

MPL PLASTICS LIMITED

CIN NO. L25209MH1992PLC066635

Regd.office : 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate,
Near Classic Studio, Mira Bhayander Road, Kashimira,
Mira Road (East), Dist. Thane. Pin - 401 104
Tel. 28455460, 28458967, Email Id.: pankaj@mplindia.in, Website: www.mplindia.in,

Date: 26th September, 2017

To,
Department of Corporate Services,
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

SCRIPE CODE: 526143

Subject: -Annual Report for the year ended 31st March, 2017

Dear Sir,

With reference to the above, we enclose herewith a copy of Annual Report of the Company for the year ended 31st March, 2017.

The said Annual Report was approved by the shareholders at their Annual General Meeting held on 25th September, 2017.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For MPL Plastics Limited



Pankaj Bhaya
Compliance Officer
Encl. as above.



MPL PLASTICS LIMITED

25TH ANNUAL REPORT 2016-17

MPL PLASTICS LIMITED

BOARD OF DIRECTORS

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

CHIEF FINANCIAL OFFICER : Pankaj B. Bhaya

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

CORPORATE IDENTIFICATION NUMBER (CIN) : L25209MH1992PLC066635

WEBSITE & EMAIL ID : www.mplindia.in
mplho@mplindia.in

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

Plot no. 72, Danudyog Sahakari Sangh Ltd.
Village Piparia, silvassa

BANKERS : HDFC Bank Limited

STATUTORY AUDITORS : Mehta Chokshi and Shah,
Chartered Accountants

SECRETARIAL AUDITOR : Shailesh Kachalia,
Practising Company Secretary

REGISTRAR & SHARE TRANSFER AGENT : Link Intime India Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai - 400083

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Shareholders of MPL PLASTICS LIMITED will be held on Monday, 25th September, 2017, at 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane – 401104 at 9.30 a.m. to transact the following business : -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 together with the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Bansilal I. Vaghani (DIN: 00067088), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Madhup B. Vaghani (DIN: 00067115), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

“To pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) Messers Bastawala and Associates, Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 121789W, be and are hereby appointed as Statutory Auditors of the Company (in place of Messers Mehta Chokshi and Shah, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company’s financial year ending March 31, 2018 to hold office from the conclusion of the 25th Annual General Meeting of the Company till the conclusion of the 30th Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Shri Bansilal I. Vaghani, Director be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

5. **To pass the following resolution as Special Resolution for reappointment of Mr. Viren Bhimani (DIN No – 05310527) as Independent Director of the Company:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Viren Bhimani (DIN No – 05310527), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from the conclusion of this Annual General Meeting to the conclusion of 30th Annual General Meeting of the Company to be held in the year 2022 and he shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT Shri Bansilal I. Vaghani, Director of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **To pass the following resolution as Special Resolution for reappointment of Mr. Devendra Negi (DIN No – 00727105) as Independent Director of the company:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Devendra Negi (DIN No – 00727105), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from the conclusion of this Annual General Meeting to the conclusion of 30th Annual General Meeting of the Company to be held in the year 2022 and he shall not be liable to retirement by rotation.

MPL PLASTICS LIMITED

RESOLVED FURTHER THAT Shri Bansilal I. Vaghani, Director of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

B.I.VAGHANI
CHAIRMAN
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website :www.mplindia.in

E-mail : mplho@mplindia.in

Registered Office:

2, Ashish Warehouse Corporation,
Punjab Foundry Industrial Estate,
Near Classic Studio, Mira Bhayander Road,
Kashimira, Mira Road (East), Dist. Thane – 401104
Tel.No. 022-28455450

Date: 11th August, 2017

Place: Thane.

NOTES

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

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

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

2. Members holding shares in ‘Electronic form’ are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in ‘Physical form’ are requested to advise any change in their address or bank mandates immediately to the Company or M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083. (RTA) by a request letter quoting the Folio no. of the Member.

3. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the answers may be made available at the meeting.
4. Members are requested to bring their copy of this Annual Report to the Meetings.
5. Members / Proxies should bring the ‘Attendance Slip’ duly filled in for attending the Meeting.

6. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.**

Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

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

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

8. Non-Resident Indian Members are requested to inform RTA immediately of (in case of shares held in physical form)
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

9. **Members who have not registered their email address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, and other from the Company electronically.**
10. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item Nos.5 and 6 of the accompanying Notice is annexed hereto.
11. A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting is annexed herewith. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), dist. Thane – 401 104 on all working days (except Saturdays, Sundays and Public Holidays) between during normal business hours on working days up to the date of this Annual General Meeting ("AGM") and also at the AGM.
12. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Link Intime India Private Limited (in case of Shares held in physical form).
13. Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for FY 2016-17 will be available on the Company's website www.mplindia.in for their download and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: mplho@mplindia.in.
15. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agent of the Company M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083, Tel : 022-49186270, Fax: 022-49186060 e-mail : mt.helpdesk@linkintime.co.in
- A route map showing directions to reach the venue of the 25th Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
- 16. Information and other instructions relating to e-voting are as under: -**
- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The Chairman shall, at the venue of Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the venue but have not cast their votes by availing the remote e-voting facility.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the services of M/s. Central Depository Services Limited as the Agency to provide e-voting facility.

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- (v) The Board of Directors of the Company has appointed Shri Shailesh Kachalia, a Practicing Company Secretary, Mumbai as Scrutinizer to scrutinise the Ballot Paper Voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for said purpose.
- (vi) **Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 18th September, 2017**
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 18th September, 2017 only shall be entitled to avail the facility of remote e-voting / Ballot Paper Voting.**
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 18th September, 2017 may obtain the User ID and password in the manner as mentioned at point no 14 of the Notice or write an email to helpdesk.evoting@cdslindia.com :-
- (ix) The remote e-voting facility will be available during the following period:
The voting period begins on 22nd September, 2017 at 9.00 a.m. and ends on 24th September, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (x) The Scrutinizer, after scrutinising the votes cast at the meeting through Ballot Paper Voting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company "www.mplindia.in" and on the website of M/s. Central Depository Services Limited "www.evotingindia.com". The results shall simultaneously be communicated to BSE Limited.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting, i.e. 25th September, 2017.
17. The instructions for shareholders voting electronically are as under :-
- (i) The shareholders should log on to the e-voting website www.evotingindia.com
 - (ii) Click on "SHAREHOLDERS" TAB.
 - (iii) Now Enter your User ID.
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

| For Members holding shares in ' Demat Form ' and ' Physical Form ' | |
|---|---|
| PAN * | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Shareholders can also cast their vote using CDSL’s mobile app “ m-Voting ”. The m-Voting app can be downloaded from Google Play Store for android based mobile. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to “helpdesk.evoting@cdslindia.com.”
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to “helpdesk.evoting@cdslindia.com” and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to “helpdesk.evoting@cdslindia.com.”

MPL PLASTICS LIMITED

18. Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

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

| Name of the Director | Shri Bansilal I. Vaghani | Shri Madhup B. Vaghani | Shri Viren Bhimani | Shri Devendra Negi |
|---|---|--|--|---|
| DIN | 00067088 | 00067115 | 05310527 | 00727105 |
| Date of Birth | 13 th January, 1937 | 3 rd November, 1961 | 5 th August, 1980 | 26 th May, 1958 |
| Date of first appointment on the Board | 1 st May, 1992 | 1 st May, 1992 | 31 st March, 2012 | 23 rd December, 2005 |
| Qualification | Graduate in Commerce | Graduate in Commerce | Graduate in Commerce | Graduate in Commerce |
| Expertise | Over 44 years of experience in the field of trading and manufacturing of plastic goods. | Over 29 years of experience in the field of marketing. | --- | --- |
| Number of meeting of board attended during the year | All 5 meetings held during the year had been attended by him | All 5 meetings held during the year had been attended by him | All 5 meetings held during the year had been attended by him | All 5 meetings held during the year had been attended by him |
| List of Directorship / Membership / Chairmanship of the Committees of other Board | --- | --- | --- | --- |
| Shareholding in MPL Plastics Limited | 59,190 equity shares | 7,56,985 equity shares | Nil | Nil |
| Relationship between directors inter-se | Father | Son | --- | --- |
| Justification for choosing the appointees for appointment as Independent Director | --- | --- | Over 10 years rich experience in the field of banking and finance. | Over 26 years career with nationalized bank having rich experience in the field of banking and finance. |

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

B.I.VAGHANI
CHAIRMAN
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website :www.mplindia.in

E-mail : mplho@mplindia.in

Registered Office:-

2, Ashish Warehouse Corporation,
Punjab Foundry Industrial Estate,
Near Classic Studio, Mira Bhayander Road,
Kashimira, Mira Road (East), Dist. Thane – 401104
Tel.No. 022-28455450

Date: 11th August, 2017

Place: Thane.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”): -

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice: -

Item No. 5: -

Shri Viren Bhimani, Independent Director of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolution passed at the Extra Ordinary General Meeting held on 31st March, 2015. As per the said resolution, the current term of appointment will expire on the date of this Annual General Meeting i.e. 25th September, 2017.

The Board of Directors of the Company passed a resolution in their meeting held on 11th August, 2017 approving appointment of Shri Viren Bhimani, as Independent Director for a second term up to Conclusion of 30th Annual General Meeting of the Company to be held in the year 2022 based on skills, experience, knowledge and performance evaluation. The re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company. As per Section 149(11) of Companies Act, 2013, no independent Director shall hold office for more than two consecutive terms, but shall be eligible for appointment after the expiration of three years of ceasing to become an independent Director.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Shri Viren Bhimani, it is proposed to re-appoint him as an independent Director on the Board of MPL Plastics Limited for a period of five years commencing from the conclusion of this Annual General Meeting.

The Board recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a refundable security deposit of Rs. 1 Lakh proposing the candidature of Shri Viren Bhimani to be re-appointed as Independent Director as per the provisions of the Companies Act, 2013.

Save and except the proposed appointee, none of the other Directors / and his relatives, to the extent of their shareholding interest, if any, in the Company, Key Managerial Personnel (KMP)/ their relatives are in any way concerned or interested financially or otherwise in the resolution set-out at Item no. 5 of the notice of the meeting.

Item No. 6: -

Shri Devendra Negi, Independent Director of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolution passed at the Extra Ordinary General Meeting held on 31st March, 2015. As per the said resolution, the current term of appointment will expire on the date of this Annual General Meeting i.e. 25th September, 2017.

The Board of Directors of the Company passed a resolution in their meeting held on 11th August, 2017 approving appointment of Shri Devendra Negi, as Independent Director for a second term up to Conclusion of 30th Annual General Meeting of the Company to be held in the year 2022 based on skills, experience, knowledge and performance evaluation. The re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company. As per Section 149(11) of Companies Act, 2013, no independent Director shall hold office for more than two consecutive terms, but shall be eligible for appointment after the expiration of three years of ceasing to become an independent Director.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Shri Devendra Negi, it is proposed to re-appoint him as an independent Director on the Board of MPL Plastics Limited for a period of five years commencing from the conclusion of this Annual General Meeting.

The Board recommends passing of the Resolution at Item No. 6 of the Notice as a Special Resolution.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a refundable security deposit of Rs. 1 Lakh proposing the candidature of Shri Devendra Negi to be re-appointed as Independent Director as per the provisions of the Companies Act, 2013.

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Save and except the proposed appointee, none of the other Directors / and his relatives, to the extent of their shareholding interest, if any, in the Company, Key Managerial Personnel (KMP)/ their relatives are in any way concerned or interested financially or otherwise in the resolution set-out at Item no. 6 of the notice of the meeting.

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

B.I.VAGHANI
CHAIRMAN
(DIN: 00067088)

CIN: L25209MH1992PLC066635
Website :www.mplindia.in
E-mail : mplho@mplindia.in

Registered Office:

2, Ashish Warehouse Corporation,
Punjab Foundry Industrial Estate,
Near Classic Studio, Mira Bhayander Road,
Kashimira, Mira Road (East), Dist. Thane – 401104
Tel.No. 022-28455450

Date: 11th August, 2017
Place: Thane.

DIRECTORS' REPORT & MANAGEMENT DISCUSSION & ANALYSIS

To,

The Members,

The Board of Directors present herewith the 25th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2017. The Management Discussion and Analysis has also been incorporated into this report.

FINANCIAL RESULTS

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

| Particulars | (Rs. in Lacs) | |
|---|---|---|
| | For the year ended 31 st March 2017 | For the year ended 31 st March 2016 |
| Operating Revenues / Turnover | 2126 | 3117 |
| Profit before Depreciation & Amortization, Finance charges | 122 | 292 |
| Depreciation & Amortization | 31 | 35 |
| Finance Charges | - | 40 |
| Profit before tax | 91 | 217 |
| Provision for taxation (incl. deferred tax) | - | - |
| Profit after tax | 91 | 217 |

HIGHLIGHTS OF PERFORMANCE

- Operating Revenues for the year decreased by around 31.79 % to Rs. 2126 lacs as compared to Rs. 3117 Lacs in 2016-17
- Profit after tax for the year decreased by around 58.06 % to Rs. 91 lacs as compared to Rs. 217 lacs in 2016-17.

DIVIDEND

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

RESERVES

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

SHARE CAPITAL

The paid up Equity Share Capital as at March, 31, 2017 stood at Rs.1,24,985,500. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options as sweat equity. As on March, 31, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

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

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

MPL PLASTICS LIMITED

FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliances with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and Cash Flows for the year ended 31st March, 2017.

