investment on energy conservation equipments;</p>	<p>During the year Your Company had taken various steps to Control the power cost in Company by Modifying the Existing Machinery which will result in reduction in power consumption by at least 25%.</p>
<b>2.</b>	<p><b>(B) Technology Absorption :</b></p> <p>(i) the efforts made towards technology absorption and R &amp; D.</p> <p>(ii) the benefits derived from technology absorption and R &amp; D like product improvement, cost reduction, product development.</p>	<p>"ECODOOR PANELS" and "HDHMR" Super exterior grade are developed for new segments.</p> <p>The Company has been able to successfully develop products by virtue of technology absorption, adaptation and innovation.</p>
<b>3.</b>	<b>Foreign Exchange Earnings &amp; Outgo:</b>	
	A) Activities relating to exports initiative taken for exports, development of new export markets for products and services.	Nil
	B) Total Foreign exchange used	
	1. Raw Material	
	2. Capital Equipment (Including Advance)	Rs. Nil
	3. Stores & Spares	Rs. Nil
	4. Foreign travel & other expenditure	Rs. 13.06 Lakhs
	5. Royalty & Consultancy fees	Rs. Nil
	6. Earned Deemed Export	Rs. Nil

**“ANNEXURE B”  
FORM NO. MGT.9**

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31/03/2016

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

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L24239MH1991PLC064087
2.	Registration Date	20/11/1991
3.	Name of the Company	ECOBORD INDUSTRIES LIMITED
4.	Category/Sub-Category of the Company	Public Company limited by shares
5.	Address of the Registered office and contact details	65/1A, “Ecohouse”, “Akarshak Building” Opp. Nal Stop, Karve Road, Pune-411004 Tel.:(020) 41080800 Fax:(020) 254465328 E-mail: info@ecoboardindia.com
6.	Whether listed Company (Yes/No):-	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Link Intime India Private Limited, 202-A, 2nd Floor, “Akshay Complex”, off Dhole Patil Road, Pune – 411 001. Tel.: (020) 26161629 Fax: (020) 26163503 Email: pune@linkintime.co.in

**II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the company
1.	Particle Board	20213	70.45
2.	Biogas Division	40107	29.55

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

The company does not have any holding, subsidiary, associate, joint venture Company of its own.

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

## i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
1. Indian									
a. Individual/ HUF	10311694	-	10311694	57.83	10638724	-	10638724	59.72	1.83
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	-	-	-	-	-	-	-	-
e. Bank/ FI	-	-	-	-	-	-	-	-	-
f. Any Other	100400	-	100400	0.56	100400	-	100400	0.56	0.00
<b>Sub-total(A)(1):-</b>	<b>10412094</b>	<b>-</b>	<b>10412094</b>	<b>58.39</b>	<b>10739124</b>	<b>-</b>	<b>10739124</b>	<b>60.28</b>	<b>1.83</b>
2. Foreign									
a. NRI- Individual	-	-	-	-	-	-	-	-	-
b. Other Individual	-	-	-	-	-	-	-	-	-
c. Body Corporate									
d. Bank/FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
<b>Sub-total(A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>10412094</b>	<b>-</b>	<b>10412094</b>	<b>58.39</b>	<b>10739124</b>	<b>-</b>	<b>10739124</b>	<b>60.28</b>	<b>1.83</b>
<b>B. Public Shareholding</b>									
1. Institution									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Bank/FI	-	1900	1900	0.01	-	1900	1900	0.01	0.00
c. Cent. Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.	-	-	-	-	-	-	-	-	-
e. Venture Capital Fund	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIIs	-	7800	7800	0.04	-	7800	7800	0.04	0.00
i. Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
j. Others									
<b>Sub- Total –B(1)</b>	<b>-</b>	<b>9700</b>	<b>9700</b>	<b>0.05</b>	<b>-</b>	<b>9700</b>	<b>9700</b>	<b>0.05</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a. Body Corp.	1021210	293900	1315110	7.38	715433	293700	1009133	5.65	(1.73)
b. Individual									

i. Individual shareholders holding nominal share capital upto Rs 2 lakh	2960183	1467912	4428095	24.83	2940186	1463512	4403698	24.69	(0.14)
ii. Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1103720	20100	1123820	6.30	1090210	20100	1110310	6.22	(0.08)
c. Others	11758	-	11758	0.06	10110	-	10110	0.05	(0.01)
1. (clearing member)									
2. (Market Maker)	650	-	650	0.003	650	-	650	0.003	0.00
(i) NRI (Rep)	33086	4100	37186	0.20	33086	4100	37186	0.20	0.00
(ii) NRI (Non-Rep)	4989	400	5389	0.030	5389	400	5789	0.032	(0.002)
(iii) Foreign National	-	-	-	-	-	-	-	-	-
(iv) OCB	-	250000	250000	1.40	-	250000	250000	1.40	0.00
(v) Hindu Undivided Family	237209	989	238198	1.34	255311	989	256300	1.43	0.09
(vi) In Transit	-	-	-	-	-	-	-	-	-
<b>Sub-total B (2)</b>	<b>5372805</b>	<b>2037401</b>	<b>7410206</b>	<b>41.56</b>	<b>5050375</b>	<b>2032801</b>	<b>7083176</b>	<b>39.72</b>	<b>(1.87)</b>
<b>Net Total B = (B) (1)+(B)(2)</b>	<b>5372805</b>	<b>2047101</b>	<b>7419906</b>	<b>41.61</b>	<b>5050375</b>	<b>2042500</b>	<b>7092876</b>	<b>39.77</b>	<b>(1.87)</b>
<b>C. Shares held by Custodians for GDR's and ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>15784899</b>	<b>2047101</b>	<b>17832000</b>	<b>100.00</b>	<b>15789499</b>	<b>2042501</b>	<b>17832000</b>	<b>100.00</b>	

## (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding 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	
1.	Jayalakshmi Gottumukkala	2885941	16.18	-	3055136	17.16	-	0.98
2.	GRK Raju	2176225	12.20	-	2176225	12.20	-	0.00
3.	Satyavathi Vegesna	1172736	6.58	-	1172736	6.58	-	0.00
4.	Sujani Venkata Indukuri	952807	5.34	-	1110642	6.26	-	0.92
5.	Praveen Kumar Raju Gottumukkaia	890500	4.99	-	890500	4.99	-	0.00
6.	Subba Raju Vegesna	872255	4.89	-	872255	4.89	-	0.00
7.	P Satyanarayana Raju	844600	4.74	-	844600	4.74	-	0.00

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding 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	
8.	Ramakrishna Raju Gottumukkala (HUF)	300000	1.68	-	300000	1.68	-	0.00
9.	Prithvi Raju Venkata P	90300	0.51	-	90300	0.51	-	0.00
10.	Lalita Rajeshwari P	59430	0.33	-	59430	0.33	-	0.00
11.	P Anuradha	50100	0.28	-	50100	0.28	-	0.00
12.	Srinivas Raju P	16800	0.09	-	16800	0.09	-	0.00
13.	P Srinivas Raju (HUF)	89900	0.50	-	89900	0.50	-	0.00
14.	Vegesna Subba Raju (HUF)	10500	0.06	-	10500	0.06	-	0.00
	<b>Total</b>	<b>10412094</b>	<b>58.38</b>	<b>Total</b>	<b>10739124</b>	<b>60.28</b>	<b>-</b>	<b>1.90</b>

- (i) Change in Promoters' Shareholding (please specify, if there is no change): promoters shareholding increased by 1.90 % during the year 2016-17.
- (ii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2016)		Shareholding at the end of the year (31/03/17)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Jayalakshmi Gottumukkala	2885941	16.1841	3055136	17.1329
2.	G R K Raju	2463225	13.8135	2463225	13.8135
3.	Satyavathi Vegesna	1172736	6.5766	1172736	6.5766
4.	Sujani Venkata Indukuri	952807	5.3432	1110642	6.2284
5.	Praveen Kumar Raju Gottumukkala	890500	4.9938	890500	4.9938
6.	Subba Raju Vegesna	872255	4.8915	872255	4.8915
7.	P Satyanarayana Raju	844600	4.7364	844600	4.7364
8.	Supra Investments Private Limited	424796	2.3822	424796	2.3822
9.	Srinivasa Raju Indukuri	266330	1.4936	266330	1.4936
10.	Vesar Furnitek Private Limited	250300	1.4037	250100	1.4025

## (iii) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director/KMP	No of shares at the beginning of the year (01/04/2016)	% of total shares of the company	No of shares at the end of the year (31/03/2017)	% of total shares of the company
1.	GRK Raju	2463225	13.81	2463225	13.81
2.	Venkata Sujani Indukuri	952807	5.34	1110642	6.22
3.	Praveen Kumar Raju Gottumukkaia	890500	4.99	890500	4.99

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Lakhs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01.04.2015				
1) Principal Amount	2545.94	1298.92	47.20	3892.06
2) Interest due but not paid	53.54	-	-	53.54
3) Interest accrued but not due	-	-	-	-
<b>Total of (1+2+3)</b>	<b>2599.48</b>	<b>1298.92</b>	<b>47.20</b>	<b>3945.60</b>
Change in Indebtedness during the financial year	-	-	-	-
+ Addition	295.90	13.80	-	309.70
-Reduction	-	-	11.21	11.21
<b>Net change</b>	<b>295.90</b>	<b>13.80</b>	<b>11.21</b>	<b>298.49</b>
Indebtedness at the end of the financial year 31-03-2017				
1) Principal Amount	2576.70	1312.72	35.99	3925.41
2) Interest due but not paid	318.68	-	-	318.68
3) Interest accrued but not due	-	-	-	-
<b>Total of (1+2+3)</b>	<b>2895.38</b>	<b>1312.72</b>	<b>35.99</b>	<b>4244.09</b>



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**
**(Amount in Rs.)**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		
		MD	Executive Director and CFO	Executive Director
		Mr. G. R. K. Raju	Mr. G. P. K .Raju	Mrs. Venkata Sujani Indukari
1.	Gross Salary	20,28,000/-	21,72,000/-	15,66,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act.	20,28,000/-	21,72,000/-	15,66,000/-
	(b) Value of perquisites u/s 7(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of Profit - Others, specify	1%	1%	1%
5.	Others, please specify Sitting Fees	-	-	-
	<b>Total</b>	<b>20,28,000/-</b>	<b>21,72,000/-</b>	<b>15,66,000/-</b>
	Ceiling As per Act			As per Section 197 a Company profits in a financial year may pay remuneration to a managerial person not exceeding 5 % of the Net profit of the Company.

## B. Remuneration to other directors:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration						
		Mr. V. S. Raju	Mr. Narshimhan Krishnan	Mr. U.S. Kadam	Mr. Siva S. Kalive	Mr. P. V. V. RamaRaju	
1	<b>Independent Directors</b>						
	- Fee for attending board committee meetings	-	20,000	20,000	25,000	10,000	75,000
	- Commission	-	-	-	-	-	-
	- Others	-	-	-			-
	<b>Total (1)</b>	-	<b>20,000</b>	<b>20,000</b>	<b>25,000</b>	<b>10,000</b>	<b>75,000</b>
2	<b>Other Non Executive Directors</b>						
	- Fee for attending board committee meetings	5,000					5,000
	- Commission						
	- Others						
	<b>Total (2)</b>	<b>5,000</b>			-	-	<b>5,000</b>
	<b>Total (A) = (1+2)</b>	<b>5,000</b>	<b>20,000</b>	<b>20,000</b>	<b>25,000</b>	<b>10,000</b>	<b>80,000</b>
	Total Managerial Remuneration						
	Overall Ceiling as per the act	1% of the net profits of the Company if MD is there and 3% if MD is not there. The sitting fees are excluded from managerial remuneration but the maximum sitting fees may be paid is Rs. 1,00,000/- per meeting.					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of the KMP		Total Amount (In Rs.)
		*Mr. Girish Tiwari	#Mrs. Sonika Kulhare	
1.	Gross Salary	Rs.		Rs.
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	3,57,677/-	95,309/-	4,52,986/-
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-		-
	(c) Profits in lieu of salary under Section 17(3) 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>3,57,677/-</b>	<b>95,309/-</b>	<b>4,52,986/-</b>

i. \*Resigned from the post of Deputy General Manager, Company Secretary and Compliance Officer w.e.f. 15.11.2016.

# Appointed as Company Secretary and Compliance Officer w.e.f. 15.11.2016.

ii. Penalties/punishment/compounding of offences:

There were no penalties/punishment/compounding of offences during the financial year 2016-17.

*By Order of the Board of Directors  
For Ecoboard Industries Limited*

Place: Pune  
Date: 24.08.2017

V.S.Raju  
Chairman  
DIN: 00842835

**“ANNEXURE C”**  
**Director Remuneration**

Disclosure in Board's Report:-

- 1) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :-

- Median Remuneration of the employees of the company for the financial year is Rs. 1.63 Lac/-

Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1.	Mr. G. R. K. Raju	10.91
2.	Mr. G. P. K. Raju	10.29
3.	Mrs. Sujani V. Indukuri	8.83

- 2) The percentage increase in remuneration of each director, CFO, CS in financial year:

Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1.	Mr. G. R. K. Raju	-
2.	Mr. G. P. K. Raju	-
3.	Mrs. Sonika Kulhare	1.69

- 3) The percentage increase in the median remuneration of employees in the financial year:- NIL  
 4) Comparison of the remuneration of the KMP against the performance of the company:-  
 - It is commensurate with the turnover and profits of the Company and performance of the individual.  
 5) The Number of permanent employees on the rolls of the Company: 54  
 6) Comparison of each remuneration of KMP against the performance of the company  
 7) Key parameters for any variable component of remuneration availed by the directors  
 8) There are no employees getting remuneration higher than that of the MD. Similarly there is no employee getting remuneration exceeding Rs. 60 lakhs in the aggregate during the financial year ended on 31<sup>st</sup> March, 2016.  
 9) The Nomination and Remuneration committee and the board of directors affirm that the remuneration is as per the remuneration policy of the company.

