

cello®

Wim Plast Ltd.



28th
Annual Report
2015-16

Annual Report 2016



Dear Shareholders,

It gives immense pleasure to invite you for 28th Annual General Meeting. Your strength and support have played an essential role in the Company's growth story, it's time for us to present the financials of your company.

The overall performance met with our expectations. The company attained revenue of ₹ 42,745.35 lacs with net profit of ₹ 4514.59 lacs. Your Company has been declaring dividend over almost two decades, and in March 2016, the company has distributed dividend at 120%. The company has also maintained the Debt Free Financial position. As there has been availability of surplus reserves the board decided to recommend bonus in ratio of 1:1 shares to all our shareholders. This is long term value creation for shareholders.

A marked decrease in cost of raw materials proved profitable, an increase in operating margin was also noted. Along with an observed strengthening of the economy, the company's position is set to gain even more.

You will be pleased to know that your company's latest venture in providing high-quality air coolers was met with much appreciation from trade and consumers alike. The new plant dedicated for making tools and dies has successfully manufactured many in-house moulds. Your Company also upgraded its mainstay brands of Furniture by launching products with a new modified polymer and bringing in the latest in manufacturing technology.

These introductions are a part of the company's continuous efforts to ensure top-quality designs at affordable prices through specialized in-house departments that deliver on strict quality controls.

Your Company is also geared towards new highs as we enter a Joint Venture with Moldetipo, Portugal's leading manufacturer of moulds, to create and deliver high-quality Automotive moulds and services for Interiors, Exteriors and under the Bonnet parts.

Our accomplishments have also fueled our CSR initiatives in the spheres of Education and Healthcare. We elevate our contributions keeping in line with our values and vision. These activities are our way of giving back to the society to help build a brighter tomorrow.

Coming year is poised for further gains, and I take this opportunity to once again thank our Shareholders, fellow Directors, Promoters, Employees, Government and Regulatory Authorities for their support.

Ghisulal D. Rathod

Chairman

2nd August, 2016

CIN - L25209DD1988PLC001544

BOARD OF DIRECTORS:

Ghisulal D. Rathod (Chairman) DIN – 00027607

Pradeep G. Rathod (Managing Director) DIN – 00027527

Pankaj G. Rathod (Whole Time Director) DIN - 00027572

Fatechand M. Shah – DIN - 00061717

S.M. Khinvesra – DIN – 02372984

Mahendra F. Sundesha – DIN – 01532570

Prem G. Manghani – DIN – 05350795

Pushp Raj Singhvi – DIN - 00347511

Karishma P. Rathod - DIN – 06884681

Sudhakar Mondkar – DIN - 07458093

CHIEF FINANCIAL OFFICER:

Madhusudan Jangid

COMPANY SECRETARY:

Kapil D. Joshi

COMMITTEES OF THE BOARD:

Audit Committee

Stakeholders' Relationship Committee

Corporate Social Responsibility Committee

Nomination and Remuneration Committee

Risk Management Committee

REGISTERED OFFICE:

Survey No. 324 / 4 to 7 of Kachigam, Village Kachigam, Swaminarayan Gurukul Road, Nani Daman, Daman – 396210.

Tel: (0260) 2242315, Fax - (0260) 2241922, Email- wimplast@celloworld.com, Website- www.cellowimplast.com

CORPORATE OFFICE:

Corporate Avenue, Cello House, Sonawala Road, Goregaon East, Mumbai – 400 063. Tel No: (022) 26864630, Fax No. (022) 26863681,

COMPANY BANKERS:

IDBI Bank, ICICI Bank, State Bank of India, Dena Bank, HDFC Bank.

PLANT LOCATIONS:

Daman, Badli, Chennai, Haridwar and Kolkata.

RECOMMENDATION OF ISSUE OF BONUS SHARES:

Board has recommended 1:1 Bonus Shares subject to the approval of members at the 28th Annual General Meeting.

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WIM PLAST LIMITED

CIN - L25209DD1988PLC001544

Registered Office – Survey No. 324 / 4 to 7, of Kachigam, Village Kachigam, Swami Narayan Gurukul Road, Nani Daman – Daman – 396210.
Tel : (0260) 2242315, Fax (0260) 2241922, Email - wimplast@celloworld.com, website – www.cellowimplast.com.

Notice of Twenty-Eighth Annual General Meeting:

Notice is hereby given that the **Twenty-Eighth Annual General Meeting** of **Wim Plast Limited** will be held on **Friday, 26th August, 2016** at **11.00 a.m.** at Hotel Royal Garden, Vapi Daman Main Road, At/Po-Dabhel, Daman-396210, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Ghisulal D. Rathod (DIN 00027607) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Director in place of Miss. Karishma P. Rathod (DIN 06884681) who retires by rotation and being eligible offers herself for re-appointment.
4. To Consider and if thought fit, to approve the following resolution as an Ordinary Resolution for appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration:
"RESOLVED THAT M/s. B.P. Shah & Co, Chartered Accountants, Mumbai (Firm Registration No. 109517W), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 28th Annual General Meeting till the conclusion of the next 29th Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. **To authorize the Board of Directors to fix the remuneration of the Cost Auditor.**

To Consider and if thought fit, to approve the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and the other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors Mr. Pradip M. Damania appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as fixed by the Board of Directors."

6. **To appoint Mr. Sudhakar Mondkar (DIN 07458093) as a Director of the Company.**

To Consider and if thought fit, to approve the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and the other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, **Mr. Sudhakar Mondkar - (DIN 07458093)** an Additional Director / Independent Director of the Company who hold office up to the date of the ensuing 28th Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years **up to 7th March, 2021.**"

7. **To appoint Mr. Pankaj G. Rathod (DIN 00027572) as a Whole time Director of the Company.**

To Consider and, if thought fit, to approve the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the approval of the Board, recommendation of the Nomination and Remuneration Committee, and subject to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) of the Companies Act, 2013 approval of the members of the Company is hereby accorded for the appointment of **Mr. Pankaj G. Rathod (DIN 00027572) as a Whole Time Director** of the Company with effect from 1st June, 2016 for the period of five year i.e. from **1st June, 2016 to 31st May 2021**, at the remuneration fixed by the Board/Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee are hereby authorized to increase the remuneration of the Whole Time Director Mr. Pankaj G. Rathod subject to the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and to complete the necessary compliances for this appointment."

8. **To Increase the Authorised Share Capital of the Company.**

To Consider and, If thought fit, to approve the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹ 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 14,00,00,000 (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lacs) Equity Shares of ₹ 10/- (Rupees Ten) each by creation of additional 70,00,000 (Seventy Lacs) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company."

9. **To Alter the Capital Clause of the Articles of Association of the Company.**

To Consider and, if thought fit, to approve the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of the members be and is hereby accorded for substituting the Article No. 3 of the Articles of Association of the Company being the amount of Share Capital with the following Article No. 3 of the Articles of Association of the Company:

Amount of Capital – Article No. 3 of the Articles of Association of the Company:

The Authorised Share Capital of the Company is ₹14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lacs) Equity Shares of ₹10/- (Rupees Ten) each."

10. **To Alter the Capital Clause of the Memorandum of Association of the Company.**

To Consider and, if thought fit, to approve the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of the members be and is hereby accorded for substituting Clause – V of the Memorandum of Association of the Company with the following Clause:

V. The Authorised Share Capital of the Company is ₹14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lacs) number of Equity Shares of ₹10/- (Rupees Ten) each with power of the Company to increase or reduce the said capital from time to time and to subdivide the shares in the capital for the time being into several classes and to attach thereto such preferential qualified or special rights privileges of conditions or restrictions as to dividend, capital voting or otherwise as may be determined by the Company from time to time."

11. **To issue Bonus Shares.**

To Consider and, if thought fit, to approve the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, or any amendment or re-enactment thereof and Article 169 of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, the approval of Members is hereby accorded to the Board of Directors of the Company ('the Board', (which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding ₹ 600.17 lacs from the Securities Premium Account, of the Company for the purpose of issue of Bonus Shares of ₹ 10/- (Rupees Ten) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the 'Record Date' determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of ₹ 10/- (Rupees Ten) each for every 1 (One) fully paid-up Equity Shares of ₹ 10/- (Rupees Ten) each held by them, i.e. issue of 6001680 fully paid up Equity Shares of ₹10/- (Rupees Ten) as Bonus by Capitalising ₹ 600.17 lacs from Securities Premium Account, and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared before the 'Record Date'.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient."

12. **To adopt new set of Articles of Association of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution."

NOTES:

1. The Directors Report, Auditors Report, Financial Statements with notes to Accounts and other details with respect to the financial year ended on 31st March, 2016 are attached to this Notice and members are hereby requested by the Board to give necessary approvals.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business No. 5 to 12 to be transacted at the Twenty Eighth Annual General Meeting is Annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. Details of Directors seeking appointment / re-appointment at the Twenty Eight Annual General Meeting are mentioned as under:

Ordinary Business Item No. 02:

Name of the Director	Mr. Ghisulal D. Rathod
DIN	00027607
No. of Shares held	4,62,056 Equity Shares of ₹10/- each. i.e. 7.70%
Date of Appointment	09.02.1993
Brief Profile	He is the Promoter and Chairman of CELLO Group with more than 50 yrs of experience in Plastic Industry. He is the Chairman of the Board of Wim Plast Limited.
Directorship in other Public Limited Company	Cello Infrastructure Limited.

The Board hereby recommends to members re-appointment of the Director Mr. Ghisulal D. Rathod who retires by rotation at the Twenty Eight Annual General Meeting and being eligible offers himself for re-appointment and the members are hereby requested to consider the resolution set out in **Item No. 02 of the Ordinary Business**.

Ordinary Business Item No. 03:

Name of the Director	Miss. Karishma P. Rathod
DIN	06884681
No. of Shares held	30,000 Equity Shares of ₹ 10/- each. i.e. 0.50%
Date of Appointment	01.06.2014
Brief Profile	She is member of Promoter Group. She is professional Director having L.L.M. degree. The Board expects her re-appointment will be an added advantage in the various strategic decision makings of the Company.
Directorship in other Public Limited Company	Nil

The Board hereby recommends to members re-appointment of the Director Miss. Karishma P. Rathod who retires by rotation at the Twenty Eighth Annual General Meeting and being eligible for re-appointment offers herself for re-appointment and the members are hereby requested to consider the resolution set out in **Item No. 03 of the Ordinary Business**.

Special Business Item No. 06:

Name of the Director	Mr. Sudhakar Mondkar
DIN	07458093
No. of Shares held	Nil
Date of Appointment	08.03.2016
Brief Profile	43 years experience in Marketing of Engineering Plastic like Polystyrene. Worked with Polychem Ltd. for 28 years & Supreme Petrochem Ltd. for 15 years.
Directorship in other Public Limited Company	Nil

Special Business Item No. 07:

Name of the Director	Mr. Pankaj G. Rathod
DIN	00027572
No. of Shares held	5,76,177 Equity Shares of ₹ 10/- each i.e. 9.60%
Date of Joining the Board	27.05.2010

Brief Profile	Mr. Pankaj G. Rathod is the Promoter of Cello Group Companies and Wim Plast Limited, having more than 30 years of experience in Plastic Industry.
Directorship in other Public Limited Company	Cello Infrastructure Limited.
Period of Appointment	The Board has appointed Mr. Pankaj G. Rathod as Whole Time Director of the Company on 1 st June, 2016, subject to the approvals of the Members at the ensuing Twenty Eight Annual General Meeting of the Company. The Board Recommends this appointment for a term of 5 (five) years i.e. from 1 st June, 2016 to 31 st May, 2021.
Details of Remuneration	The Board has approved remuneration, subject to the approval of members, of ₹10,00,000/- (Rupees Ten Lacs Only) per month w.e.f. 1 st June, 2016. The said remuneration is within the limit prescribed under the Companies Act, 2013 and the rules framed there under, and recommended by the Nomination and Remuneration Committee. Apart from this remuneration no other perquisites of any nature is to be payable to the Whole Time Director Mr. Pankaj G. Rathod.

5. The details of Unpaid or Unclaimed Dividend are as under:

DETAILS OF THE UNPAID DIVIDEND:

Pursuant to the provisions of section 124 (5) of the Companies Act, 2013, dividend for the financial year ended 2008-09 and thereafter, which has not been paid or claimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund established by the Central Government.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Financial Year	Date of declaration of Final / Interim Dividend	Last date of claim of unpaid Dividend	Due date for transfer to I.E.P.F.
2008-09	12/09/2009	11/09/2016	11/10/2016
2009-10	18/09/2010	17/09/2017	17/10/2017
2010-11	20/08/2011	19/08/2018	19/09/2018
2011-12	07/09/2012	06/09/2019	06/10/2019
2012-13	02/08/2013	01/08/2020	01/09/2020
2013-14	09/08/2014	08/08/2021	08/09/2021
2014-15	22/08/2015	21/08/2022	21/09/2022
2015-16	08/03/2016	07/03/2023	07/04/2023

Shareholders who have not so far en-cashed their dividend warrant(s) for the financial year ended March 31, 2009 or any subsequent financial years are requested to make their claim to the office of the Registrar and Transfer Agents, Link Intime India Private Limited. The Shareholders are requested to note that no claims shall lie against the Company and against the said fund in respect of any amounts remained unclaimed for a period of 7 years from the dates that they first became due for payment.

Statement pursuant to Section 102 (1) of the Companies Act, 2013:

Special Business No. 5

The Board in their meeting held on Tuesday 2nd August, 2016 has appointed Mr. Pradip M. Damania, Cost Accountant, Mumbai as Cost Auditor of the Company for the financial year 2016-17. The Board has requested the members for necessary authorization to fix the remuneration of Cost Auditors and recommends the resolution set out in the **Item No.5** of the Special Business for approval of members at the ensuing Twenty Eighth Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

Special Business No. 6

The Board has appointed Mr. Sudhakar Mondkar (DIN 07458093) as an Additional Independent Director on Tuesday 8th March, 2016. The Company has received request from Member proposing the candidature of Mr. Sudhakar Mondkar for appointment as Director of the Company/Independent for a term of 5 (five) years up to 7th March, 2021. The Board recommends the resolution set out in the **Item No. 6** of the Special Business for approval of members at the ensuing Twenty Eighth Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

Special Business No. 7

The Board has on the recommendation of the Nomination and Remuneration Committee appointed, subject to the approval of members, Mr. Pankaj G. Rathod (DIN 00027572) as Whole Time Director of the Company w.e.f. 1st June, 2016 and the Board recommends his appointment for a term of 5 (five) years i.e. from 1st June, 2016 to 31st May, 2021. The Board recommends the resolution set out in the **Item No.7** of the Special Business for approval of members at the ensuing Twenty Eighth Annual General Meeting of the Company. The Directors Mr. Ghisulal D. Rathod and Mr. Pradeep G. Rathod are interested in this resolution and apart from this none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

Special Business No. 8, No. 09, No. 10 and No. 11:

The Board has at the meeting held on Tuesday 2nd August, 2016 recommended the issue of Bonus Shares in the ratio of 1:1, i.e. 1 (one) fully paid up Bonus Equity Shares of ₹10/- (Rupees Ten) each for every 1 (one) fully paid up Equity Shares of ₹10/- (Rupees Ten) each held

by the members of the Company as on 'Record Date' to be fixed by the Board or Committee thereof. The Board proposed this Bonus issue by capitalizing ₹ 600.17 lacs from the Securities Premium Account of the Company.