LOANS, GUARANTEES & INVESTMENTS

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

DEPOSITS

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

RELATED PARTY TRANSACTIONS

All the Related Party Transactions entered by the Company are on arm's length basis and in the ordinary course of business. All the Related Party Transactions as required under AS-18 are reported in the Notes to the financial statements.

In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated the Related Party Transactions policy and the same is uploaded on Company's website at the link : http://www.mplindia.in/category_img/pr_63.pdf

WHISTLE BLOWER POLICY.

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

The Whistle Blower Policy has been posted on website of the Company - http://www.mplindia.in/category_img/pr_64.pdf

RISK MANAGEMENT POLICY

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

PERFORMANCE EVALUATION OF BOARD

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

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS': -

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

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

The Shareholders are also requested to reappoint Mr. Viren Bhimani and Mr.Devendra Negi as Independent Directors of the Company as mentioned in item no. 5 and 6 of notice of Annual General Meeting for their second term to act as Independent Directors.

The following are the Key Managerial Personnel of the Company:

Shri Madhup B. Vaghani : Whole Time Director
Shri Pankaj B. Bhaya : Chief Financial Officer

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

'Appointment Letters' of Independent Directors and 'Familiarization Programme' process to provide insights of the Company to Independent Directors are hosted on website of the Company - http://www.mplindia.in/category_img/pr_123.pdf and http://www.mplindia.in/category_img/pr_61.pdf respectively.

BOARD MEETINGS

During the year under review, the Company has conducted five Board Meetings on the following dates: 30th May, 2016, 11th August, 2016, 11th November, 2016, 7th February, 2017 and 28th March, 2017. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made there under the term of office of Messers Mehta Chokshi and Shah, Chartered Accountants as the Statutory Auditors of the Company will conclude from the close of ensuing Annual General Meeting of the Company. The Board of Directors places on record its appreciation to the services rendered by Messers Mehta Chokshi and Shah, Chartered Accountants, as the Statutory Auditors of the Company. Subject to the approval of the Members, the Board of Directors of the Company has recommended the appointment of Messers Bastawala and Associates, Chartered Accountants, (ICAI Firm Registration Number 121789W) as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013. Accordingly, the Board recommends the resolution in relation to appointment of Statutory Auditors, for the approval by the shareholders of the Company. There is no audit qualification for the year under review.

SECRETARIAL AUDIT

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

OBSERVATIONS – AUDITOR & SECRETARIAL AUDITOR

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

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

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

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

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

EXTRACT OF ANNUAL RETURN

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

MATERIAL CHANGES AND COMMITMENTS

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

MPL PLASTICS LIMITED

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS.

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

ENVIRONMENT AND SAFETY

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

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

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

CORPORATE GOVERNANCE

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. that in the preparation of the annual financial statements for the year ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION

A) Conservation of Energy:-

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

B) Information relating to Technology absorption

1. Research & Development (R & D)

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

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

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

- (i) Company is in position to introduce varied new products every year to meet changing consumer preferences.
The Company is in position to cater to a wider segment of consumer durables and plastics based industrial products.

(c) Future Plan of Action.

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

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

2. Technology Absorption, Adaptation and Innovation.

- (a) Efforts in brief, made towards technology absorption, adaptation and innovation, as enumerated in Clause 1 above.
(b) Benefits, derived as a result of the above efforts, product up gradation, cost reduction & new products developments as enumerated in Clause 1 above.

C) FOREIGN EXCHANGE EARNINGS AND OUT GO:

Foreign exchange spent Rs. NIL

Foreign exchange earned Rs. NIL.

CORPORATE SOCIAL RESPONSIBILITY

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

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

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

| | | |
|--------------------------|---|----------|
| SHRI BANSILAL I. VAGHANI | : | Member |
| SHRI VIREN BHIMANI | : | Chairman |
| SHRI DEVENDRA NEGI | : | Member |

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

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

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

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

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

MPL PLASTICS LIMITED

AUDIT COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

Composition

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

Meeting and Attendance

The Nomination and Remuneration Committee met on 11th November, 2016. The necessary quorum was present. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company.

Terms of Reference :

The Committee shall :

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

DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH, 31, 2017

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

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

Remuneration Policy

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

Refer http://mplindia.in/category_imp/pr_59.pdf regarding Remuneration policy of the Company.

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

PARTICULARS OF EMPLOYEES

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

SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES

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

CAUTIONARY STATEMENT

Statements in this report describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements considering the applicable laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand – supply conditions. Finished goods prices, raw materials cost and availability fluctuations in exchange rates, change in Government regulations and tax structure within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations.

APPRECIATION

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

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

B.I.VAGHANI
CHAIRMAN
(DIN: 00067088)

CIN: L25209MH1992PLC066635
Website :www.mplindia.in
E-mail : mplho@mplindia.in

Registered Office:

2, Ashish Warehouse Corporation,
Punjab Foundry Industrial Estate,
Near Classic Studio, Mira Bhayander Road,
Kashimira, Mira Road (East), Dist. Thane – 401104
Tel.No. 022-28455450

Date: 11th August, 2017
Place: Thane.

ANNEXURE TO DIRECTORS REPORT

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

1. **Ratio of the remuneration of each director to the median remuneration of the employee for the FY 2016-17 and percentage increase in the remuneration of each director in the FY 2016-17 : NIL**

2. **Percentage increase in the remuneration of Chief Financial Officer in the FY 2016-17**

| Name | Designation | % increase in Remuneration |
|-----------------|-------------------------|-----------------------------------|
| PANKAJ B. BHAYA | CHIEF FINANCIAL OFFICER | 13 |

3. **The median remuneration of employee of the Company has been increased by 9.69 % in the FY 2016-17 over the median remuneration of employees of the Company in FY 2015-16.**

4. **There were 32 permanent employees on the rolls of the Company at the end of the FY 2016-17**

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

The average increase in the salary of the employee other than the managerial personnel in FY 2016-17 is 9.44 % and increase in the salary of managerial personnel is 13 %.

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

6. **The Company has not employed any employee drawing salary not more than Rs. 60,00,000 per annum or Rs. 5,00,000 per month during the financial year 2016-17**

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

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

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

B.I. VAGHANI
CHAIRMAN
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website :www.mplindia.in

E-mail : mplho@mplindia.in

Registered Office:

2, Ashish Warehouse Corporation,
Punjab Foundry Industrial Estate,
Near Classic Studio, Mira Bhayander Road,
Kashimira, Mira Road (East), Dist. Thane - 401104
Tel.No. 022-28455450

Date: 11th August, 2017

Place: Thane.

ANNEXURE TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

Form No. MR-3

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

To,
The Members,
MPL PLASTICS LIMITED,
THANE

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st 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; **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. **(Not applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)** ;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.
- (vi) There are no other laws as may be specifically applicable to the Company.

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

MPL PLASTICS LIMITED

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

I further report that :-

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

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

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

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

SHAILESH KACHALIA
Practicing Company Secretary

Proprietor
Membership No. 1391 / CP No. 3888

Place: Mumbai

Date: 11th August, 2017

ANNEXURE I

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

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

ANNEXURE TO DIRECTORS' REPORT EXTRACT OF ANNUAL RETURN

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

FORM NO. MGT - 9

as on the financial year ended 31.03.2017

I REGISTRATION & OTHER DETAILS:

| | | |
|-----|---|--|
| i | CIN | L25209MH1992PLC066635 |
| ii | Registration Date | 1 ST May, 1992 |
| iii | Name of the Company | MPL Plastics Limited |
| iv | Category/Sub-category of the Company | Company having Share Capital |
| v | Address of the Registered office & contact details | 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane 401104 TeleFax – 022-28455450 |
| vi | Whether listed Company | Yes |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400083.Tel – 022-49186270 |

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

| SL No | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|-------|--|----------------------------------|------------------------------------|
| 1. | Tableware, Kitchenware and Other Household articles and Toilet articles of Plastics, Including Manufacture of Vaccum Flasks and Other Vaccum Vessels | C-22-222-2220-22202 | 98.48% |

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

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

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

A) Category-wise Share Holding

| Sr No | Category of Shareholders | Shareholding at the beginning of the year - 2016 | | | | Shareholding at the end of the year - 2017 | | | | % Change during the year |
|-------|---|--|----------------|----------------|-------------------|--|----------------|----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | | | | |
| [1] | Indian | | | | | | | | | |
| (a) | Individuals / Hindu Undivided Family | 2780830 | 1265240 | 4046070 | 32.37 | 2780830 | 1265240 | 4046070 | 32.37 | 0 |
| (b) | Central Government / State Government(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Financial Institutions / Banks | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Any Other (Specify) | | | | | | | | | |
| | Bodies Corporate | 104907 | 0 | 104907 | 0.84 | 104907 | 0 | 104907 | 0.84 | 0 |
| | Sub Total (A)(1) | 2885737 | 1265240 | 4150977 | 33.21 | 2885737 | 1265240 | 4150977 | 33.21 | 0 |
| [2] | Foreign | | | | | | | | | |
| (a) | Individuals (Non-Resident Individuals / Foreign Individuals) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) | Government | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Foreign Portfolio Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Any Other (Specify) | | | | | | | | | |
| | Sub Total (A)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2) | 2885737 | 1265240 | 4150977 | 33.21 | 2885737 | 1265240 | 4150977 | 33.21 | 0 |
| (B) | Public Shareholding | | | | | | | | | |
| [1] | Institutions | | | | | | | | | |
| (a) | Mutual Funds / UTI | 200 | 1600 | 1800 | 0.01 | 200 | 1600 | 1800 | 0.01 | 0 |
| (b) | Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Alternate Investment Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Foreign Portfolio Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (f) | Financial Institutions / Banks | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (g) | Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

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| | | | | | | | | | | |
|------|--|-----------------|----------------|-----------------|---------------|-----------------|----------------|-----------------|---------------|----------|
| (h) | Provident Funds/ Pension Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) | Any Other (Specify) | | | | | | | 0 | | |
| | Sub Total (B)(1) | 200 | 1600 | 1800 | 0.01 | 200 | 1600 | 1800 | 0.01 | 0 |
| [2] | Central Government/ State Government(s)/ President of India | | | | | | | | | |
| | Sub Total (B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.0 | 0 |
| [3] | Non-Institutions | | | | | | | | | |
| 31 | Individuals | | | | | | | | | |
| (i) | Individual shareholders holding nominal share capital upto Rs. 1 lakh. | 2960939 | 747215 | 3708154 | 29.67 | 3515296 | 742415 | 4257711 | 34.07 | 4.40 |
| (ii) | Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 1114731 | 33900 | 1148631 | 9.19 | 1496083 | 33900 | 1529983 | 12.24 | 3.05 |
| (b) | NBFCs registered with RBI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Employee Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Overseas Depositories(holding DRs) (balancing figure) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Any Other (Specify) | | | | | | | | | |
| | Trusts | 1015854 | 0 | 1015854 | 8.13 | 415390 | 0 | 415390 | 3.32 | -4.80 |
| | Hindu Undivided Family | 305143 | 0 | 305143 | 2.44 | 463968 | 0 | 463968 | 3.71 | 1.27 |
| | Foreign Companies | 0 | 2200 | 2200 | 0.02 | 0 | 2200 | 2200 | 0.02 | 0 |
| | Non Resident Indians (Non Repat) | 2935 | 0 | 2935 | 0.02 | 5100 | 0 | 5100 | 0.04 | 0.02 |
| | Non Resident Indians (Repat) | 52496 | 147400 | 199896 | 1.60 | 26113 | 147300 | 173413 | 1.39 | -0.21 |
| | Clearing Member | 142583 | 0 | 142583 | 1.14 | 342250 | 0 | 342250 | 2.74 | 1.60 |
| | Bodies Corporate | 1807677 | 12700 | 1820377 | 14.56 | 1143058 | 12700 | 1155758 | 9.25 | -5.32 |
| | Sub Total (B)(3) | 7402358 | 943415 | 8345773 | 66.77 | 7407258 | 938515 | 8345773 | 66.77 | 0 |
| | Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3) | 7402558 | 945015 | 8347573 | 66.79 | 7407458 | 940115 | 8347573 | 66.79 | 0 |
| | Total (A)+(B) | 10288295 | 2210255 | 12498550 | 100.00 | 10293195 | 2205355 | 12498550 | 100.00 | 0 |
| (C) | Non Promoter - Non Public | | | | | | | | | |
| [1] | Custodian/DR Holder | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| [2] | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total (A)+(B)+(C) | 10288295 | 2210255 | 12498550 | 100.00 | 10293195 | 2205355 | 12498550 | 100.00 | 0 |