**For Ecoboard Industries Limited**

**Place:** Pune  
**Date:** 24.08.2017

**V.S.Raju**  
**Chairman**  
DIN: 00842835

**“ANNEXURE D”**  
**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts, arrangements entered into by the company with related parties referred to in sub-section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangement or transactions at arm’s length basis:**

There were no transactions entered by the Company with its related party which are not at arm’s length.

**2. Details of contracts or arrangement or transactions at arm’s length basis:**

Sr. No.	Name of Related Party	Nature of Relationship	Duration of Contract	Salient terms	Date of approval by the Board	Amount paid as advances	Transaction during the year Amount (Rs.)
1.	Vesar Furnitek Private Limited	Private Company in which Mrs. Shrinivas Indukuri & Mrs. G. Jayalakshmi are Directors	Five Years till 2019	Sales of Particle Board. Terms of the contract conform to the prevailing market rates and all the care has been taken to ensure reasonability of prices as compared to the prevailing rates in the market better quality products and timely supplies.	25.05.2015	-	7,32,282/-
2.	Vesar Furnitek Private Limited	Private Company in which Mrs. Shrinivas Indukuri & Mrs. G. Jayalakshmi are Directors	Five Year	Purchases of material for BSD division	25.05.2015	-	5,09,224/-
3.	Mrs. Indukuri Venkata Sujani	Daughter of Mr. G.R.K. Raju, Managing Director of the Company	Two Years	Rent for Immovable Property	15.11.2016	-	4,20,000 /-
4.	Mr. G. P. K. Raju	Executive Director of the Company	One Year	Unsecured Loan	27.05.2016	-	300/-
5.	Mr. G. R. K. Raju	Managing Director of the Company	One Year	Unsecured Loan	27.05.2016	-	1,40,00,560/-
6.	Mrs. Sujani Venkata Indukuri	Executive Director of the Company	One Year	Unsecured Loan	27.05.2016	-	1,05,55,000/-

**Advantages by dealing with Vesar Furnitek Private Limited are**

- **Cost reduction:** Greater control on the inputs processing by the contractee party thereby ensuring cost reduction.
- **In-time delivery:** To ensure timely supplies of materials thereby ensure smooth production flow.
- **Flexibility:** To ensure flexibility in production system, thereby maximizing the sales.
- **Locational Advantages:** To ensure that the supplies are located close to the works thereby ensuring faster delivery.

**For Ecoboard Industries Limited**

**Place:** Pune  
**Date:** 24.08.2017

**V.S.Raju**  
**Chairman**  
DIN: 00842835

**“ANNEXURE E”**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and**  
**Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

**FOR THE YEAR ENDED ON MARCH 31<sup>st</sup> 2017**

To  
The Members,  
**ECOBARD INDUSTRIES LIMITED.**  
65/1A, “ECOHOUSE”, AKARSHAK BUILDING,  
OPP. NAL STOP, OFF. KARVE ROAD,  
PUNE 411004.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ECOBARD INDUSTRIES 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.

***Management’s Responsibility***

Management is responsible for the preparation and filing of all the forms, returns, documents for the compliances under the Companies Act, 2013, regulations laid down by Securities and Exchange Board of India, Environment (Protection) Act, 1986 and Rules made there under listed hereinafter, and to ensure that they are free from material non-compliance, whether due to fraud or error.

***Secretarial Auditor’s Responsibility***

Secretarial Audit is a process of verification of records and documents on sample basis to check compliance with the provisions of laws and rules/procedures under the Companies Act, 2013, regulations laid down by Securities and Exchange Board of India, Environment (Protection) Act 1986 and Rules made there under listed hereinafter. The procedure for secretarial audit is selected on the secretarial auditor’s judgment, including the assessment of the risks of material non-compliance of the documents filed. In making those risks assessments, the secretarial auditor considers internal control relevant to the Company’s preparation and fair presentation of the documents in order to design secretarial audit procedures that are appropriate in the circumstances. My responsibility is to express an opinion on the secretarial compliances of the aforesaid laws done by the Company on the basis of our audit. I have conducted my audit solely on the basis of the compliances and filing done by the Company under the aforesaid laws.

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<sup>st</sup> March 2017 complied with the statutory provisions listed hereunder and also as represented to me by the management of the company, 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<sup>st</sup> March 2017 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;
- v. Employees Provident Fund & Miscellaneous Provisions Act, 1952
- vi. Payment of Gratuity Act, 1972
- vii. Payment of Wages Act, 1936
- viii. Employees State Insurance Act, 1948
- ix. Payment of Bonus Act, 1965
- x. 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 (Listing Obligations and Disclosure Requirements) Regulations 2015;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not applicable to the Company during the Audit Period)**
  - c) The erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **(Not applicable to the Company during the Audit Period);**
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
  - g) 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;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. Secretarial Standards have been approved by the Government of India for implementation during the financial year 2015-16. Hence the current para is applicable for the year under audit.
- ii. The erstwhile Listing Agreement entered into by the Company with stock exchanges and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from 1<sup>st</sup> December 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations/ qualifications Mentioned in **"Annexure I"**

**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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

All decisions/ Major 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, while the dissenting members' views are captured and recorded as part of the minutes.

**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.

**I further report that** during the audit period the company has not taken any action/events having major bearing on the company's affairs.

**FOR S. R. SIDDHESHWAR & CO.**

**Place:** Pune  
**Date:** 20.08.2017

**CS Sameer Siddheshwar**  
**Proprietor**  
**ACS: 41842**  
**CP: 15564**

**"ANNEXURE I"**

**Observations / Qualification, reservation or adverse remarks for the financial year ended on 31<sup>st</sup> March 2017**

**LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS 2015**

<b>Sr. No.</b>	<b>Qualifications/Observations By Secretarial Auditor</b>	<b>Comments By The Board Of Directors</b>
1.	Disclosure of Increase in Remuneration of two directors of the company namely Mr. G. P. K. Raju and Mr. G. R. K. Raju has not been intimated to stock exchange.	The Company has entered the said resolution in the Minutes Book and did all the compliances with the respective authority (Registrar of Companies, Pune). However in the meeting of Nomination and Remuneration Committee the member of committee reversed the increased remuneration and approved the appointment. Which was duly approved by the Board in its meeting held on 24.08.2017 subject to approval of shareholders in Annual General Meeting. The Company inadvertently missed the said disclosure intimation to stock exchange.

**FOR S. R. SIDDHESHWAR & CO.**

**Place:** Pune  
**Date:** 20.08.2017

**CS Sameer Siddheshwar**  
**Proprietor**  
**ACS: 41842**  
**CP: 15564**



**ANNEXURE TO BOARDS' REPORT  
A. MANAGEMENT DISCUSSION AND ANALYSIS**

**About the company**

Ecoboard deals in laminated particle boards made from agri-residues mainly baggasse and anaerobic waste water treatment plants for distilleries.

The baggasse boards are 100% wood free and a versatile all purpose board meant to be an alternative to conventional wood based particle boards, plywood and other panel products.

With technical assistance from Sulzer Chemtech Ltd., Switzerland the company manufactures waste water treatment plants which handle toxic residues spent wash and effluent of obnoxious nature from distilleries and transform bio gas, by product of the treatment process into fuel, i.e turning waste water to wealth.

**Manufacturing process of baggasse boards:**

A lot goes into the process of manufacturing baggasse boards. Bales of baggasse, received from sugar factories are elaborately processed, blended, resin with fibers, machine pressed, screened, layered into sheets, checked and graded to reconfirm quality. This is followed by a secondary process of decorative covering with textured melamine gas treated design using short cycle laminating process. The end product, manufactured from agro residue such as sugarcane baggasse, stalk of cotton, bajra, tur, corn etc. is cent-percent wood free, sturdy, durable, easy to maintain, abrasion resistant, eco friendly, moisture resistant, dimensionally stable, termite resistant, fire retardant, and also cost effective.

**Manufacturing facilities:**

The company had initially set up two manufacturing facilities situated at Velapur near Solapur district and at Jambhulwadi in Sangli district respectively keeping in mind the assured raw material supply. However due to unavailability of baggasse for reasons recorded elsewhere, the Plant at Jambhulwadi had been closed down since April 2010.

The Velapur plant is spread over 90 acres of land and has a production capacity of 36 lacs m<sup>3</sup> per annum. Furthermore it has sophisticated and automated plant and machinery imported from Germany and UK. Your Company has improved material preparation section of existing line of 13.5'x6' size particle boards production line.

**The case for Ecoboard**

***Philosophy and Environmental outlook***

Ecoboards are made from any form of agricultural waste and converted into good quality particle/fibre board for application to the doors, office furniture, home furniture, school furniture, wall paneling, commercial buildings, floors etc. as against the wood based boards use of which has caused enormous depletion of forest cover thus damaging the environment and contributing to adverse climate change.

**Risks – baggasse as a raw material**

The main risk is of availability of raw material in required quantity and at economic price, baggasse is being used captively by the sugar factories for steam generation and for generation of electricity and also ethanol is obtained from it. With a power shortage in Maharashtra State the pressure on sugar factories to generate electricity would be high and to that extent availability of baggasse and its price would be a constant concern. Today baggasse in Maharashtra is available for particle board industry at over Rs. 2300/T excluding landing

cost plus sales tax which is industry irrelevant. It is ironical to note that the by product itself is now available at a higher price than sugar cane where once the disposal of baggasse itself was a problem. Plywood which is conventionally used is still encouraged and continued by the public at the cost of depleting forest cover and tree resources due to lack of Govt. clear direction despite ban on expansion of plywood industry by the Hon'ble Supreme Court.

### Industry synopsis

Over the period globally plywood industry is losing its base and alternative materials are getting used over wood products due to development of a conscious public mind to conserve forest wealth. Industry aims to reduce 50% plywood use in this decade while substituting particle board industry to reach 50% requirement.

Agro residue boards Industry if allowed to survive and sustain, shall help the country encourage to set up at least 1000 units in rural India wherein use of non conventional renewable agri-residues shall replaced wood/tree resources in next 20 years. In addition to serve the environmental cause, the industry supports and encourages rural employment and rural development and brings sizeable revenue to the poor farmers through sale of agro-residue which is otherwise burnt in the field causing enormous carbon emissions.

### Risk aversion initiatives

In view of High Bagasse price your Company has taken up the works of for improving material preparation section of particle boards of 13.5'x6' size production line. However Work on setting up of new production line is still in progress.

Management's decision of Modification of existing line of 13.5'x6' boards resulted in:

- a) Reduction in our cost of Production on account of reduction in power consumption by at least 25%.
- b) Reduction in ratio of Raw material consumption and inputs.
- c) Reduction in manpower on account of automation.

Efforts are made through the all India agro board association which has asked the government to allot / ensure adequate supply of baggasse for particle board industries and reduce GST to 12% on product.

Optimal capacity utilization, logistics, connectivity of distribution system by setting up nodal service centers at strategic locations across India and a swift delivery module by maintaining stock of finished goods at centers these are the key elements in our road map for achieving growth targets. The GST implication in near future will further help the Companies growth prospects by easy logistics points in other states.

### Trends – technological challenges, new developments

The developed countries like Japan USA, had imposed formaldehyde free norms/directions for living environments due to the importance of lowering CO2 emissions and reducing toxicity. Other countries are following with the support of local/national governments.

The production process will have to be in conformity with the ISO 2001 certification norms in future. New techniques are being invented to produce boards which are both fire and water resistance.

The boards are being made are fully (100%) recyclable or reusable to an equal product in order to fulfill the Cradle to Cradle (C2C) concept.

With the increasing globalization there is a need to standardize the product at par with the international standards. This would enhance the product life, meet the users need and benefit economically for the user.

Process improvement in par with ISO standards would bring environmental consciousness among the users groups and aid in Internationalization of R & D to in the industries.

Company has already started the process to increase in the revenue by overcoming raw material problems

and by adopting new technology which helps to minimize production cost. Your Company is in process of Finalizing the Prospective Buyer to sale out Jambhulwadi plant and sale proceeds for the same shall be utilized to modernize facilities at Velapur plant and to reduce working capital loans.

### **Internal Control Systems**

Adequate internal control systems are in place in all areas of operation to ensure safeguarding of assets against loss from unauthorized use or disposition and the same are being continually reviewed and strengthened wherever necessary. Such systems have also been developed to ensure adherence to policies and systems and mitigation of the operational risks covering each area under review. The organization is well structured and the policy guidelines are well documented with pre defined authorities. The company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with the accuracy and there is a strict compliance with all applicable laws and regulations.