Pursuant to recommendation of the Bonus shares the Board recommends the Increase in Authorised Share Capital from ₹ 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 14,00,00,000 (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lacs) Equity Shares of ₹ 10/- (Rupees Ten) each by creation of additional 70,00,000 (Seventy Lacs) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

Also the Board Recommends alteration of Article No. 03 of the Articles of Association of the Company and alteration of Clause V of the Memorandum and Association of the Company with the amount of Increased Authorised Share Capital.

Pre and Post Bonus bifurcation of Shares

(Bonus Shares to be issued to the existing shareholders as on the 'Record Date' as fully paid up equity shares in the ratio of 1:1)

PRE BONUS			POST BONUS		
NO. OF SHARES	FACE VALUE OF SHARE (In ₹)	TOTAL AMOUNT (In ₹)	NO. OF SHARES	FACE VALUE OF SHARE (In ₹)	TOTAL AMOUNT (In ₹)
AUTHORIZED SHARE CAPITAL			AUTHORIZED SHARE CAPITAL		
70,00,000	10	7,00,00,000	1,40,00,000	10	14,00,00,000
ISSUED, SUBSCRIBED, PAID UP SHARE CAPITAL			ISSUED, SUBSCRIBED, PAID UP SHARE CAPITAL		
60,01,680	10	6,00,16,800	1,20,03,360	10	12,00,33,600

The Board recommends the resolutions set out in the **Item No. 8, No. 09, No. 10 and No. 11** of the Special Business for approval of members at the ensuing Twenty Eighth Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution except their shareholdings.

Special Business No. 12

Wim Plast Limited was incorporated on 07th October, 1988 under the provisions of the Companies Act, 1956.

The existing Articles of Association ("AOA") were based on the Companies Act, 1956 and several clauses / regulation in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adoption as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Article of Association is carried out to give effect to provisions of the Companies Act, 2013.

In terms of Section 14 of 2013 Act, consent of members by a Special Resolutions is required for adoption of a new set of Articles of Association. The Board recommends the resolutions set out in the **Item No. 12** of the Special Business for approval of members at the ensuing Twenty Eighth Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

The Directors and Key Managerial persons are interested in the resolutions proposed at the Twenty Eighth Annual General Meeting of the Company to the extent of their inter-se relationship and shareholdings mentioned in the Twenty Eighth Annual Report of the Company.

The set of Memorandum and Articles of Association of the Company is available for inspection during business hours at the Registered Office of the Company till Thursday 25th August, 2016.

EVOTING:

1. The business specified in this Notice will be transacted through Electronic Voting System and the Company is providing facility for voting by electronic means.
2. The cut-off date for e-voting rights is **Friday 19th August, 2016** and the e-voting begins from **Tuesday 23rd August, 2016 at 9.00 am** and ends at **5.00 pm on Thursday 25th August 2016**.
3. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
4. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. The 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 only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
6. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
7. The members who acquired shares after the dispatch of notice and wants to vote by e-voting are hereby requested to kindly contact to the Company Secretary of the Company for password generation and other details with respect to e-voting.
8. The Board has appointed **Mr. Nitin Sarfare, Partner of HS Associates**, Company Secretaries as Scrutinizer for voting.
9. The other instructions for e-voting, ballot paper and proxy form are attached at the end of this report.

For Wim Plast Limited

2nd August, 2016
Mumbai

Kapil D. Joshi
Company Secretary

To the Members,

Your Directors submit the 28th Annual Report of Wim Plast Limited along with the audited financial statements for the year ended March 31, 2016.

1. FINANCIAL RESULTS:

(₹ in lacs)

Particulars	2015-16	2014-15
Revenue from Operations	42,745.35	42,328.21
Profit before Depreciation and Tax	7626.23	6,258.08
Less : Depreciation	1,124.91	901.54
Tax Expenses	1986.72	1,520.92
Net Profit for the year	4,514.59	3,835.62
Add. Profit & Loss A/c Bal of Previous year	14,056.33	11,135.82
Appropriations:		
Proposed Dividend	-	600.17
Interim Dividend	720.20	-
Dividend Distribution Tax	146.62	122.18
Transfer to General Reserve	-	192.74
Balance c/fd to Balance Sheet as at 31.03.2016	17,704.11	14,056.34

2. COMPANY'S PERFORMANCE:

The revenue from operations for financial year 2015-16 at ₹ 42745.35 lacs was higher with increase of 1 % over last year ₹ 42,328.21 lacs. The Profit after tax for the year was ₹ 4514.59 lacs recording the growth by 15 % over the Profit after tax of ₹ 3835.62 lacs for the year 2014-15.

3. BONUS ISSUE:

Your Directors recommend an issue of 6001680 fully paid bonus shares, subject to the approval of the members at the 28th Annual General Meeting to be held on Friday 26th August, 2016, in the ratio of 1:1 i.e. one additional equity share of ₹ 10/- each, for every one equity share held by the members on a record date to be fixed by the Board/Committee, by capitalizing ₹ 600.17 lacs from Securities Premium A/c of the Company.

4. INCREASE IN AUTHORISED SHARE CAPITAL AND ADOPTION OF NEW SET OF ARTICLES:

Pursuant to the recommendation of Bonus Shares your Directors recommend the alteration in the Share Capital Clause of the Memorandum and Articles of Association of the Company by increase of the Authorised Share Capital from ₹ 7,00,00,000/- (Rupees Seven Crores Only) i.e. 70,00,000 Equity Shares of ₹ 10/- each to ₹ 14,00,00,000/- (Rupees Fourteen Crores Only) i.e. 1,40,00,000 Equity Shares of ₹ 10/- each. Also the Board hereby recommends to the members for necessary approval at ensuing 28th Annual General Meeting for the Adoption of New Set of Articles of Association of the Company.

5. DIVIDEND:

Based on the Company's performance the Board has declared an Interim Dividend of 120% i.e. ₹ 12/- per share on 6001680 Equity Shares of ₹ 10/- each in the meeting held on 8th March, 2016. Total dividend payment which amounted to ₹ 720.20 lacs, the Dividend Distribution Tax on this Interim Dividend which amounted to ₹ 146.62 lacs. The Board has not recommended Final Dividend for the year ended 31st March, 2016.

The Final Dividend for the previous year ended on 31st March, 2015 was 100% i.e. ₹ 10/- per share on 6001680 Equity Shares of ₹ 10/- each total Final Dividend payment of ₹ 600.17 lacs and Dividend Distribution Tax of ₹ 122.18 lacs.

6. TRANSFER TO RESERVES:

The Board does not propose transfer to reserves for the year 2015-16 and an amount of ₹ 17704.10 lacs is proposed to retain in profit and loss account for the year ended 31st March, 2016.

7. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company has transferred an amount of ₹ 1.67 lacs to Investor Education and Protection Fund Account towards the balance lying in the Unpaid Dividend Account for the year 2007-08.

8. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The prescribed particulars of employees required under the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in **Annexure – I** forming part of this Report.

9. SUBSIDIARY COMPANY:

The Company does not have any subsidiary as at 31st March, 2016. The Company Wim Plast Moldetipo Pvt. Limited, incorporated on 31st May 2016, as the Subsidiary Company of Wim Plast Limited for Tools and Dies business.

10. DEPOSITS:

During the Financial Year 2015-16, the Company has not accepted any public deposit covered under the Companies Act, 2013.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO:

The particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings/outgo are set out in **Annexure – II** forming part of this Report.

12. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on 31st March, 2016 comprises of 10 Directors namely Ghisulal D. Rathod (Chairman), Pradeep G. Rathod (Managing Director), Pankaj G. Rathod, Karishma P. Rathod, Fatechand M. Shah, S.M. Khinvesra, Mahendra F. Sundesha, Prem G. Manghani, Pushp Raj Singhvi and Sudhakar Mondkar.

Mr. Harilal Boolani an Independent Director resigned on 19th February 2016.

Mr. Sudhakar Mondkar was appointed as an Additional Independent Director of the Company on 8th March 2016.

The Board recommends appointment of the Additional Director Mr. Sudhakar Mondkar, as the Director of the Company for a term of 5 years up to 7th March, 2021.

As on 31st March, 2016 there was no disqualification of any Director pursuant to Section 164 (2) of the Companies Act, 2013.

The Directors Mr. Ghisulal D. Rathod and Miss. Karishma P. Rathod are liable to retire by rotation at the ensuing 28th Annual General Meeting of the Company and being eligible offer themselves for re-appointment, and the Board recommends their re-appointment.

The Director Mr. Pankaj G. Rathod was appointed as Whole Time Director from 1st June, 2016. The Board recommends his appointment for a term of 5 years i.e. from 1st June, 2016 to 31st May, 2021.

The other details with respect to Board of Directors are given in Corporate Governance section forming part of this Report.

The Key Managerial Persons of the Company are Mr Pradeep G. Rathod (Managing Director), Mr. Pankaj G. Rathod (Whole Time Director), Mr. Madhusudan Jangid (Chief Financial Officer) and Mr. Kapil D. Joshi (Company Secretary). During the year there was no change in the Key Managerial Persons of the Company.

13. EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return in Form MGT – 9 pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management and Administration) , Rules 2014 are set out **Annexure – III** forming part of this Report.

14. NUMBER OF MEETINGS OF THE BOARD:

Five Board Meetings were held during the year 2015-16 on Saturday, 23rd May, 2015, Monday, 10th August, 2015, Saturday, 7th November, 2015, Saturday, 6th February, 2016 and Tuesday, 8th March, 2016. The further details regarding Board Meetings are given in the Section of Corporate Governance which forms part of this Report.

15. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (C) of the Companies Act, 2013, Directors state that:

- in the preparation of Annual Accounts for the year ended on 31st March, 2016, the applicable accounting standards have been followed and there are no material departures from the same.,
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year on 31st March, 2016 and the profit and loss of the Company for that period.,
- the Directors have taken proper and sufficient care for the maintenance of the 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.,
- the Directors have prepared Accounts on 'going concern' basis., and
- the Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively.
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

16. DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of the Independence as prescribed both under section 149 (6) of the Companies Act, 2013 and under Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17. NOMINATION AND REMUNERATION COMMITTEE:

The Company's Policy on Directors' appointment and remuneration and other matters provided in section 178(3) of the Act.

The nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. The policy is available at Company's website on www.cellowimplast.com. The other details with respect to committee composition and meetings are given in Board of Directors in Corporate Governance Section forming part of this Report.

18. AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT:

The auditors' report and secretarial auditors' report do not contain any qualifications, reservations or adverse remarks. Secretarial Audit Report issued by Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries, in Form MR-3 form part of this report.

19. AUDITORS:

Board recommends the re-appointment of M/s B. P. Shah & Co. (FRN – 109517W) as Statutory Auditors of the Company from the conclusion of the 28th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

20. INTERNAL AUDITORS:

The Board has re-appointed M/s Jeswani & Rathore, Chartered Accountants, Mumbai as the Chief Internal Auditors of the Company for the financial year 2016-17.

21. COST AUDITOR:

The Board has re-appointed Cost Accountant Mr. Pradip M. Damania, Mumbai as Cost Auditor of the Company for the financial year ended on 31st March, 2017.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has received Dividend of ₹ 107.89 lacs from the Investment in Mutual Funds for the year ended 31st March, 2016. Also the Company has not given Loans or Guarantees covered under Section 186 of Companies Act, 2013.

23. TRANSACTIONS WITH RELATED PARTIES:

The details with respect to related party transactions in Form AOC – 2 are set out in **Annexure – IV** and forms part of this Report. The Related Party Transactions Policy is available at Company's website- www.cellowimplast.com.

24. RISK MANAGEMENT:

The Board has constituted Risk Management Committee headed by an Independent Director. The key risk pertaining to the Company and mitigating actions are placed before the Audit Committee.

The Risk Management policy of the Company is available on Company's website – www.cellowimplast.com and the policy focuses on include Risk assessment, risk monitoring and risk mitigation. The details of the Risk Factors and the Committee composition and meetings are given in Board of Directors in Corporate Governance section forming part of this Report.

25. CORPORATE SOCIAL RESPONSIBILITY:

The Board has constituted Corporate Social Responsibility (CSR) Committee under the Chairmanship of an Independent Director pursuant to the subsection (1) of Section 135 of Companies Act, 2013.

The CSR Committee has formulated CSR Policy of the Company which is available on Company's website – www.cellowimplast.com. The CSR policy mainly includes CSR Expenditure primarily on the Education and Health and also includes the other objects covered under Schedule VII to the Companies Act, 2013. The CSR Expenditure done for the year ended on 31st March, 2016 are set out in **Annexure -V** and forms part of this report.

The other details with respect to Committee composition and meetings are set out in Board of Directors in Corporate Governance section forming part of this Report.

26. EVALUATION OF BOARD:

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations (Including any statutory modification(s) or re-enactment(s) for the time being in force), the process for evaluation of the annual performance of the Directors/ Board/ Committees was carried out. The separate meeting of Independent Directors was held during the year to evaluate the performance of other Non Independent Directors and of the Board as a whole, the performance of Committees of the Board was reviewed. In addition, the chairman was also evaluated on the key aspects of his role.

27. CORPORATE GOVERNANCE REPORT & MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT:

The Report on Corporate Governance along with necessary certificates set out in **Annexure – VI** and forms part of this Report. Also the Statement of Management Discussion and Analysis forms part of this Report.

28. SECRETARIAL AUDITORS:

The Secretarial Audit Report of Mr. Hemant Shetye, Partner of M/s HS Associates, Company Secretaries, for the year ended on 31st March, 2016 is self explanatory. The Board has re-appointed Mr. Hemant Shetye, Partner of M/s HS Associates, Company Secretaries, as the Secretarial Auditors of the Company for the financial year ended on 31st March, 2017.

29. COMMITTEES OF THE BOARD:

The Board has constituted necessary Committees pursuant to the provisions of the Companies Act, 2013, rules framed there under and SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015. The Committees of the Board are Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. The details about Composition of Committees and their Meetings are incorporated in the Board of Directors in Corporate Governance section forming part of this Report.