B) SHARE HOLDING OF PROMOTERS

| Sl. No. | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | % change in share holding during the year | |
|---------|-----------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of shares | % of total shares of the Company | % of shares pledged encumbered to total shares | No. of shares | % of total shares of the Company | % of shares pledged encumbered to total shares | % change in shareholding during the year |
| 1 | MADHUP B. VAGHANI | 756985 | 6.06 | 0 | 756985 | 6.06 | 0 | 0 |
| 2 | CHIRANJIV I. VAGHANI | 1065685 | 8.53 | 0 | 580000 | 4.64 | 0 | -3.89 |
| 3 | NILESH I. VAGHANI | 539465 | 4.32 | 0 | 539465 | 4.32 | 0 | 0 |
| 4 | DINESH I. VAGHANI | 864425 | 6.92 | 0 | 1350110 | 10.80 | 0 | 3.89 |
| 5 | AJAY D.VAGHANI | 312680 | 2.50 | 0 | 312680 | 2.50 | 0 | 0 |
| 6 | YOGESH I. VAGHANI | 160240 | 1.28 | 0 | 160240 | 1.28 | 0 | 0 |
| 7 | YOGINI C.VAGHANI | 105000 | 0.84 | 0 | 105000 | 0.84 | 0 | 0 |
| 8 | JYOTI D. VAGHANI | 90240 | 0.72 | 0 | 90240 | 0.72 | 0 | 0 |
| 9 | BANSILAL I. VAGHANI | 59190 | 0.47 | 0 | 59190 | 0.47 | 0 | 0 |
| 10 | PRITI N. VAGHANI | 58900 | 0.47 | 0 | 58900 | 0.47 | 0 | 0 |
| 11 | STEAD FAST HOLDING PVT.LTD. | 54443 | 0.44 | 0 | 54443 | 0.44 | 0 | 0 |
| 12 | DJ HOLDINGS PVT.LTD. | 50464 | 0.40 | 0 | 50464 | 0.40 | 0 | 0 |
| 13 | INDRAJEET B VAGHANI | 32160 | 0.26 | 0 | 32160 | 0.26 | 0 | 0 |
| 14 | JAIPRAKASH I.VAGHANI | 1100 | 0.01 | 0 | 1100 | 0.01 | 0 | 0 |
| | | 4150977 | 33.21 | 0 | 4150977 | 33.21 | 0 | 0 |

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

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

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

| Sr No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2016 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2017 | |
|--------|------------------------------------|--|----------------------------------|------------------------------|---------------|---|----------------------------------|
| | | NO.OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| 1 | STRESSED ASSETS STABILIZATION FUND | 1015754 | 8.13 | | | 1015754 | 8.13 |
| | Maket Sell | | | 29-Apr-16 | -3000 | 1012754 | 8.10 |
| | Maket Sell | | | 13-May-16 | -12710 | 1000044 | 8.00 |
| | Maket Sell | | | 20-May-16 | -5357 | 994687 | 7.96 |
| | Maket Sell | | | 21-Oct-16 | -143880 | 850807 | 6.81 |
| | Maket Sell | | | 28-Oct-16 | -146863 | 703944 | 5.63 |
| | Maket Sell | | | 4-Nov-16 | -150000 | 553944 | 4.43 |
| | Maket Sell | | | 11-Nov-16 | -97242 | 456702 | 3.65 |
| | Maket Sell | | | 18-Nov-16 | -19500 | 437202 | 3.50 |
| | Maket Sell | | | 2-Dec-16 | -11942 | 425260 | 3.40 |
| | Maket Sell | | | 9-Dec-16 | -1970 | 423290 | 3.39 |
| | Maket Sell | | | 16-Dec-16 | -500 | 422790 | 3.38 |
| | Maket Sell | | | 13-Jan-17 | -7500 | 415290 | 3.32 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 415290 | 3.32 |
| 2 | SUBHKAM VENTURES I PVT LTD | 1012067 | 8.10 | | | 1012067 | 8.10 |
| | Maket Sell | | | 22-Apr-16 | -89465 | 922602 | 7.38 |
| | Maket Sell | | | 12-Aug-16 | -4605 | 917997 | 7.34 |
| | Maket Sell | | | 2-Sep-16 | -5405 | 912592 | 7.30 |
| | Maket Sell | | | 9-Sep-16 | -4050 | 908542 | 7.27 |
| | Maket Sell | | | 7-Oct-16 | -134813 | 773729 | 6.19 |
| | Maket Sell | | | 14-Oct-16 | -85410 | 688319 | 5.51 |
| | Maket Sell | | | 21-Oct-16 | -46247 | 642072 | 5.14 |
| | Maket Sell | | | 4-Nov-16 | -79350 | 562722 | 4.50 |
| | Maket Sell | | | 23-Dec-16 | -4960 | 557762 | 4.46 |
| | Maket Sell | | | 30-Dec-16 | -984 | 556778 | 4.45 |
| | Maket Sell | | | 6-Jan-17 | -15351 | 541427 | 4.33 |
| | Maket Sell | | | 13-Jan-17 | -41427 | 500000 | 4.00 |
| | Maket Sell | | | 3-Feb-17 | -60717 | 439283 | 3.51 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 439283 | 3.51 |
| 3 | LSC SECURITIES LIMITED | 185055 | 1.49 | | | 185055 | 1.49 |
| | Maket Sell | | | 8-Apr-16 | -1100 | 183955 | 1.47 |
| | Market Purchase | | | 15-Apr-16 | 4906 | 188861 | 1.51 |
| | Market Purchase | | | 22-Apr-16 | 2200 | 191061 | 1.53 |
| | Maket Sell | | | 29-Apr-16 | -300 | 190761 | 1.53 |
| | Market Purchase | | | 6-May-16 | 2200 | 192961 | 1.54 |
| | Maket Sell | | | 13-May-16 | -1900 | 191061 | 1.53 |

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| | | | | | | | |
|---|--------------------------------|--------|------|-----------|---------|--------|------|
| | Market Purchase | | | 20-May-16 | 1280 | 192341 | 1.54 |
| | Market Purchase | | | 3-Jun-16 | 300 | 192641 | 1.54 |
| | Market Purchase | | | 30-Jun-16 | 900 | 193541 | 1.55 |
| | Market Purchase | | | 8-Jul-16 | 754 | 194295 | 1.55 |
| | Market Purchase | | | 22-Jul-16 | 187 | 194482 | 1.56 |
| | Market Purchase | | | 29-Jul-16 | 2000 | 196482 | 1.57 |
| | Market Purchase | | | 5-Aug-16 | 1750 | 198232 | 1.59 |
| | Market Purchase | | | 12-Aug-16 | 3000 | 201232 | 1.61 |
| | Maket Sell | | | 26-Aug-16 | -2400 | 198832 | 1.59 |
| | Maket Sell | | | 2-Sep-16 | -1182 | 197650 | 1.58 |
| | Maket Sell | | | 9-Sep-16 | -50 | 197600 | 1.58 |
| | Maket Sell | | | 16-Sep-16 | -4509 | 193091 | 1.54 |
| | Maket Sell | | | 23-Sep-16 | -18620 | 174471 | 1.40 |
| | Maket Sell | | | 30-Sep-16 | -6520 | 167951 | 1.34 |
| | Market Purchase | | | 14-Oct-16 | 19676 | 187627 | 1.50 |
| | Market Purchase | | | 21-Oct-16 | 6450 | 194077 | 1.55 |
| | Maket Sell | | | 28-Oct-16 | -50 | 194027 | 1.55 |
| | Maket Sell | | | 4-Nov-16 | -1550 | 192477 | 1.54 |
| | Maket Sell | | | 11-Nov-16 | -460 | 192017 | 1.54 |
| | Market Purchase | | | 25-Nov-16 | 2000 | 194017 | 1.55 |
| | Market Purchase | | | 2-Dec-16 | 1610 | 195627 | 1.57 |
| | Maket Sell | | | 9-Dec-16 | -500 | 195127 | 1.56 |
| | Maket Sell | | | 16-Dec-16 | -3000 | 192127 | 1.54 |
| | Maket Sell | | | 23-Dec-16 | -1005 | 191122 | 1.53 |
| | Market Purchase | | | 6-Jan-17 | 1750 | 192872 | 1.54 |
| | Maket Sell | | | 13-Jan-17 | -350 | 192522 | 1.54 |
| | Market Purchase | | | 20-Jan-17 | 14454 | 206976 | 1.66 |
| | Market Purchase | | | 27-Jan-17 | 4680 | 211656 | 1.69 |
| | Maket Sell | | | 3-Feb-17 | -2500 | 209156 | 1.67 |
| | Market Purchase | | | 17-Feb-17 | 100 | 209256 | 1.67 |
| | Maket Sell | | | 24-Feb-17 | -142 | 209114 | 1.67 |
| | Market Purchase | | | 3-Mar-17 | 77 | 209191 | 1.67 |
| | Maket Sell | | | 10-Mar-17 | -200 | 208991 | 1.67 |
| | Maket Sell | | | 24-Mar-17 | -24300 | 184691 | 1.48 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | -3545 | 181146 | 1.45 |
| 4 | BADJATE STOCK & SHARES PVT LTD | 171282 | 1.37 | | | 171282 | 1.37 |
| | Market Purchase | | | 30-Dec-16 | 55180 | 226462 | 1.81 |
| | Maket Sell | | | 6-Jan-17 | -111571 | 114891 | 0.92 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 114891 | 0.92 |
| 5 | DAKSHA VAGHANI | 125000 | 1.00 | | | 125000 | 1.00 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 125000 | 1.00 |
| 6 | VIRAL ASHOK MEHTA | 120805 | 0.97 | | | 120805 | 0.97 |
| | Maket Sell | | | 1-Apr-16 | -1233 | 119572 | 0.96 |
| | Market Purchase | | | 8-Apr-16 | 10987 | 130559 | 1.04 |
| | Market Purchase | | | 29-Apr-16 | 13446 | 144005 | 1.15 |
| | Maket Sell | | | 6-May-16 | -85 | 143920 | 1.15 |
| | Maket Sell | | | 13-May-16 | -1850 | 142070 | 1.14 |
| | Maket Sell | | | 20-May-16 | -2254 | 139816 | 1.12 |
| | Market Purchase | | | 27-May-16 | 233 | 140049 | 1.12 |
| | Market Purchase | | | 3-Jun-16 | 1210 | 141259 | 1.13 |
| | Maket Sell | | | 10-Jun-16 | -10857 | 130402 | 1.04 |
| | Maket Sell | | | 17-Jun-16 | -33152 | 97250 | 0.78 |
| | Maket Sell | | | 24-Jun-16 | -7251 | 89999 | 0.72 |

| | | | | | | | |
|----|--------------------------------|-------|------|-----------|--------|--------|------|
| | Maket Sell | | | 30-Jun-16 | -5914 | 84085 | 0.67 |
| | Maket Sell | | | 1-Jul-16 | -10000 | 74085 | 0.59 |
| | Maket Sell | | | 8-Jul-16 | -28374 | 45711 | 0.37 |
| | Maket Sell | | | 15-Jul-16 | -10089 | 35622 | 0.29 |
| | Maket Sell | | | 22-Jul-16 | -11082 | 24540 | 0.20 |
| | Maket Sell | | | 29-Jul-16 | -12665 | 11875 | 0.10 |
| | Maket Sell | | | 5-Aug-16 | -10625 | 1250 | 0.01 |
| | Maket Sell | | | 12-Aug-16 | -1250 | 0 | 0.00 |
| | Market Purchase | | | 26-Aug-16 | 3000 | 3000 | 0.02 |
| | Market Purchase | | | 16-Sep-16 | 500 | 3500 | 0.03 |
| | Market Purchase | | | 23-Sep-16 | 4000 | 7500 | 0.06 |
| | Maket Sell | | | 30-Sep-16 | -2000 | 5500 | 0.04 |
| | Maket Sell | | | 7-Oct-16 | -501 | 4999 | 0.04 |
| | Maket Sell | | | 14-Oct-16 | -1000 | 3999 | 0.03 |
| | Maket Sell | | | 21-Oct-16 | -3999 | 0 | 0.00 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 0 | 0.00 |
| 7 | MUKESH BABU SECURITIES LIMITED | 85000 | 0.68 | | | 85000 | 0.68 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 85000 | 0.68 |
| 8 | GUNJAN CHHAJER | 75400 | 0.60 | | | 75400 | 0.60 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 75400 | 0.60 |
| 9 | KARVY STOCK BROKING LIMITED | 74396 | 0.60 | | | 74396 | 0.60 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 74396 | 0.60 |
| 10 | KRUSHANU C SONPAL | 68000 | 0.54 | | | 68000 | 0.54 |
| | Market Purchase | | | 27-May-16 | 200 | 68200 | 0.55 |
| | Market Purchase | | | 3-Jun-16 | 400 | 68600 | 0.55 |
| | Market Purchase | | | 10-Jun-16 | 1700 | 70300 | 0.56 |
| | Market Purchase | | | 24-Jun-16 | 100 | 70400 | 0.56 |
| | Market Purchase | | | 30-Jun-16 | 1300 | 71700 | 0.57 |
| | Market Purchase | | | 1-Jul-16 | 44 | 71744 | 0.57 |
| | Market Purchase | | | 8-Jul-16 | 1000 | 72744 | 0.58 |
| | Market Purchase | | | 15-Jul-16 | 4756 | 77500 | 0.62 |
| | Market Purchase | | | 22-Jul-16 | 3675 | 81175 | 0.65 |
| | Market Purchase | | | 29-Jul-16 | 6300 | 87475 | 0.70 |
| | Market Purchase | | | 5-Aug-16 | 10500 | 97975 | 0.78 |
| | Market Purchase | | | 12-Aug-16 | 3025 | 101000 | 0.81 |
| | Market Purchase | | | 19-Aug-16 | 10 | 101010 | 0.81 |
| | Market Purchase | | | 26-Aug-16 | 1825 | 102835 | 0.82 |
| | Market Purchase | | | 9-Sep-16 | 165 | 103000 | 0.82 |
| | Market Purchase | | | 16-Sep-16 | 1000 | 104000 | 0.83 |
| | Market Purchase | | | 23-Sep-16 | 1000 | 105000 | 0.84 |
| | Market Purchase | | | 7-Oct-16 | 1727 | 106727 | 0.85 |
| | Market Purchase | | | 18-Nov-16 | 1273 | 108000 | 0.86 |
| | Market Purchase | | | 25-Nov-16 | 4000 | 112000 | 0.90 |
| | Market Purchase | | | 9-Dec-16 | 1000 | 113000 | 0.90 |
| | Market Purchase | | | 23-Dec-16 | 1000 | 114000 | 0.91 |
| | Market Purchase | | | 30-Dec-16 | 1000 | 115000 | 0.92 |
| | Market Purchase | | | 13-Jan-17 | 8000 | 123000 | 0.98 |
| | Market Purchase | | | 20-Jan-17 | 1000 | 124000 | 0.99 |
| | Market Purchase | | | 27-Jan-17 | 1000 | 125000 | 1.00 |
| | AT THE END OF THE YEAR | | | 31-Mar-17 | 0 | 125000 | 1.00 |

