



**Ecoplast Ltd.**

Tel. No: 022-26833452 /1403  
E-mail: info@ecoplastindia.com  
Website: www.ecoplastindia.com

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Head Office : Unit No.1309 & 1310, Thirteenth Floor, Hubtown Solaris, N.S. Phadke Road,  
Opp.Telli Galli, Near East-West Flyover, Andheri East, Mumbai-400069  
CIN-L25200GJ1981PLC004375

Thursday, August 18, 2022

To  
BSE Limited  
P. J. Towers, Dalal Street,  
Fort, Mumbai 400001

Scrip code: 526703  
Sub.: Notice of the 40<sup>th</sup> Annual General Meeting (AGM)

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of 40<sup>th</sup> Annual General Meeting scheduled to be held on Saturday, 24th September 2022 at 12.00 noon at 'Shantivan Resort', Atul-Valsad Road, Vashiyar, Valsad- 396001, Gujarat.

We request you to take the same on record.

Thanking you

Yours faithfully  
**For Ecoplast Limited**

Rakesh Kumar Kumawat  
Company Secretary & Compliance Officer

Encl: As above

## NOTICE

Notice is hereby given that the **40<sup>th</sup> Annual General Meeting** of the members of Ecoplast Limited will be held on Saturday, 24<sup>th</sup> September 2022 at 12.00 noon at 'Shantivan Resort', Atul-Valsad Road, Vashiyar, Valsad- 396001, Gujarat to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Atul Baijal (DIN: 09046341) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint the Statutory Auditors and fix their remuneration:

To consider and if thought fit, 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, along with the relevant Rules made thereunder, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Y.B. Desai & Associates, Chartered Accountants (Firm Registration No. 102368W), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 45th Annual General Meeting to be held in the year 2027, on such remuneration and terms and conditions as set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to decide and/ or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit.”

### **SPECIAL BUSINESS:**

4. To approve revision in the remuneration payment to Mr. Atul Baijal, Whole-time Director of the Company:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 197, 198 and Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactment thereof, for the time being in force) and the Special Resolution passed at the 39<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> August, 2021, the approval of the Members be and is hereby accorded for revision in remuneration payable to Mr. Atul Baijal (DIN: 09046341), Whole-time Director of the Company w.e.f. 1st April, 2022 for the remaining tenure of his appointment, as set out in the explanatory statement annexed to this notice, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee), in the exercise of its

discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Atul Baijal as Whole-time Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Mr. Atul Baijal the said remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this resolution and/or to make any modification as may be deemed to be in the best interest of the Company.”

Registered Office:  
National Highway No. 8,  
Water Works Cross Road,  
Abrama, Valsad- 396002, Gujarat  
CIN: L25200GJ1981PLC004375  
Tel: 02632 226157  
E-mail: investor@ecoplastindia.com  
Website: www.ecoplastindia.com

By Order of the Board

Rakesh Kumar Kumawat  
Company Secretary &  
Compliance Officer

Date: 27<sup>th</sup> May, 2022

Place: Valsad

## Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”), which sets out details relating to the special business at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND IN HOLDING NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES/ AUTHORISED REPRESENTATIONS SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
3. Brief Details of the directors, who are seeking appointment/re-appointment, are provided in the Notice as provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 17<sup>th</sup> September, 2022 to Saturday 24<sup>th</sup> September, 2022 (both days inclusive).

5. Members seeking any information with regard to the Accounts are requested to write to the Company at least seven days prior to the meeting, so as to enable the Management to keep the information ready at the Meeting.

6. All correspondence relating to change of address, dividend mandates etc. should be sent to the Registrar & Share Transfer agents quoting their folio numbers only at the following address:

M/s TSR Consultants Private Limited (RTA), C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400083.

7. In terms of Section 124 of the Companies Act, 2013 dividends remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company shall be transferred by the Company to the Investor Education and Protection Fund Authority established by the Central Government pursuant to sub-section (1) of Section 125 of the Companies Act, 2013. In terms of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been claimed for seven consecutive years or more shall also be transferred by the company to the demat account of Investor Education and Protection Fund Authority. Any claimant of shares transferred as above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund Authority in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in web Form No. IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)).

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding share in physical form can submit their PAN details to the Company.