30. VIGIL MECHANISM POLICY:

The Board has constituted the Vigil Mechanism Policy for Directors and Employees of the Company to ensure adequate safeguard to employees and Directors from victimization against any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statement and reports. The detailed Vigil Mechanism Policy is available at Company's Website www.cellowimplast.com. Your Directors further state that during the year under review, there was no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

31. INTERNAL FINANCIAL CONTROLS:

The Board hereby reports that no material or serious observation has been received from Internal Auditors of the Company. The Internal Financial Control system of the company ensures proper recording of financial and operational information and compliance of various internal control and other regulatory and statutory compliances.

32. ACKNOWLEDGEMENTS:

The Board of Directors appreciates all its Shareholders, Customers, Suppliers, Associates, Employees and various Authorities for extending their valued support and patronage to the Company.

**For and on behalf of the Board
of Wim Plast Ltd.**

**Ghisulal D. Rathod
Chairman
(DIN 00027607)**

**2nd August, 2016
Mumbai**

Disclosures pursuant to Section 134(3) (q) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Requirement under Rule 5(1)	Details
1.	Ratio of the remuneration of Managing Director & Executive Director to the median remuneration of the Company for the Financial Year 2015-16.	Mr. Pradeep G. Rathod, Managing Director :31.09 Times.
2.	Percentage increase in remuneration of Managing Director, each Executive Director, Chief Financial Officer, & Company Secretary (Salary of Salary of 2014-15 v/s 2015-16).	Mr. Pradeep G. Rathod, Managing Director: N.A. Mr Madhusudan Jangid, CFO : 13.10% Mr Kapil Joshi, CS : 11.24%
3.	Percentage increase in the median remuneration of employees in the financial year (2014-15 v/s 2015-16)	Median Increase : 10.18%
4.	Number of Employees as on 31st March, 2016 on rolls of Company	Staff 277, Workers 272
5.	Explanation on the relationship between average increase in remuneration and company performance	This increase in the remuneration of employees was justified and in line with the increase in revenues and profit of the Company.
6.	Comparison of the remuneration of the Key Managerial Personnel ("KMP") (Individually and totally) against the performance of the Company	The increase in remuneration is based on the company's performance and also includes various other factors like individual performance, experience, skill sets academic background, industry trend, economic situation & future growth prospects etc. All these factors are considered appropriately for revision of remuneration.
7.	1. Average percentile increase made in the salaries of employees other than the managerial personnel in last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration 2. Justification for variation in the average percentile increase between Non Managerial employees and Managerial employees	10.18% The Average increase in the remuneration of Employees is line with the performance of the Company.
8.	Key parameters for any variable component of remuneration availed by the Directors.	Subject to the recommendation of the Nomination & Remuneration committee.
9.	Ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but received remuneration in excess of the highest paid Director during the year.	Not Applicable.
10.	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration is as per the Nomination and Remuneration Policy of the Company.
11.	Variations in the market capitalization.	₹ 98127 Lacs for 31 st March, 2016 (P.Y. ₹ 84564 Lacs)
12.	Price earnings ratio as at the closing of 31st March, 2016	21.74 times (P.Y. 22 times)
13.	Percentage increase or decrease in the market quotations of the shares of the Company	The Closing price of the Company's Equity Shares on the BSE as of 31 st March, 2016 was ₹ 1635/- (P.Y. ₹ 1409/-)
14.	The Last issue of the Company	In the year 1999 ₹ 70 for one equity share of ₹ 10 each.

**For and on behalf of the Board
of Wim Plast Ltd.**

**2nd August, 2016
Mumbai**

**Ghisulal D. Rathod
Chairman
(DIN 00027607)**

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Rule 8(3) of the Companies (Accounts) Rules, 2014

CONSERVATION OF ENERGY:

The Company is putting best efforts to reduce energy consumption in all its activities. The inefficient machineries are replaced with latest energy efficient technology and upgradation of machineries. Continuous efforts are taken for increasing awareness of saving energy. Apart from regular practices and measures for energy conservation, many new initiatives were driven across the units.

RESEARCH AND DEVELOPMENTS (R & D):

All the manufacturing units continue to put in efforts to reduce the cost and improve the quality. Company has introduced alternative materials to reduce the cost. Optimization of products and processes to minimize waste generation and address environmental and safety concerns. The expenditure towards Research and Developments were not significant to report. Research focus on modifying moulds and dies to get higher production.

FUTURE PLANS FOR RESEARCH AND DEVELOPMENTS:

Company will continue to focus on improvement in quality by modification in various operations. The future plan for Research and Developments aims at the Development, standardization of new product and processes as per market requirement.

TECHNOLOGY ABSORPTION:

Up gradation of existing product and processes to save cycle time, energy consumption, waste reduction to improve overall operational efficiency. Technology support to all the manufacturing units to improve efficiency and enable business growth. In line of the Extrusion Technology for Polypropylene Sheets the Company has developed multiple applications of Polypropylene Sheets for Industrial users with a range of series. Company has accorded highest priority in making the entire premium range of innovative products.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

	(₹ In lacs)	
	2015-16	2014-15
(a) Foreign Exchange Earnings	245.83	592.72
(b) Foreign Exchange Outgo:		
Import of Capital Goods	831.03	1273.99
Import of Raw Materials	864.36	1110.45
Stores and Consumable	10.46	-
Expenses for Foreign Travel	5.32	10.31
Legal & Professional	0.19	-
Advances for Consumables Items	0.35	-
Advances paid for Imports	163.39	162.86

For and on behalf of the Board
of Wim Plast Ltd.

Ghisulal D. Rathod
Chairman
(DIN 00027607)

2nd August, 2016
Mumbai

Form No. MGT-9

EXTRACT OF ANNUAL RETURN, as on the financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

No.	Particulars	Details
i.	CIN	L25209DD1988PLC001544.
ii.	Registration Date	7 th October, 1988.
iii.	Name of the Company	Wim Plast Limited.
iv.	Category / Sub Category	Public Company / Limited by Shares.
v.	Address of Registered Office and Contact details	Wim Plast Limited, Survey No. 324 / 4 to 7 of Kachigam, Village Kachigam, Swami Narayan Gurukul Road, Nani Daman, Daman – 396210. Tel – 0260 – 3294314.
vi.	Whether Listed Company	Yes.
vii.	Name, Address and Contact details of Registrar and Transfer Agent.	Link Intime India Pvt. Ltd. C-13 Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400078. Tel – 022 – 25963838, Fax – 022-25946969.

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

This includes the business activities contributing to 10% or more of the total turnover of the Company:

Sr. No.	Name and Description of the Main Products/Services	NIC Code of the Products/ Services	% to total turnover of the Company
1	Plastic Articles	222	96.86%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company has no Subsidiary Company for the year ended on 31st March, 2016.

IV. SHARE HOLDING PATTERN:

Equity Share Capital Breakup as percentage of Total Equity.

i) Category-wise Share Holding.

Category of Shareholders	No. of Shares held at the beginning of the year as at 01.04.2015				No. of Shares held at the end of the year as at 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
Individuals/HUF	4501036	-	4501036	74.997	4501060	-	4501060	74.997	
Body Corporate	200	-	200	0.003	200	-	200	0.003	
Sub Total (A) (1)	4501236	-	4501236	75.00	4501260	-	4501260	75.00	-
2) Foreign									
Total Shareholding of Promoters- A = (A) (1) + (A) (2)	4501236	-	4501236	75.00	4501260	-	4501260	75.00	-
B. Public Shareholding.									
1) Institutions									
Mutual Funds	101695	200	101895	1.7	96535	200	96735	1.61	-0.009
Bank / Institutions	-	1000	1000	0.02	-	1000	1000	0.02	
FIs	3000	-	3000	0.049	-	-	-	-	0.049
Foreign Portfolio Investment	46741	-	46741	0.778	85847	-	85847	1.43	0.652
NRIs	43398	-	43398	0.723	64190	-	64190	1.07	0.347
Sub Total (B) (1)	194834	1200	196034	3.27	246572	1200	247772	4.11	0.840

Category of Shareholders	No. of Shares held at the beginning of the year as at 01.04.2015				No. of Shares held at the end of the year as at 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2) Non Institutions									
Bodies Corporate	133243	400	133643	2.225	142406	400	142806	2.38	0.155
Clearing Members	5581	-	5581	0.093	10946	-	10946	0.18	0.087
Individual holding Nominal									
Capital upto ₹1 Lakh	676807	148096	824903	13.744	754867	134326	889193	14.82	1.076
Individual holding Nominal									
Capital in Excess of ₹1 Lakh	340283	-	340283	5.669	209703	-	209703	3.49	-2.179
Sub Total (B) (2) Total Public Share holding (B)	1155914	148496	1304410	21.731	1117922	134726	1252648	20.87	-0.861
(B) (1) + (B) (2)	1350748	149696	1500444	25.00	1364494	135926	1500420	25.00	-
C. Shares held by									
Custodian for GDRs & ADRs.	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5851984	149696	6001680	100.00	5865754	135926	6001680	100.00	-

ii) Shareholding of Promoters.

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year as at 01.04.2015			Shareholding at the end of the year as at 31.03.2016			% of Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledge/ Encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledge/ Encumbered to total Shares	
1	Cello Household App. Ltd.	100	0.001	-	100	0.001	-	-
2	Cello Thermoware Ltd.	100	0.001	-	100	0.001	-	-
3	Pradeep G. Rathod	450000	7.50	-	568847	9.48	-	1.98
4	Pradeepkumar Ghisulal Rathod	20000	0.33	-	20000	0.33	-	-
5	Pankaj G. Rathod	450000	7.50	-	556177	9.27	-	1.77
6	Pankajkumar Ghisulal Rathod	20000	0.33	-	20000	0.33	-	-
7	Ghisulal D. Rathod	442056	7.37	-	442056	7.37	-	-
8	Ghisulal Dhanraj Rathod	20000	0.33	-	20000	0.33	-	-
9	Sangeeta P. Rathod	230000	3.83	-	230000	3.83	-	-
10	Babita P. Rathod	230000	3.83	-	230000	3.83	-	-
11	Pampuben G. Rathod	825000	13.75	-	575000	9.58	-	-4.17
12	Pampuben Ghisulal Rathod	-	0.00	-	250000	4.17	-	4.17
13	Gaurav P. Rathod	400000	6.66	-	400000	6.66	-	-
14	Sneha P. Rathod	30000	0.50	-	30000	0.50	-	-
15	Karishma P. Rathod	30000	0.50	-	30000	0.50	-	-
16	Fatechand M. Shah	279600	4.66	-	254600	4.24	-	-0.42
17	Nirmala M. Shah	65000	1.08	-	60000	1.00	-	-0.08
18	Motilal M. Shah	265000	4.42	-	240000	4.00	-	-0.42
19	Kavita Shah	216460	3.61	-	136460	2.27	-	-1.34
20	Jayesh A. Shah	214140	3.57	-	214140	3.57	-	-
21	Chandu M. Shah	85500	1.42	-	5380	0.09	-	-1.33
22	Chandu Mulchand Shah	-	-	-	120	0.00	-	-
23	Laxmibai F. Shah	80640	1.34	-	80640	1.34	-	-
24	Rishikesh F. Shah	11700	0.19	-	11700	0.19	-	-
25	Rishikesh Fatechand Shah	80340	1.34	-	80340	1.34	-	-
26	Akshay M. Shah	35000	0.58	-	25000	0.42	-	-0.16
27	Ashish M. Shah	20000	0.33	-	20000	0.33	-	-
28	Manisha J. Shah	600	0.01	-	600	0.01	-	-
	Total	4501236	75.00	-	4501260	75.00	-	-

iii) Change in Promoter's Shareholding:

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	At the beginning of the year i.e. as at 01.04.2015	4501236	75.00	-	-
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc)	24	0.00	24	0.00
3.	At the end of the year i.e. 31.03.2016.	4501260	75.00	-	-

iv) Shareholding pattern of Top 10 Shareholders (Other than Promoters and Directors):

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as at 01.04.2015		Cumulative Shareholding during 01.04.2015 to 31.03.2016		Shareholding at the end of the year as at 31.03.2016-	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	DSP Blackrock Opportunities Fund	56060	0.934	21608	0.36	77668	1.294
2	Valuequest India Moat Fund Limited	46741	0.778	23357	0.39	70098	1.168
3	Dinero Wealth Private Limited	60239	1.003	4967	0.084	65206	1.087
4	Dolly Khanna	61802	1.029	-7514	-0.125	54288	0.905
5	Rajni T Sachdeva	37102	0.618	3045	0.051	40147	0.669
6	S. Shyam	30546	0.508	5013	0.085	35559	0.593
7	Hafeez Sorab Contractor	35000	0.583	-	-	35000	0.583
8	Kamala Lalit Jain					33385	0.556
9	Dr Sanjeev Arora	29279	0.487	-	-	29279	0.487
10	Rajeev Manilal Sangoi	25000	0.416	-	-	25000	0.416

The date ranges for above changes in Shareholding of Top 10 Shareholders considered for the date from 01.04.2015 to 31.03.2016.

v) Shareholding of Director and Key Managerial Personnel:

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as at 01.04.2015		Cumulative Shareholding during 01.04.2015 to 31.03.2016		Shareholding at the end of the year as at 31.03.2016	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Ghisulal D. Rathod Director	462056	7.70	-	-	462056	7.70
2	Pradeep G. Rathod MD. - KMP	470000	7.83	118847	1.98	588847	9.81
3	Pankaj G. Rathod Director	470000	7.83	106177	1.77	576177	9.60
4	Karishma P. Rathod Director	30000	0.50	-	-	30000	0.50
5	Fatechand M. Shah Director	279600	4.66	-25000	-0.42	254600	4.24
6	Harilal L. Boolani Director (Resigned)	-	-	-	-	-	-
7	S. M. Khinvesra Director	200	0.003	-	-	200	0.003
8	Mahendra Sundesha Director	16600	0.276	-	-	16600	0.276

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as at 01.04.2015		Cumulative Shareholding during 01.04.2015 to 31.03.2016		Shareholding at the end of the year as at 31.03.2016	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9	Prem G. Manghani Director	-	-	-	-	-	-
10	Pushp Raj Singhvi Director	2500	0.042	-	-	2500	0.042
11	Sudhakar Mondkar Director	-	-	-	-	-	-
12	Madhusudan Jangid CFO – KMP	208	0.003	-	-	208	0.003
13	Kapil D. Joshi CS - KMP	-	-	-	-	-	-

V. INDEBTEDNESS:

The Company does not have any indebtedness for Secured Loans, Unsecured Loans and Deposits for the year ended on 31st March, 2016.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- A. The Company has only one Executive Director i.e. the Managing Director the total Remuneration of Managing Director for the year ended on 31st March, 2016 was as under:

Sr. No.	Particulars of Remuneration	Managing Director & the CEO Pradeep G. Rathod from 01.04.2015 to 31.03.2016.
		Total Remuneration Amt. in Lacs
1.	Gross Salary:	
	a) Salary as per the provisions contained in section 17 (1) of the Income-tax Act, 1961.	120.00
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961.	-
	c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
	a) as % of profit	-
	b) Others	-
5.	Others	-
	Total (A)	120.00
	Ceiling as per the Act	331.07

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors						₹ in lacs
		S.M. Khinvesra	*Harilal L. Boolani	Mahendra Sundesha	Pushp Raj Singhvi	Prem G. Manghani	Sudhakar Mondkar	
1.	Independent Directors: -							
	Fees for attending Board and Committee Meetings	1.25	0.60	0.80	0.40	0.45	0.15	3.65
	-Commission	-	-	-	-	-	-	-
	-Others	-	-	-	-	-	-	-
2.	Other Non Executive Directors:							
	-Fees for attending Board and Committee Meetings	-	-	-	-	-	-	-
	-Commission	-	-	-	-	-	-	-
	-Others	-	-	-	-	-	-	-
	Total B (1+2)	-	-	-	-	-	-	3.65
	Total Managerial Remuneration (A+B)	-	-	-	-	-	-	123.65
	Overall ceiling as per the act	-	-	-	-	-	-	-

*Harilal Boolani resigned as Director w.e.f 19th February, 2016

**Sudhakar Mondkar, appointed as an Additional Director w.e.f. 8th March, 2016.

C. Remuneration of Key Managerial Personnel for the year ended on 31st March, 2016 other than the Managing Director of the Company:

Sr. No.	Particulars of Remuneration	CFO Madhusudan Jangid	CS Kapil Joshi	Total
		Total Remuneration ₹ in Lacs	Total Remuneration ₹ in Lacs	Total Remuneration ₹ in Lacs
1.	Gross Salary:			
	a) Salary as per the provisions contained in section 17 (1) of the Income-tax Act, 1961.	54.30	4.65	58.95
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961.	-	-	-
	c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	a) as % of profit	-	-	-
	b) others	-	-	-
5.	Others	54.30	4.65	58.95

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

- A. COMPANY - No Penalty / Punishment / Compounding during the year.
- B. DIRECTORS - No Penalty / Punishment / Compounding during the year.
- C. OTHER OFFICERS IN DEFAULT - No Penalty / Punishment / Compounding during the year.

For and on behalf of the Board
of Wim Plast Ltd.

2nd August, 2016
Mumbai

Ghisulal D. Rathod
Chairman
(DIN 00027607)

FORM NO. AOC – 2

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

Form for disclosure of particulars of contracts / arrangements entered in to by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. **DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS -: NOT APPLICABLE**
2. **DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS WITH RELATED PARTIES, AS PER FORM AOC - 2-:**

The below mentioned entities are the related parties where the Directors of the Company Mr. Ghisulal D. Rathod Mr. Pradeep G. Rathod and Mr. Pankaj G. Rathod hold Directorship, Partnership, Membership control or interests so these entities are considered as related entities of the Company. The below mentioned values are the value of the transaction amounts paid or payable for the year ended on 31st March, 2016. (₹ in Lacs)

Sr. No.	Name of the Related Parties.	Nature of Contract/ arrangement/ transactions	Duration of Contract/ arrangement/ transactions	Terms and Value of the Transactions/ Value in lacs At Arm's Length and Fair Value
1	Cello Household Products	Sales and Purchases	01.04.2015 to 31.03.2016	3.02
2	Cello Houseware	Reimbursement of Expenses, Purchases, Commission Income and Labour Job Payments	--do--	131.99
3	Cello Industries	Purchases and Sales and Labour Job Payments	--do--	60.24
4	Cello Tips & Pens Pvt. Ltd.	Sales	--do--	0.53
5	Cello International Pvt. Ltd.	Purchases, Sales and Reimbursement of Expenses	--do--	27.03
6	Cello Home Products	Reimbursement of Expenses	--do--	0.96
7	Cello Marketing	Purchases and Sales	--do--	15.54
8	Cello Plastic Products Pvt. Ltd.	Sales	--do--	1.35
9	Cello Plastotech	Purchases, Sales, Reimbursement of Expenses, Rent Income, Labour Job Charges	--do--	70.00
10	Cello Stationery Products Pvt. Ltd.	Sales	--do--	0.92
11	Cello World	Purchases, Sales and Rent Income	--do--	37.25
12	Cello Writing Aids Pvt. Ltd.	Sales and Rent Income	--do--	0.40
13	Cello Writing Inst.& Cont. Pvt. Ltd.	Sales	--do--	0.13
14	Millenium Houseware	Labour Job Charges paid	--do--	9.29
15	Cello Sales & Marketing	Sales	--do--	1.00
16	Cello Household Appliances Pvt. Ltd.	Payment of Lease Rent For Daman Factory	Upto 31.03.2019	138.77
17	Cello Plast	Sales and Payment of Lease Rent For Daman Factory	Upto 31.01.2019	164.09
18	Cello Plastic Industrial Works	Royalty Payment for Brand name CELLO for marketing of Company's Products	Upto 31.03.2017	403.52
19	Vardhman Realtors	Lease Rent for Corporate office at Mumbai	Upto 31.03.2019	28.71
20	Pradeep G. Rathod	Appointed as Managing Director and CEO of the Company	29 th June, 2014 to 28 th June, 2019	120.00

Note: Appropriate approvals have been taken for related party transactions. No Advances have been paid or received against the transactions mentioned above.

**For and on behalf of the Board
of Wim Plast Ltd.**

**Ghisulal D. Rathod
Chairman
(DIN 00027607)**

**2nd August, 2016
Mumbai**

CORPORATE SOCIAL RESPONSIBILITY**1. Brief of the company's CSR Policy:**

The Board has approved the CSR Policy of the company pursuant to the provisions of section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and which is available on Company's website www.cellowimplast.com

2. The Composition of the CSR Committee is as under:

Pushp Raj Singhvi (Chairman)

Ghisulal D. Rathod (Member)

Pradeep G. Rathod (Member)

3. Focus Areas:

The Company has spent in following areas:

1. Education
2. Healthcare
3. Sanitation
4. Benefits to the under privileged

4. Average Net Profit of the company for last 3 financial years:

For the year ended on 31st March, 2016 the CSR Expenditures of the Company are as under (₹ in lacs):

Particulars	2014-15	2013-14	2012-13
Net Profit Before Tax	5356.54	4469.68	3857.40
Average Net Profit for 3 yrs			4561.21
CSR Expenditure Liability			91.22
CSR Expenditure during the year for Health and Education			93.09

5. Prescribed CSR expenditure:

₹ 91.22 lacs (2% of the average net profit of last three financial years)

6. Details of CSR spent during the financial year 2015-16:

Sr No.	CSR Project or Activity Identified	Sector in which the project is covered	Area of Project or Programme	Budgeted CSR Amount In lacs	Amount Spent for CSR In lacs	Total Amount Spent in lacs	Amount Spent Direct/ Agency
1.	Education and Health	Promotion of the Education and Healthcare.	Education and Health.	91.22	93.09	93.09	CSR is given as Donation to various Institutions / Trusts

7. CSR Committee Responsibility Statement:

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company were in compliance with the CSR objectives and CSR Policy of the Company.

**For and on behalf of the Board
of Wim Plast Ltd.**

**Ghisulal D. Rathod
Chairman
(DIN 00027607)**

**2nd August, 2016
Mumbai**

CORPORATE GOVERNANCE REPORT

The Company's Corporate Governance Policy aims at the transparency in disclosures at the Board and Management Level with adequate governance in the information for shareholders so that they can participate in the key decisions of the Company.

BOARD OF DIRECTORS:

As on 31st March, 2016 total 10 (ten) Directors were on the Board of the Company Including one Woman Director. Since the Chairman of the Board is from Promoter Group the Company has complied with the requirements of half of the Board with Independent Directors. During the year none of the Directors have any material transactions with the Company.

Name & Categories of Directors along with their attendance at Board Meetings held during the year 2015-16 and their attendance at the previous Annual General Meeting are as under:

Category	Name of Directors	No. of Meetings Held	No. of Meetings Attended	Attendance at 27 th AGM Held on 22/08/2015,
Chairman (Promoter)	Ghisulal D. Rathod (DIN – 00027607)	5	4	Present
Managing Director (Promoter)	Pradeep G. Rathod (DIN – 00027527)	5	5	Present
Non Executive Directors (Promoter Group)	Pankaj G. Rathod (DIN – 00027572)	5	5	Absent
	Fatechand M. Shah (DIN – 00061717)	5	3	Absent
	Miss. Karishma P. Rathod (DIN -06884681)	5	5	Absent
Non Executive Directors (Independent)	Harilal L. Boolani (DIN – 00049179)*	5	2	Absent
	S.M. Khinvesra (DIN – 02372984)	5	5	Present
	Mahendra F. Sundesha (DIN – 01532570)	5	3	Absent
	Prem G. Manghani (DIN – 05350795)	5	3	Absent
	Pushp Raj Singhvi (DIN – 00347511)	5	3	Present
	Sudhakar Mondkar (DIN – 07458093)**	5	1	N.A.

*Harilal Boolani resigned as Director w.e.f 19th February, 2016

**Sudhakar Mondkar, appointed as an Additional Director w.e.f. 8th March, 2016

The Inter-se Relationship and Shareholdings of Directors as on 31st March, 2016 are as under:

Name of Directors	Inter-se Relationship amongst Directors	No. of Shares Held as on 31 st March, 2016
Ghisulal D. Rathod (DIN – 00027607)	Father of Directors Pradeep Rathod and Pankaj Rathod	4,62,056
Pradeep G. Rathod (DIN – 00027527)	Son of Ghisulal Rathod and Father of Karishma Rathod	5,88,847
Pankaj G. Rathod (DIN – 00027572)	Son of Ghisulal Rathod	5,76,177
Miss. Karishma P. Rathod (DIN-06884681)	Daughter of Pradeep Rathod	30,000
Fatechand M. Shah (DIN – 00061717)	N.A.	2,54,600
S.M. Khinvesra (DIN – 02372984)	N.A.	200
Mahendra F. Sundesha (DIN – 01532570)	N.A.	16,600
Prem G. Manghani (DIN – 05350795)	N.A.	-
Pushp Raj Singhvi (DIN – 00347511)	N.A.	2500
Sudhakar Mondkar (DIN – 07458093)	N.A.	-

The Directorship, Committee Membership and Chairmanship of Directors as on 31st March, 2016 are as under:

Name of Directors	No. of Directorships in other Public Limited Companies		No. of Committee positions held in other Public Limited Companies	
	Chairman of the Board	Member of the Board	Chairman	Member of the Committee
Ghisulal D. Rathod (DIN – 00027607)	1	-	-	-
Pradeep G. Rathod (DIN – 00027527)	-	1	-	-
Pankaj G. Rathod (DIN – 00027572)	-	1	-	-
Karishma P. Rathod (DIN-06884681)	-	-	-	-
Fatechand M. Shah (DIN – 00061717)	-	-	-	-
S.M. Khinvesra (DIN – 02372984)	-	-	-	-
Mahendra F. Sundesha (DIN – 01532570)	-	-	-	-
Prem G. Manghani (DIN – 05350795)	-	-	-	-
Pushp Raj Singhvi (DIN – 00347511)	-	3	-	2
Sudhakar Mondkar (DIN 07458093)	-	-	-	-

The table above excludes Directorships/Chairmanship in Indian Private Limited Companies, Section 8 Companies and Foreign Companies and positions held in Proprietorship and Partnership in Firms. Positions of Chairmanship/Membership of the Audit Committee and Stakeholders' Relationship Committee are considered.

PRESENT COMPOSITION OF THE BOARD:

Total 10 (TEN) Directors comprising the Board of the Company as on 31st March, 2016:

Ghisulal D. Rathod (Chairman), Pradeep G. Rathod (Managing Director), Pankaj G. Rathod, Karishma P. Rathod, Fatechand M. Shah, S.M. Khinvesra, Mahendra F. Sundesha, Prem G. Manghani, Pushp Raj Singhvi and Sudhakar Mondkar. The Directors other than Managing Director/ Whole Time Director and Independent Directors are liable to retire by Rotation.

DETAILS OF THE BOARD MEETINGS:

5 (Five) Board Meetings were held during the year 2015-16 the details of which are as under:

Date of the Meetings	Total Strength of the Board	No. of Directors Presents
Saturday, 23 rd May, 2015	10	8
Monday, 10 th August, 2015	10	7
Saturday, 7 th November, 2015	10	8
Saturday, 6 th February, 2016	10	8
Tuesday, 8 th March, 2016	10	7

All the above Board Meetings were held at the Corporate Office of the Company at Mumbai and the gap between two Board Meetings was not more than 120 days.

The required quorum was present at all the above Board Meetings and all Resolutions are approved unanimously and recorded in the minutes. There was no instance of Adjournment of any of the said Meetings.

The minutes of the Committee Meetings were periodically placed before the Board.

The Board Meetings were conveyed after sufficient days of Notice to the Board Members along with the Agenda for the meeting with necessary documents. All the required information pursuant to provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 'Listing Regulations' with Stock Exchanges were placed before the Board and duly approved and noted by the Board.

COMMITTEES OF THE BOARD:

The details of Committee of the Board are Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Company has structured induction and familiarization programme for all its Directors including the Independent Directors. Company through such programmes familiarizes not only the Independent Directors but any new appointee on the Board with a brief background of Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events, etc. This programme is also uploaded on Company's website at www.cellowimplast.com

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

There was one separate meeting of Independent Directors held on Saturday 6th February, 2016 and 4 (four) Independent Directors were present i.e. Harilal L. Boolani (Chairman), Mahendra F. Sundesha, S.M. Khinvesra and Prem G. Manghani. In the Meeting the Independent Directors have reviewed the performance of the Chairman of the Company- Ghisulal D. Rathod and the performance of other Non Executive Directors and the Board as a whole. After review the Independent Directors were of the opinion that the performances of all were adequate considering the growth in volumes and earnings of the Company.

CODE OF CONDUCT:

The Board has laid down Code of Conduct for all the Board Members and Senior Management of the Company and this Code of Conduct is posted on the Company's Web Site at www.cellowimplast.com. The declaration by CEO i.e. the Managing Director of the Company for affirmation on Compliance of Code of Conduct by Board Members and Senior Managerial Personnel of the Company annexed to this Report.

CEO/CFO CERTIFICATION:

The Certificate of CEO/CFO regarding authentication and other matters with respect to Financial Statements for the year ended on 31st March, 2016 is annexed to this Report.

VIGIL MECHANISM POLICY:

The Company has adopted Whistle Blower i.e. Vigil Mechanism Policy where in the person can directly approach the Chairman of Audit Committee. This policy is available at Company's website www.cellowimplast.com.