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

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E) SHAREHOLDING OF DIRECTORS & KEY MANAGERIAL PERSONNEL

| Sr No. | Name of Directors / Key Managerial Personnel | Shareholding at the beginning of the year - 2016 | | Cumulative Shareholding at the end of the year - 2017 | |
|--------|---|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Madhup Bansilal Vaghani – Whole Time Director | 756985 | 6.06 | 756985 | 6.06 |
| 2. | Bansilal Ishwarlal Vaghani – Chairman | 59190 | 0.47 | 59190 | 0.47 |
| 3. | Viren Bhimani – Independent Director | 0 | 0 | 0 | 0 |
| 4. | Devendra Negi – Independent Director | 0 | 0 | 0 | 0 |
| 5. | Pankaj Bhaya (Chief Financial Officer) | 0 | 0 | 0 | 0 |

F) INDEBTEDNESS

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

V) REMUNERATION OF DIRECTOR AND KEY MANAGERIAL PERSONNEL

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

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

B. Remuneration to other directors:

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

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

| Sl. No | Particulars of Remuneration | Chief Financial Officer Total Amount |
|--------|---|--------------------------------------|
| 1 | Gross salary | Rs.13,93,089.00 |
| | (a) Salary as per provisions of section 17(1) of the Income Tax Act, 1961 | |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | |
| | (c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961 | |
| 2 | Stock option | |
| 3 | Sweat Equity | |
| 4 | Commission | |
| | as % of profit | |
| | others (specify) | |
| 5 | Others, please specify | |
| | Total (C) | |

VI) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

MANAGEMENT AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

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

2. OPPORTUNITIES AND THREATS

Opportunities:

Concentration in Rural Market and exploring the export market.

Threats:

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

3. SEGMENTWISE PERFORMANCE

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

4. OUTLOOK

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

5. RISKS AND CONCERNS

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

6. INTERNAL CONTROL SYSTEMS

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

7. FINANCIAL PERFORMANCE

The Company has achieved a sales turnover of during the year Rs.2126/- lakhs as against Rs.3117/- lakhs in the corresponding previous year. During the year, the Company earned a profit of Rs. 91/- lakhs as against Rs. 217/- lakhs in the corresponding previous year.

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Industrial relations remained cordial during the year under review.

9. CAUTIONARY STATEMENT

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

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

B.I.VAGHANI
CHAIRMAN
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website : www.mplindia.in

E-mail : mplho@mplindia.in

Registered Office:

2, Ashish Warehouse Corporation,
Punjab Foundry Industrial Estate,
Near Classic Studio, Mira Bhayander Road,
Kashimira, Mira Road (East), Dist. Thane - 401 104
Tel.No. 022-28455450

Date: 11th August, 2017

Place: Thane.

Company Secretary's certificate
CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To,

The members of MPL Plastics Limited

I have examined the compliance of conditions of Corporate Governance by **MPL PLASTICS LIMITED** ("The Company"), for the year ended **31st March, 2017**, as stipulated in regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

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

SHAILESH KACHALIA
Practising Company Secretary

Proprietor
C.P. 3888

Place : Mumbai

Dated: 11th August, 2017

REPORT ON CORPORATE GOVERNANCE

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

MANDATORY REQUIREMENTS:

A. Company’s Philosophy on Corporate Governance

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

B. Board of Directors:

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

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

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

| Name of the Director | Shri Bansilal I. Vaghani | Shri Madhup B. Vaghani | Shri Viren Bhimani | Shri Devendra Negi |
|---|---|--|--|---|
| DIN | 00067088 | 00067115 | 05310527 | 00727105 |
| Date of Birth | 13 th January, 1937 | 3 rd November, 1961 | 5 th August, 1980 | 26 th May, 1958 |
| Date of first appointment on the Board | 1 st May, 1992 | 1 st May, 1992 | 31 st March, 2012 | 23 rd December, 2005 |
| Qualification | Graduate in Commerce | Graduate in Commerce | Graduate in Commerce | Graduate in Commerce |
| Expertise | Over 44 years of experience in the field of trading and manufacturing of plastic goods. | Over 29 years of experience in the field of marketing. | --- | --- |
| Number of meeting of board attended during the year | All 5 meetings held during the year had been attended by him | All 5 meetings held during the year had been attended by him | All 5 meetings held during the year had been attended by him | All 5 meetings held during the year had been attended by him |
| List of Directorship / Membership / Chairmanship of the Committees of other Board | --- | --- | --- | --- |
| Shareholding in MPL Plastics Limited | 59,190 equity shares | 7,56,985 equity shares | Nil | Nil |
| Relationship between directors inter-se | Father | Son | --- | --- |
| Justification for choosing the appointees for appointment as Independent Director | --- | --- | Over 10 years rich experience in the field of banking and finance. | Over 29 years career with nationalized bank having rich experience in the field of banking and finance. |

Board procedures :

- (i) Five board meetings were held during the year on the following dates:
30th May, 2016, 11th August, 2016, 11th November, 2016, 7th February, 2017 and 28th March, 2017
- (ii) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorship and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorship do not include alternate directorships, directorships of Private Limited Companies and of companies incorporated outside India. Chairmanship / Membership of Board Committee include only Audit and Stakeholders Relationship Committees. The Company also has a mandatory annual requirement for every director to inform the Company about the Committees/Board member position he occupies in other Companies and notify the change, if any.

| Name | Category | Attendance at Board Meeting in year 2016-2017 | | Directorships in other Public Companies | | Committee Position held in other Public Companies | | Attendance at Last AGM |
|-------------------------|-------------------------------------|---|----------|---|--------|---|--------|------------------------|
| | | Held | Attended | Chairman | Member | Chairman | Member | Member |
| Shri Bansilal I Vaghani | Chairman Non-Executive | 5 | 5 | NIL | NIL | NIL | NIL | Present |
| Shri Madhup B Vaghani | Whole Time Director | 5 | 5 | NIL | NIL | NIL | NIL | Present |
| Shri Viren Bhimani | Independent Director, Non Executive | 5 | 5 | NIL | NIL | NIL | NIL | Present |
| Shri Devendra Negi | Independent Director Non Executive | 5 | 5 | NIL | NIL | NIL | NIL | Present |

Management:

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

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

Independent Directors

The Non Executive Independent Directors fulfil the conditions of Independence specified in Section 149(6) of the Companies Act, 2013 and Rules made there under and Clause 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A format letter of appointment to Independent Director as provided in Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been issued and disclosed on the website of the Company viz. http://www.mplindia.in/category_img/pr_123.pdf

Familiarisation Programme for Directors

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

Code of Business Conduct & Ethics

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

Conflict of Interests

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

Insider Trading Code

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

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

Disclosure of Accounting Treatment

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

Risk Management

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

The Company has not any Subsidiary Companies.

Disclosure of accounting treatment wherever applicable has been made in the Audited Financial Accounts for the year ended 31st March, 2017.

C. Audit Committee:

The composition of Audit Committee is as below

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

| Name | Category | No. of meeting for year 2016-2017 | |
|-------------------------|-----------------------------------|-----------------------------------|----------|
| | | Held | Attended |
| Shri Bansilal I Vaghani | Non Executive Director | 5 | 5 |
| Shri Viren Bhimani | Chairman & Non Executive Director | 5 | 5 |
| Shri Devendra Negi | Non Executive Director | 5 | 5 |

Terms of Reference:

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

Functions of Audit Committee

The Audit Committee, while reviewing the Annual Financial Statements also review the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March, 31, 2017.

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

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

Independent Directors Meeting:

During the year under review, the Independent Directors met on 7th February, 2017 inter alia, to discuss.

- Evaluation of performance of Non - Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.

- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the Meeting.

Internal Controls and Governance Processes

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

D. Nomination and Remuneration Committee

Composition

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

Meeting and Attendance

The Nomination and Remuneration Committee met on 11th November, 2016. The necessary quorum was present. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company.

Terms of Reference:

The Committee shall:

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

DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH, 31, 2017

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

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

Remuneration Policy

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

Refer http://www.mplindia.in/category_img/pr_59.pdf regarding Remuneration policy of the Company.

E. Stakeholders Relationship Committee

Composition and Attendance:

The committee comprises of three Directors :

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

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

| Name | Role | Category | No. of meeting for year 2016-2017 | |
|-------------------------|----------|------------------------|-----------------------------------|----------|
| | | | Held | Attended |
| Shri Bansilal I Vaghani | Member | Non Executive Director | 5 | 5 |
| Shri Viren Bhimani | Chairman | Non Executive Director | 5 | 5 |
| Shri Devendra Negi | Member | Non Executive Director | 5 | 5 |

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

Terms of reference

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

MPL PLASTICS LIMITED

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

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

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

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

| Sr. No. | Nature of Complaints | Complaints Received | Complaints Redressed |
|---------|----------------------|---------------------|----------------------|
| 1. | - | - | - |

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

F. CORPORATE SOCIAL RESPONSIBILITY

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

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

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

SHRI BANSILAL I. VAGHANI : Member

SHRI VIREN BHIMANI : Chairman

SHRI DEVENDRA NEGI : Member

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

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

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

| Name of the Director | Attended |
|--------------------------|------------|
| Shri Bansilal I. Vaghani | 1 out of 1 |
| Shri Viren Bhimani | 1 out of 1 |
| Shri Devendra Negi | 1 out of 1 |

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

G. General Body Meetings:

Location and time of last three AGMs held

| Date of AGM | Time of AGM | Location |
|----------------------------------|-------------|---|
| 27 th September, 2014 | 9.30 a.m. | 2, Ashish warehouse Corporation, Punjab Foundy Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane 401104 |
| 29 th September, 2015 | 9.30 a.m. | 2, Ashish warehouse Corporation, Punjab Foundy Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane 401104 |
| 29 th September, 2016 | 9.30 a.m. | 2, Ashish warehouse Corporation, Punjab Foundy Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane 401104 |

H. Related Party and other Disclosures :

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

I. General Shareholder Information

| | | |
|---|--|---|
| * | <i>Annual General Meeting</i> | |
| | Date | 25 th September, 2017 |
| | Time | 9.30 a.m. |
| | Venue | 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane - 401104 |
| * | <i>Financial Calendar</i> | April to March |
| | Financial reporting for the quarter ending June, 2017 | End July, 2017 |
| | Financial reporting for the quarter ending September, 2017 | End October 2017 |
| | Financial reporting for the quarter ending December, 2017 | End January, 2018 |
| | Financial reporting for the quarter ending March, 2018 | End April, 2018 |
| * | Dividend Payment Date | Not applicable |
| * | Registered Office and Address for Correspondence | 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane - 401104 Phone : 022 28455450 |
| * | Listing on Stock Exchanges | BSE Ltd. |
| * | Scrip Code / ISIN No. | 526143 / INE343A01016 |

* Monthly Highest and Lowest Closing Quotations of the Equity Shares for the year 2016-17

| Month | High (Rs.) | Low (Rs.) | Volume (Rs.) |
|----------------|------------|-----------|--------------|
| April 2016 | 22.19 | 14.00 | 9,152,056 |
| May 2016 | 21.45 | 18.55 | 3,883,912 |
| June 2016 | 18.95 | 17.10 | 3,310,478 |
| July 2016 | 18.45 | 17.10 | 2,846,860 |
| August 2016 | 19.50 | 17.00 | 2,737,283 |
| September 2016 | 17.95 | 15.20 | 3,427,686 |
| October 2016 | 20.60 | 15.10 | 19,344,458 |
| November 2016 | 23.40 | 15.45 | 15,752,010 |
| December 2016 | 18.45 | 15.90 | 2616,637 |
| January 2017 | 18.50 | 16.35 | 6,244,127 |
| February 2017 | 17.75 | 15.80 | 3,302,528 |
| March 2017 | 17.50 | 15.40 | 3,930,956 |

MPL PLASTICS LIMITED

| | | |
|---|---|--|
| * | Registrar and Share Transfer Agent | M/s. Link Intime India Pvt.Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083. |
| * | Share Transfer System Share Certificates received for transfer in physical form and requests for Demat are generally registered / confirmed within 15 days of receipt of the same, provided the documents are clear in all aspects. The Company also provides simultaneous transfer cum Demat facility to its equity shareholders. In compliance SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Practising Company Secretary carries out audit of the system of Transfer and a certificate to that effect is issued. | |

EXTRAORDINARY GENERAL MEETING

No Extra Ordinary general meeting held during the year.