### **Corporate Social Responsibility**

As a matter of fact there is no formulated written CSR Policy in place. The Board invariably has

- 1) Plants 30 Acres of tree at Velapur factory (Govt. of Maharashtra has recognised Ecoboard)
- 2) Schools furniture for Government schools in Maharashtra and A.P.

The Company developed a strategy to provide a roadmap for its CSR activities over the period and after passing of the Companies Act, 2013 in particular, which has become an integral part of our business strategy over a decade or so.

As a good corporate citizen, we recognize and perform the obligations towards our employees, investors, customers, suppliers, competitors and the community as a whole. We believe our reputation, together with the trust and confidence of those with whom we deal, to be one of our most valuable assets. We strongly believe that integrity in dealings with stakeholders is a prerequisite for a successful and sustained business relationship.

### **Environment**

As the products of the Company are eco-friendly and fired by a passion of protecting the environment, the company believes that, by nature, our operations have a minimal impact on the environment. In the course of our operations we seek to identify opportunities to reduce/ keep it at minimum consumption of energy, water and other natural resources. We also strive to re-use and recycle where possible and dispose of non-recyclable items responsibly, thereby minimizing impact on the environment.

### **Human Resources / Industrial Relations**

The Company has a fully functional human resource department taking care of human force in the Company. Company has taken effort for human resource development. Company has arranged various training programs during the year. Company has a proper team for recruitment of employees and keeps compensation structure in line with the market developments.

## FINANCIAL PERFORMANCE

### SHARE CAPITAL AND RESERVES AND SURPLUS

During the year Authorized capital of the Company stands at Rs. 2500 Lacs and Reserves & Surplus of Rs. -3,339.14/- Lakhs it includes Depreciation on fixed assets whose residual useful life is nil is adjusted against retained earnings as per provisions of Schedule II to the companies Act, 2013. And paid up capital was 1783.20/- Lakhs

### FIXED ASSETS

During the year 2016-17 Company has not purchased Fixed assets, whereas the value of Fixed Assets decreased from Rs. 1,602.70/- Lakhs to Rs. 1,479.48 /- Lakhs.

### CURRENT ASSETS LOANS AND ADVANCES AND CURRENT LIABILITIES AND PROVISIONS

Loans and advances as at 31<sup>st</sup> March, 2017 was Rs. 103.87 Lakhs significant item of loans and advances includes advance towards Capital Expenditure. Company has Rs. 1,619.11 Lakhs of Inventories of Raw Material, Stores and packing Material, Finished goods etc.

Other Current Liabilities as at 31.03.2017 were Rs. 514.33 Lakhs.

### OPERATIONAL PERFORMANCE

Sr. No.	Particulars	Current Year 2016-17 (Rs. In Lakhs)	Previous Year 2015-16 (Rs. In Lakhs)
1.	Sales and Other Income	1675.04	2258.52
2.	Change in Inventories	113.69	(23.40)
3.	Total Expenditure other than interest & Depreciation	1960.72	2975.97
4.	Interest	423.06	379.76
5.	Depreciation	99.88	116.08
6.	Profit / (loss) before exceptional Items	(808.62)	(1189.89)
7.	Add/ (Less):- Exceptional Items	(166.51)	(278.18)
8.	Less:- Tax Expense	0.00	0.00
9.	Profit / (loss) for the Period from Continuing Operations	(975.13)	(1468.07)
10.	Profit / (loss) for the Period from Discontinuing Operations	(21.08)	(21.75)
11.	<b>Profit / (loss) for the Period</b>	<b>(996.21)</b>	<b>(1489.82)</b>

### Cautionary Statements

Statements made in the Management discussion and analysis report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations may include:

- 1) Supply and demand conditions affecting selling prices, input availability.
  - 2) Company's ability to successfully implement Company's strategy, growth and expansion plans and technological initiatives.
  - 3) Changes in government policies, changes in political conditions.
  - 4) Changes in laws and regulations including tax laws.
  - 5) General economic developments and business conditions in India and other countries.
- Other factors such as litigation and industrial relations.

**CORPORATE GOVERNANCE REPORT  
(As required under Regulation 34(3) of SEBI (LODR) Regulations 2016)**

**1. COMPANY'S GOVERNANCE PHILOSOPHY**

Corporate Governance safeguards and adds value to the interest of its stakeholder's viz. investors, creditors, customers, employees and Government etc. The company pursues the process of Corporate Governance in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and submits a report on the matters mentioned in the said regulation and followed in practice by the Company. The Company remains committed to the core aspects of Corporate Governance, viz. fairness, transparency, accountability and responsibility.

**2. POLICIES**

In compliance with the requirements of SEBI (LODR) Regulations, 2015 and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detailed herein:

**a. Whistle Blower & Vigil Mechanism Policy:**

As per Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, a comprehensive Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of conduct or ethics policy. This Policy (copy of which is uploaded on the website of the Company) safeguards whistleblowers from reprisals or victimization.

**b. Code of Conduct**

- i) Code of Conduct for Director and Senior Management of the Company: The Company has adopted the Code of Conduct for the Directors and Senior Management of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the code as on March, 2014.
- ii) Code of Conduct for prevention of Insider Trading: the Company has its own Code of Conduct for Prevention of Insider Trading

**c. Related Party Transaction Policy**

In compliance with the requirements of Regulation 23 of SEBI(LODR) Regulations, 2015 the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company.

**d. Policies & Code as per SEBI Insider Trading Regulations**

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information.

Mr. Girish Tiwari, Compliance Officer & Company Secretary of the Company was the Compliance officer for the purposes of Insider Trading Code till 15.11.2016. Further he resigned from the above post w.e.f. 15.11.2016. For the period started from 15.11.2016 till end of financial year 2016-17, Mrs. Sonika Kulhare was the Compliance officer for the purposes of Insider Trading Code.

#### e. Familiarisation Program for Independent Directors

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company.

### 3. BOARD OF DIRECTORS

#### Composition and Category of Directors

The Company has a balanced Board with combination of Executive and Non-Executive Directors to ensure independent functioning and the current composition of the Board is in conformity Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Board comprises of 4(Four) independent Directors i.e. Directors, who, apart from receiving sitting fees, do not have any other material pecuniary relationship or transactions with the Company, its promoters or its management, which may affect independence of judgment of the Directors.

Name of Director	Category	Attendance of meeting during 2016-17		*No. of other Directorship
		Board	Last AGM	
Mr. V.S. Raju	Chairman	1	Yes	1
Mr. G. R. K. Raju	Managing Director	5	Yes	1
Mr. G. P. K. Raju	Executive Director	5	Yes	0
Mr. U.S. Kadam	Non-Executive & Independent	4	Yes	0
Mr. Narasimhan Krishnan	Non-Executive & Independent	4	Yes	0
Ms. Venkata Sujani Indukuri	Executive Director	1	Yes	0
Mr. Siva Sankar Kalive	Non-Executive & Independent	5	Yes	0
Mr. P. V. V. Rama Raju	Non-Executive & Independent	2	Yes	0

#### Composition of the Board and directorship held during the year 2016-17

\* In accordance with Regulation 26 of Listing Regulation, Membership / Chairmanship of only the Audit Committees and the Share Transfer & Shareholders / Investors Grievance Committees of all Public Limited Companies have been considered. None of the Directors serve as members of more than 10 committees or are chairman of more than 5 committees across all the Companies in which they are Directors.

The Board met 5(Five) times during the financial year under review on the following dates:

- |                                    |                                    |                                  |
|------------------------------------|------------------------------------|----------------------------------|
| 1) 27 <sup>th</sup> May, 2016      | 2) 10 <sup>th</sup> August, 2016   | 3) 20 <sup>th</sup> August, 2016 |
| 4) 15 <sup>th</sup> November, 2016 | 5) 11 <sup>th</sup> February, 2017 |                                  |

The maximum time gap between any two meetings was not more than 120 days.

#### Profile of Directors

##### 1. Mr. V. S. Raju Chairman

Mr. V. S. Raju is “The Padma Award” nominee for his contribution to environment by establishing technologies to convert agri-residues to affordable panels and conserve nature. Currently, he is non executive chairman of Ecoboard Industries Limited.

He is a sugar technologist and did Masters from National Institute of Sugar (NIS), Kanpur. He is founder president of “All India Agro Board Association” and played a vital role in convincing the importance of “Agro-Boards” to conserve nature and reverse climatic change and thereby achieved excise exemption on the product. He successfully pioneers in introducing ecofriendly particle board in India from agricultural waste.

##### 2. Mr. G. R. K. Raju

Mr. G. R. K. Raju is Managing Director of EIL. He is worked with Chairman V.S. Raju from the beginning of the company and has taken the Company to new heights. He is technocrat with more than 35 years of experience in the field of administration of business affairs and strategic decisions.

He introduced the “CSTR technology” for treating industrial waste, which is adopted by all sugar industries as proven technology. He also actively involved in bio gas division to design and implement customized solutions for treating waste in generating energy and power. In Particle Board division, he was instrumental in implementation of world’s largest engineered panel unit facility at Velapur factory. He is also an active member of various social institution and having good relationship with all sugar factories.

##### 3. Mr. G. P. K. Raju (Praveen)

He actively involved in Particle Board business as Executive Director from 2011 to till date. He was instrumental in developing new products like HDHMR, Ecoddoors, Zero formaldehyde panels. He played active role machinery upgradation project for Velapur Factory to reduce raw material consumption. He also takes active role in Market research, budgeting and frequently interacts with customers. He has taken over the responsibility of All India Agro Board Association to convince both Central and State Governments to apply lower GST on Agro-Based Panels.

Mr. G. P. K. Raju has completed MBA from Bentley University (Boston) with Distinction. Later, he worked as Analyst at International Data Corporation (IDC) in Boston. He did Masters in Electrical Engineering from Southern Illinois University. And was elected as a Senator for Student Government at SIU.

He likes designing new products. In 2006, He also has developed an electronic product in collaboration with IIT, Hyderabad “e-Stick for Blind” that will enable them to use public transportation like Buses and other. His paper on “Cell Phone for Senior Citizens” has been awarded first prize by IIT, Bombay in 2005

His other areas of interest include Graphic designing, Photography and participating in Half-marathon, Triathlon and Cycling (He got 2nd position at 100 Km Cycling Race event in Hyderabad, 2015)

##### 4. Mrs. Sujani V. Indukuri

Mrs. Sujani V. Indukuri is Executive Woman Director on Board. She has MBA and a Graduate Degree in Electronics & Communication.

She has held various executive positions in IT companies. She served as HR Manager at Zensar Technology. Currently, She is involved in various HR and promotional activities in EIL

##### 5. Mr. Narasimhan Krishnan (Independent Director)

A Graduate Engineer with several research experience in metal fabrication, x-ray screens, iron foundry

and “Q”ing theory.

**6. Mr. Uttam S. Kadam (Independent Director)**

A Chartered Accountant with several years experience in audit and consultancy services.

**7. Mr. Siva Sankar Kalive (Independent Director)**

He is a consultant and faculty in various Management schools and previously served to Indian Navy as manager in charge, programme manager at DRDO and head in DIAT.

**8. Mr. P. V. V. Ramaraju (Independent Director)**

He has served to several Banks as advisor and manager and revenue advisor to Ministry of Finance (Islamic Republic of Afganistan).

**9. Mr. Satya Narayan Banka (Independent Director)**

About 35 years of experience in project planning, implementation, operation and maintenance. He served various companies in management position.

**Board Procedure**

The Board Meetings of the Company are governed by a structured agenda. The Board Meetings are generally held at the Registered and Corporate office of the Company at Pune. The Company Secretary in consultation with Chairman, and the Managing Director & Chief Executive Officer finalizes the agenda of the Board meetings. All major agenda items, backed up by relevant and comprehensive background information, are sent well in advance of the date of the Board meeting(s) to enable the Board members to take informed decision.

Any Board Member may, in consultation with the Chairman, bring up any matter at the meeting for consideration by the Board. Senior management personnel are invited from time to time to the Board meetings to make requisite presentations on relevant issues or provide necessary insights into the operations / working of the Company and corporate strategies.

The Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

**4. Brief profile of the Directors of the Company to be appointed/re-appointed at the Annual General**

Name	Mrs. Sujani V. Indukuri	Mr. G. P. K. Raju	Mr. G. R. K. Raju	Mr. S. N. Banka
Address	A-25, I A H B Colony, Opp: Police Lane Begumpet Secunderabad 500003 AP IN	S 46, Satya Garden, Opp Petbas Bad, Poolice Station, Jeedime Ranga Reddy Dis Trict Hyderabad 500055 AP	1-8-450/A/25, Airlines Colony, Patigadda I A H B Colony Secunderabad 500003 AP	Bldg. No. – A -1, Flat No. – 4, Prateek Nagar, Paud Rd, Pune – 411038, Maharashtra
Date of Birth	11/11/1982	18/03/1984	14/08/1957	18/07/1948
Date of Appointment	27/03/2015	01/04/2017	15/11/2016	14/08/2017
Qualification	MBA and a Graduate Degree in Electronics & Communication.	MBA and M. Tech in Electrical Engineering	B. Tech	M.E., B.Sc.