AUDIT COMMITTEE:

The Audit Committee as on 31st March, 2016 comprises of 4 Directors namely Mr. S.M. Khinvesra (Chairman), Mr. Pradeep G. Rathod, Mr. Sudhakar Mondkar and Mr. Mahendra F. Sundesha, out of these 4 Directors 3 are Independent Directors.

Mr. Harilal L. Boolani resigned from Committee w.e.f 19th February, 2016.

Chairman of the Audit Committee Mr. S. M. Khinvesra is an Independent Director and was present at the 27th Annual General Meeting of the Company held on Saturday 22nd August, 2015.

Company Secretary Mr. Kapil D. Joshi acted as Secretary of the Audit Committee Meeting.

Powers of the Audit Committee:

- 1) To investigate any activity within its terms of reference.
- 2) To seek information from any employee.
- 3) To obtain outside legal or other professional advice.
- 4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of reference / role of the Audit Committee:

- 1) Oversight of the Company's Financial Reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- 3) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- 4) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgments by the management.
 - d) Significant adjustments made in the financial statements arising out of Audit findings.
 - e) Compliance with the listing and other legal requirements relating to financial statements.
 - f) Disclosure of Related Party Transactions.
 - g) Review of the Draft Statutory Audit Report.
- 5) Review with the management, the quarterly financial statements before submission to the Board for approval.
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc., the statement of fund utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- 8) Approval or any subsequent modification of transactions of the company with related parties.
- 9) Scrutiny of inter-corporate loans and investments.
- 10) Valuation of undertakings or assets of the company, whenever it is necessary.
- 11) Evaluation of internal financial controls and risk management systems.
- 12) Review with the management, the performance of Statutory and Internal Auditors, adequacy of Internal Control Systems.
- 13) Review the adequacy of Internal Audit function, including the structure of the internal audit department, staffing and seniority of the officials heading the department, coverage and frequency of the Internal Audit.
- 14) Discussion with Internal Auditors, any significant findings and follow up thereon.
- 15) Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 16) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults, if any, in payment to the depositors, debenture holders, shareholders (in case of dividend) and creditors.
- 18) To review the functioning of the Whistle Blower Mechanism.
- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that functions after assessing the qualifications, experience and background, etc. of the candidate.
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 21) To review the following information:
 - a) The management discussion and analysis of financial conditions and results of operations.
 - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management.
 - c) Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
 - d) Internal Audit Reports relating to internal controls and weaknesses, and
 - e) The appointment, removal and terms of remuneration of Chief internal auditors shall be subject to review by the Audit Committee.

DETAILS OF THE MEETINGS:

4 (Four) Audit Committee Meetings were held during the year 2015-16 the details of which are as under:

Date of the Meetings	Total Strength of the Committee	No. of Members Presents
Saturday, 23 rd May, 2015	4	3
Monday, 10 th August, 2015	4	3
Saturday, 7 th November, 2015	4	3
Saturday, 6 th February, 2016	4	4

The attendance of members in Audit Committee Meetings held during the year 2015-16 is as under:

Name of the Committee Members	Total Meetings Held	No. of Meetings Attended
S.M. Khinvesra (Chairman)	4	4
Pradeep G. Rathod (Member)	4	4
Harilal L. Boolani (Member)	4	2
Mahendra F. Sundesha (Member)	4	3

All the above meetings were held at the Corporate Office of the Company at Mumbai. The gap between two meetings was not more than 120 days.

The necessary quorum was present at all the meetings. There was no instance of Adjournment of any of the said Meetings.

The Committee periodically reviewed Internal Controls systems and the report of Chief Internal Auditors of the Company and no significant area of concern was found by the Audit Committee during the review.

The Audit Committee has approved the contracts and transactions with Related Parties and has recommended those contracts and transactions to the Board for approval.

Audit Committee meetings were also attended by the Chief Financial Officer, Company Secretary, Internal Auditors and Statutory Auditors of the Company. The minutes of the meetings of the Audit Committee were periodically placed before the Board.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee as on 31st March, 2016 comprises of 3 Directors namely Mr. Sudhakar Mondkar (Chairman), Mr. Ghisulal D. Rathod and Mr. Pradeep G. Rathod. The Chairman of Committee is an Independent Director.

Mr. Harilal L. Boolani resigned from Committee w.e.f 19th February, 2016

Terms of reference / role of the Committee are as under:

- 1) Review / Resolve Investors' queries and complaints.
- 2) Review of corporate actions, if any.
- 3) Review of documents submitted to Stock Exchanges.
- 4) Review of documents processed by Registrar and Transfer Agents.
- 5) Any other matters assigned to it with relation to the Companies Act, 2013 and Listing Agreement with Stock Exchanges.

DETAILS OF THE MEETINGS:

4 (Four) Stakeholders' Relationship Committee Meetings were held during the year 2015-16 the details of which are as under:

Date of the Meetings	Total Strength of the Committee	No. of Members Presents
Saturday, 23 rd May, 2015	3	2
Monday, 10 th August, 2015	3	3
Saturday, 7 th November, 2015	3	2
Saturday, 6 th February, 2016	3	2

The attendance of the members for Committee Meetings held during the year 2015-16 are as under:

Name of the Committee Members	Total Meetings Held	No. of Meetings Attended
Harilal L. Boolani (Chairman)	4	2
Ghisulal D. Rathod (Member)	4	3
Pradeep G. Rathod (Member)	4	4

All the above meetings were held at the Corporate Office of the Company at Mumbai. The necessary quorum was present for all the meetings.

The minutes of the meetings of the Committee were periodically placed before the Board.

CERTIFICATE PURSUANT TO CLAUSE 47(C)/ 40(9) OF LISTING AGREEMENT/ LISTING OBLIGATIONS WITH STOCK EXCHANGES:

The Company has obtained half yearly Certificates pursuant to Clause 47(C)/ 40(9) of the Listing Agreement/ Listing Obligations with Stock Exchanges from Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries, Mumbai and the same were placed before the Committee for review. The certificates obtained during the year 2015-16 did not contain any reservation or qualification.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT PURSUANT TO REGULATION 55A OF THE SEBI (DEPOSITORIES AND PARTICIPANTS) (SECOND AMENDMENT) REGULATIONS, 2003:

The Company has obtained quarterly Reports from Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, Mumbai for Reconciliation of Share Capital Audit Reports as per Regulation 55A of SEBI (Depositories and Participants) (Second Amendment) Regulations, 2003 and the same were periodically placed before the Committee for review. The Reports obtained during the year 2015-16 did not contain any reservation or qualification.

COMPLIANCE OFFICER OF THE COMPANY:

Mr. Kapil Dhirajlal Joshi (Company Secretary), Corporate Avenue, Cello House, Sonawala Road, Goregaon (East), Mumbai – 400 063. Phone No. 022 – 26863426/27. Fax no. 022 – 2686368, E-mail: kapil.joshi@celloworld.com.

DETAILS OF COMPLAINTS RECEIVED AND RESOLVED DURING THE YEAR 2015-16:

Complaints pending at the beginning of the year	-	Nil
Complaints received during the year	-	16
Complaints resolved	-	16
Complaints pending at the end of the year	-	Nil

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee is constituted in accordance with provisions sub section (1) of Section 178 of the Companies Act, 2013, comprises of 3 Non-executive Directors viz. Mr. Sudhakar Mondkar (Chairman), Mr. S.M. Khinvesra and Mr. Pankaj G. Rathod. The Chairman of Committee is an Independent Director.

Mr. Harilal L. Boolani resigned from Committee w.e.f 19th February, 2016

The Director Mr. Pankaj G. Rathod was appointed as a Whole Time Director w.e.f. 1st June, 2016 at remuneration of ₹ 120 lacs per annum. The Board recommends his appointment for a term of 5 years i.e. from 1st June, 2016 to 31st May, 2021.

Board recommends increase in remuneration of the Managing Director, Pradeep G. Rathod from ₹ 120 lacs to ₹ 240 lacs per annum.

Other terms of the Committee are as under:

Responsibilities of the Committee:

The Nomination and Remuneration Committee shall-

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.

To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Performance evaluation criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An suggestive list of factors that may be considered include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Formulation of Nomination and Remuneration policy:

The Nomination and Remuneration Committee shall ensure that—

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The details relating to the remuneration of Directors is as under:

Remuneration Paid to Directors during the year 2015-16

(₹ in lacs)

Name	Salary	Sitting Fees
Mr. Ghisulal D. Rathod (Promoter/Non Executive Chairman)	-	-
Mr. Pradeep G. Rathod (Promoter/Managing Director)	120.00	-
Mr. Pankaj G. Rathod (Promoter/Non Executive Director)	-	-
Mr. Fatechand M. Shah (Promoter/Non Executive Director)	-	-
Miss Karishma P. Rathod (Promoter/Non Executive Director)	-	-
Mr. Harilal L. Boolani (Independent/Non Executive Director)	-	0.60
Mr. S.M. Khinvesra (Independent/Non Executive Director)	-	1.25
Mr. Mahendra F. Sundesha (Independent/Non Executive Director)	-	0.80
Mr. Prem G. Manghani (Independent/Non Executive Director)	-	0.45
Mr. Pushp Raj Singhvi (Independent/Non Executive Director)	-	0.40
Mr. Sudhakar Mondkar (Independent/Non Executive Director)	-	0.15

*Harilal Boolani resigned as Director w.e.f 19th February, 2016

**Sudhakar Mondkar, appointed as an Additional Director w.e.f. 8th March, 2016

3 (Three) Nomination and Remuneration Committee Meetings were held during the year 2015-16 the details of which are as under:

Date of the Meetings	Total Strength of the Committee	No. of Members Presents
Saturday, 23 rd May, 2015	3	2
Saturday, 7 th November, 2015	3	2
Saturday, 8 th March, 2016	2	2

The attendance of the members for Committee Meetings held during the year 2015-16 is as under:

Name of the Committee Members	Total Meetings Held	No. of Meetings Attended
Harilal L Boolani (Chairman)	3	2
Pankaj G. Rathod (Member)	3	3
S.M. Khinvesra (Member)	3	3

Presently the Company has two Executive Director i.e. the Managing Director and Whole-time Director of the Company and apart from this all other Directors are Non Executive Directors. The Key Managerial Personnel of the Company comprises of the Managing Director, Whole Time Director, CFO and CS of the Company.

The Sitting Fees of Independent Director, Remuneration paid to Managing Director and Key Managerial Personnel is incorporated in the section of Annexure – III to the Directors Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Committee consists of 3 Directors namely Mr. Pushp Raj Singhvi (Chairman), Mr. Ghisulal D. Rathod and Mr. Pradeep G. Rathod. The Chairman of Committee is an Independent Director.

The Committee periodically reviews and recommends to the Board about CSR Budget, CSR Expenditures, CSR policy which mainly includes Health and Education and other areas covered under Schedule – VII to the Companies Act, 2013. The Minutes of Committee meetings were periodically placed before the Board.

3 (Three) Corporate Social Responsibility Committee Meetings were held during the year 2015-16 the details of which are as under:

Date of the Meetings	Total Strength of the Committee	No. of Members Presents
Saturday, 23 rd May, 2015	3	3
Monday, 10 th August, 2015	3	3
Saturday, 7 th November, 2015	3	3

The attendances of the members for Committee Meetings held during the year 2015-16 are as under:

Name of the Committee Members	Total Meetings Held	No. of Meetings Attended
Pushp Raj Singhvi (Chairman)	3	3
Ghisulal D. Rathod (Member)	3	3
Pradeep G. Rathod (Member)	3	3

TERMS OF REFERENCE:

- Formulate and recommended to the Board, a CSR Policy.
- Recommend to the Board CSR activities to be undertaken by the Company.
- Monitor the CSR Policy of the Company from time to time and ensure its Compliance.

RISK MANAGEMENT COMMITTEE:

The Committee comprises of 3 Directors namely Mr. Mahendra F. Sundesha (Chairman), Mr. Pradeep G. Rathod and Mr. Pankaj G. Rathod. The Chairman of Committee is an Independent Director.

2 (Two) Risk Management Committee Meetings were held during the year 2015-16 the details of which are as under:

Date of the Meetings	Total Strength of the Committee	No. of Members Presents
Saturday, 23 rd May 2015	3	3
Saturday, 7 th November, 2015	3	3

The attendance of the members for Committee Meetings held during the year 2015-16 is as under:

Name of the Committee Members	Total Meetings Held	No. of Meetings Attended
Mahendra F. Sundesha (Chairman)	2	2
Pradeep G. Rathod (Member)	2	2
Pankaj G. Rathod (Member)	2	2

The Committee reviews Risk Associated with the business of the Company and has reported the Risks to the Board for necessary action on Risk Management and Mitigations. Apart from the General Risk associated with the Industry the Committee reviewed major Risks like Risk of Foreign Exchange rate fluctuations, Risk of volatility in polymer prices with the upward trends, Risk of Changes in Government Policies and Tax Rates, Risk of the rising unorganized players in the market. The Committee reviewed major Risks and recommended to the Board for necessary actions.

The Committee has formulated Risk Management Policy of the Company which includes the Identification of Risks, Risk Mitigations, Risk Management and the policy is available on Company's website at www.cellowimplast.com. The Risks are identified in such manner so that necessary actions can be taken at Board's level for Risk assessment and Mitigation.

DISCLOSURES:

Related Party Transactions:

During the year 2015-16 the Company has not entered any significant Related Party Transactions which consist potential conflict with Interest of the Company at large and all the transactions were entered in to at arm's length basis by the Company. The Company's Policy on related party transactions is posted on web site www.cellowimplast.com.

Vigil Mechanism:

The Company has adopted Whistle Blower i.e. Vigil Mechanism Policy and pursuant to the policy no personnel has been denied access to the Chairman of the Audit Committee.

Accounting Treatment in preparation of Financial Statements:

In preparation of Financial Statements the Company has adopted the accounting principles generally accepted, the Accounting Standards specified under Section 133 of the Companies Act, 2013 and Rule 7 of the Companies (Accounts) Rules, 2014. During the year under review the Company has not changed its Accounting Policies.

Compliance Details:

There was no instance of non-compliance related to the Capital Markets during the past 3 years and none of the Stock Exchange or SEBI has imposed any penalties or strictures on the Company. The Company has complied with the mandatory guidelines of Corporate Governance and is in the process to implement the other non mandatory guidelines. The Company is in the process of implementation of Corporate Governance Voluntary Guidelines, 2009.

The Company has maintained Cost Accounting Records for the financial year 2015-16. The Cost Report for the year 2014-15 has been filed in XBRL.