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

| Date of Annual General Meeting | Details of Special Resolutions |
|--|--|
| Saturday, 27 th September, 2014 | 1. Change of name of the Company. |
| Tuesday, 29 th September, 2015 | 1. Maintaining of Registrar of Members 2. Fresh Approval of shareholders for issue of 12,50,000 equity shares on preferential basis to promoters. |
| Thursday, 29 th September, 2016 | - |

Distribution of holding and share holding pattern as on March, 31, 2017

| No. of Equity Shares held | No. of Holders | % of Holders | No. of shares | % of Shares |
|---------------------------|----------------|--------------|---------------|-------------|
| Upto 500 | 8582 | 83.11 | 1383119 | 11.07 |
| 501 - 1000 | 747 | 7.23 | 643903 | 5.15 |
| 1001 - 2000 | 438 | 4.24 | 690208 | 5.52 |
| 2001 - 3000 | 159 | 1.54 | 412878 | 3.30 |
| 3001 - 4000 | 78 | 0.76 | 284787 | 2.28 |
| 4001 - 5000 | 84 | 0.81 | 405959 | 3.25 |
| 5001 - 10000 | 129 | 1.25 | 980088 | 7.84 |
| 10001 and above | 109 | 1.06 | 7697608 | 61.59 |
| Total | 10326 | 100.00 | 12498550 | 100.00 |

Particulars of Shares held in physical / Electronic form as on March, 31, 2017

| Particulars | Holders | Shares | % of shares |
|---------------------------|---------|----------|-------------|
| Shares in Physical Form | 4468 | 2205355 | 17.64 |
| Shares in Electronic Form | 5858 | 10293195 | 82.36 |
| Total | 10326 | 12498550 | 100.00 |

Shareholding Pattern as on March, 31, 2017

| Category | No. of shares | Percentage |
|--------------------------|---------------|------------|
| Indian Promoter | 4150977 | 33.21 |
| Mutual Funds and UTI | 1800 | 0.01 |
| Private Corporate Bodies | 1155758 | 9.25 |
| Indian Public | 5787694 | 46.31 |
| NRI / OCBs | 180713 | 1.45 |
| Trusts | 415390 | 3.32 |
| Clearing Member | 342250 | 2.74 |
| HUF | 463968 | 3.71 |
| Total | 12498550 | 100.00 |

Outstanding GDRs/ADRs/Warrants or any convertible instruments.

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

The Company has paid listing fees to BSE Ltd. for the financial year 2017 - 18.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

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

Means of Communication to Shareholders

- (1) The Unaudited quarterly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (2) The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper. In addition, the same are published in local language (Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
The Company’s financial result and official press releases are displayed on the Company’s website : <http://www.mplindia.in/investors-info.php?CATID=7> and <http://www.mplindia.in/investors-info.php?CATID=5>
- (3) Any presentation made to the institutional investors and analysts are also posted on the Company’s website.
- (4) Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- (5) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to Stock Exchanges viz. BSE Ltd. and is filed electronically. The Company has complied with filing submissions through BSE’s BSE Listing Centre.
- (6) A separate dedicated section under “Stakeholders information” on the Company’s website gives the information on unclaimed dividends, quarterly compliance with the Stock Exchanges and other relevant information of interest to the investors / public.

NOMINATION

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

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

SERVICE OF DOCUMENTS THROUGH ELECTRONIC MODE

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

ADDRESS FOR CORRESPONDENCE

| Compliance Officer | Link Intime India Pvt.Ltd. | Demat Shares | Correspondence with the Company |
|--|--|---|---|
| Shri Pankaj B. Bhaya Phone 022-28455450 /28458967 Email: pankaj@mplindia.in | Unit: MPL Plastics Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083. | Respective Depository Participant of the Shareholder | MPL Plastics Limited 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane - 401104 |

PLANT LOCATIONS

The Company has the following manufacturing and operating Divisions.

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

J. Management Discussion and Analysis

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

K. WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimisation of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Chairman of the Audit Committee. Ref. http://www.mplindia.in/category_img/pr_64.pdf regarding the policy uploaded on the website.

L. Confirmation of Compliance

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

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

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

NON MANDATORY REQUIREMENTS

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

A. Chairman of the Board

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

B. Shareholders Rights

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

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

D. The Internal Auditors is reporting to Audit Committee.

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

N. Declaration on the Code of Conduct

All members of the Board of Directors of the Company and Senior Management of the Company have affirmed Compliance of the Code of Conduct for the year ended 31st March, 2017

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

B.I.VAGHANI
CHAIRMAN
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website : www.mplindia.in

E-mail : mplho@mplindia.in

Registered Office:

2, Ashish Warehouse Corporation,
Punjab Foundry Industrial Estate,
Near Classic Studio, Mira Bhayander Road,
Kashimira, Mira Road (East), Dist. Thane - 401 104
Tel.No. 022-28455450

Date: 11th August, 2017

Place: Thane.

CFO CERTIFICATION

We the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of MPL Plastics Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2017 and that to the best of our knowledge and belief, we state that:
 - 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. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We 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, if any, 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 fraud of which they 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 MPL Plastics Limited

For MPL Plastics Limited

Madhup B. Vaghani
Whole Time Director
(DIN no. 00067115)

Pankaj B.Bhaya
Chief Financial Officer

Place: Thane,

Date: 11th August, 2017

INDEPENDENT AUDITOR'S REPORT

To the Members of

MPL PLASTICS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **MPL PLASTICS LIMITED** (“the Company”), which comprise the Balance Sheet as at **March 31, 2017**, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

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

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to 'the Order') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B**.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No 24;
 - ii. In our opinion and as per the information and explanations provided to us, the Company has not entered into any long term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses;
 - iii. In our opinion and as per the information and explanation provided to us there is no amount required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management – Refer Note No. 35

**For MEHTA CHOKSHI & SHAH
CHARTERED ACCOUNTANTS
Firm Registration No: 106201W**

**Place: Mumbai
Date: 29th May 2017**

**A. R. MEHTA
PARTNER
MEMBERSHIP NO. 46088**

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" of our Independent Auditor's Report of even date on the accounts of **MPL PLASTICS LIMITED** for the year ended 31st March, 2017)

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

- (i) (a) The complete records showing full particulars including quantitative details and location of fixed assets have not yet been compiled.
- (b) We are informed that the physical verification of fixed assets was carried out by the management during the year and no material discrepancies were noticed by the management on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 8 on fixed assets to the financial statements, are held in the name of the company.
- (ii) The inventory has been physically verified at reasonable intervals during the year by the Management. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act.

As the Company has not granted any loans secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly paragraph 3(iii), sub-clauses (a), (b) and (c) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made and security provided by it.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits. Accordingly paragraph 3(xv) of the Order is not applicable.
- (vi) We have broadly reviewed the Cost records maintained by the Company which have been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, in respect of the Company's products to which the said rules are made applicable, and are of the opinion that, prima-facie, the prescribed accounts and records, have been made and maintained. We have, however, not made a detailed examination of the records, with a view to determine whether they are accurate.

MPL PLASTICS LIMITED

- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of any of the above statutory dues were in arrears, as at 31st March, 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, the disputed statutory dues aggregating to Rs 28,676,033/- that have not been deposited on account of matters pending before appropriate authorities are as under:

| NAME OF THE STATUTORY DUES | FORUM WHERE DISPUTE IS PENDING | UNPAID AMOUNT (RS.) |
|----------------------------|--------------------------------|---------------------|
| Income Tax | ITAT, Mumbai | 7,703,476/- |
| Excise Duty | CESTAT | 20,972,557/- |
| | Total | 28,676,033/- |

- (viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to bank or Government as at the balance sheet date.
- (ix) In our opinion and according to the information and explanations given to us, there is no term loan availed by the Company. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not paid/provided for managerial remuneration. Accordingly, paragraph 3(xi) of the Order is not applicable.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Companies Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) According to the information and explanations given to us the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us the Company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly paragraph 3(xvi) of the Order is not applicable.

**For MEHTA CHOKSHI & SHAH
CHARTERED ACCOUNTANTS
Firm Registration No: 106201W**

**Place: Mumbai
Date: 29th May, 2017**

**A.R. MEHTA
PARTNER
MEMBERSHIP NO. 46088**

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of "Report on Other Legal and Regulatory Requirements" of our Independent Auditor's Report of even date on the accounts of **MPL PLASTICS LIMITED** for the year ended 31st March, 2017)

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

We have audited the internal financial controls over financial reporting of **MPL Plastics Limited ("the Company")** as at 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal financial control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MEHTA CHOKSHI & SHAH
CHARTERED ACCOUNTANTS
Firm Registration No:106201W**

**Place: Mumbai
Date: 29th May, 2017**

**A.R. MEHTA
PARTNER
MembershipNo:46088**

MPL PLASTICS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

| | NOTE NO. | AS AT 31ST MAR, 2017 | | AS AT 31ST MAR, 2016 | |
|---|----------|----------------------|--------------------|----------------------|--------------------|
| | | Rupees | Rupees | Rupees | Rupees |
| I. EQUITY AND LIABILITIES | | | | | |
| 1 Shareholder's Funds | | | | | |
| (a) Share Capital | 1 | 124,985,500 | | 124,985,500 | |
| (b) Reserves and Surplus | 2 | (1,861,153,720) | | (1,870,230,234) | |
| | | | (1,736,168,220) | | (1,745,244,734) |
| 2 Non-Current Liabilities | | | | | |
| (a) Long-Term Borrowings | 3 | 1,036,268,980 | | 1,036,268,980 | |
| (b) Long-Term Provisions | 4 | 21,355,684 | | 21,167,957 | |
| | | | 1,057,624,664 | | 1,057,436,937 |
| 3 Current Liabilities | | | | | |
| (a) Short-Term Borrowings | 5 | 788,456,013 | | 788,456,013 | |
| (b) Trade Payables | | 37,695,681 | | 48,304,459 | |
| (c) Other Current Liabilities | 6 | 15,414,035 | | 13,417,423 | |
| (d) Short-Term Provisions | 7 | 619,183 | | 654,076 | |
| | | | 842,184,912 | | 850,831,971 |
| TOTAL :- | | | 163,641,356 | | 163,024,174 |
| II. ASSETS | | | | | |
| 1 Non-Current Assets | | | | | |
| (a) Fixed Assets | | | | | |
| (i) Tangible Assets | 8 | 34,647,907 | | 37,607,128 | |
| (b) Non-Current Investments | 9 | 13,017,000 | | 14,532,000 | |
| (c) Long-Term Loans and Advances | 10 | 1,393,141 | | 1,395,710 | |
| | | | 49,058,048 | | 53,534,838 |
| 2 Current Assets | | | | | |
| (a) Inventories | 11 | 32,621,577 | | 36,830,607 | |
| (b) Trade Receivables | 12 | 38,343,338 | | 28,563,133 | |
| (c) Cash and Cash Equivalents | 13 | 3,365,448 | | 6,039,902 | |
| (d) Short-Term Loans and Advances | 14 | 36,637,069 | | 35,043,359 | |
| (e) Other Current Assets | 15 | 3,615,876 | | 3,012,335 | |
| | | | 114,583,308 | | 109,489,336 |
| TOTAL :- | | | 163,641,356 | | 163,024,174 |
| Significant Accounting Policies & Notes form an integral part of Financial Statements | 1-37 | | | | |

As per our attached report of even date

For **MEHTA CHOKSHI & SHAH**

Chartered Accountants

FRN No.106201W

For & On Behalf of the Board

A.R.MEHTA (PARTNER)

M.NO.46088

B. I. Vaghani

Chairman
(DIN: 00067088)

M. B. Vaghani

Wholetime Director
(DIN: 00067115)

P. B. Bhaya

CFO

29th May, 2017, Mumbai

29th May, 2017, Thane

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

| | NOTE NO. | FOR THE YEAR ENDED 31st MARCH, 2017 Rupees | FOR THE YEAR ENDED 31st MAR, 2016 Rupees |
|---|----------|---|---|
| <u>INCOME</u> | | | |
| Revenue From Operations | 16 | 212,582,740 | 311,712,685 |
| Other Income | 17 | 773,126 | 1,065,951 |
| Total Revenue | | 213,355,866 | 312,778,636 |
| <u>EXPENDITURE</u> | | | |
| Cost of Materials Consumed | 18 | 141,353,493 | 209,119,069 |
| Purchases of Stock-in-Trade | | 737,408 | 2,696,728 |
| Changes in Inventories of F.G., S.F.G. and Stock-in-Trade | 19 | 6,808,423 | 3,357,564 |
| Employees Benefit Expenses | 20 | 18,977,512 | 23,207,059 |
| Finance Costs | 21 | 16,408 | 3,957,238 |
| Depreciation & Amortization Expenses | | 3,063,089 | 3,550,403 |
| Other Expenses | 22 | 33,323,019 | 45,162,087 |
| Total Expenses | | 204,279,352 | 291,050,148 |
| Profit Before Extraordinary Items and Tax | | 9,076,514 | 21,728,488 |
| Extraordinary Items | | - | - |
| Profit Before Tax | | 9,076,514 | 21,728,488 |
| Tax Expenses | | | |
| Current Tax | | - | - |
| Deferred Tax | | - | - |
| Profit for the year | | 9,076,514 | 21,728,488 |
| Earnings per Equity Share (Face Value of Rs. 10/-each) | | | |
| Basic and Diluted | | 0.73 | 1.74 |
| Significant Accounting Policies & Notes form an integral part of Financial Statements | 1-37 | | |