<b>Experience</b>	She has held various executive positions in IT companies. She served as HR Manager at Zensar Technology. Currently, She is involved in various HR and promotional activities in EIL.	He actively involved in Particle Board business as Executive Director from 2010 to till date. He was instrumental in developing new products like HDHMR, Ecodoors, Zero formaldehyde panels.	He is technocrat with more than 35 years of experience in the field of administration of business affairs and strategic decisions. He introduced the "CSTR technology" for treating industrial waste.	About 35 years of experience in project planning implementation operation and maintenance. He worked in many companies like Grasim Industries, Kirloskar Consultants Ltd, J. P. Mukherjee & Assoc., Ecoboard Industries Limited and Vulcan Engineers Ltd.
<b>List of other Companies in which Directorship held</b>	NIL	NIL	Jisnu Infra Ventures Private Limited	NIL
<b>Shareholding</b>	11,10,642 Shares	890500 Shares	2476225 Shares	-

## 5. Board Committees

Particulars of Meetings of Board Committees held during the year along with details of Director's attendance at such Committee Meeting(s) is detailed herein:

	*Audit Committee	Nomination & Remuneration Committee	*Stakeholders Grievance Committee
<b>No. of Meetings held</b>	4	2	4
<b>Directors attendance</b>			
<b>Mr. U.S. Kadam</b>	4	2	4
<b>Mr. Narasimhan Krishnan</b>	4	2	3
<b>Mr. V. S. Raju</b>	NA	1	NA
<b>MR. G. R. K. Raju</b>	4	NA	3
<b>*Mr. Siva Sankar Kalive</b>	NA	1	2

\*Appointed w.e.f. 15.11.2016

Note: NA denotes that the director is not a Member of such Committee.

## 6. Details of Board Committees are as mentioned herein:

### a) Audit Committee

#### Constitution

As at March 31<sup>st</sup>, 2017, the Audit Committee of the Board comprised of three (3) Directors including Mr. U.S. Kadam, Independent Director as Chairman, Mr. Narasimhan Krishnan, Independent Director and Mr. G. R. K. Raju, Managing Director as its Members. During the year under review, Four (4) meetings of the Audit Committee were held on:

- 1) 27<sup>th</sup> May, 2016
- 2) 10<sup>th</sup> August 2016
- 3) 15<sup>th</sup> November, 2016
- 4) 11<sup>th</sup> February, 2017

**Terms of reference**

The Terms of reference and role of the Audit Committee are as per guidelines set out in Regulation 18 of SEBI (LODR) Regulations 2015 and Section 177 of Companies Act, 2013. The Committee meets periodically and inter alia reviews:

Accounting and financial reporting process of the Company; Audited and Un-audited financial results; Internal Audit reports, risk management policies and reports on internal control system; Discusses the larger issues that are of vital concern to the Company including management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and scientifically carried out in accordance with Company's current business and size of operations; Transactions proposed to be entered into by the Company with related parties and approves such transactions including any subsequent modifications thereto; Functioning of Vigil Mechanism Policy; and Recommends proposals for appointment and remuneration payable to the Statutory Auditor, Internal Auditors and Chief Financial Officer.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. In addition to these, in compliance with requirements of Listing Regulations.

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. It addresses itself to matters pertaining to adequacy of internal controls, reliability of financial statements/others management information

**b) Nomination and Remuneration Committee****Constitution**

In compliance with requirements of Regulation 19 of SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013, during financial year 2016-17, 'Nomination and Remuneration Committee' which comprises of Mr. U.S. Kadam, Independent Director as Chairman, Mr. Narasimhan Krishnan, Independent Director (Resigned w.e.f. 15.11.2016), Mr. V. S. Raju, Non-Executive Director and Mr. Siva Sankar Kalive, Independent Director (Appointed w.e.f. 15.11.2016) as its Members.

During the year under review the Committee met twice on 30<sup>th</sup> September, 2016 and 15<sup>th</sup> November, 2016.

Terms of reference of the Nomination and Remuneration Committee include:

Formulation of guidelines for evaluation of candidature of individuals for nominating and/ or appointing as a Director on the Board including but not limited to recommendation on the optimum size of the Board, age / gender / functional profile, qualification /experience, retirement age, number of terms one individual can serve as Director, suggested focus areas of involvement in the Company, process of determination for evaluation of skill sets, etc.

Formulation of the process for evaluation of functioning of the Board – individually and collectively and making recommendation as to the Board remuneration including the salary and/or commission payable to the Directors;

Recommend nominations / appointments to the Board, including Executive Directors /Independent Directors and suggest the terms of such appointments;

Recommend all elements of remuneration package of Whole-time Directors including Increment / incentives payable to them within the limits approved by the Board /Members;

**Remuneration Policy**

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in

a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. An extract of the Remuneration Policy approved by the Nomination & Remuneration Committee of the Board has been included as a part of this Annual report.

**Remuneration payable to Executive Directors**

Your Board currently comprise of 3 Executive Directors viz. Mr. G. R. K. Raju, Managing Director and Mr. G. P. K. Raju, Executive Director and Mrs. Sujani Venkata Indukuri, Executive Director.

**The details of the remuneration paid to Executive Directors of the Company during the year ended March 31, 2017 is as under:**

(Amount in Rs.)

Particulars	Mr. G. R. K. Raju	Mr. G. P. K. Raju	Ms. Sujani Venkata Indukuri
Salary & Allowances	20,28,000/-	21,72,000/-	15,66,000/-
Perquisites	-	-	-
Provident Fund Contribution	2,01,600/-	2,01,600/-	2,87,200/-
<b>Total</b>	<b>22,29,600/-</b>	<b>23,73,600/-</b>	<b>18,53,200/-</b>

**Remuneration payable to Non-Executive Directors**

During financial year 2016-17 Non-Executive Directors were paid sitting fee at the rate of Rs. 5,000/- for attending each meeting(s) of the Board and Committees thereof, other than Stakeholders Relationship Committee and Nomination and Remuneration Committee.

The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its directors, senior management, subsidiary or associate, other than in normal course of business.

**c) Stakeholders Relationship Committee**

**Constitution**

In compliance with Regulation 20 of SEBI (LODR) Regulation 2015 and Section 178 of the Companies Act, 2013, during financial year 2016-17, the 'Stakeholders Relationship Committee', which currently comprise of Mr. U.S. Kadam, Independent Director as Chairman, Mr. Narasimhan Krishnan, Independent Director as member (Resigned w.e.f. 15.11.2016), Mr. G. R. K. Raju, Managing Director as member and Mr. Siva Sankar Kalive as member (Appointed w.e.f. 15.11.2016). During the year under review, 4 (Four) meetings of the Stakeholders Relationship Committee were held on:

- 1) 16<sup>th</sup> May, 2016
- 2) 7<sup>th</sup> November, 2016
- 3) 15<sup>th</sup> November, 2016
- 4) 29<sup>th</sup> November, 2016

**Terms of reference**

Terms of reference of the Stakeholders Relationship Committee is to supervise and ensure efficient transfer of equity and preference shares of the Company and proper and timely attendance of investors' grievances. Mr. Girish Tiwari, Company Secretary was the Compliance Officer of the Company till

15<sup>th</sup> November, 2016. Mrs. Sonika Kulkare is the Compliance Officer w.e.f. 15.11.2016.

The terms of reference of the above Committee are as follows:

a. To consider and approve transfer / transmission of shares, consolidation / split of share certificates and issuance of duplicate share certificates; etc.

b. Redressal of shareholders'/investors' complaints relating to transfer, transmission, transposition, splitting, consolidation, dematerialization of shares, non receipt of annual reports etc. As on 31<sup>st</sup> March 2017, there were no pending requests for transfer of shares as per company's records.

#### **d) Independent Directors Meeting**

##### **Constitution**

In compliance with Regulation 25 of SEBI (LODR) Regulations 2015 the Independent Directors of the Company meet once on 11.02.2017 during the financial year 2016-17.

##### **Terms of reference**

The purpose of the above meeting are as follows:

- to review the performance of non-independent directors and the Board as a whole,
- to review the performance of the Chairman of the company, taking into account the views of executive directors and non-executive directors; and
- to assess the quality, quantity and timeliness of flow of information between the company management and the Board.

**Details of number of requests received from investors and resolved as on the year ended March 31, 2017, are as under:**

Nature of Correspondence	Received	Replied/Resolved	Pending
Request			
Stop Transfer/Procedure for Duplicate Share Certificate	0	0	0
Issue of Duplicate Share Certificate	3	3	0
Proc for Transmission/ Deletion Transposition	0	0	0
Stop Transfer Removal	3	3	0
Others Change of Address	2	2	0
Complaints	0	0	0
<b>TOTAL Request/ Complaints</b>	<b>8</b>	<b>8</b>	<b>0</b>

## 7. GENERAL MEETINGS

The 26<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2016-17 will be held on Friday, 29<sup>th</sup> September, 2017 at 11.00 a.m. at Conference Hall, Hotel Shangrila Gardens, Opp. Nal Stop, Off. Karve Road, Pune – 411 004.

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed at these meetings are:

### Particulars of AGM/EGM for the last three years:-

AGM/EGM	Date	Time	Venue	Number of special resolutions passed.
23rd	28.11.2014	11.00 a.m.	Hotel Shangrila Gardens, Off Karve Road, Near Nal Stop, Pune – 411 004	1
24th	26.09.2015	11.00 a.m.	Hotel Shangrila Gardens, Off Karve Road, Near Nal Stop, Pune – 411 004	Nil
25th	26.09.2016	11.00 a.m.	Hotel Shangrila Gardens, Off Karve Road, Near Nal Stop, Pune – 411 004	Nil

All the above resolutions were passed with requisite majority.

No Special resolution was passed through Postal Ballot during the Financial Year 2016-17. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.

## 8. Disclosures

The Vigil Mechanism Policy approved by the Board has been implemented and no personnel has been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

There are no materially significant related party transactions between the Company and its promoters, directors or key management personnel or their relatives, having any potential conflict with interests of the Company at large. There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years.

### Means of Communication

The Board of Directors of the Company approves and takes on record the quarterly unaudited financial results and announces the said results to the Stock Exchange Mumbai where the shares of the Company are listed. These quarterly unaudited results were also published in Free Press (English Edition) and Navshakti (Marathi Edition) news papers in the prescribed format as required by Regulation 47 of SEBI (LODR) Regulation 2015. Management discussion and analysis report is published in annual report. The Company followed statutory norms for dissemination of information in given period.

## 9. Shareholder General Information:

### a) Forthcoming Annual General Meeting:

Date & Time: Friday 29<sup>th</sup> September 2017 at 11.00 a.m.  
 Venue: Hotel Shangrila Gardens, Off Karve Road, Near Nal Stop,  
 Pune – 411 004.

### b) Dates of Book Closure:

From Friday, 22<sup>nd</sup> September, 2017 to  
 Friday, 29<sup>th</sup> September, 2017 (both days inclusive)

### c) Financial Calendar of the Company relating to future immediate reporting:

The Financial year covers the period from 1<sup>st</sup> April 2016 to 31<sup>st</sup> March 2017.  
 Financial Reporting for:

Quarter ending 30 <sup>th</sup> June, 2016	By 15 <sup>th</sup> August, 2016
Half Year ending 30 <sup>th</sup> September, 2016	By 15 <sup>th</sup> November, 2016
Quarter ending 31 <sup>st</sup> December, 2016	By 15 <sup>th</sup> February, 2017
Year ending 31 <sup>st</sup> March, 17	By 30 <sup>th</sup> May, 2017
Annual General Meeting for the year ended March 31, 2017	August/September 2017/any extended period.

d) Face Value of the equity Share Rs. 10 per share.

e) Dividend Payment Details: N.A.

f) Dividend Payment Date N.A.

g) Listing on Stock Exchange & Stock Code:

Stock Exchange	Stock Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	523732

Listing fees were paid for the year to the Bombay Stock Exchange. The ISIN Number of company on both NSDL & CDSL is INE 866A01016.

h) Market Price Data:

i) High/Low in each of month of the Financial Year April 2016 to March 2017 on Bombay Stock Exchange, Mumbai

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April 2016	4.65	3.92	October 2016	3.82	2.96
May 2016	3.80	3.14	November 2016	4.68	3.42
June 2016	3.78	2.57	December 2016	5.43	4.60
July 2016	5.14	3.69	January 2017	6.49	4.94
August 2016	4.21	3.80	February 2017	6.80	5.75
September 2016	3.80	2.80	March 2017	7.14	4.91

**j) Share Transfer System**

The applications for transfer of shares and other requests from shareholders holding shares in physical form are processed by M/s Link Intime India Private Limited, Pune. Share Transfers are registered and returned in the normal course within an average period of 15 days from the date of receipt if the documents are clear in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) within 15 days. Connectivity with NSDL & CDSL is maintained through M/s. Link Intime India Private Limited, Pune. The Board has delegated the power to approve transfers to the Share Transfer, Finance and Investors Grievance Committee.

**k) Registrar and Share Transfer Agents:**

M/s Link Intime India Private Limited Pune  
 (Formerly Intime Spectrum Registry Limited)  
 Block NO. 202, 2<sup>nd</sup> Floor Akshay Complex,  
 Off Dhole Patil Road Pune – 411 001  
 Tel.: (020) 26160084, Telefax: (020) 26163503  
 Web site: www.linkintime.co.in  
 Email: pune@linktime.co.in

**l) Address for the Correspondence**

Registered Office & Corporate Office of the Company:  
 65/1A “Ecohouse” Akarshak Building Opp. Nal Stop,  
 Off. Karve Road, Pune- 411004, Tel: (020) 41080800/ Fax: (020) 25465328  
 E-mail: info@ecoboard.in, Website: www.ecoboard.in  
 Compliance Officer – Mr. Girish Tiwari

**m) Bio System Division:**

65/1A, ECOHOUSE  
 “Akarshak Building” Opp. Nal Stop  
 Off. Karve Road Pune- 411004.