9. In view of Regulation 40 of the Listing Regulations, as amended with effect from April 1, 2019, securities of listed companies can now be transferred only in the dematerialized form, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are therefore requested to convert their holdings into the dematerialized mode to avoid loss of shares and fraudulent transactions and better investor servicing.

10. The Notice of the AGM along with the Annual Report for the FY 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless the Member has requested for a physical copy of the same. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with RTA/ Depositories.

11. Members may also note that this Notice of the Annual General meeting and the Annual Report for the year 2021-22 will be also available on the Company's Website: [www.ecoplastindia.com](http://www.ecoplastindia.com) for download.

12. All documents referred to in the notice of the Meeting and explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 A.M. and 1.00 P.M. except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.

13. A route map giving directions to reach the venue of the 40<sup>th</sup> Annual General Meeting is given at the end of the Notice.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars and the SEBI Circular, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.
15. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH-13 (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
16. Process and manner for remote e-voting are as under:

## **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Wednesday, 21<sup>st</sup> September, 2022 (9.00 AM) and ends on Friday, 23<sup>rd</sup> September, 2022 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 17<sup>th</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Voting at the AGM Shall be through physical ballot paper. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select new system Myeasi.</li> <li>2. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL Ide-AS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</li> <li>2) If the user is not registered for Ide-AS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal</li> </ol>

	Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders other than individual holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders 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 Ecoplast Limited.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [eco.scrutinizer@gmail.com](mailto:eco.scrutinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA's i.e. [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in)

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

17. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday 17<sup>th</sup> September, 2022.
18. If a Member casts votes by remote e-voting and at the AGM through Ballot, then vote cast through remote e-voting shall prevail and vote cast through Ballot at the AGM shall be treated as invalid. 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.
19. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, change of address etc. to their Depository Participants only and not to the Company's Registrar and Transfer Agent. Changes intimated to the Depository Participants will be automatically reflected in the Company's records. The Members holding securities in physical form are requested to send a written request duly signed by the member to the Registrar and Transfer Agent i.e. TSR Consultants Private Limited or the Company Secretary of the Company, which will

# Ecoplast Ltd

help the Company and its Registrar and Transfer Agent to provide efficient and better service to the members.

20. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company/Share transfer agent enclosing their certificates to enable the Company to consolidate their holdings in one folio
21. Members are requested to bring their copies of Annual Report at the meeting along with attendance slip.
22. In case of joint holders attending the meeting, the joint holder who is higher in the order of name will be entitled to vote at the meeting.
23. Corporate Members intending to send their Authorised Representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the Annual General Meeting.
24. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
25. Mr. P.N. Parikh (Membership No FCS: 327 CP: 1228) and failing him Mr. Mitesh Dhaliwala (Membership No FCS : 8331, CP : 9511) of Parikh & Associates., Practicing Company Secretaries, (Address : 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl Estate, Off Link Road, Andheri (West), Mumbai - 400053.) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and votes cast at the AGM in a fair and transparent manner.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting, scrutinize the vote casted through remote e-voting and voting at the meeting and make not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
27. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ecoplastindia.com](http://www.ecoplastindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two working days of conclusion of the AGM of the Company and communicated to BSE Limited. The results shall also be placed on the notice board at the Registered Office of the Company.

Registered Office:  
National Highway No. 8,  
Water Works Cross Road, Abrama,  
Valsad- 396002, Gujarat  
CIN: L25200GJ1981PLC004375  
Tel: 02632 226157  
E-mail : [investor@ecoplastindia.com](mailto:investor@ecoplastindia.com),  
Website : [www.ecoplastindia.com](http://www.ecoplastindia.com)

By Order of the Board  
**For Ecoplast Limited**

Rakesh Kumar Kumawat  
Company Secretary &  
Compliance Officer

Place: Valsad  
27<sup>th</sup> May, 2022

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURUSANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“Act”)

The following Statement sets out the material facts relating to the Ordinary Business/ Special Business mentioned in the accompanying notice:

#### ITEM NO. 3:

In accordance with the provisions of Section 139 of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 (the Act) M/s. Y.B. Desai & Associates, Chartered Accountants (Firm Registration No. 102368W), were appointed as the Statutory Auditors of the Company at the 35<sup>th</sup> Annual General Meeting for a first term of 5 years to hold office up to the conclusion of this Annual General Meeting. M/s. Y.B. Desai & Associates would be completing first term of their appointment at this Annual General Meeting and are eligible for re-appointment for second term of five years.