As per our attached report of even date

For **MEHTA CHOKSHI & SHAH**

Chartered Accountants

FRN No.106201W

For & On Behalf of the Board

A.R.MEHTA (PARTNER)

M.NO.46088

29th May, 2017, Mumbai

B. I. Vaghani

Chairman
(DIN: 00067088)

29th May, 2017, Thane

M. B. Vaghani

Wholetime Director
(DIN: 00067115)

P. B. Bhaya

CFO

MPL PLASTICS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

| | | YEAR ENDED 31ST MARCH, 2017 Rupees | YEAR ENDED 31ST MARCH, 2016 Rupees |
|---|-----|--|--|
| 1 CASH FLOW FROM OPERATING ACTIVITIES | | | |
| Net Profit Before Tax & Extra Ordinary Items | | 9,076,514 | 21,728,488 |
| ADD : | | | |
| (i) Depreciation | | 3,063,089 | 3,550,403 |
| (ii) Finance Costs | | 384 | 3,949,175 |
| (iii) Cash Discount | | - | 307,528 |
| (iv) Decrease/Diminution in Investments | | 1,515,000 | - |
| | (A) | <u>13,654,987</u> | <u>29,535,594</u> |
| LESS : | | | |
| (i) Interest Income | | 246,940 | 192,471 |
| (ii) Dividend Income | | - | 21,270 |
| | (B) | <u>246,940</u> | <u>213,741</u> |
| CASH FROM OPERATIONS (A) - (B) | (C) | <u>13,408,047</u> | <u>29,321,853</u> |
| ADJUSTMENTS FOR WORKING CAPITAL CHANGES : | | | |
| (i) Inventories | | 4,209,029 | 10,166,497 |
| (ii) Receivables | | (9,780,205) | (8,348,791) |
| (iii) Loans & Advances and Other Current Assets | | (2,156,959) | 656,452 |
| | (D) | <u>(7,728,135)</u> | <u>2,474,158</u> |
| ADD : Trade and Other Payables | | (8,459,332) | (4,886,202) |
| | (E) | <u>(16,187,467)</u> | <u>(2,412,044)</u> |
| NET CASH GENERATED FROM OPERATIONS AFTER WORKING CAPITAL CHANGES (C) + (E) | (F) | <u>(2,779,420)</u> | 26,909,809 |
| LESS : | | | |
| (i) Income Tax Paid / (Refund) | | 37,722 | 4,812 |
| | (G) | <u>37,722</u> | <u>4,812</u> |
| NET CASH FROM OPERATING ACTIVITIES (F) - (G) | (H) | <u>(2,817,142)</u> | <u>26,904,997</u> |
| 2 CASH FLOW FROM INVESTING ACTIVITIES | | | |
| (i) Dividend Income | | - | 21,270 |
| | (I) | <u>-</u> | <u>21,270</u> |
| LESS : | | | |
| (i) Purchase of Fixed Assets | | 103,868 | 935,937 |
| | (J) | <u>103,868</u> | <u>935,937</u> |
| NET CASH FROM INVESTING ACTIVITIES (I) - (J) | (K) | <u>(103,868)</u> | <u>(914,667)</u> |

| | | YEAR ENDED 31ST MARCH, 2017 Rupees | YEAR ENDED 31ST MARCH, 2016 Rupees |
|--|-----|--|--|
| 3 CASH FLOW FROM FINANCING ACTIVITIES | | | |
| (i) Increase/(Decrease) in Short Term Borrowings | | - | (19,497,648) |
| (ii) Interest Income | | 246,940 | 192,471 |
| | (L) | <u>246,940</u> | <u>(19,305,177)</u> |
| LESS : | | | |
| (i) Finance Costs | | 384 | 3,949,175 |
| (ii) Cash Discount | | - | 307,528 |
| | (M) | <u>384</u> | <u>4,256,703</u> |
| NET CASH FROM FINANCING ACTIVITIES (L) - (M) | (N) | <u>246,556</u> | <u>(23,561,880)</u> |
| NET CHANGE IN CASH & CASH EQUIVALENTS (H)+(K)+(N) | | <u>(2,674,454)</u> | <u>2,428,450</u> |
| CLOSING BALANCE OF CASH & CASH EQUIVALENTS | | <u>3,365,448</u> | <u>6,039,902</u> |
| OPENING BALANCE OF CASH & CASH EQUIVALENTS | | <u>6,039,902</u> | <u>3,611,452</u> |

As per our attached report of even date
For **MEHTA CHOKSHI & SHAH**
Chartered Accountants
FRN No.106201W

For & On Behalf of the Board

A.R.MEHTA (PARTNER)
M.NO.46088

B. I. Vaghani
Chairman
(DIN: 00067088)

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

P. B. Bhaya
CFO

29th May, 2017, Mumbai

29th May, 2017, Thane

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

1. GENERAL:

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

2. REVENUE RECOGNITION:

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

Sale of Products:

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

3. FIXED ASSETS:

Tangible

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

4. DEPRECIATION:

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

5. INVESTMENTS:

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

6. INVENTORIES:

Inventories are valued on the basis given below:

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

7. EMPLOYEE BENEFIT SCHEMES:

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

8. FOREIGN CURRENCY TRANSACTIONS:

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

9. EXCISE DUTY:

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

10. EARNING PER SHARE:

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

11. TAXES ON INCOME:

Provision for taxation has been made in accordance with the applicable income tax laws prevailing for the relevant assessment year.

Deferred Tax is recognised, subject to the consideration of prudence, on timing difference, being the differences between taxable income and accounting income that originate in once period and are capable of reversal in one or more subsequent periods.

Notes on Financial Statements for the Year ended 31st March, 2017

| | AS AT 31ST MAR, 2017 | | AS AT 31ST MAR, 2016 | |
|---|----------------------|------------------------|----------------------|------------------------|
| | Rupees | Rupees | Rupees | Rupees |
| NOTE NO. 1 : | | | | |
| SHARE CAPITAL : | | | | |
| Authorised : | | | | |
| 2,50,00,000 Equity Share of Rs.10/-each | | 250,000,000 | | 250,000,000 |
| Issued, Subscribed and Paid Up | | | | |
| 12,497,100 (Previous year 12,497,100) | | | | |
| Equity Shares of Rs.10/- each fully Paid up | | 124,971,000 | | 124,971,000 |
| Add: 2900 Equity Shares of Rs.10/- each Forfeited (Amount Paid Up Rs.5/- per share) | | 14,500 | | 14,500 |
| TOTAL :- | | 124,985,500 | | 124,985,500 |
| All of the above shares carry equal voting rights and there are no restrictions / preferences attached to any of the above shares. | | | | |
| NOTE NO. 1.1 : | | | | |
| Reconciliation of the number of shares outstanding | | No. of Shares | | No. of Shares |
| As per Last Balance Sheet | | 12,497,100 | | 12,497,100 |
| Closing Balance | | 12,497,100 | | 12,497,100 |
| NOTE NO. 1.2 : | | | | |
| Name of Shareholders holding more than 5% shares | No. of Shares | % | No. of Shares | % |
| 1 MADHUP BANSILAL VAGHANI | 756,985 | 6.06 | 756,985 | 6.06 |
| 2 CHIRANJIV ISHWARLAL VAGHANI | | - | 1,065,685 | 8.53 |
| 3 DINESH ISHWARLAL VAGHANI | 1,350,110 | 10.80 | 864,425 | 6.92 |
| 4 SHUBHKAM VENTURES INDIA PVT. LTD. | | - | 1,012,067 | 8.10 |
| 5 STRESSED ASSETS STABILIZATION FUND | | - | 1,015,754 | 8.13 |
| | 2,107,095 | 16.86 | 4,714,916 | 37.74 |
| NOTE NO. 2 : | | | | |
| RESERVE AND SURPLUS : | | | | |
| Securities Premium Reserve | | 266,044,545 | | 266,044,545 |
| Less: Premium on Forfeited Shares | | 130,500 | | 130,500 |
| Closing Balance | | 265,914,045 | | 265,914,045 |
| General Reserve | | | | |
| As per Last Balance Sheet | | 6,940,863 | | 6,940,863 |
| Closing Balance | | 6,940,863 | | 6,940,863 |
| Profit and Loss Account | | | | |
| As per Last Balance Sheet | | (2,153,864,142) | | (2,175,592,630) |
| Add : Profit for the year | | 9,076,514 | | 21,728,488 |
| Closing Balance | | (2,144,787,628) | | (2,153,864,142) |
| IDBI OTF Grant for ODS Phase Out | | | | |
| As per Last Balance Sheet | | 10,779,000 | | 10,779,000 |
| Closing Balance | | 10,779,000 | | 10,779,000 |
| The Company had during FY-1996-97 imported polyurethane dispensing unit, compatible of processing ozone friendly forming agent, valuing at Rs.1,07,79,000/- under the OTF conditional grant of World Bank through their co-ordinating agency viz. IDBI. The World Bank has conveyed/taken on record that the project has been physically and financially completed. IDBI has released the charged created pursuant to the deed of hypothecation dated April 30, 1996. | | | | |
| TOTAL :- | | (1,861,153,720) | | (1,870,230,234) |

Notes on Financial Statements for the Year ended 31st March, 2017

| | AS AT 31ST MAR, 2017 | | AS AT 31ST MAR, 2016 | |
|---|----------------------|-----------------------------|----------------------|-----------------------------|
| | Rupees | Rupees | Rupees | Rupees |
| NOTE NO. 3 : | | | | |
| <u>LONG - TERM BORROWINGS :</u> | | | | |
| <u>SECURED :</u> | | | | |
| <u>Term Loan From Other (Refer Note No.3 of 27)</u> | | 805,138,154 | | 805,138,154 |
| Term Loan from other is secured by hypothecation of stocks of raw material, semi-finished goods, finished goods, book debts and personal guarantee of some of the Directors and also the second charge over the Fixed Assets of the Company. | | | | |
| <u>UNSECURED :</u> | | | | |
| <u>Debentures (Refer Note No.3 of 27)</u> | | 20,000,000 | | 20,000,000 |
| 2,00,000 - 17% Redeemable Non Convertible Debentures of Rs. 100/- each fully paid-up. | | | | |
| Int. Accrued & due on Debentures | | 211,130,826 | | 211,130,826 |
| TOTAL :- | | <u>1,036,268,980</u> | | <u>1,036,268,980</u> |
| NOTE NO. 4 : | | | | |
| <u>LONG - TERM PROVISIONS :</u> | | | | |
| Provision For Excise Duty | | 20,725,518 | | 20,725,518 |
| <u>Provision For Employees Benefits:</u> | | | | |
| Provision For Gratuity (Refer Note No. 29) | | 630,166 | | 442,439 |
| TOTAL :- | | <u>21,355,684</u> | | <u>21,167,957</u> |
| NOTE NO. 5 : | | | | |
| <u>SHORT - TERM BORROWINGS :</u> | | | | |
| <u>SECURED :</u> | | | | |
| <u>From Banks (Refer Note No. 1 and 2 of 27)</u> | | 788,456,013 | | 788,456,013 |
| 1 Cash Credits and Overdrafts availed from Bank is secured by hypothecation of stocks of raw material, semi-finished goods, finished goods, book debts and personal guarantee of some of the Directors and also the second charge over the Fixed Assets of the Company. | | | | |
| TOTAL :- | | <u>788,456,013</u> | | <u>788,456,013</u> |
| NOTE NO. 6 : | | | | |
| <u>OTHER CURRENT LIABILITIES :</u> | | | | |
| Other Payables | | 15,414,035 | | 13,417,423 |
| TOTAL :- | | <u>15,414,035</u> | | <u>13,417,423</u> |
| NOTE NO. 7 : | | | | |
| <u>SHORT - TERM PROVISIONS :</u> | | | | |
| Provision For Gratuity (Refer Note No. 29) | | 121,789 | | 97,320 |
| Provision For Leave Encashment (Refer Note No. 29) | | 497,394 | | 556,756 |
| TOTAL :- | | <u>619,183</u> | | <u>654,076</u> |