GENERAL BODY MEETINGS:

Details of previous 3 Annual General Meetings are as under:

AGM No.	Financial Year	Venue	Date of AGM	Time	Special Resolution(s)	Dividend Declared
27 th	2014-15	Raghulaxmi Banquet, Hotel Royal Garden, At/Po-Dabhel, Daman-396210	22 nd August, 2015	11.00 am	N.A.	₹ 10.00 per share (100%)
26 th	2013-14	S. No. 327 1 to 4, Village Kachigam, Nani Daman, Daman – 396210.	9 th August, 2014	11.00 am	01	₹ 9.00 per Share (90%)
25 th	2012-13	S. No. 327 1 to 4, Village Kachigam, Nani Daman, Daman - 396210	2 nd August, 2013	11.00 am	01	₹ 8.00 per Share (80%)

All Special Resolution set out in the notices for the Annual General Meeting were passed by share holders at the respective meeting with requisite majority. In the above Annual General Meetings necessary quorum was present. There was no request by members for voting by poll and all the business was unanimously approved by members. There was no instance of Adjournment of any of the Annual General Meeting.

No Extra Ordinary General Meeting of Members or Meetings of Creditors was held during last 3 years and there was no instance of Court conveyed meeting during last 3 years.

The Company has not conducted voting by Postal Ballot during last 3 years and no special resolution is proposed to be passed through postal ballot for this 28th Annual General Meeting.

The Company has not raised funds from public during the period of last 3 years.

MEANS OF COMMUNICATION:

The Financial Results were published in Economic Times (all India Edition) and Gujarat Mitra (Surat Edition) also other notices were duly published in the newspapers and intimated to Stock Exchanges from time to time.

The Financial Results, Shareholding Pattern, Corporate Governance Report and other required information is also made available at Company's Website www.cellowimplast.com. The Company has replied to all the queries of Investors during the year.

There was no presentation made by the Company to any of the Institutional Investors or Analysts. The Senior Management personnel have conducted meetings with Investors during the year at specific requests. The Company has not entered into agreement with any Media Companies.

GENERAL INFORMATION:**28th Annual General Meeting:**

- | | | | |
|-------|----------------------------|---|---|
| (i) | AGM (Date, Time and Venue) | : | Friday, 26 th August, 2016 at 11.00 am, at Hotel Royal Garden, Vapi Daman Main Road, At/Po- Dabhel, Daman- 396210. |
| (ii) | Financial Year | : | 1 st April, 2015 to 31 st March, 2016 |
| (iii) | Registered Office | : | Survey No. 324/ 4 to 7, of Kachigam, Village Kachigam, Swami Narayan Gurukul Road, Nani Daman- Daman-396210. |
| (iv) | Listing on Stock Exchanges | : | BSE limited. |
| (v) | Listing Fees | : | Annual Listing Fees for the year upto 2016-17 have been paid to the Stock Exchange. |
| (vi) | Stock Code | : | BSE: 526586 |

Dematerialization of Shares:

The Company has availed connectivity for both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) with ISIN - INE 015B01018.

As on **31st March, 2016** **97.74%** of Company's Equity Share Capital were dematerialized and balance of **2.26%** Equity Shares were in Physical Mode the details of which are as under:

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	No. of Shares	% of Total Capital	No. of Shares	% of Total Capital
Held in Demat form with NSDL	5107070	85.09	4838181	80.62
Held in Demat form with CDSL	758684	12.65	1013803	16.89
Holdings in Physical Mode	135926	2.26	149696	2.49
Total	6001680	100.00	6001680	100.00

Information on Market Rates:

The details of high/low/closing of market price of Company's shares traded on the BSE Ltd. and performance in comparison to broad-based indices of BSE Sensex during the financial year 2015-16.

Month	Share Prices (in ₹)				BSE Sensex		
	High Price	Low Price	Close Price	No. of Shares	High	Low	Close
Apr 15	1560.00	1196.00	1409.75	46684	29094.61	26897.54	27011.31
May 15	1689.00	1320.00	1681.00	52563	26423.99	26423.99	27828.44
Jun 15	1835.00	1639.75	1777.75	37333	27968.75	26307.07	27780.83
Jul 15	2300.00	1651.00	2110.50	134160	28578.33	27416.39	28114.56
Aug 15	2499.00	1750.00	1988.50	75559	28417.59	25298.42	26283.09
Sep 15	2088.00	1809.00	2050.25	29359	26471.82	24833.54	26154.83
Oct 15	2225.00	2021.00	2102.00	15231	27618.14	26168.71	26656.83
Nov 15	2145.50	1628.00	2020.50	72139	26824.30	25451.42	26145.67
Dec 15	2118.50	1755.00	1971.50	75974	26256.42	24867.73	26117.54
Jan 16	2035.00	1740.00	1884.75	22830	26197.27	23839.76	24870.69
Feb 16	1980.00	1566.00	1649.75	82256	25002.32	22494.61	23002.00
Mar 16	1735.00	1610.00	1635.00	23581	25479.62	23133.18	25341.86

Sha Shareholding Pattern of the Company:

Particulars	As at 31 st March, 2016			As at 31 st March, 2015		
	No. of Holders	No. of Shares held	Holding In %	No. of Holders	No. of Shares held	Holding In %
Promoters' Holdings:						
Indian Promoters	28	4501260	75.00	29	4501236	75.00
Foreign Promoters	-	-	-	-	-	-
Sub Total	28	4501260	75.00	29	4501236	75.00
Non Promoters Holdings:						
Mutual Funds	6	96735	1.61	6	101895	1.70
Bank / Institutions	1	1000	0.02	1	1000	0.02
Corporate Bodies	119	142806	2.38	106	133643	2.23
FIIIs	-	-	-	1	3000	0.05
Central / State Govt. Bodies	-	-	-	-	-	-
NRIIs / OCBs	111	64190	1.07	71	43398	0.72
Clearing Members	33	10946	0.18	36	5581	0.09
Foreign Portfolio Investment	4	85847	1.43	1	46741	0.78
Public – Others	5342	1098896	18.31	4825	1165186	19.41
Sub Total	5616	1500420	25.00	5047	1500444	25.00
Grand Total	5644	6001680	100.00	5076	6001680	100.00

Particulars	No. of Holders	% of Total	No. of Shares Held	% of Total
1-500	5341	94.5477	423420	7.0550
501 – 1000	113	2.0004	86642	1.4436
1001 – 2000	78	1.3808	116917	1.9481
2001 – 3000	28	0.4957	73066	1.2174
3001 – 4000	13	0.2301	46830	0.7803
4001 – 5000	9	0.1593	40087	0.6679
5001 – 10000	17	0.3009	119687	1.9942
10001 and above	50	0.8851	5095031	84.8934
Total	5649	100.0000	6001680	100.0000

Address for Correspondence:**Registrar & Transfer Agents: - Link Intime India Pvt. Ltd.**

C-13, Pannalal Silk Mills Compound, L.B. S. Marg, Bhandup (west), Mumbai – 400 078. Tel – 022-25963838, Fax – 022- 25946969. Email – mumbai@linkintime.co.in

Compliance Officer of the Company:

Mr.Kapil Dhirajlal Joshi (Company Secretary), Corporate Office – Corporate Avenue, Cello House, Sonawala Road, Goregaon (East), Mumbai – 400 063. Phone No. 022 – 26863426/27. Fax no. 022 – 26863681. E-mail: kapil.joshi@celloworld.com.

Share Transfer System:

The shares held in electronic form are transferable through Depository Systems. Transfers of shares held in Physical Mode are processed by Registrar & Transfer Agents, Link Intime India Pvt. Ltd. on periodic basis. Also the Company offers Transfer-cum- Demat facility.

Other Information:

During the f.y. 2015-16 there was no changes in Authorized, Issued and Subscribed Paid-up Share Capital of the Company.

As on 31st March, 2016 none of the Promoter has pledged their shareholdings, the Company does not have any outstanding GDRs/ ADRs/ Warrants/ESOP or any convertible instruments and the Company does not have any balance with respect to Demat Suspense Account.

The details of Plant Locations of the Company are as under:

Sr No.	Plant Location	ADDRESS
1	Daman	S. No. 324/ 4 to 7, Village Kachigam, Swami Narayan Gurukul Road, Nani Daman, Daman- 396210,
	(Unit III)	Tel. (0260)2242415, Fax (0260) 2241922.
2	Daman	S. No. 327/ 1 to 4 & 7A Village Kachigam, Nani Daman, Daman- 396210. Tel. (0260)2242415, Fax
	(Unit I)	(0260) 2241922.
3	Daman (Sheet Div.)	Sr No.666/3 & 4, Opp kachigam, Sub station dabhel, Daman, U.T. 396210.
4	Baddi	Khasara No. 502/ 531-534, Village, Akkanwali, Baddi, Dist.Solan, H.P. 173205 Tel (01795) 321295, Fax (01795) 274169.
5	Chennai	A-13, E/S1, Sipcot Industrial Complex, Gummidiponndi-601201, Chennai, Tamil Nadu. 601201.
6	Haridwar	Plot No. 34, IP - IV, Village Begampur, Old Roorkie Road, Bahardabad, Haridwar - 249407.
7	Kolkata	Plot No. A2, Rishi Bankim Industrial Park, P.S. Bizpur Naihati, 24 Pgs North, Kolkata, West Bengal – 743135.

**For and on behalf of the Board
of Wim Plast Ltd.****Ghisulal D. Rathod
Chairman
(DIN 00027607)****2nd August, 2016
Mumbai**

CEO / CFO CERTIFICATION

To,
The Board of Directors,
Wim Plast Limited.,
S. No. 324/ 4 to 7, Village Kachigam,
Nani Daman, Daman – 396210.

We hereby certify as stipulated in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we hereby states as under:

We have reviewed the financial statements for the year ended 31st March, 2016 and we certify that:

- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
- 2) 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.
- 3) There are to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- 4) We accept responsibility for establishing and maintaining Internal Controls. We have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee the deficiency, if any, in the design or operation of the Internal Control Systems, of which we were aware and the steps we have taken or propose to take to rectify those deficiencies.

We further certify that:

- 1) There have been no significant changes in Internal Control Systems during the year.
- 2) There have been no significant changes in Accounting Policies during the year.
- 3) There have been no instances of significant fraud of which we were aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control Systems.

Date : 2nd August, 2016
Place : Mumbai

Pradeep G. Rathod
(CEO/MD-DIN00027527)

Madhusudan R. Jangid
(CFO)

DECLARATION

I, Pradeep G. Rathod, CEO/MD of the Company do hereby declare that all the Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended on 31st March, 2016.

Date : 2nd August, 2016
Place : Mumbai

Pradeep G. Rathod
(CEO/MD-DIN00027527)

REPORT ON CORPORATE GOVERNANCE

To,
The Members,
Wim Plast Limited.

We have examined the compliance of conditions of Corporate Governance by Wim Plast Limited ("the Company"), for the year ended 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with Stock Exchanges for the period 1st April, 2015 to 30th November, 2015 and as per relevant provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ("Listing Regulations") as referred to in regulation 15 (2) of the Listing Regulations for the period 1st December, 2015 to 31st March, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to 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 our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / Listing Regulations, as applicable.

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

For HS Associates, Company Secretaries

Hemant Shetye
(Partner)
FCS 2827,
COP 1483

02, August, 2016
Mumbai

Overview:

Although the economy was trapped in a slow spiral, impounded by droughts and shortfall of monsoon in India, low crude prices have successfully absorbed the impact and continued an upsurge in the economy during the year.

Furthermore, low polymer prices have led to tremendous increase in polymer consumption. An upswing of this kind was unheard of in the recent times.

This aligns perfectly with your company's growth plan. The country's rise in consumption of Plastics comes principally from an increase in domestic consumption. With continuous advancements in polymer technology, processing machines and cost-effective manufacturing, the company's prospects look positive.

Opportunity and Threats:

The company's opportunities lies with its penetrating distribution networks, and factories located in all 4 zones which enables timely supply and competitive pricing. This along with establishing in-house design and tool rooms allow the company independence and self-reliance in supplying quality products under the name of Cello. Advertising through the press and television mediums gave prominence to the high-quality products.

As consumer tastes evolve, the company matches it up with innovative products. Last year the company launched 20 products in moulded furniture, 23 new coolers in Window, Desert, Mini Desert and Personnel cooler categories.

The new and existing, unorganized players in the market brings with it the risks of unethical practices along with products which look identical to standard quality products of branded players. These risks are mitigated by the application of suitable strategies which are then periodically reviewed for their effectiveness by The Board and Audit Committee.

Risk Management:

The company is exposed to several potential risks both from internal and external sources. By addressing the risk in its nascent stages allows for long-term corporate success. Risks such as industry segment risks, technological changes, product distribution and supply can be anticipated and curbed.

However risks caused by variations in raw material prices and economic risks require continuous monitoring to determine suitable approaches to manage the risks caused by the same.

Internal Control:

The Company follows internal monitoring and control procedures at all levels of the organizations. All matters of operations are recorded and precisely reported by the concerned Department Heads and Internal Auditors along with safeguarding of all assets and gathering and maintenance of all accounting records. On the basis of recommendations provided by Auditing Committee, due policies can be initiated.

Human Resource:

Since the company's success is determined by the caliber of its employees, appropriate steps are undertaken to ensure employees remain motivated, enthusiastic and take initiatives to improve and develop their work. The company encourages employees to be creative, apply their skills and explore new avenues to remain productive and expand their work portfolios. The company looks out for its employees in terms of job satisfaction and remuneration.

Employees are provided regular upgradation of their knowledge areas through organizational training and educational programs with due diligence placed on occupational health and safety. The Employees remain devoted to their work and the Company over the years.

Cautionary Statement:

The content provided for Management Discussion and Analysis Report may vary with the anticipation made in the discussion statements. Taxation laws, Economic Development, Cost of Raw Materials Interest and Power Cost are among the few extraneous variables that influence the Company's operations.

**For and on behalf of the Board
of Wim Plast Ltd.**

**2nd August, 2016
Mumbai**

**Ghisulal D. Rathod
Chairman
(DIN 00027607)**

Secretarial Audit Report Form No. MR-3

For the financial year ended on 31st March, 2016.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014].

To,
The Members,
Wim Plast Limited
CIN- L2520DD1988PLC001544
S.No.324/4 to 7 of Kachigam,
Village Kachigam,
Swami Narayan Gurukul Road,
Daman, DD 396210, IN

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Wim Plast Limited** (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Wim Plast Limited'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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, 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:

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

- I. The Companies Act, 1956 and the Companies Act, 2013 (**the Act**) and the Rules made there under, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) were applicable during the period:-
 - 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, 1992;
 - 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**);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**).