Factory (Particle board division):

- a) Village Velapur, Taluka Malshiras,  
 Dist-Solapur, Maharashtra

**o) Shareholding Pattern as on 31<sup>st</sup> March 2017**

Shareholders	Number of shares held	% Shareholding
CLEARING MEMBER	10110	0.0567
OTHER BODIES CORPORATE	1009133	5.6591
FOREIGN FINANCIAL INSTITUTIONS	7800	0.0437
HINDU UNDIVIDED FAMILY	256300	1.4373
MARKET MAKER	650	0.0036
NATIONALISED BANKS	1600	0.0090
NON NATIONALISED BANKS	300	0.0017
NON RESIDENT INDIANS	37186	0.2085
NON RESIDENT (NON REPATRIABLE)	5789	0.0325
OVERSEAS CORPORATE BODIES	250000	1.4020
PERSONS ACTING IN CONCERT	100400	0.5630
PUBLIC	5514008	30.9220
PROMOTERS	10638724	59.6609
<b>TOTAL:</b>	<b>17832000</b>	<b>100.00</b>

**p) Distribution of Shareholding as on 31<sup>st</sup> March 2017**

Shareholding of Distribution Slabs	No. of Share Holders	% to Total Share	No. of Share Held	% to Capital
1 - 5000	10570	88.3115	19256640	10.7989
5001 - 10000	741	6.1910	6276770	3.5199
10001 - 20000	296	2.4731	4688500	2.6293
20001 - 30000	113	0.9441	2920100	1.6376
30001 - 40000	46	0.3843	1634010	0.9163
40001 - 50000	51	0.4261	2461580	1.3804
50001 - 100000	72	0.6016	5738230	3.2179
100001 - Above	80	0.6684	135344170	75.8996
<b>TOTAL:</b>	<b>11969</b>	<b>100.00</b>	<b>17832000</b>	<b>100.00</b>



**q) Dematerialization of Shares**

The Company has signed agreements with both National Securities Depository Limited (NSDL) and with Central Depository Services (India) Limited (CDSL) by virtue of which, 15789499 Equity shares of the Company forming 88.54% of total share capital of the Company, have been dematerialized by on 31st March 2017.

***By Order of the Board of Directors,  
FOR ECOBOARD INDUSTRIES LIMITED***

**Place:** Pune  
**Date:** 24.08.2017

**V. S. Raju.**  
**Chairman**  
DIN: 00842835

**CHATURVEDI SK & FELLOWS  
CHARTERED ACCOUNTANTS  
410, DEV PLAZA, SV ROAD, ANDHERI WEST, MUMBAI 400 058  
Phone: (+9122) 6694 3452. Fax: (+9122) 6694 3453.  
E-mail: cskfelos@cskfelos.in**

**Auditors' Certificate on Compliance of Corporate Governance**

**To the Members of Ecoboard Industries Limited**

We have examined the Compliance of conditions of Corporate Governance by **ECOBOARD INDUSTRIES LIMITED** ('the Company'), for the year ended 31<sup>st</sup> March, 2017, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with Stock Exchanges.

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

For **CHATURVEDI SK & FELLOWS**  
Chartered Accountants  
Firm Registration No. 112627W

**Place:** Pune  
**Date:** 24.08.2017

**(Subhash Salvi)**  
Partner  
Membership No. 127661)

**CERTIFICATION BY MANAGING DIRECTOR  
(As per Regulation 17(8) of the SEBI (LODR) Regulation 2015)**

The Board of Directors  
ECOBOARD INDUSTRIES LIMITED

As stipulated under Regulation 34(3) and Schedule V of the SEBI (LODR) Regulation 2015, I hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2017 and that to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2017 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee:
  - (i) Significant changes, if any, in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been Disclosed in the notes to the financial statements; and
  - (iii) Instances of significant frauds of which I have become aware and the involvement Therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**FOR ECOBOARD INDUSTRIES LIMITED**

**Place:** Pune  
**Date:** 14.08.2017

**G. R. K. Raju**  
**Managing Director**  
DIN: 01516984

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**DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with the schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, I G.R.K. Raju, Managing Director of the Company, hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2017.

For and On Behalf of Board of Directors

**Place:** Pune  
**Date:** 14.08.2017

**G. R. K. Raju**  
**Managing Director**  
DIN: 01516984

**CHATURVEDI SK & FELLOWS**  
 CHARTERED ACCOUNTANTS  
 410, DEV PLAZA, SV ROAD, ANDHERI WEST, MUMBAI 400 058  
 Phone: (+9122) 6694 3452. Fax: (+9122) 6694 3453 • E-mail: cskfelos@cskfelos.in

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ECOBOARD INDUSTRIES LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of **ECOBORD INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### *Management's Responsibility for the Financial Statements*

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 of 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 were operating effectively for 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.

### *Auditors' 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. Those Standards 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 the 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 control 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 aforesaid 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, of the state of affairs of the Company as at 31<sup>st</sup> March 2017, and its loss and its 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 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
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 the written representations received from the directors as on 31<sup>st</sup> March 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2017 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 control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & 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 30(b) to the financial statements;
    - (ii) The Company did not have any long-term contracts including derivative contracts that may result in material foreseeable loss
    - (iii) There has been a delay in transferring amount of Rs. 19.42 lakhs required to be transferred, to the Investor Education and Protection Fund by the Company.
    - (iv) The Company has provided requisite disclosure in the financial statements as to holding as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. These are in accordance with books of accounts maintained by the Company. Refer Note No. 37 to the financial statements.

For **CHATURVEDI SK & FELLOWS**  
Chartered Accountants  
Firm Registration No. 112627W

Place: Pune  
Date: 20.05.2017

(Subhash Salvi)  
Partner  
Membership No. 127661)

### ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date on the financial statements of **ECOBORD INDUSTRIES LIMITED** for the year ended 31<sup>st</sup> March 2017.

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of two years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, except one office property situated at Ahmedabad which is yet to be registered in the name of the Company, title deeds of other immovable properties are held in the name of the Company.
2. According to the information given to us, physical verification of inventory was conducted by the management during the year at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on physical verification of inventories.
3. The Company has not granted any loans, secured and unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, paragraphs 3(iii)(a), (b) and (c) of the Order are not applicable.
4. The Company has not given loans, investments, guarantees and security. Accordingly, Paragraph 3(iv) of the Order is not applicable.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. The provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder are not applicable.
6. We are informed that the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the Company's products.
7. (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company is not regular in depositing undisputed statutory dues including Provident Fund, Income-tax, Value Added Tax, Service-tax, and other material statutory dues applicable to it and in many cases, payments were made after due dates. According to the information and explanations given to us, Income-tax of Rs.18.54 lakh, Service tax of Rs.23.74 lakh, Excise duty of Rs 1.87 lakh, Value Added Tax of Rs. 104.56 lakh and Provident Fund of Rs. 2.68 lakh were in arrears as at 31/03/2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, following amounts of duty were under dispute, hence not paid:

Nature Of Dues	Period	Amount Rs. in lakhs	Forum where the dispute is pending
Central Excise duty	2003-04	28.45	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2003-04	13.50	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2004-05	2.98	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2004-05	1.52	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2006-09	2.30	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2006-09	402.14	Commissioner of Central Excise (Appeals)
Central Excise duty	2009-10	13.19	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2008-10	343.99	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2010-11	0.77	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2010-13	201.67	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2012-14	77.00	Custom, Excise & Service Tax Appellate Tribunal
Central Excise duty	2012-14	28.97	Commissioner of Central Excise (Appeals)
Central Excise duty	2015-16	41.59	Commissioner of Central Excise (Appeals)- Appeal under filing process.
		1158.07	

8. According to the information and explanations given to us by the management, the Company has received Notice u/s 13 (2) of the Securitisation & Reconstruction of Financial Assets and Enforcement of Security Interest Act 2002 from one of its bankers namely, Bank of Maharashtra, recalling the loans of Rs. 1243.32 lakhs plus interest. In response to this notice, the Company has submitted loan re-structuring proposal to the bankers and the same is under consideration of the banks. Company has not defaulted in repayment of loans or borrowings to the financial institutions or Government or dues to the debenture-holders during the year.
9. According to the information and explanation provided to us, Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us, the term of appointment of the Managing Director had ended on 08.08.2016. Company is in the process of seeking approval of shareholders and the Central Government for his re-appointment. Company has made provision for his remuneration for the period from 09.08.2016 to 31.03.2017 amounting to Rs 11.52 lakh pending approval of the shareholders and the Central Government.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of records of the Company, transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of records of

the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to register under Section 45-IA of the Reserve Bank of India Act 1934.

For **CHATURVEDI SK & FELLOWS**  
Chartered Accountants  
Firm Registration No. 112627W

Place: Pune  
Date: 20.05.2017

(Subhash Salvi)  
Partner  
Membership No. 127661)

#### ANNEXURE B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial Controls over financial reporting of **ECOBORD INDUSTRIES LIMITED** ('the Company') as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the 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 the establishing and maintaining internal financial controls based on the internal 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 the 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 Companies Act, 2013.

##### ***Auditors' 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. 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 and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 March 31<sup>st</sup>, 2017, based on "the internal 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".

For **CHATURVEDI SK & FELLOWS**  
Chartered Accountants  
Firm Registration No. 112627W

**Place:** Pune  
**Date:** 20.05.2017

**(Subhash Salvi)**  
Partner  
Membership No. 127661



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2017**

Rs. in Lakhs

	Note No.	As at 31.03.2017		As at 31.03.2016	
<b>EQUITY AND LIABILITIES</b>					
1. Shareholders' Funds :					
a. Capital	2	<b>1,783.20</b>		1,783.20	
b. Reserves and surplus	3	<b>-3339.14</b>	<b>-1555.94</b>	<u>-2342.93</u>	-559.73
2. Non-current Liabilities					
a. Long-term borrowings	4	<b>1,312.72</b>		1,298.92	
b. Other long term liabilities	5	<b>35.99</b>		47.20	
c. Long term provisions	6	<b>42.14</b>	<b>1,390.85</b>	<u>44.20</u>	1,390.32
3. Current Liabilities					
a. Short-term borrowings	7	<b>2,895.38</b>		2,599.48	
b. Trade payables	8	<b>665.01</b>		523.95	
c. Other current liabilities	9	<b>514.33</b>	<b>4,074.72</b>	<u>472.05</u>	3,595.48
				<u><b>3,909.63</b></u>	<u>4,426.07</u>
<b>ASSETS</b>					
<b>I NON-CURRENT ASSETS</b>					
1. Fixed assets					
a. Tangible assets	10	<b>1,479.48</b>		1,602.70	
b. Intangible assets	10	<b>0.00</b>		0.00	
c. Capital work in progress		<b>236.28</b>		<u>234.25</u>	
		<b>1,715.76</b>		<u>1,836.95</u>	
2. Long-term loans and advances	11	<b>103.87</b>	<b>1,819.63</b>	<u>91.60</u>	1,928.55
<b>II CURRENT ASSETS</b>					
1. Inventories	12	<b>1,619.11</b>		1,771.60	
2. Trade receivables	13	<b>284.12</b>		304.84	
3. Cash and bank balance	14	<b>43.90</b>		76.16	
4. Short-term loans and advances	15	<b>142.87</b>	<b>2,090.00</b>	344.92	2,497.52
				<u><b>3,909.63</b></u>	<u>4,426.07</u>
Significant Accounting Policies	1				
Other Notes on Financial Statements	2 to 43				

As per our report of even date

For an on behalf of the Board of Directors

 For **CHATURVEDI SK & FELLOWS**  
Chartered Accountants

**V. S. Raju**  
Chairman

**G. R. K. Raju**  
Managing Director

**(Subhash Salvi)**

 Partner  
(Firm Regn. No. 112627W; Partner's  
Membership No. 127661)

**U. S. Kadam**  
Directors

**Sonika Kulhare**  
Company Secretary

**Place:** Pune  
**Date:** 20.05.2017

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017**

Rs. in Lakhs

	Note No.	For the Current Year ended 31/03/2017	For the Previous Year ended 31/03/2016
<b>INCOME:</b>			
Revenue from operations	16	1,633.84	2,205.48
Other income	17	41.20	53.04
<b>Total revenue</b>		<b>1,675.04</b>	<b>2,258.52</b>
<b>EXPENDITURE:</b>			
Cost of materials consumed	18	902.49	1,528.16
Changes in inventories of finished goods, work-in-progress	19	113.69	-23.40
Employee benefits expense	20	209.44	214.05
Finance costs	21	435.64	537.79
Depreciation		99.88	116.08
<u>Other expenses</u>			
Manufacturing and other operating expenses	22	392.68	688.84
Administration and other charges	23	262.80	303.47
Selling and distribution expenses	24	67.04	83.42
		<b>2,483.66</b>	<b>3,448.41</b>
<b>Profit / (Loss) before exceptional and extra-ordinary items and tax</b>		<b>-808.62</b>	-1189.89
Add/(Less): Exceptional items	25	-166.51	-278.18
<b>Profit / (Loss) before extra-ordinary items and tax</b>		<b>-975.13</b>	-1,468.07
Add/(Less): Extra-ordinary items		0.00	0.00
<b>Profit / (Loss) before tax</b>		<b>-975.13</b>	-1,468.07
Less: Tax expenses			
Current tax		0.00	0.00
<b>Profit / (Loss) for the period from continuing operations</b>		<b>-975.13</b>	-1,468.07
Profit/(Loss) from discontinuing operations	26	-21.08	-21.75
Tax expenses of discontinuing operations		0.00	0.00
<b>Profit / (Loss) from discontinuing operations (after tax)</b>		<b>-21.08</b>	-21.75
<b>Profit / (Loss) for the period</b>		<b>-996.21</b>	-1,489.82
Earnings / (Loss) per Share (Rs.) - Basic	27	-5.59	-8.35
Earnings / (Loss) per Share (Rs.) - Diluted	27	-5.59	-8.35
Significant Accounting Policies	1		
Other Notes on Financial Statements	2 to 43		