Notes on Financial Statements for the Year ended 31st March, 2017

NOTE NO. 8 : FIXED ASSETS AS AT 31ST MARCH, 2017

(AMOUNT IN RUPEES)

| SR. NO. | Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|---------|---|--------------------|----------------|------------------------|--------------------|--------------------|--|---------------------------|--------------------|-------------------|-------------------|
| | | AS AT 01.04.2016 | Additions | Deletions/ Adjustments | AS AT 31.03.2017 | UPTO 01.04.2016 | Accumulated Depreciation On Deletions/ Adjustments | Depreciation for the year | UPTO 31.03.2017 | AS AT 31.03.2017 | AS AT 31.03.2016 |
| | TANGIBLE ASSETS : OWN ASSETS : | | | | | | | | | | |
| 1 | Land | 797,559 | - | - | 797,559 | - | - | - | - | 797,559 | 797,559 |
| 2 | Factory Building | 29,295,338 | - | - | 29,295,338 | 20,675,036 | - | 928,661 | 21,603,697 | 7,691,641 | 8,620,302 |
| 3 | Dies & Moulds | 185,547,784 | - | - | 185,547,784 | 178,240,839 | - | 981,717 | 179,222,556 | 6,325,228 | 7,306,945 |
| 4 | Machineries | 168,458,685 | - | - | 168,458,685 | 156,815,616 | - | 619,518 | 157,435,134 | 11,023,551 | 11,643,069 |
| 5 | Furniture & Fixtures | 14,323,898 | - | - | 14,323,898 | 12,511,333 | - | 229,486 | 12,740,819 | 1,583,079 | 1,812,565 |
| 6 | Electrical Installation | 9,638,885 | - | - | 9,638,885 | 9,158,989 | - | - | 9,158,989 | 479,896 | 479,896 |
| 7 | Vehicles | 6,746,424 | - | - | 6,746,424 | 6,409,105 | - | - | 6,409,105 | 337,319 | 337,319 |
| 8 | Office / Factory Equipments | 9,573,977 | 32,415 | - | 9,606,392 | 8,394,158 | - | 181,779 | 8,575,937 | 1,030,455 | 1,179,819 |
| 9 | Computer | 20,180,576 | - | - | 20,180,576 | 19,156,323 | - | 13,378 | 19,169,701 | 1,010,875 | 1,024,253 |
| 10 | Material Handling Equipments | 15,112,401 | - | - | 15,112,401 | 14,277,320 | - | 18,955 | 14,296,275 | 816,126 | 835,081 |
| 11 | Airconditioners | 1,965,395 | 71,453 | - | 2,036,848 | 1,720,546 | - | 13,416 | 1,733,962 | 302,886 | 244,849 |
| 12 | Godown | 4,821,475 | - | - | 4,821,475 | 1,496,004 | - | 76,179 | 1,572,183 | 3,249,292 | 3,325,471 |
| | TOTAL | 466,462,397 | 103,868 | - | 466,566,265 | 428,855,269 | - | 3,063,089 | 431,918,358 | 34,647,907 | 37,607,128 |
| | PREVIOUS YEAR | 465,526,460 | 935,937 | - | 466,462,397 | 425,304,866 | - | 3,550,403 | 428,855,269 | 37,607,128 | 40,221,594 |

NOTE NO. 9 :**NON-CURRENT INVESTMENTS :****OTHER INVESTMENTS :****In Equity Shares - Quoted Fully Paid Up**

Dena Bank

of Rs. 10/- each @ 30/- (Market Value Rs.188,160/-)

(a)

In Equity Shares - Unquoted Fully Paid Up

Milton Global Ltd.

of Rs. 10/- each @ Rs. 20/- each

Less: Provision for Diminution in Investments

(b)

| AS AT 31ST MAR, 2017 | | AS AT 31ST MAR, 2016 | |
|----------------------|-------------------|----------------------|-------------------|
| Rupees | Rupees | Rupees | Rupees |
| No. of Shares | | No. of Shares | |
| 4,900 | 147,000 | 4,900 | 147,000 |
| 4,900 | 147,000 | 4,900 | 147,000 |
| 1,500,000 | 30,000,000 | 1,500,000 | 30,000,000 |
| 1,500,000 | 30,000,000 | 1,500,000 | 30,000,000 |
| | 17,130,000 | | 15,615,000 |
| 1,500,000 | 12,870,000 | 1,500,000 | 14,385,000 |

Notes on Financial Statements for the Year ended 31st March, 2017

| | AS AT 31ST MAR, 2017 | | AS AT 31ST MAR, 2016 | |
|---|----------------------|-------------------|----------------------|-------------------|
| | Rupees | Rupees | Rupees | Rupees |
| In Preference Shares - Unquoted | | | | |
| Indowind Energy Ltd. 12% Non-Convertible Cumulative of Rs.100 Lakh each | 1 | 10,000,000 | 1 | 10,000,000 |
| | <u>1</u> | <u>10,000,000</u> | <u>1</u> | <u>10,000,000</u> |
| Less: Provision for Diminution in Investments | | 10,000,000 | | 10,000,000 |
| (c) | 1 | - | 1 | - |
| TOTAL :- | (d) =(a+b+c) | <u>1,504,901</u> | <u>13,017,000</u> | <u>1,504,901</u> |
| | | | | <u>14,532,000</u> |
| NOTE NO. 10 : | | | | |
| <u>LONG - TERM LOANS AND ADVANCES :</u> | | | | |
| <u>DEPOSITS :</u> | | | | |
| (Unsecured, Considered Good) | | | | |
| With Local Bodies | | 1,295,029 | | 1,297,598 |
| With Others | | 98,112 | | 98,112 |
| TOTAL :- | | <u>1,393,141</u> | | <u>1,395,710</u> |
| NOTE NO. 11 : | | | | |
| <u>INVENTORIES :</u> | | | | |
| (As taken, valued and certified by the Management) | | | | |
| Raw Materials | | 21,710,365 | | 18,636,813 |
| Finished Goods | | 6,821,471 | | 14,091,178 |
| Semi Finished Goods | | 3,056,213 | | 2,594,929 |
| Packing Materials | | 1,033,528 | | 1,507,687 |
| TOTAL :- | | <u>32,621,577</u> | | <u>36,830,607</u> |
| NOTE NO. 12 : | | | | |
| <u>TRADE RECEIVABLES :</u> | | | | |
| (Unsecured, Considered Good) | | | | |
| Exceeding six months | | 3,732,383 | | 6,281,801 |
| Others | | 37,935,745 | | 25,606,122 |
| | | <u>41,668,128</u> | | <u>31,887,923</u> |
| Less: Provision for Doubtful Debts | | 3,324,790 | | 3,324,790 |
| TOTAL :- | | <u>38,343,338</u> | | <u>28,563,133</u> |
| NOTE NO. 13 : | | | | |
| <u>CASH AND CASH EQUIVALENTS :</u> | | | | |
| Cash on Hand | | 232,374 | | 56,955 |
| Bank Balances | | 607,975 | | 3,513,051 |
| Fixed Deposit With Banks | | 2,525,099 | | 2,469,896 |
| Fixed Deposit With Banks include deposits of Rs.2,71,869/- (Previous Year Rs.19,03,430/-) with Maturity of more than 12 months | | | | |
| TOTAL :- | | <u>3,365,448</u> | | <u>6,039,902</u> |

Notes on Financial Statements for the Year ended 31st March, 2017

| | AS AT 31ST MAR, 2017 | | AS AT 31ST MAR, 2016 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | Rupees | Rupees | Rupees | Rupees |
| NOTE NO. 14 : | | | | |
| SHORT-TERM LOANS AND ADVANCES : | | | | |
| LOANS : | | | | |
| (Unsecured, Considered Good) | | | | |
| Loans To Staff | | 9,785 | | 5,000 |
| ADVANCES : | | | | |
| (Unsecured, Considered Good) | | | | |
| Advances to Others | | 36,627,284 | | 35,038,359 |
| TOTAL :- | | 36,637,069 | | 35,043,359 |
| NOTE NO.15 : | | | | |
| OTHER CURRENT ASSETS : | | | | |
| Deposits with Central Excise Authorities | | 3,143,783 | | 2,577,964 |
| Advance Payment of Income-tax | | 472,093 | | 434,371 |
| TOTAL :- | | 3,615,876 | | 3,012,335 |
| FOR THE YEAR ENDED | | | | |
| 31st MARCH, 2017 | | | | |
| | Rupees | Rupees | Rupees | Rupees |
| NOTE NO. 16 : | | | | |
| REVENUE FROM OPERATIONS : | | | | |
| Sale of Products | | 264,782,377 | | 389,293,349 |
| Less : Excise Duty | | 52,199,637 | | 77,580,664 |
| TOTAL :- | | 212,582,740 | | 311,712,685 |
| NOTE NO. 16.1 : | | | | |
| PARTICULARS OF SALE OF PRODUCTS : | | | | |
| Thermoware Items | | 260,759,801 | | 381,969,992 |
| Household Items | | 2,560 | | 846,983 |
| Polymers | | 745,533 | | 2,737,928 |
| Others | | 3,274,483 | | 3,738,446 |
| TOTAL :- | | 264,782,377 | | 389,293,349 |
| NOTE NO. 17 : | | | | |
| OTHER INCOME : | | | | |
| Interest Income | | 246,940 | | 192,471 |
| Dividend Received | | - | | 21,270 |
| Miscellaneous Income | | 2,809 | | 852,210 |
| Sundry Balances Written Back (Net) | | 523,377 | | - |
| TOTAL :- | | 773,126 | | 1,065,951 |

Notes on Financial Statements for the Year ended 31st March, 2017

| | FOR THE YEAR ENDED 31st MARCH, 2017 | | FOR THE YEAR ENDED 31st MAR, 2016 | |
|---|--|--------------------|--------------------------------------|--------------------|
| | Rupees | Rupees | Rupees | Rupees |
| NOTE NO. 18 : | | | | |
| <u>COST OF MATERIALS CONSUMED :</u> | | | | |
| | Rupees | % | Rupees | % |
| Imported | - | - | - | - |
| Indigenous | 141,353,493 | 100 | 209,119,069 | 100 |
| TOTAL :- | 141,353,493 | 100 | 209,119,069 | 100 |
| <u>PARTICULARS OF MATERIALS CONSUMED (Indigenous) :</u> | | | | |
| Polymers | | 28,275,452 | | 42,421,989 |
| Insulation Materials | | 7,807,299 | | 14,071,890 |
| Master Batch | | 1,505,646 | | 2,069,325 |
| Colours | | 75,865 | | 92,899 |
| Steel | | 71,698,536 | | 104,133,110 |
| Refills | | 2,871,555 | | 1,694 |
| Foils | | 2,461,904 | | 3,152,371 |
| Packing Materials | | 16,742,342 | | 26,524,120 |
| Other B O P | | 9,914,894 | | 16,651,671 |
| TOTAL :- | | 141,353,493 | | 209,119,069 |
| NOTE NO. 19 : | | | | |
| <u>INCREASE/(DECREASE) IN STOCKS OF FINISHED GOODS AND SEMI-FINISHED GOODS :</u> | | | | |
| <u>Closing Stock :</u> | | | | |
| Finished Goods | 6,821,471 | | 14,091,178 | |
| Semi-Finished Goods | 3,056,213 | | 2,594,929 | |
| | | 9,877,684 | | 16,686,107 |
| <u>Less : Opening Stock :</u> | | | | |
| Finished Goods | 14,091,178 | | 15,903,271 | |
| Semi-Finished Goods | 2,594,929 | | 4,140,400 | |
| | | 16,686,107 | | 20,043,671 |
| TOTAL :- | | (6,808,423) | | (3,357,564) |
| NOTE NO. 20 : | | | | |
| <u>EMPLOYEES BENEFIT EXPENSES :</u> | | | | |
| Salaries, Wages and Bonus | | 17,848,656 | | 21,571,168 |
| Contribution to Provident And Other Funds | | 724,676 | | 1,119,955 |
| Staff Welfare Expenses | | 404,180 | | 515,936 |
| TOTAL :- | | 18,977,512 | | 23,207,059 |
| NOTE NO. 21 : | | | | |
| <u>FINANCE COSTS :</u> | | | | |
| Interest Expenses | | 384 | | 3,949,175 |
| Bank Charges | | 16,024 | | 8,063 |
| TOTAL :- | | 16,408 | | 3,957,238 |

Notes on Financial Statements for the Year ended 31st March, 2017

| | FOR THE YEAR ENDED 31st MARCH, 2017 | | FOR THE YEAR ENDED 31st MAR, 2016 | |
|--|--|-------------------|--------------------------------------|-------------------|
| | Rupees | Rupees | Rupees | Rupees |
| NOTE NO. 22 : | | | | |
| OTHER EXPENSES : | | | | |
| MANUFACTURING EXPENSES : | | | | |
| Labour & Moulding Charges | 18,345,978 | | 28,230,143 | |
| Power & Fuel | 540,197 | | 674,505 | |
| Rates & Taxes | 31,157 | | 68,872 | |
| Repairs & Maintenance - Factory Building | 131,734 | | 140,523 | |
| Repairs & Maintenance - Machinery | 86,513 | | 104,201 | |
| Repairs & Maintenance - Others | 360,600 | | 740,938 | |
| Security Charges | 1,297,398 | | 1,178,444 | |
| | | 20,793,577 | | 31,137,626 |
| SELLING & DISTRIBUTION EXPENSES : | | | | |
| Freight and Transport Charges | 3,846,463 | | 5,071,437 | |
| Commission and Discount | - | | 572,028 | |
| Advertisement and Sales Promotion Expenses | 57,588 | | 91,731 | |
| | | 3,904,051 | | 5,735,196 |
| OFFICE & ADMINISTRATIVE EXPENSES : | | | | |
| Insurance | 237,263 | | 279,778 | |
| Postage, Telegram and Telephones | 438,490 | | 515,692 | |
| Travelling and Conveyance | 528,330 | | 778,163 | |
| Consultancy, Professional, Legal and Other Charges | 1,166,193 | | 1,101,565 | |
| Payment to Auditors | 330,014 | | 400,885 | |
| Rent | 2,789,200 | | 3,403,200 | |
| Provision for Diminution in Investments | 1,515,000 | | - | |
| Bad Debts | - | | 53,113 | |
| Miscellaneous Expenses | 1,620,901 | | 1,756,869 | |
| | | 8,625,391 | | 8,289,265 |
| TOTAL :- | | 33,323,019 | | 45,162,087 |
| PAYMENT TO AUDITORS : | | | | |
| For Statutory Audit | | 150,000 | | 90,000 |
| For Tax Audit | | 40,000 | | 20,000 |
| For Income Tax | | 107,500 | | 260,000 |
| For Certification | | 22,500 | | 22,500 |
| For Out of Pocket Exps | | 10,014 | | 8,385 |
| TOTAL :- | | 330,014 | | 400,885 |

MPL PLASTICS LIMITED

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

| 24. Contingent Liability in respect of: | AS AT 31ST MARCH,2017 RUPEES | AS AT 31ST MARCH,2016 RUPEES |
|--|---------------------------------|---------------------------------|
| (a) Guarantee issued by Banks in favour of various Central & State Government Department and Local Bodies. | 2,516,093 | 2,516,093 |
| (b) Demands under Excise Act, disputed in appeal. | 20,972,557 | 15,766,014 |
| (c) Demands under Income Tax Act, disputed in appeal. | 7,703,476 | 7,703,476 |

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

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

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

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

The Company was registered as a Sick Industrial Company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), and a scheme for its rehabilitation was under consideration of the Hon'ble Board for Industrial and Financial Reconstruction, the Authority constituted under SICA. Pursuant to repeal of SICA effective December 1, 2016, the Reference of the Company under SICA stood abated, with an opportunity to the Company to file an Application, if considered appropriate, under Insolvency Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal (NCLT) within 180 days of aforesaid abatement. The Strategic Investor, who holds the debt repayable by the Company and charge on assets of the Company, has allowed the Company moratorium from repayment of its debt. The Company therefore, is not in default towards its financial creditors, and does not consider that it should be filing an Application before the Hon'ble NCLT.