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);
- ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the following specific laws and other general laws applicable to the Company:

- a. The Environment (Protection) Act, 1986;
- b. Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards;
- c. Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards;
- d. Factories Act, 1948;
- e. Trademarks Act, 1958.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non – Executive Directors and Independent Directors. The changes in constitution of the Board of Directors that took place during the period under review i.e. Mr. Harilal L. Boolani (DIN- 00049179) resigned w.e.f. 19th February, 2016 and Mr. Sudhakar Mondkar (DIN- 07458093) was appointed as an Additional Independent Director of the Company w.e.f. 8th March, 2016 were carried out in compliance with the provisions of the Act.

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

All Decisions at the Board Meetings are carried out unanimously and recorded in the minutes.

We 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.

For HS Associates, Company Secretaries

Hemant Shetye
(Partner)
FCS 2827,
COP 1483

02, August, 2016
Mumbai

To
The Members of Wim Plast Limited
Goregaon.

Report on the Financial Statements

We have audited the accompanying financial statements of Wim Plast Ltd which comprise the Balance Sheet as at 31 March 2016, & the Statement of Profit and Loss and for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The company's board of director is responsible for the matter stated in section 134(5) of the companies act, 2013 with respect to preparation and presentation of these standalone financial statements that give a true and fair view of the financial position. Financial performance and cash flow of the Company in accordance with the Accounting principal generally accepted in India. Including accounting Standards specified under section 133 of the company act 2013 read with rule 7 of the companies (Accounts) rules, 2014. This responsibility also includes maintenance of adequate accounting record in accordance with the provision of the act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularity; Selection and application of appropriate accounting policy ; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31 March 2016 and its profit and its cash flows for the year end on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Standalone 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 31 March 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B': and
 - g. with respect to the other matters to be included in the Auditors' 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 information given to us :
 1. The Company has disclosed the impact of pending litigations on its financial positions in its financial statements.
 2. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Provident Fund by the company.

For B. P. SHAH & Co.
Chartered Accountants
Firm's registration number: 109517W

Bharat P Shah
Partner

Membership number: 033530

Date: 27/05/2016

The Annexure referred to in Independent Auditors' Report to the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The procedure of physical verification of inventory followed by the management is reasonable and adequate relation to the size of the company and nature of business
- (c) The company has maintained the proper records of inventory and no material discrepancy were noticed on physical verification.
- iii. The Company has not granted loans, secured or unsecured to companies, firm or other parties covered in the registered maintained under section 189(2) of the act.
- 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 Act, with respect to the loans and investment made.
- v. The Company has not accepted any deposits from the public.
- vi. The company has maintained the records as specified by the central government under section (1) of section 148 of the company act 2013.
- vii. (a) According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and.

According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, a According to the information and explanation given to us, the following dues of duty of excise have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dispute	Amount (in)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	2,66,792/-	Sept 2008 to April 2009	Customs Excise and Service Tax Appellate Tribunal.

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x. According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. According to the information and explanation given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- xiii. The Company has not made any preferential allotment or private placement of share fully or partly.
- xiv. The company has not entered into any non-cash transactions with directors or persons connected with him.
- xv. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For B. P. Shah & Co
Chartered Accountants
(FRN: 109517W)

Bharat P. Shah
Partner
(Membership No. 033530)

Place: Mumbai
Date: 27th May, 2016

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF WIM PLAST LIMITED

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

We have audited the internal financial controls over financial reporting of Wim Plast Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal 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. 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For B. P. Shah & Co
Chartered Accountants
(FRN: 109517W)

Bharat P. Shah
Partner
(Membership No. 033530)

Place: Mumbai
Date: 27th May, 2016

as at 31st March, 2016

(₹ in lacs)

	Note No	As at 31st March, 2016	As at 31st March, 2015
A EQUITY AND LIABILITIES			
1) Shareholders' Fund			
(a) Share Capital	1	600.17	600.17
(b) Reserves and Surplus	2	20,802.78	17,155.02
		<u>21,402.95</u>	<u>17,755.19</u>
2) Non-Current Liabilities			
(a) Deferred Tax Liability (Net)	3	586.58	532.72
(b) Other Long-Term Liabilities	4	12.77	12.77
(c) Long-Term Provisions	5	31.88	15.86
		<u>631.23</u>	<u>561.35</u>
3) Current Liabilities			
(a) Trade Payables	6	1,459.12	932.43
(b) Other Current Liabilities	7	1,247.25	1,213.04
(c) Short-Term Provisions	8	156.47	831.70
		<u>2,862.85</u>	<u>2,977.17</u>
TOTAL		<u>24,897.03</u>	<u>21,293.71</u>
B ASSETS			
1) Non Current Assets			
(a) Fixed Assets (Tangible)	9	8,697.30	8,640.24
(b) Long Term Loans and Advances	10	439.73	237.83
		<u>9,137.03</u>	<u>8,878.07</u>
2) Current Assets			
(a) Inventories	11	6,952.28	5,151.16
(b) Trade Receivables	12	4,803.34	4,060.38
(c) Cash and Cash Equivalents	13	2,520.72	1,435.68
(d) Short-Term Loans and Advances	14	1,483.66	1,768.42
		<u>15,760.00</u>	<u>12,415.64</u>
TOTAL		<u>24,897.03</u>	<u>21,293.71</u>

The Notes forming an integral part of these financial statements

As per our Report of even date

For B. P. Shah & Co.

Chartered Accountants (FRN- 109517W)

Bharat P. Shah

Partner (M.No. 33530)

Mumbai - 27th May, 2016

For and on behalf of the Board of Wim Plast Limited

Ghisulal D. Rathod

Chairman (DIN 00027607)

Madhusudan Jangid

Chief Financial Officer

Pradeep G. Rathod

Managing Director (DIN 00027527)

Kapil D. Joshi

Company Secretary

Mumbai - 27th May, 2016

STATEMENT OF PROFIT AND LOSS



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as at 31st March, 2016

as at 31st March, 2016		(₹ in lacs)	
	Note No	2015-16	2014-15
1) Revenue From Operations (Gross)	15	42,745.35	42,328.21
Less : Duties and Levies		6,837.71	5,725.62
Revenue from Operations (Net)		35,907.64	36,602.59
2) Other Income	16	153.78	138.05
3) Total Revenue (1 + 2)		36,061.42	36,740.64
4) Expenses			
(a) Cost of Materials Consumed		16,648.47	19,078.53
(b) Purchases of Traded Goods		4,070.27	5,357.02
(c) Changes in Inventories of Finished Goods, and Stock-in-trade	17	(424.53)	(186.31)
(d) Employee Benefits Expenses	18	1,578.84	1,228.86
(e) Finance Costs		18.66	14.92
(f) Depreciation and Amortisation Expense		1,124.92	901.54
(g) Other Expenses	19	6,543.48	4,989.54
Total Expenses		29,560.10	31,384.10
5) Profit Before Tax (3 - 4)		6,501.32	5,356.54
6) Tax Expenses			
(a) Current Tax expense		1,918.80	1,390.00
(b) Deferred Tax		53.85	126.97
(c) Short Provision for Taxation		14.07	3.95
		1,986.72	1,520.92
Profit for the year (5 - 6)		4,514.60	3,835.62
Earning Per Share of face value of ₹10/- each			
Basic		75.22	63.91
Dilluted		75.22	63.91

The Notes forming an integral part of these financial statements

As per our Report of even date

For B. P. Shah & Co.

Chartered Accountants (FRN- 109517W)

Bharat P. Shah

Partner (M.No. 33530)

Mumbai - 27th May, 2016

For and on behalf of the Board of Wim Plast Limited

Ghisulal D. Rathod

Chairman (DIN 00027607)

Madhusudan Jangid

Chief Financial Officer

Pradeep G. Rathod

Managing Director (DIN 00027527)

Kapil D. Joshi

Company Secretary

Mumbai - 27th May, 2016

CASH FLOW STATEMENT



as at 31st March, 2016

(₹ in lacs)

	2015-16	2014-15
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary	6,501.32	5,356.54
Adjustment for :		
Depreciation	1,124.91	901.54
Interest Income	(11.31)	(14.66)
Dividend Income	(107.89)	(71.32)
Mould Hire Charges	(8.93)	(8.12)
Finance Costs	18.66	14.92
Foreign Exchange Gain	(0.83)	(5.26)
Provision for Doubtful Debts	26.54	-
Provision for Gratuity	11.76	1.54
Profit on sale of fixed assets	(18.27)	(21.93)
	1,034.64	796.71
Operating profit before Working Capital Changes	7,535.96	6,153.25
Adjustments for :		
(Increase) / Decrease in Trade & Other Receivables	(768.72)	(1,128.51)
(Increase) / Decrease in Inventories	(1,801.11)	1,264.70
(Increase) / Decrease in Loans & Advances	82.91	(501.52)
Increase / (Decrease) in Trade & Other Payables	570.24	(55.61)
	(1,916.68)	(420.94)
Cash Generated from Operations	5,619.29	5,732.31
Tax Paid	(1,891.36)	(1,358.65)
Finance Costs	(18.66)	(14.92)
	(1,910.02)	(1,373.57)
Net cash from operating activities	3,709.27	4,358.74
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,190.19)	(2,902.60)
Interest Income	11.31	14.66
Dividend Income	107.89	71.32
Mould Hire Charges	8.93	8.12
Proceeds from Sale of Fixed Assets	27.00	40.22
Net Cash Flow from Investing Activities	(1,035.06)	(2,768.28)
C CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(1,320.37)	(540.15)
Dividend Tax Paid	(268.80)	(91.81)
Net cash flow from financing activities	(1,589.17)	(631.96)
Net Increase/(Decrease) in Cash and Cash equivalent (A+B+C)	1,085.04	958.50
Opening Cash and Cash Equivalents	1,435.68	477.18
Closing Cash and Cash Equivalents	2,520.72	1,435.68

As per our Report of even date

For B. P. Shah & Co.

Chartered Accountants (FRN- 109517W)

For and on behalf of the Board of Wim Plast Limited

Ghisulal D. Rathod

Chairman (DIN 00027607)

Pradeep G. Rathod

Managing Director (DIN 00027527)

Bharat P. Shah

Partner (M.No. 33530)

Madhusudan Jangid

Chief Financial Officer

Kapil D. Joshi

Company Secretary

Mumbai - 27th May, 2016

Mumbai - 27th May, 2016

1. Company Overview:

The company is carrying the manufacturing activity of Plastic Moulded Furniture, Plastic Extrusion Sheets, Moulds and Air Coolers having the manufacturing units at Daman, Baddi, Chennai, Haridwar and Kolkata and Corporate Office in Mumbai.

2. Significant Accounting Policies

a. Basis of Preparation of Financial Statement

- (a) The Accounts are prepared on Historical cost convention on an accrual basis.
- (b) The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure regarding contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provision for doubtful debts and advances, obligation under employees retirement benefits and Income Tax.
- (c) The Financial Statements of the Company are prepared in accordance with the Section 129 of Companies Act, 2013 and accounting principles generally accepted, the Accounting Standards specified under Section 133 of the Companies Act, 2013 and Rule 7 of the Companies (Accounts) Rules, 2014.

b. Use of Estimates

Accounting estimate could change from period to period and actual result could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

c. Fixed Assets :

Fixed assets (other than "Freehold land" where no depreciation is charged) are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of purchase price and any directly attributable cost of bringing the assets to working condition for the intended use. Cenvat Receivable and Value added tax, if any on plant & machinery and moulds have been reduced from the cost of acquisition of the said assets. The amount of Capital Work in Progress is valued at Cost.

d. Depreciation :

- (a) Depreciation on Fixed Assets is provided on life assigned to each assets in accordance with the Schedule – II of the Companies Act, 2013. Depreciation on tangible assets is provided on the straight line method except for Plant & Machinery and Moulds which is based on technical evaluation. Management believes that these useful lives present the period over which the Management expect to use these assets. Hence the useful life for Plant & Machinery of 10 years and Moulds of 6 years for continuous running is different from the useful life as prescribed under Part C of Schedule II of Companies Act, 2013. Consequently based on the technical evaluation the Company has reassessed the useful life of its Fixed Assets.
- (b) Cost of Leasehold Land is amortised over the period of lease;
- (c) Assets like mobile phones, telephone instruments, etc are fully depreciated in the year of purchase/ acquisition.

e. Inventories :

Item of inventories are valued at lower of cost & net realizable value after providing for obsolescence, if any.

- (a) Raw Material – The cost of Raw Material is arrived at after reducing the available cenvat, education cess, secondary education cess and value added tax and the Raw Materials are valued at cost.
- (b) Finished goods – Finished Goods are valued at the cost or Net realizable value, whichever is lower.
- (c) Packing Material and stores, spares & consumable are valued at cost.

f. Revenue Recognition :

Revenue is accounted on accrual basis unless otherwise stated.

Other Income such as Dividend Income is recognized when Company's right to receive the Dividend is established by the reporting date, Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. The Income from Services are recognized on accrual basis.

g. Leases

Operating Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased terms, are classified as operating lease. Operating Lease payments are recognized as an expense in the Profit and Loss Account on a straight line basis over the lease term. Leasehold Lands are depreciated according to the Lease Period.

h. Sales :

Gross Sales are inclusive of Duties and Taxes. The Sales are recognized when the significant rights and reward of the ownership of the goods pass to the buyer which is generally when the goods are loaded into Party's vehicle for final dispatch. Sales are net of rebates, rate difference, trade discounts, claims & shortages.

i. Excise Duty

Excise Duty is accounted on the basis of both, payment made in respect of goods cleared and provisions are made for goods lying in Stock.

j. Foreign Currency Transactions :

- (a) Foreign Currency transactions are initially recorded at the rates of exchange prevailing on the date of transactions.
- (b) Non Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

k. Employee Retirement Benefits :

- (a) Short term employee benefits are recognized as an expenses at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- (b) Post employment and other long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined by using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to Profit and Loss account.

l. Taxation :

Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961. Deferred tax Asset / liability is calculated by applying the applicable tax rate as at balance sheet date. Deferred tax adjustments on account of timing difference are recognized only to the extent there is reasonable certainty of realization. At each balance sheet date, carrying amounts of deferred tax assets / liability is reviewed and necessary adjustment are made in asset / liability.

m. Borrowing Cost :

Borrowing Cost directly attributable to the acquisition & construction of an asset, which take a substantial period of time to get ready for its intended use are capitalized as part of the cost of such asset, until such time assets is substantially ready for its intended use. All other borrowing costs are recognized in the Profit and Loss Accounts in the period in which they are incurred.

n. Impairment of Assets:

The impairment loss is recognized whenever carrying amount of asset are exceeds its estimated recoverable amount. It is reviewed at each balance sheet date. An impairment loss is further provided or reversed depending upon the changes in circumstances.

o. Warranty:

Provision is estimated for expected warranty claim in respect of products sold during the year based on past experience regarding defective claim of products and cost of rectification or replacement. It is expected that most of these cost will be incurred over next 12 months which are as per warranty terms.

p. Provisions, Contingent Liabilities and Contingent Assets :

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent Liabilities, if material, are disclosed by way of notes to accounts. Contingent Assets are not recognized or disclosed in the financial statements.

q. Current / Non Current Items :

All Assets and Liabilities are presented as Current or Non Current as per the Company's normal operating cycle and the other criteria set out in Schedule - III to the Companies Act, 2013.