M/s. Y.B. Desai & Associates have consented to act as Statutory Auditors of the Company up to the 45<sup>th</sup> Annual General Meeting of the Company and given a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the compliance of the Act and that they are eligible to hold office as Statutory Auditors of the Company.

The Board of Directors at their meeting held on 27<sup>th</sup> May, 2022 based on the recommendation of the Audit Committee, have recommended the re-appointment of M/s. Y.B. Desai & Associates as the Statutory Auditors of the Company for second term of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting to be held in the year 2027, subject to approval of the shareholders of the company in the upcoming AGM.

Terms and conditions of re-appointment as the Statutory Auditors are as under:

1. Term of Re-appointment: five years from the conclusion of this AGM till the conclusion of 45<sup>th</sup> Annual General Meeting to be held in the year 2027.
2. The Proposed Remuneration to be paid to the Statutory Auditors: Rs. 4,50,000 Per Annum plus applicable taxes, travelling and other out of pocket expenses incurred by them in connection with the Statutory Audit of the Company.

The Proposed Remuneration is based on the knowledge, expertise, industry experience, time and efforts required to be put in by M/s. Y.B. Desai & Associates during their association with the company. The proposed fee is also in line with the industry benchmarks. The Board and Audit Committee may alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration etc. during the term of five years as may be mutually agreed with the Statutory Auditors.

#### Credentials:

Y. B. Desai & Associates established in the year 1987. Y. B. Desai & Associates is registered with the Institute of Chartered Accountants of India having Firm Registration No. 102368W. The Registered Office of the Firm is: 1/573, Gajanan Chamber, Bs. Anand Hospital, Por Street, Nanpura, Surat- 395001, Gujarat. The firm has a valid peer review certificate from ICAI and providing chartered accountancy services and has over the years maintained motivated work force, client retention, high integrity, dedication, sincerity, quality of service and professionalism.

None of the Directors, Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise in this resolution.

## ITEM NO.4:

The Members of the Company had appointed Mr. Atul Baijal as Whole-time Director of the Company for a period of 3 years with effect from 11<sup>th</sup> February, 2021 on the terms and conditions of appointment and payment of remuneration as set out in the resolution approved by the members at the 39<sup>th</sup> Annual General Meeting (“AGM”) held on 28th August, 2021. The Shareholder delegated power to Board of Director (which expression shall also include the Nomination and Remuneration Committee) to grant increments and to alter and vary the terms and conditions of the said appointment but in the said resolution the increment range was not specified.

Therefore considering significant activities and responsibilities borne by the Whole-time Director and the industry standards, the Board of Directors of the Company recommended the special resolution set out in Item No. 4 of the notice for approval of revision in the payment of remuneration to Mr. Atul Baijal, Whole-time Director of the Company with effect from 1st April, 2022 for the remaining period of his appointment, within the limits specified under Schedule V of the Companies Act, 2013 as amended from time to time as under:

The terms of revised remuneration payable to Mr. Atul Baijal, Whole-time Director with effect from 1<sup>st</sup> April, 2022 are set out below:

1. Basic Salary: Rs. 3,17,000 per month (Rupees three lakh seventeen thousand) per month.
2. Perquisites: In addition to the aforesaid salary the Whole-time Director shall be entitled to the following perquisites:
  - i. Leave Travel Allowance of Rs. 9,810 per month.
  - ii. Medical Allowance of Rs. 2,622 per month.
  - iii. Company contribution to National Pension Scheme of Rs. 31,700 per month.
  - iv. Bonus as per the Company rules.

The above perquisites shall be evaluated as per the Income tax Rules wherever applicable. In the absence of such rules, perquisites will be evaluated at actual costs.

Notwithstanding anything to the contrary here in contained, where, in any financial year during the currency of the tenure of Mr. Atul Baijal as the Whole Time Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Whole Time Director, the above salary and perquisites, as Minimum Remuneration including time-to-time increments subject to the ceiling limits provided in Schedule V of the Companies Act, 2013.