27. Borrowings from Banks and Term Lenders:

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

The Company's borrowings were restructured by SCB (member of consortium of lenders) in 2002, which have been fully repaid by the Company and charge over assets of the Company stand released during the year.

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

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

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

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

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

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

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

Defined Contribution Plans

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

| Particulars | 2016-17 | 2015-16 |
|---|---------|---------|
| Employer's Contribution to Provident Fund | 281,093 | 378,455 |
| Employer's Contribution to Pension Fund | 375,315 | 646,222 |

Defined Benefit Plan

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

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

| | Gratuity | | Leave Encashment | |
|---|-----------|-------------|------------------|---------|
| | (Funded) | | (Unfunded) | |
| | 2016-17 | 2015-16 | 2016-17 | 2015-16 |
| Defined Benefit Obligation at beginning of year | 1,688,195 | 1,672,815 | 556,756 | 902,913 |
| Current Service Cost | 325,043 | 300,025 | 210,736 | 365,800 |
| Interest Cost | 119,115 | 91,232 | - | - |
| Actuarial (gain)/loss | 289,837 | 688,950 | - | - |
| Benefits Paid | (229,363) | (1,064,827) | 270,098 | 711,957 |
| Defined Benefit Obligation at year end | 2,192,827 | 1,688,195 | 497,394 | 556,756 |

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

| | Gratuity (Funded) | |
|--|-------------------|-------------|
| | 2016-17 | 2015-16 |
| Fair Value of Plan Assets at beginning of year | 1,148,436 | 879,696 |
| Expected Return on Plan Assets | 103,900 | 85,400 |
| Actuarial gain/(loss) | (3,427) | (9,569) |
| Employer contribution | 421,326 | 1,257,736 |
| Benefits Paid | (229,363) | (1,064,827) |
| Fair Value of Plan Assets at year end | 1,440,872 | 1,148,436 |
| Actual Return on Plan Assets | 100,473 | 75,831 |

III) Reconciliation of Fair value of Assets and obligations

| | Gratuity (Funded) | | Leave Encashment (Unfunded) | |
|------------------------------------|-------------------|-----------|-----------------------------|---------|
| | As at 31st March | | As at 31st March | |
| | 2017 | 2016 | 2017 | 2016 |
| Fair Value of Plan Assets | 1,440,872 | 1,148,436 | - | - |
| Present value of obligation | 2,192,827 | 1,688,195 | 497,394 | 556,756 |
| Amount recognised in Balance Sheet | (751,955) | (539,759) | 497,394 | 556,756 |

IV) Expenses recognised during the year

| | Gratuity (Funded) | | Leave Encashment (Unfunded) | |
|--------------------------------|-------------------|------------------|-----------------------------|----------------|
| | 2016-17 | 2015-16 | 2016-17 | 2015-16 |
| Current Service Cost | 325,043 | 300,025 | 210,736 | 365,800 |
| Interest Cost | 119,115 | 91,232 | - | - |
| Expected Return on Plan Assets | (103,900) | (85,400) | - | - |
| Actuarial gain/(loss) | 293,264 | 698,519 | - | - |
| Net Cost | 633,522 | 1,004,376 | 210,736 | 365,800 |

V) Investment Details

| | % Invested | |
|---------------------------------|------------------------------------|------------------------------------|
| | As at 31 st March, 2017 | As at 31 st March, 2016 |
| GOI securities | - | - |
| Public Securities | - | - |
| State Government Securities | - | - |
| Insurance Policies | 65.71 | 68.03 |
| Other (including bank balances) | 34.29 | 31.97 |
| | 100.00 | 100.00 |

MPL PLASTICS LIMITED

VI) Actuarial assumptions

| | Gratuity (Funded) | | Leave Encashment (Unfunded) | |
|--|-----------------------|-----------------------|-----------------------------|-----------------------|
| | 2016-17 | 2015-16 | 2016-17 | 2015-16 |
| Mortality Table (LIC) | 1994-96 (Ultimate) | 1994-96 (Ultimate) | 1994-96 (Ultimate) | 1994-96 (Ultimate) |
| Discount Rate (per annum) | 7.45% | 7.57% | 7.45% | 8.00% |
| Expected Rate of return on plan assets (per annum) | 8.35% | 8.35% | - | - |
| Rate of escalation in salary (per annum) | 5.00% | 5.00% | 4.00% | 4.00% |

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

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

30. The entire operation of the Company relates to only one segment viz. Thermoware Products. Hence as per AS(17) issued by ICAI, there is only one reportable segment.
31. As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

(a) List of Related Parties with whom transactions have taken place and Relationships:

| Sr. No. | Name of the Related Party | Relationship |
|---------|--------------------------------|--|
| 1. | Key Managerial Personnel (KMP) | Pankaj Bhaya (Chief Financial Officer) |

Note: Related parties have been identified by the management.

Disclosure of related party transactions during the year ended 31st March, 2017 and balances outstanding as at 31st March, 2017 is given in financial statement.

(b) Transactions during the year with Related Parties:

| Sr. No. | Nature of Transaction | Key Managerial Personnel | Amount (Rs) |
|---------|------------------------------|--------------------------|--------------------------|
| | | | Total |
| 1. | Remuneration (Previous Year) | 1,393,089 (1,387,286) | 1,393,089 (1,387,286) |

32. The Company has not yet identified the total amount due to micro, small and medium scale enterprises.
33. The Basic Earning per share of the Company is Rs. 0.73 as defined in Accounting Standard 20 issued by ICAI.
34. The Company does not have any deferred tax liability as envisaged in Accounting standard 22 issued by the ICAI.
35. **Specified Bank Notes Discloser (SBNs)**

In accordance with the MCA Notification G.S.R. 308 (E) dated March 30, 2017 details of Specified Bank Notes (SBN) and Other Denomination Notes (ODN) held and transacted during the period from November 8, 2016 to December 30, 2016 is given below :

| Particulars | SBNs | ODNs | Total |
|---------------------------------------|-----------|-----------|-------------|
| Closing cash on hand as on 08.11.2016 | 678,500 | 50,442 | 728,942 |
| (+) Non Permitted receipts | - | - | - |
| (+) Permitted receipts | - | 1,056,473 | 1,056,473 |
| (-) Permitted payments | - | (439,719) | (439,719) |
| (-) Amount deposited in Banks | (678,500) | (328,060) | (1,006,560) |
| Closing cash on hand as on 30.12.2016 | - | 339,136 | 339,136 |

36. Figures of the previous year have been regrouped and reclassified wherever necessary.
37. The amounts in the Balance Sheet & Statement of Profit & Loss are rounded off to the nearest rupee.

Signatures to Notes to Financial Statements 1 to 37

As per our attached report of even date
For **MEHTA CHOKSHI & SHAH**
Chartered Accountants
FRN No.106201W

A.R.MEHTA (PARTNER)
M.NO.46088

For & On Behalf of the Board

B. I. Vaghani
Chairman
(DIN: 00067088)

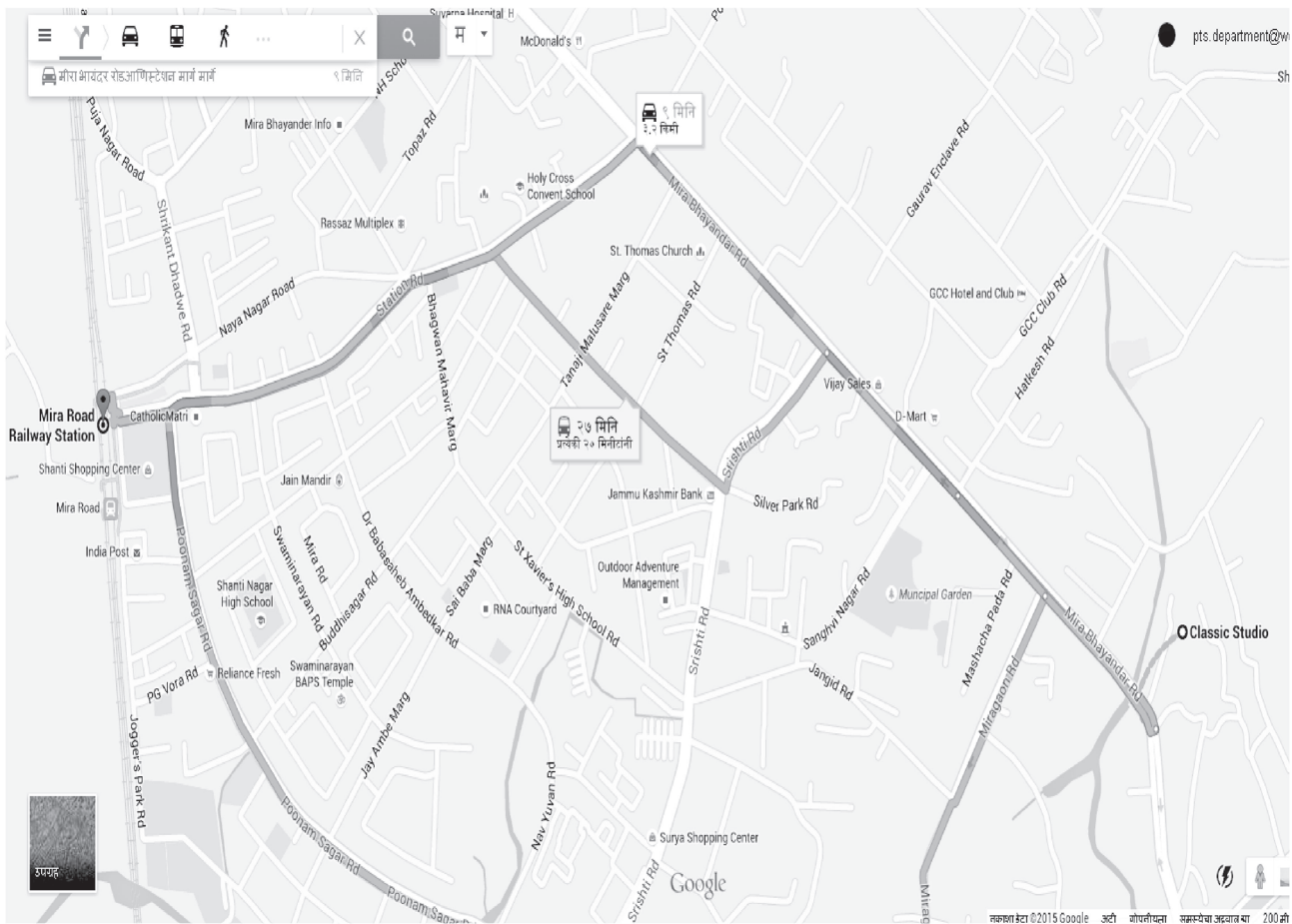
M. B. Vaghani
Wholetime Director
(DIN: 00067115)

P. B. Bhaya
CFO

29th May, 2017, Mumbai

29th May, 2017, Thane

Route Map to the Venue of the Annual General Meeting



MPL PLASTICS LIMITED

CIN : L25209MH1992PLC066635

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

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

PROXY FORM

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

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

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

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **25th Annual General Meeting** of the Company, to be held on Monday, 25th September, 2017 at 9.30 a.m. at Regd.Office: 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane. Pin 401104 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

| Resolutions | For | Against |
|--|-----|---------|
| 1. Consider and adopt Audited Financial Statement for the year ended 31 st March, 2017, Reports of the Board of Directors and Auditors. | | |
| 2. Reappointment of Mr. Bansilal I. Vaghani as Director of the Company liable to retire by rotation. | | |
| 3. Reappointment of Mr. Madhup B. Vaghani as Director of the Company liable to retire by rotation. | | |
| 4. Appointment of Auditors and fixing their remuneration. | | |
| 5. Reappointment of Mr.Viren Bhimani as Independent Director of the Company | | |
| 6. Reappointment of Mr.Devendra Negi as Independent Director of the Company | | |

* Applicable for investors holding shares in electronic form.

Affix a
15 paise
Revenue
Stamp

Signed this _____ day of _____ 2017

Signature of Shareholder

Notes:

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

If undelivered, please return to:

MPL PLASTICS LIMITED

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