As per our report of even date

For an on behalf of the Board of Directors

For **CHATURVEDI SK & FELLOWS**  
Chartered Accountants**V. S. Raju**  
Chairman**G. R. K. Raju**  
Managing Director**(Subhash Salvi)**Partner  
(Firm Regn. No. 112627W; Partner's  
Membership No. 127661)**U. S. Kadam**  
Directors**Sonika Kulhare**  
Company Secretary

Place: Pune

Date: 20.05.2017

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Rs. in Lakhs

	Year ended 31.03.2017		Year ended 31.03.2016	
<b>A. Cash flow from operating activities:</b>				
Net profit before tax and extra-ordinary items		-996.21		-1489.82
<i>Adjustments for non cash expenses:-</i>				
Depreciation	116.45		132.65	
Provision for doubtful debts	-7.85		17.53	
Provision for doubtful advances	192.96	301.56	46.30	196.48
<i>Adjustment for non operating incomes:-</i>				
Profit on sale of fixed assets	-1.39	-1.39	-2.83	-2.83
<i>Adjustment for expenses considered separately:-</i>				
Interest expenses	429.07	429.07	518.33	518.33
Operating profit before working capital changes		-266.97		-777.84
<i>Adjustment for changes in working capital:-</i>				
Change in inventories	152.49		712.93	
Change in debtors	28.57		-102.62	
Change in other receivables	-3.18		-9.56	
Change in trade payables and other liabilities	200.70		157.23	
Change in customers deposits	-11.21	367.37	-4.50	753.48
Cash generated from operation		100.40		-24.36
Direct taxes	0.00		0.00	
		0.00		0.00
<b>Net cash from operating activities... A</b>		<b>100.40</b>		<b>-24.36</b>
<b>B. Cash flow from investing activities</b>				
Sale of assets		14.31		4.30
Purchase of fixed assets (including capital work in progress)		-8.18		-69.78
<b>Net cash used in investing activities...B</b>		<b>6.13</b>		<b>-65.48</b>
<b>C. Cash flow from financing activities:</b>				
Bank borrowings for working capital		30.76		314.55
Loan from directors		245.56		244.59
Repayment of loan to directors		-79.39		-76.10
Intercorporate deposits		0.00		154.87
Repayment of intercorporate deposit		-152.37		-2.50
Changes in margin deposit		4.10		-11.07
Changes in dividend & refund account		19.42		0.00
Unpaid dividend transferred to Investor Education and Protection Fund		-19.42		0.00
Interest paid		-163.93		-518.33
<b>Net cash from financing activities...C</b>		<b>-115.27</b>		<b>106.01</b>
<b>D. Net increase/(decrease) in cash &amp; cash equivalents (A+B+C)</b>		<b>-8.74</b>		<b>16.17</b>
Cash & cash equivalents -Opening balance		25.62		9.45
Cash & cash equivalents -Closing balance		16.88		25.62

**Note: (1) Figures in brackets represent cash outflow.**

As per our report of even date

For an on behalf of the Board of Directors

 For CHATURVEDI SK & FELLOWS  
Chartered Accountants

 V. S. Raju  
Chairman

 G. R. K. Raju  
Managing Director

(Subhash Salvi)

 Partner  
(Firm Regn. No. 112627W; Partner's  
Membership No. 127661)

 U. S. Kadam  
Directors

 Sonika Kulhare  
Company Secretary

Place: Pune

Date: 20.05.2017

## Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017

### 1. Significant Accounting Policies :

- i) **Basis of preparation of financial statements:** The financial statements are prepared under the historical cost convention on the accrual basis of accounting, unless otherwise stated, in accordance with the generally accepted accounting principles in India, the provisions of the Companies Act 2013 and the applicable accounting standards.
- ii) **Use of estimates:** The preparation of financial statements requires estimates and assumptions. Differences between the estimates and actual results are recognized in the period in which the same are known.
- iii) **Fixed assets:** Fixed assets are capitalised inclusive of legal and/or installation expenses. Pre-operative expenses (including interest charges) upto the date of start of commercial production are capitalised over the items of fixed assets.
- iv) **Depreciation:** Depreciation on fixed assets is provided at the rates determined in accordance with the provisions of the Companies Act, 2013. Depreciation on tangible assets is provided on the straight line method as prescribed in Schedule II to the Companies Act, 2013 over the remaining useful life of the assets.
- v) **Impairment of assets :** An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use.
- vi) **Inventories valuation:**
  - (a) Stocks of raw-materials, packing materials, stores & spares are valued at cost.
  - (b) Stock of work-in progress is valued at cost.
  - (c) Finished goods are valued at lower of cost and net realisable value.
- vii) **Foreign exchange transactions:** Foreign exchange transactions are recorded at the exchange rate prevailing on the date of transaction. Exchange differences in respect of foreign currency transactions are dealt with in the profit & loss account, except in respect of capital assets. All foreign currency assets & liabilities, if any, as at the Balance Sheet date are restated at the applicable exchange rates prevailing on that date.
- viii) **Sales & contract receipt:**
  - a) Revenue from contracts for supply/commissioning of Bio-gas plants and equipments is recognized by adding the aggregate cost and proportionate margin using the percentage completion method. Percentage of completion is determined as a proportion of cost incurred-to-date to the total estimated contract cost.
  - b) Sales include products consumed internally for manufacture of capital assets, adjusted on cost basis, but exclude inter-unit transfers on revenue account.
- ix) **Insurance claims:** Insurance claims for loss of assets or goods are accounted at the time of lodging of the claim with the insurer at the cost of assets/ goods lost. Any shortfall in the claim recovery is accounted for at the time of final settlement of the claim.
- x) **Excise duty and Cenvat credits:** Sales and purchases (including those of capital goods) are stated inclusive of excise duty.
- xi) **Value Added Tax (VAT) and input credits:** Sales are stated exclusive of VAT. Purchases (including those of capital goods) are stated inclusive of VAT except to the extent such input tax is eligible for set-off. Reduction in set-off, if any, under the provisions of VAT laws is debited to VAT paid account.
- xii) Expenditures are shown net of recoveries.
- xiii) **Retirement benefits:**
  - (a) Contributions to provident fund, family pension fund are made to Government Provident fund authorities and are recognized as expense in the year they are incurred.
  - (b) Provision for leave encashment is made on the basis of actuarial valuation made at the end of each year/period.
  - (c) Provision for gratuity liability is made on the basis of actuarial valuation made at the end of each year/period.
  - (d) For superannuation benefit, the Company makes defined contributions as per company's policy and recognizes such contributions as expense in the year they are incurred.

**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**
**2. SHARE CAPITAL**

	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Rs. in Lakh	No. of Shares	Rs. in Lakh
<i>Authorised:</i>				
Equity Shares of Rs. 10 each	23,000,000	2,300.00	23,000,000	2,300.00
Preference Shares of Rs. 100 each	2,00,000	200.00	2,00,000	200.00
		<u>2,500.00</u>		<u>2,500.00</u>
<i>Issued:</i>				
Equity Shares of Rs. 10 each	1,78,32,000	1,783.20	1,78,32,000	1,783.20
Preference Shares of Rs. 100 each	0	0.00	0	0.00
		<u>1,783.20</u>		<u>1,783.20</u>
<i>Subscribed and paid up:</i>				
Equity Shares of Rs. 10 each, fully paid	1,78,32,000	1,783.20	1,78,32,000	1,783.20
Preference Shares of Rs. 100 each	0	0.00	0	0.00
<b>Total</b>		<u><b>1,783.20</b></u>		<u><b>1,783.20</b></u>

**Rights, preferences and restrictions attached to shares**

The Company has only one class of Equity shares. Each Share has a paid up value of Rs.10/-. Every shareholder is entitled to one vote per share. Each share is entitled to dividend at the rate as may be declared by the Board and approved by the shareholders at the Annual General Meeting.

**Details of shareholders holding more than 5% equity shares in the Company:**

Sr. No.	Name of Shareholders	As at 31.03.2017		As at 31.03.2016	
		No. of Shares	Percentage of holding	No. of Shares	Percentage of holding
1.	Jayalakshmi Gottumukkala	30,55,136	17.13%	2,885,941	16.18%
2.	Ramakrishna Raju Gottumukkala	21,76,225	12.20%	2,176,225	12.20%
3.	Satyavathi Vegesna	11,72,736	6.58%	1,172,736	6.58%
4.	Venkata Sujani Indukari	11,10,642	6.23%	952,807	5.34%

Rs. in Lakhs

	As at 31.03.2017	As at 31.03.2016
<b>3. Reserves and Surplus</b>		
Capital reserve	21.31	21.31
Amalgamation reserve	0.30	0.30
Securities premium	2,618.78	2,618.78
General Reserve	2,526.06	2,526.06
<i>Profit and Loss account:</i>		
Opening balance	-7509.38	-6019.56
Loss for the year	-996.21	-1,489.82
Closing Balance	<u>-8,505.59</u>	<u>-7,509.38</u>
Total Reserves and Surplus	<u>-3,339.14</u>	<u>-2,342.93</u>

**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**

Rs. in Lakhs

	As at 31.03.2017	As at 31.03.2016
<b>4. Long Term Borrowings</b>		
<i>Secured:</i>	0.00	0.00
<i>Unsecured loans:</i>		
Intercorporate deposit	0.00	152.37
From directors	1,312.72	1,146.55
	<u>1,312.72</u>	<u>1,298.92</u>
<p>No repayment date is stipulated for directors' deposit. However, it is agreed by the directors that the deposits shall not be repayable before 31/03/2018 or during the currency of bank loans whichever is later.</p>		
<b>5. Other Long Term Liabilities</b>		
Trade deposits	<u>35.99</u>	<u>47.20</u>
	<u>35.99</u>	<u>47.20</u>
<b>6. Long Term Provisions</b>		
Provision for employee benefits	<u>42.14</u>	<u>44.20</u>
	<u>42.14</u>	<u>44.20</u>
<b>7. Short Term Borrowings</b>		
Loans repayable on demand (Secured):		
Cash credit facilities from banks- See Note 28 below	2,576.70	2,545.94
Interest accrued and due on cash credit facility	<u>318.68</u>	<u>53.54</u>
	<u>2,895.38</u>	<u>2,599.48</u>
<b>8. Trade Payables</b>		
Creditors for goods	589.13	401.08
Customers' credit balances	<u>75.88</u>	<u>122.87</u>
	<u>665.01</u>	<u>523.95</u>
<b>9. Other Current Liabilities</b>		
Income received in advance	33.32	71.99
Unpaid dividend	0.00	19.42
Other payables	87.17	86.59
Claims payables	3.00	0.00
Provision for employee benefits	25.63	25.38
Employees related payables and contributions	115.14	81.77
Other liabilities	<u>250.07</u>	<u>186.90</u>
	<u>514.33</u>	<u>472.05</u>

**Notes Forming Part of The Financial Statements For the year ended 31st March, 2017**

Rs. in Lakhs

**10: FIXED ASSETS**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.16	Additions	Deductions	As at 31.03.17	Upto 31.03.16	Written back	For the Year	Upto 31.03.17	As at 31.03.17	As at 31.03.16
<b>Tangible Assets</b>										
Freehold land	90.48	0.00	0.00	90.48	0.00	0.00	0.00	0.00	90.48	90.48
Leasehold land	0.23	0.00	0.00	0.23	0.00	0.00	0.00	0.00	0.23	0.23
Building	1,583.67	0.00	0.00	1,583.67	915.50	0.00	45.05	960.55	623.12	668.17
Plant & machinery	5,833.99	5.33	1.94	5,837.38	5,065.08	0.83	61.21	5,125.46	711.92	768.91
Electrical installations	340.90	0.00	0.00	340.90	323.86	0.00	0.00	323.86	17.04	17.04
Furniture & fixtures	104.41	0.00	0.00	104.41	96.93	0.00	0.49	97.42	6.99	7.48
Equipments	131.30	0.83	0.00	132.13	102.90	0.00	4.45	107.35	24.78	28.40
Vehicles	97.79	0.00	31.95	65.84	76.18	20.14	5.24	61.28	4.56	21.61
Tools & patterns	5.82	0.00	0.00	5.82	5.44	0.00	0.02	5.46	0.36	0.38
	<b>8,188.59</b>	<b>6.16</b>	<b>33.89</b>	<b>8,160.86</b>	<b>6,585.89</b>	<b>20.97</b>	<b>116.46</b>	<b>6,681.38</b>	<b>1,479.48</b>	<b>1,602.70</b>
<b>Intangible Assets</b>										
Computer Software	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>GRAND TOTAL :</b>	<b>8,188.59</b>	<b>6.16</b>	<b>33.89</b>	<b>8,160.86</b>	<b>6,585.89</b>	<b>20.97</b>	<b>116.46</b>	<b>6,681.38</b>	<b>1,479.48</b>	<b>1,602.70</b>
Previous Year	8,189.16	6.60	7.17	8,188.59	6,458.94	5.70	132.65	6,585.89	1,602.70	1,730.22

**Notes:**

1. Conveyance for office building valued Rs. 7.03 lakh is pending execution.
2. Depreciation on fixed assets is provided at the rates determined in accordance with the provisions of the Companies Act, 2013.