The Whole Time Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
- ii. Gratuity payable at the rate not exceeding half a month’s Salary for each completed year of service.
- iii. Encashment of un-enjoyed leaves as per the Company’s Rules at the end of his tenure as Whole-time Director.
- iv. Company will reimburse Actual Cost of repair to vehicle owned by Mr. Atul Baijal.
- v. Company will Reimburse Actual cost of Fuel incurred by Mr. Atul Baijal.
- vi. Company will reimburse Actual Driver Salary subject to Rs. 19,000 per month.
- vii. Medclaim and Personal Accident insurance Policy as per the Company’s Rules.

# Ecoplast Ltd

All income tax and other impositions, if any, in respect of Mr. Atul Baijal's remuneration shall be calculated by the Company and deducted in accordance with the applicable provisions of the Income tax law for the time being in force.

The increments of Mr. Atul Baijal be effective from 1<sup>st</sup> April every year, as may be decided by the Board of Director of the Company with the scale of Rs. 4,48,122 to Rs. 5,05,000/- per month during the remaining tenure of his appointment. This scale amount includes basic salary, leave travel allowance, medical allowance, contribution into Provident Fund, Superannuation Fund, National pension fund and bonus.

All other terms and conditions of appointment as approved by the Company in General Meeting remain unchanged.

The Board of Directors recommends Resolutions at Item No. 4 as a Special Resolution for approval of the members.

None of the Directors, KMPs, and their relatives except Mr. Atul Baijal are in any way concerned or interested, financially or otherwise in the above resolution.

Further following additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 is given below.:

## I. General Information:

- 1) **Nature of Industry:** Manufacturing Industry- Plastics
- 2) **Date or expected date of Commencement of Commercial production:**  
The Company has been in the business since 1982.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- 4) **Financial performance based on given indicators:**

(Rs. in 000')

	2019-20	2020-21	2021-22
Turnover	9,62,225	7,53,726	9,41,143
Net profit	33,885	2,354	-17,406
Amount of Dividend paid	4500	-	-
Rate of Dividend declared	15%	-	-

- 5) **Foreign investments or collaborations, if any:**

The Company has not entered into any foreign collaborations. The Company has not made any foreign investments.

## II. Information about the appointee:

### Mr. Atul Baijal, Whole-time Director

#### 1) Background details:

**Name:** Mr. Atul Baijal

**Designation:** Whole-time Director

**Father's name:** Jai Kishandas Baijal

**Nationality:** Indian

**Date of Birth:** 06/08/1965

**Qualifications:** BSC, Post Graduate Diploma in Plastics Testing and Quality Control, Executive MBA

- 2) **Experience:** 36 years
- 3) **Past remuneration:** The gross remuneration paid to him as the Whole-time Director of the Company in the year 2021-22 was Rs. 53.74 lacs.
- 4) **Recognition or awards:** Nil
- 5) **Job profile and his suitability:** The Whole-time Director shall be responsible for the whole operations of the Company and to do all acts and things under the supervision and guidance of Managing Director of the Company, which in the ordinary course of business, he considers necessary or proper or in the interest of the Company. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
- 6) **Remuneration proposed:** As mentioned above.
- 7) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**  
Taking into consideration the size of the Company, the profile of Mr. Atul Baijal, his Responsibilities and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- 8) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**  
Besides the remuneration proposed to be paid to him, Ms. Atul Baijal or any of his relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

### III. Other Information:

- 1) **Reasons of loss or Inadequate profits:**  
The company has incurred losses during the year under review due to adverse market conditions, impairment loss and loss due to fire accounted during the year.
- 2) **Steps taken or proposed to be taken for improvement:**  
Cost Control, focus on high value-added goods, adding new customers.
- 3) **Expected increase in productivity and profits in measurable terms etc:** It is unable to predict the increase in productivity and profits in measurable terms.

### IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Corporate Governance Report under the heading details of Remuneration paid to Directors for the year ended 31<sup>st</sup> March, 2022.