Depreciation on tangible assets is provided on the straight line method as prescribed in Schedule II to the Companies Act, 2013 over the remaining useful life of the assets.

**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**

Rs. in Lakhs

	As at 31.03.2017	As at 31.03.2016
<b>11. Long Term Loans and Advances</b>		
<i>(Unsecured considered good)</i>		
Capital Advances	64.31	66.33
 <u>Other Loans and Advances</u>		
Security deposits	59.49	26.60
	<u>123.80</u>	<u>92.93</u>
Less:-Provision for doubtful advances	19.93	1.33
	<u>103.87</u>	<u>91.60</u>
 <b>12. Inventories</b>		
Stores, spares and consumables	157.87	162.76
Packing material	0.64	0.80
Raw materials	65.53	74.47
Work-in-progress	248.74	270.65
Finished goods	1,449.32	1,541.10
	<u>1,922.10</u>	<u>2,049.78</u>
Less: Provision for loss in value of slow moving stock- See Note No. 25 below.	302.99	278.18
	<u>1,619.11</u>	<u>1,771.60</u>
Note: Stocks of finished goods and work-in-progress belong to particle board segment.		
 <b>13. Trade Receivables</b>		
Due for more than six months:		
Considered good	170.22	74.24
Considered doubtful	401.45	409.29
	<u>571.67</u>	<u>483.53</u>
Others :		
Considered good	113.90	230.60
Considered doubtful	0.00	0.00
	<u>113.90</u>	<u>230.60</u>
	<u>685.57</u>	<u>714.13</u>
Less: Provision for doubtful debts	401.45	409.29
	<u>284.12</u>	<u>304.84</u>
 <b>14. Cash and Bank Balance</b>		
<i>Cash and cash equivalents-</i>		
Cash on hand	15.51	12.03
Balances with banks	1.37	13.59
	<u>16.88</u>	<u>25.62</u>
 <i>Other bank balances-</i>		
Balances in dividend and refund accounts	2.90	22.32
Fixed deposits with banks	24.12	28.22
	<u>43.90</u>	<u>76.16</u>
Note: Fixed deposits with banks are given as margin money for issue LCs.		



**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**

Rs. in Lakhs

	As at 31.03.2017	As at 31.03.2016
<b>15. Short-term Loans and Advances</b>		
<i>(Unsecured considered good unless otherwise stated)</i>		
Advance for goods		
Considered good	36.65	117.84
Considered doubtful	<u>86.93</u>	<u>55.06</u>
	<b>123.58</b>	<b>172.90</b>
Less: Provision for doubtful loans and advances	<u>86.93</u>	<u>55.06</u>
	<b>36.65</b>	<b>117.84</b>
Prepaid expenses	1.81	4.77
Advance income tax	12.90	9.26
Deposits	17.58	17.58
<i>Other Advances:</i>		
Considered good	73.93	195.47
Considered doubtful	<u>360.19</u>	<u>217.70</u>
	<b>434.12</b>	<b>413.17</b>
Less: Provision for doubtful loans and advances	<u>360.19</u>	<u>217.70</u>
	<b>73.93</b>	<b>195.47</b>
	<u>142.87</u>	<u>344.92</u>

\*Company had, in past, adjusted duty refund receivable from MSEDCL in terms of order of Maharashtra Electricity Regulatory Commission (MERC). MSEDCL was making payment of above claim in monthly instalments by way of adjustment in monthly electricity bills. Balance amount of claim in respect of Islampur Unit (Rs. 138.57 lakh) was treated as doubtful of recovery due to closure of the Unit and provision was made therefore during the FY 2014-15. Balance claim amount of Rs. 141.69 lakh in respect of Velapur unit is also subject to confirmation by MSEDCL. In view of non confirmation by MSEDCL for long time, claim in respect of Velapur unit (Rs. 141.69 lakh) is treated as doubtful for recovery and provision is made therefore during the current FY 16-17.

**16. Revenue from Operations**

Sale of goods	1,559.21	2,206.56
Income from services	74.63	0.00
Other operating revenue	<u>0.00</u>	<u>0.00</u>
	<b>1,633.84</b>	<b>2,206.56</b>
Less Excise duty	<u>0.00</u>	<u>1.08</u>
	<b>1,633.84</b>	<b>2,205.48</b>
<i>Out of above:</i>		
Revenue from Particle Board business	1,150.99	1,692.90
Revenue from Biogas Systems business	<u>482.85</u>	<u>512.58</u>

**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**

Rs. in Lakhs

	As at 31.03.2017	As at 31.03.2016
<b>17. Other Income- (Non operating)</b>		
Rent received	0.63	1.69
Insurance Claims	9.95	0.00
Profit on sale of assets	1.39	2.83
Sale of scrap	22.98	25.75
Sale of Compost	0.00	10.85
Interest received	2.25	2.21
Interest received on Income tax refund	0.00	1.08
Miscellaneous Income	0.25	0.04
Excess provision written back	3.10	3.79
Sundry balances written back	0.65	4.80
	<u>41.20</u>	<u>53.04</u>
<b>18. Cost of Materials</b>		
Opening stock	74.47	526.71
Add:-Purchases	893.55	1,149.90
Less:-Sales	0.00	73.98
Less:-Closing stock	65.53	74.47
	<u>902.49</u>	<u>1,528.16</u>
<i>Out of above:</i>		
Bagasse	372.96	533.79
Chemicals	190.52	404.16
Paper	118.33	238.64
Others	220.68	351.57
<b>19. Change in Inventories of finished goods and work-in-progress</b>		
<i>Opening Stock:</i>		
Finished goods	1,541.10	1,579.10
Work-in-progress	270.65	209.25
	<u>1,811.75</u>	<u>1,788.35</u>
<i>Closing Stock:</i>		
Finished goods	1,449.32	1,541.10
Work-in-progress	248.74	270.65
	<u>1,698.06</u>	<u>1,811.75</u>
Increase/(decrease) in stock	<u>113.69</u>	<u>-23.40</u>
<b>20. Employee Benefit Expenses</b>		
Salaries, Wages and Bonus	189.96	186.20
Contribution to Provident Fund	8.67	7.95
Gratuity	4.37	2.13
Super-annuation	5.30	4.68
Employees' PF administration charges	0.43	0.53
Workmen & staff welfare expenses	8.82	13.46
Unavailed leave / leave encashment	-8.11	-0.90
	<u>209.44</u>	<u>214.05</u>

Notes Forming Part of The Financial Statements For the year ended 31 <sup>st</sup> March, 2017		Rs. in Lakhs	
	As at 31.03.2017	As at 31.03.2016	
<b>21. Financial Costs</b>			
Interest on working capital finance	423.06	379.76	
Exchange rate fluctuation	0.00	0.74	
Others	6.01	138.57	
Bank charges	6.57	18.72	
	<u>435.64</u>	<u>537.79</u>	
<b>22. Manufacturing Expenses</b>			
Consumption of stores and spares parts	47.30	84.85	
Power and fuel	189.20	335.22	
Site and job work expenses	143.40	241.42	
Excise duty on change in stock of finished goods	-2.08	0.46	
Repairs to buildings	6.95	7.05	
Repairs to machinery	8.09	19.84	
	<u>392.68</u>	<u>688.84</u>	
<b>23. Administration and Other Charges</b>			
Directors remuneration*	57.66	49.20	
Directors sitting fees	0.70	0.55	
Insurance	6.01	7.46	
Rates and taxes	6.69	11.62	
Rent paid	12.48	11.86	
Postage & telephones	9.99	12.67	
Travelling and conveyance expenses	41.86	54.25	
Sundry expenses	59.85	63.62	
Donations	0.20	0.81	
Claims paid	8.77	0.00	
Professional charges	5.39	18.41	
Payment to Auditors (including service-tax):			
Audit fees	6.33	6.33	
Tax Audit fee	1.15	1.15	
Certifications/Others	2.30	1.71	
	<u>9.78</u>	<u>9.19</u>	
Provision made during the year for doubtful debts	-7.85	17.53	
Provision made during the year for doubtful advances	51.27	46.30	
	<u>262.80</u>	<u>303.47</u>	
*The term of appointment of the Managing Director ended on 08.08.2016. Provision is made for his remuneration for the period from 09.08.2016 to 31.03.2017 amounting to Rs. 11.52 lakh pending approval of the shareholders and the Central Government.			
<b>24. Sales and Distribution Expenses</b>			
Packing and forwarding expenses	55.76	76.62	
Sales expenses	5.17	4.40	
Discount and commission	6.11	2.40	
	<u>67.04</u>	<u>83.42</u>	

**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**

Rs. in Lakhs

	As at 31.03.2017	As at 31.03.2016
<b>25. Exceptional items</b>		
Provision for MSEDG duty refund	-141.69	0.00
Provision for loss in value of slow moving stock	-24.82	-278.18
	<u>-166.51</u>	<u>-278.18</u>
Some of the items in finished goods stock have become slow moving. The Company may suffer loss on sale/ disposal of such slow moving items in stock.		
Company has set up a policy to make provision for estimated loss on sale/disposal of such items in stock which is reviewed on quarterly basis. The change in amount of provision is shown in Exceptional Items.		
<b>26. Profit/(Loss) from discontinuing Operations</b>		
Sale of goods	0.00	0.00
Less:- Expenses		
Sundry expenses	2.56	2.46
Rates & taxes	1.95	2.72
Depreciation	16.57	16.57
	<u>21.08</u>	<u>21.75</u>
	<u>-21.08</u>	<u>-21.75</u>
<b>27. Computation of Earnings per Share (EPS)</b>		
Profit / (Loss) after tax (Rs. in lakhs)	-996.21	-1,489.82
No. of Equity Shares- Weighted average (in lakhs)	178.32	178.32
<i>Earnings per share- (Face value- Rs. 10 per share):-</i>		
Basic (Rs.)	-5.59	-8.35
Diluted (Rs.)	-5.59	-8.35

**28. Security Clause:**

## (i) Security:

Working capital loans from consortium of bankers are secured by first charge on the Company's current assets, present and future, including stocks, goods in process, goods in transit, receivables and book debts.

These loans are further secured by pari passu charge by joint equitable mortgage of immovable properties of the Company situated at village Jambhulwadi in district Sangli and at village Velapur in district Solapur in Maharashtra.

The above loans are further secured by personal guarantees of some of the Directors of the Company.

## (ii) Continuing defaults:

Interest aggregating Rs. 332.27 lakh payable on short term borrowings from banks was in continuing default as on the balance sheet date.

**29. Deferred Tax:**

In view of the losses incurred by the Company during last few years, the Company has accumulated net deferred tax asset of Rs. 2461 lakh as on 31/03/2017 (Previous year- Rs. 2165 lakh) in terms of provisions of Accounting Standard 22 "Accounting for Taxes on Income"

Following prudent accounting policy and the guidelines contained in the Accounting Standard, the management has decided not to make adjustment in the books of accounts for the value of the said deferred tax asset until such time that there is reasonable certainty of realisation thereof against sufficient future taxable income.

**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**
**30. Contingent liabilities:**

	Current Year Rs./ lakh	Previous Year Rs./ lakh
a) Estimated amount of capital Expenditure Commitments (Net of advances)	672.46	648.53
b) Claims against the Company not acknowledged as debt		
(i) Excise duty claims disputed in appeals (excluding interest)	1,158.05	1,116.48
(ii) Legal case against the company lodged by suppliers and traders	86.80	85.82
c) Letters of credit and bank guarantees outstanding (net of margin deposits)	0.00	0.00

**31. Related party disclosures:**

(in terms of Accounting Standard 18 issued by the Institute of Chartered Accountants of India)

**(i) List of related parties:**

Key management persons.

Relatives of key management persons.

Mr. GRK Raju, Mr. GPK Raju and Mrs. I.V. Sujani  
Mrs. G Jayalakshmi, Mr. P Srinivas Raju, Mrs. Sitarama,  
Mrs. Srilakshmi Vegesna Raju, Mr. G.V.S.Raju,  
Mr. G. S.N.Raju

Associates- Companies/ firms in which key management persons are having control/substantial interest. Vesar Furnitek Pvt Ltd.

Related party relationships are as identified by the Company and are relied upon by the auditors.

**(ii) Related party transactions:**
Nature of transaction

	Current Year Rs. in Lakh	Previous Year Rs. in Lakh
Transactions with key management persons-		
Deposits taken	245.56	138.25
Deposits repaid	28.50	13.50
Deposit outstanding	1,171.67	954.62
Deposit taken u/s 160 of Company Act, 2013	1.00	0.00
Refund of deposit taken u/s 160 of Company Act, 2013	1.00	0.00
Remuneration paid	57.66	49.20
Contribution to PF	5.90	4.90
Interest paid	0.00	103.40
Rent paid	4.20	3.60
Rent deposits given	3.60	3.60
Sitting fees	0.00	0.00
Advance for expenses receivable	0.94	0.00
Transactions with relatives of key management persons-	0.00	0.00
Transactions with associates -		
Purchases (Gross)	5.09	0.00
Sales (Gross)	7.32	19.98
Deposits taken	0.00	140.00
Deposits repaid	152.37	2.50
Deposit outstanding	0.00	152.37
Trade receivables	0.00	5.50
Trade payable	0.00	0.00
Deposit taken u/s 160 of Company Act, 2013	3.00	0.00
Refund of deposit taken u/s 160 of Company Act, 2013	2.00	0.00
Outstanding Deposit taken u/s 160 of Company Act, 2013	1.00	0.00

**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**
**32. Segment Results:**

The Company has two reportable segments, namely, Particle Boards and Bio Systems. Select financial information relating to these segments is given below.

	<u>Current Year</u> Rs. in Lakh	<u>Previous Year</u> Rs. in Lakh
<i>Revenue:</i>		
Particle Boards	<b>1,150.99</b>	1,692.90
Bio Systems	<b>482.85</b>	512.58
Total	<b>1,633.84</b>	2,205.48
<i>Profit before interest and tax:</i>		
Particle Boards	<b>-559.89</b>	-761.95
Bio Systems	<b>165.83</b>	88.10
Others	<b>-166.51</b>	-278.18
Total	<b>-560.57</b>	-952.03
Less:-Interest	<b>435.64</b>	537.79
Profit before tax	<b>-996.21</b>	-1,489.82
Less:- Income tax	<b>0.00</b>	0.00
Profit after tax	<b>-996.21</b>	-1,489.82
<i>Capital employed:</i>		
Segment assets less segment liabilities		
Particle Boards	<b>-1953.73</b>	-791.69
Bio Systems	<b>397.79</b>	231.96
Total	<b>-1555.94</b>	-559.73

**33. Discontinuing Operation:**

The Company has decided to dispose off/ sell its particle board plant including land and buildings situated at village Jambhulwadi, near Islampur in District Sangli. Production in this plant was discontinued in April 2010. Proposal was approved by shareholders on 8<sup>th</sup> February 2013. Plant and machinery and some of the movable assets of this Unit were sold during the year ended 31.03.2015. Efforts for sale of remaining immovable assets including land and building of this Unit are in progress.

Select financial information relating to this unit, as required to be disclosed as per AS-24 on Discontinuing Operations, is given below:

	<u>Current Year</u> Rs. in Lakh	<u>Previous Year</u> Rs. in Lakh
i Carrying amount, as of balance sheet date, of total assets to be disposed off	<b>207.62</b>	222.05
ii Carrying amount, as of balance sheet date, of liabilities to be settled	<b>7.37</b>	5.34
iii Revenues in respect of the ordinary activities attributable to the discontinuing operation	<b>0.00</b>	0.00
iv Expenses in respect of the ordinary activities attributable to the discontinuing operation	<b>21.08</b>	21.75
v Pre-tax profit/ (loss) in respect of the ordinary activities attributable to the discontinuing operation	<b>-21.08</b>	-21.75
vi Income-tax in respect of the ordinary activities attributable to the discontinuing operation	<b>0.00</b>	0.00
vii Net cash flows attributable to the discontinuing operation-		
- in respect of operating activities	<b>-21.08</b>	-21.75
- in respect of investing activities	<b>0.00</b>	0.00
- in respect of financing activities	<b>0.00</b>	0.00

**Notes Forming Part of The Financial Statements For the year ended 31<sup>st</sup> March, 2017**

**34. Consumption of imported/ indigenous items:**

	<u>Current Year</u>		<u>Previous Year</u>	
	Rs. in Lakh	% to total	Rs. in Lakh	% to total
<i>Materials-</i>				
Indigenous materials consumed	902.49	100.00%	1,528.16	100.00%
Imported materials consumed	0.00	0.00%	0.00	0.00%
	<u>902.49</u>		<u>1,528.16</u>	
<i>Stores &amp; spares-</i>				
Indigenous items consumed	38.16	80.68%	69.71	82.16%
Imported items consumed	9.14	19.32%	15.14	17.84%
	<u>47.30</u>		<u>84.85</u>	

**35. CIF Value of Imports:**

	<u>Current Year</u>	<u>Previous Year</u>
	Rs. in Lakh	Rs. in Lakh
Capital goods	0.00	1.48
Consumables and Stores & spares	3.92	14.85
Total	<u>3.92</u>	<u>16.33</u>

**36. Expenditure in Foreign Currency:**

	<u>Current Year</u>	<u>Previous Year</u>
	Rs. in Lakh	Rs. in Lakh
Tour & Travel	0.00	2.54
Total	<u>0.00</u>	<u>2.54</u>

**37. Details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016 as provided in the Table below:**

	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	230,000	1,370,920	1,600,920
Add:- Permitted receipts	0	790,387	790,387
Less:- Permitted payments	0	877,856	877,856
Less:- Amount deposited in banks	230,000	200,000	430,000
Closing cash in hand as on 30.12.2016	<b>0</b>	<b>1,083,451</b>	<b>1,083,451</b>

**38. Earnings in Foreign Currency:**

There were no exports or earnings in foreign currency during the current or the previous year.

39. The Company is registered for a period of more than five years. Its accumulated losses at the end of the financial year were more than 50% of its net worth. The Company incurred cash losses during the current financial year and during the immediately preceding financial year.

40. There were no outstanding dues payable to micro, small and medium enterprises as on the balance sheet date. Classification of suppliers as micro, small and medium enterprises is done as per information provided by the supplier. No interest is paid/ payable during the year to such enterprises.

41. Expenses includes Prior period expenses Rs. 7.25 lakh (Previous year Rs.6.35 lakh)
42. Balances of debtors, advances and creditors are subject to confirmation.
42. Previous year figures are reclassified/ regrouped, where required, to conform with current year presentation.

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As per our report of even date

For **CHATURVEDI SK & FELLOWS**  
Chartered Accountants

**(Subhash Salvi)**

Partner

(Firm Regn. No. 112627W; Partner's  
Membership No. 127661)

**Place:** Pune

**Date:** 20.05.2017

For an on behalf of the Board of Directors

**V. S. Raju**  
Chairman

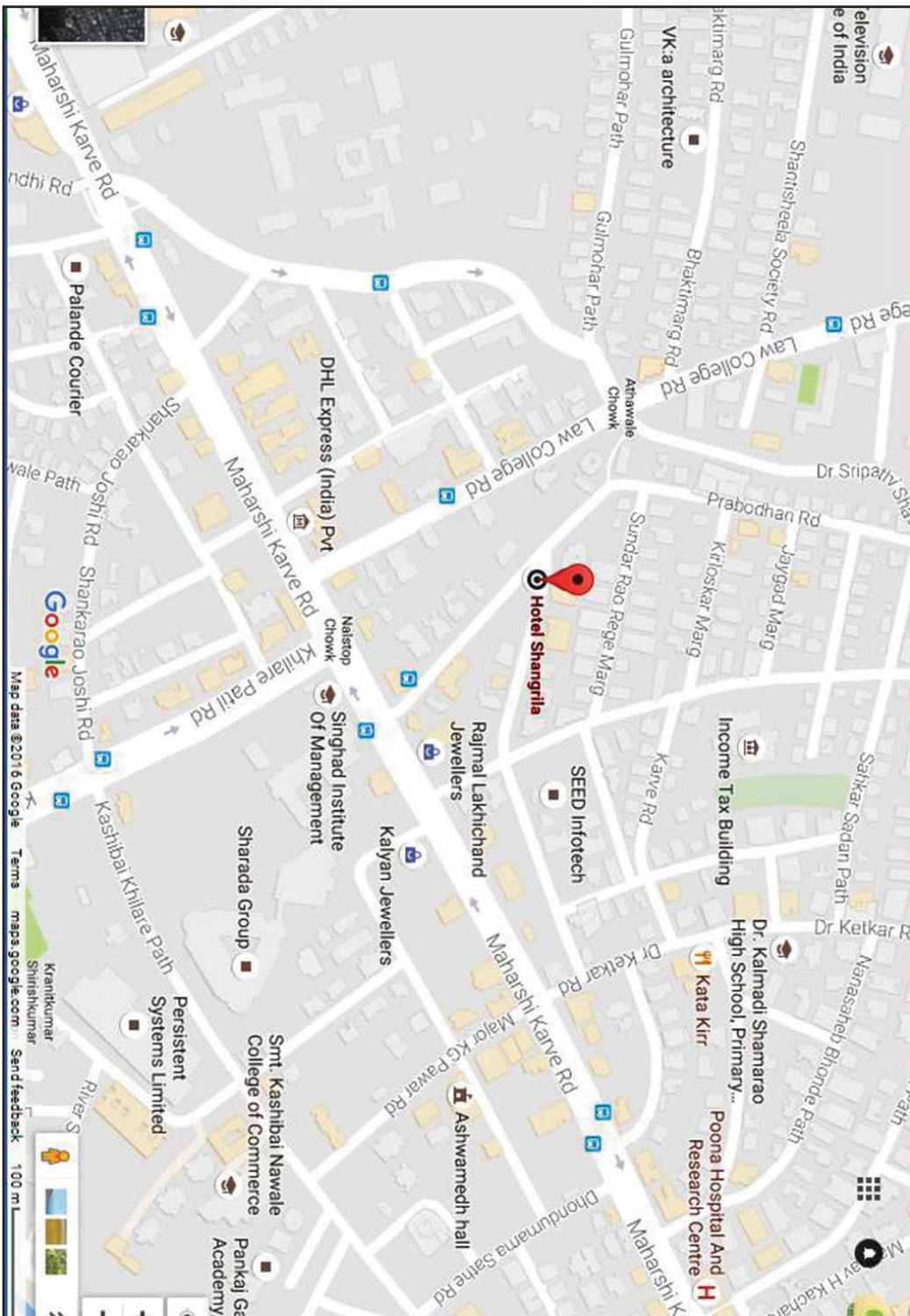
**G. R. K. Raju**  
Managing Director

**U. S. Kadam**  
Directors

**Sonika Kulhare**  
Company Secretary



Route Map for Annual General Meeting



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**Proxy Form**  
**Form No. MGT-11**

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



CIN: L24239MH1991PLC064087

65/1A, "ECOHOUSE"; AKARSHAK BUILDING, OPP. NAL STOP, OFF. KARVE ROAD, PUNE MH 411004  
info@ecoboard.in|www.ecoboard.in  
26<sup>th</sup> Annual General Meeting – Friday, September 29, 2017

Name of the Member(s) \_\_\_\_\_

Registered Address \_\_\_\_\_

Email \_\_\_\_\_

Folio No. / Client ID

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DP ID

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I/ We, being the member(s) of .....shares of the above named  
company, hereby appoint Name: .....

Email: .....

Address: .....

Signature:..... or failing him/ her

I/ We, being the member(s) of .....shares of the above named  
company, hereby appoint Name: .....

Email: .....

Address: .....

Signature:..... or failing him/ her

I/ We, being the member(s) of .....shares of the above named  
company, hereby appoint Name: .....

Email: .....

Address: .....

Signature:..... or failing him/ her

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, September 29<sup>th</sup>, 2017, at 11.00 a.m. IST, at the Conference Hall, Hotel Shangrila Gardens, Opp. Nal Stop, Off. Karve Road, Pune - 411004, And at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Financial Statement as on 31.03.2017			
2	Appointment of Mrs. Sujani V. Indukuri (DIN: 01868347) as a director liable to retire by rotation.			
3	Appointment M/s B.M. Chaturvedi & Co., Chartered Accountant as Statutory Auditor.			
Special Business				
4	Appointment of Mr. G. R. K. Raju (DIN: 01516984) as Managing Director			
5	Appointment of Mr. G. P. K. Raju (DIN: 05180152) as Executive Director			
6	Appointment of Mr. S.N. Banka (DIN: 07911540) as Non Executive Director Independent Director.			

Signed this ..... day of ..... 2017

.....

Signature of member

.....

Signature of proxy holder(s)

Affix revenue stamp of not less than Rs. 1
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**Notes:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 27, 2017 at 11 a.m. IST)
2. It is optional to indicate your preference, if you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



# ATTENDANCE SLIP



CIN: L24239MH1991PLC064087

65/1A, "ECOHOUSE", AKARSHAK BUILDING, OPP. NAL STOP, OFF. KARVE ROAD, PUNE MH 411004  
info@ecoboard.in|www.ecoboard.in  
26<sup>th</sup> Annual General Meeting – Friday, September 29, 2017

Registered Folio no. / DP ID no. / Client ID no.:

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Number of shares held

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company at the Conference Hall, Hotel Shangrila Gardens, Opp. Nal Stop, Off. Karve Road, Pune - 411004, India, on Friday, September 29, 2017, at 11 a.m. IST.

.....  
**Name of the member/ proxy**  
**(In BLOCK Letters)**

.....  
**Signature of the member / proxy**

**Note:** Please fill up the attendance slip and hand it over the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the AGM.