Registered Office:  
National Highway No. 8,  
Water Works Cross Road, Abrama,  
Valsad- 396002, Gujarat  
CIN: L25200GJ1981PLC004375  
Tel: 02632 226157  
E-mail : investor@ecoplastindia.com,  
Website : www.ecoplastindia.com

Place: Valsad  
Date: 27<sup>th</sup> May, 2022

By Order of the Board  
**For Ecoplast Limited**  
  
Rakesh Kumar Kumawat  
Company Secretary &  
Compliance Officer

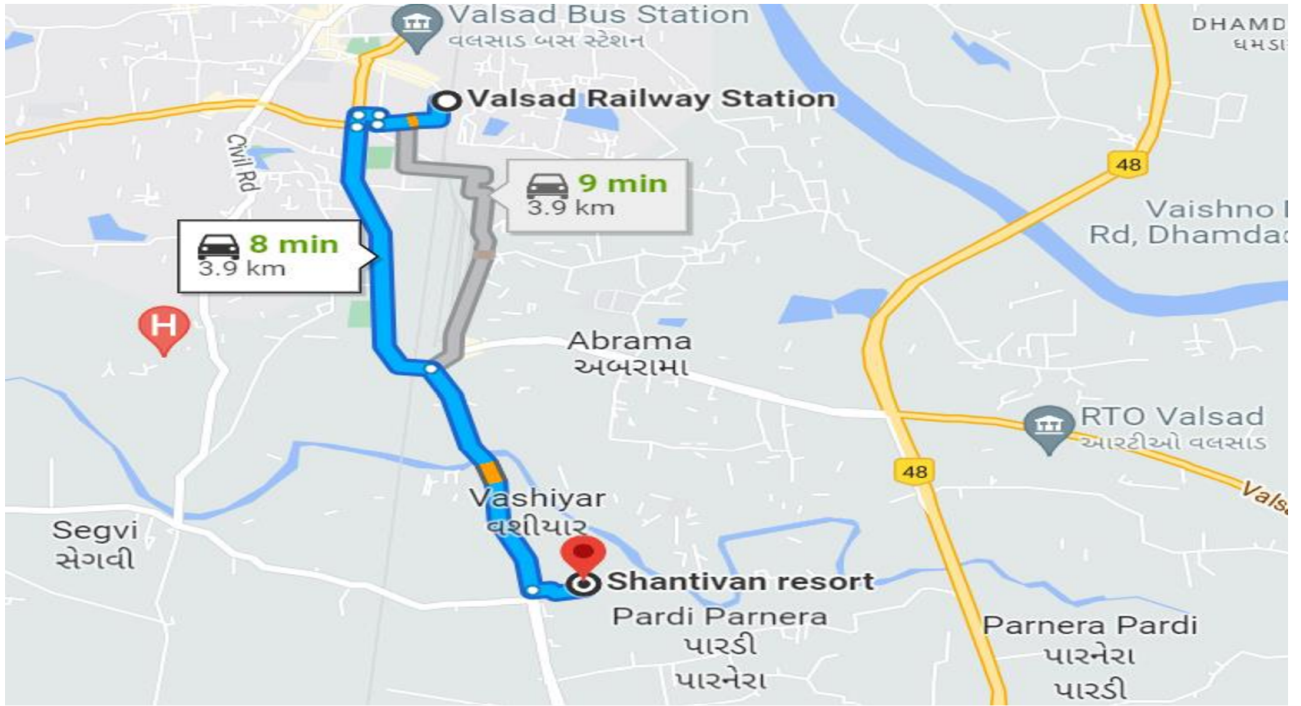
## Details of Directors being appointed/ re-appointed as required under Secretarial Standards-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Atul Baijal
Date of Birth, Age	06/08/1965, 56 Year
DIN	09046341
Nationality	Indian
Date of appointment	11/02/2021
Qualification	BSC, Post Graduate Diploma in Plastics Testing and Quality Control, Executive MBA
Expertise in specific functional areas	He is having over 36 years of rich business experience across various positions.
Shareholding in the Company	Nil
Directorships held in other Companies	Synergy Films Private Limited
Membership/ Chairmanship of Committees of other Companies	-
Relationship between Directors inter se	N.A.

For other details such as number of meetings of the Board attended during the year, remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.

## ROUTE MAP TO THE VENUE OF AGM: 'SHANTIVAN RESORT', ATUL-VALSAD ROAD, VASHIYAR, VALSAD- 396001, GUJARAT.

### Route from Valsad Railway Station



### Route from Dharmpur Valsad Chowkadi