Note 1 : Share Capital

(₹ in lacs)

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	Amount	No. of Shares	Amount
(a) Authorised				
Equity Shares of ₹10/- each with paripasu voting rights	7000000	700.00	7000000	700.00
(b) Issued Subscribed and fully paid up				
Equity Shares of ₹10/- each with paripasu voting rights	6001680	600.17	6001680	600.17

Refer Notes below :

- There is no change in the Authorised , Issued / Subscribed and Paidup Share Capital during the financial year.
- Aggregate number of bonus share issued, share issued for consideration other than cash and share bought back during the period of 5 Year immediately preceeding the reported date- Nil
- Details of Shareholders holding 5% or more shares in the Company.

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Ghisulal D. Rathod	462,056	7.70	462,056	7.70
Pradeep G. Rathod	588,847	9.81	470,000	7.83
Pankaj G. Rathod	576,177	9.60	470,000	7.83
Pampuben G. Rathod	825,000	13.75	825,000	13.75
Gaurav P. Rathod	400,000	6.66	400,000	6.66

Note 2 : Reserves and Surplus

(₹ in lacs)

	2015-16	2014-15
(a) Capital Reserve		
As per last Balance Sheet	0.82	0.82
(b) Securities Premium Account		
As per last Balance Sheet	600.41	600.41
(c) General Reserve		
As per last Balance Sheet	2,497.46	2,754.16
Add : Transferred from Surplus	-	192.75
Less : Opening Provision for Dep. Adj	-	615.03
Add : Transferred from Deffered Tax Liability	-	165.58
	2,497.46	2,497.46
(d) Surplus		
As per last Balance Sheet	14,056.34	11,135.82
Add : Net profit for the year	4,514.59	3,835.62
Less : Interim Dividend (₹12/- Per Share)	720.20	-
Proposed Dividend (₹10/- Per Share)		600.17
Tax on Dividend	146.62	122.17
Transferred to General Reserve	-	192.74
	17,704.10	14,056.34
Total	20,802.78	17,155.02

Note 3 : Deferred Tax Liability (Net)

	2015-16	2014-15
Deferred Tax Liability on account of :		
Depreciation	637.01	719.26
Deferred Tax Assets on account of :		
Tax effect of items constituting deferred tax assets	50.43	20.96
Deferred Tax Liability (Net)	586.58	698.30
Less : Transferred to General Reserve	-	165.58
	586.58	532.72

Note 4 : Other Long Term Liabilities

(₹ in lacs)

	2015-16	2014-15
Trade Deposits Received	12.77	12.77
Total	12.77	12.77

Note 5 : Long Term Provisions

	2015-16	2014-15
Provisions for Employee Benefits	31.88	15.86
Total	31.88	15.86

Note 6 : Trade Payables

	2015-16	2014-15
Trade Payables:		
(a) Due to Micro, Small and Medium Enterprises	50.17	37.65
(b) Others*	1408.95	894.78
(* Amount Payable to Related Parties for Current Year ₹ 474.53 Lacs (Previous Year. ₹ 366.33 lacs)		
Total	1459.12	932.43

Note 7 : Other Current Liabilities

	2015-16	2014-15
(a) Unpaid Dividends	44.37	25.14
(b) Creditors for Capital Expenditure	52.88	320.20
(c) Advance from Customers	171.00	203.90
(d) Statutory Dues	507.47	393.91
(e) Other Liabilities	471.53	269.89
Total	1,247.25	1,213.04

Note 8 : Short Term Provisions

	2015-16	2014-15
(a) Provisions for Employee Benefits	68.46	64.10
(b) Provision for Taxation (Net of Advance Tax and TDS)	88.01	45.25
(c) Other Provisions		
(i) Proposed Dividend	-	600.17
(ii) Tax on Proposed Dividend	-	122.18
Total	156.47	831.70

Note 9 : Fixed Assets (Tangible)

Descriptions of Assets	GROSS BLOCK				DEPRECIATION					WDV	
	As at 01.04.2015	Additions/ Adjustment	Disposals/ Adjustment	As at 31.03.2016	Up to 31.03.2015	Transfer to Reserve	Depreciation For the year	Disposals/ Adjustment	Up to 31.03.2016	Bal as at 31.03.2016	Bal as at 31.03.2015
Freehold land	453.80	-	-	453.80	-	-	-	-	-	453.80	453.80
Leasehold Land	295.07	-	-	295.07	8.38	-	3.03	-	11.41	283.67	286.69
Buildings	2,888.53	88.86	-	2,977.39	379.00	-	91.87	-	470.87	2,506.52	2,509.53
Plant & Machinery	6,746.35	168.94	97.43	6,817.86	3,401.34	-	501.63	89.23	3,813.75	3,004.11	3,345.02
Furniture & Fixtures	253.68	20.63	-	274.31	96.04	-	19.35	-	115.39	158.92	157.64
Moulds	4,430.68	923.91	-	5,354.59	2,684.16	-	478.36	-	3,162.52	2,192.07	1,746.52
Office Equipment	49.52	2.17	-	51.68	25.54	-	6.15	-	31.69	19.99	23.97
Vehicles	99.34	0.64	-	99.98	39.20	-	11.71	-	50.91	49.07	60.14
Computers	110.79	18.26	-	129.06	87.08	-	12.82	-	99.90	29.15	23.71
Total - Current Year	15,327.76	1,223.41	97.43	16,453.74	6,720.74	-	1,124.92	89.23	7,756.44	8,697.30	8,607.02
Total - Previous Year	12,699.17	2,922.21	293.61	15,327.76	5,479.49	615.03	901.54	275.33	6,720.74	-	-
Add. Capital Work in Progress	-	-	-	-	-	-	-	-	-	-	33.22
Grand Total	-	-	-	-	-	-	-	-	-	8,697.30	8,640.24

Note 10 : Long Term Loans and Advances

(₹ in lacs)

	2015-16	2014-15
Unsecured, Considered Good		
(a) Capital Advances	353.56	154.81
(b) Loans and Advances to Employees	17.87	18.54
(c) Deposits	68.30	64.48
Total	439.73	237.83

Note 11 : Inventories

	2015-16	2014-15
(a) Raw Materials	3,699.00	2,590.25
(b) Raw Materials in Transit	212.78	-
(b) Finished Goods	2,445.09	2,313.79
(c) Finished Goods in Transit	43.06	55.70
(d) Stock in Trade	383.73	77.86
(e) Stores and Packing Materials	168.62	113.56
Total	6,952.28	5,151.16

Note 12 : Trade Receivables

	2015-16	2014-15
(a) Outstanding for Period exceeding Six months from the date they are due for Payment		
i) Unsecured , Considered good	110.61	38.91
ii) Doubtful	46.36	19.82
	156.97	58.73
Less : Provision for Trade Receivable	(46.36)	(19.82)
	110.61	38.91
(b) Outstanding for Period less than Six months from the date they are due for Payment		
i) Unsecured , Considered good*	4,692.73	4,021.47
*Amount Receivable from Related Parties for Current Year ₹ 1.29 Lacs (Previous Year - ₹ 36.42 Lacs)		
Total	4,803.34	4,060.38

Note 13 : Cash and Cash Equivalents

	2015-16	2014-15
(a) Cash on hand	7.82	7.00
(b) Bank Balances*	2397.87	1329.35
(c) Balance of Unclaimed Dividend Accounts	44.37	25.14
(d) Margin Money with Bank	70.66	74.19
Total	2,520.72	1,435.68

*(Include Deposit of ₹ 2100.97 lacs(Previous Year. ₹ 1300.77 Lacs) with maturity period less than 12 months.

Note 14 : Short Term Loans and Advances

	2015-16	2014-15
Unsecured , Considered Good		
(a) Deposits	-	0.23
(b) Loans & Advance to Employees	5.39	17.49
(c) Others Loans & Advances		
i) Balance with Government Authorities	355.20	490.46
ii) Advance to Suppliers	1,073.99	1,050.16
iii) Advance recoverable in Cash or Kind	49.08	210.08
Total	1,483.66	1,768.42

Note 15 : Revenue from Operations (Net)

(₹ in lacs)

	2015-16	2014-15
(a) Sales of Products	42,674.30	42,263.11
(b) Other Operating Revenue		
(i) Sale of Scrap	48.84	38.41
(ii) Consignment Commissions	18.37	19.57
(iii) Duty Drawback	3.84	7.12
	71.05	65.10
	42,745.35	42,328.21
Less : Duties and Levies	6,837.71	5,725.62
Total	35,907.64	36,602.59

Note 16 : Other Income

	2015-16	2014-15
(a) Interest	11.31	14.66
(b) Dividend	107.89	71.32
(c) Other Non Operating Income:		
(i) Rent	1.20	1.53
(ii) Mould Hire Charges	8.93	8.12
(iii) Bad Debts Recovered	0.30	0.60
(iv) Profit on Sale of Fixed Assets	18.27	21.93
(v) Foreign Exchange Gain	5.88	19.89
Total	153.78	138.05

Note 17 : Changes in Inventories of Finished Goods and Stock in Trade

	2015-16	2014-15
Inventories at the end of the year		
Finished Goods	2,488.15	2,369.49
Stock in Trade	383.73	77.86
	2,871.88	2,447.35
Inventories at the beginning of the year		
Finished Goods	2,372.50	2,248.52
Stock in Trade	74.85	12.52
	2,447.35	2,261.04
Total	(424.53)	(186.31)

Note 18 : Employee Benefits Expense

	2015-16	2014-15
(a) Salaries and Wages	1,448.52	1,138.49
(b) Contributions to Provident and Others Funds	86.37	55.91
(c) Staff Welfare Expenses	43.95	34.46
Total	1,578.84	1,228.86

Note 19 : Other Expenses

(₹ in lacs)

	2015-16	2014-15
(a) Stores and Spares Consumed	115.77	86.88
(b) Packing Materials Consumed	767.66	679.78
(c) Managerial Remuneration	120.00	120.00
(d) Power and Fuel	1002.59	914.00
(e) Rent including Lease Rents	379.75	348.89
(f) Repairs and Maintenance:		
Buildings	6.75	12.69
Machineries	110.16	90.98
Others	41.41	30.87
(g) Insurance	44.64	34.66
(h) Rates and Taxes	77.78	35.09
(i) Donations and Charities	1.20	0.60
(j) Legal and Professional Fees	199.21	93.66
(k) Payments to Auditors (see note (i) below)	16.18	14.79
(l) Trade and Other receivables written off	7.32	49.98
(m) Provisions for doubtful Trade Recievables	26.54	-
(n) Labour Job Charges	420.02	370.40
(o) Travelling and Conveyance	244.82	197.14
(p) Transportation	841.28	611.96
(q) Advertisement, Publicity and Business Promotion	570.37	261.15
(r) Commission on Sales	248.01	202.50
(s) Cash & Scheme Discounts	658.81	273.28
(t) Telephone Expenses	31.81	26.15
(u) Postage and Courier Charges	18.88	15.51
(v) Royalty	359.57	317.97
(w) Printing and Stationery	16.48	13.74
(x) Directors' Sitting Fees	3.65	2.60
(y) CSR Expense	93.09	70.00
(z) Contribution to Political Parties	-	10.00
(aa) Miscellaneous Expenses	119.73	104.27
Total	6,543.48	4,989.54

Notes:(1)

	2015-16	2014-15
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
1) Statutory Audit	8.25	7.5
2) Taxation Matter	7.28	7.02
3) Services Tax	0.65	0.27
Total	16.18	14.79

(I) Contingent Liabilities not provided for :

	2015-16	2014-15
(a) Outstanding Bank Guarantees	403.35	308.85
(b) Liabilities in respect of:		
(i) Excise Duty	2.67	2.67
(ii) Custom Duty	-	17.75
(c) Estimated amount of capital contracts remaining to be executed on capital account and not provided (Net of Advances ₹ 353.56 Lacs previous year. ₹ 200.20 Lacs)	1137.66	404.58

(2) Raw Materials Consumed

(₹ in lacs)

	2015-16	2014-15
Polymers	16075.36	18676.67
Others	573.11	401.86
Total	16648.47	19078.53

(3) Purchase of Traded Goods

	2015-16	2014-15
Purchase of traded goods	2145.40	2058.35
Polymers & Others	1924.87	3298.67
Total	4070.27	5357.02

(4) Value of imported and indigenous Raw Material Consumed

	2015-16		2014-15	
	₹ In Lakh	% of Total	₹ In Lakh	% of Total
Indigenous	15652.91	94.02	17883.61	93.74
Imported	995.56	5.98	1194.92	6.26
Total	16648.47	100.00	19078.53	100.00

(5) C.I.F. Value of Imports

	2015-16	2014-15
Capital Goods	831.03	1,273.99
Raw Materials	954.90	1,110.45
Stores & Consumables	10.54	-
Total	1,778.47	2,384.44

(6) Expenditure in Foreign Currency

	2015-16	2014-15
Travelling	5.32	10.31
Legal & Professional	0.19	-
Advance for Consumable Items	0.35	-
Advances for Capital Assets	163.40	162.86
Total	169.26	173.17

(7) The details of amounts outstanding to Micro, Small and Medium Enterprises are as under:

	2015-16	2014-15
Principal Amount Payable	50.17	37.65
Interest amount due and remaining unpaid	-	-
Interest Paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
Total	50.17	37.65

The above information has been complied to extent such parties have been identified on the basis of information available with the Company:

(8) Disclosure of Operating Lease

The Company has availed Operating Lease for its Factory Unit and Depots. These Leases are renewable on periodic basis, and cancellable at its option. The Company has not entered into sublease agreements in respect of these Leases. Lease Rental Expenses for Operating Lease charged to Profit & Loss Account for the financial year is ₹ 379.75 Lacs /- (previous year ₹ 348.89 Lacs)

(9) Earning Per Share

	2015-16	2014-15
(a) Net Profit After Tax available for Equity Share Holders (₹ / Lacs)	4,514.60	3,835.62
(b) Number of Equity Shares	6001680	6001680
(c) Basic/ Dilluted Earning Per Share (₹)	75.22	63.91

(10) Disclosure pursuant to Accounting Standard - 15 "Employee Benefit" :

(₹ in lacs)

	2015-16	2014-15
1) Defined Contribution Plans		
During the year, the company has recognized the following amounts in the Profit and Loss statement:		
1) Employers' Contribution to Provident Fund	53.09	39.75
2) Employers' Contribution to Superannuation Fund	0.72	0.72
3) Employers' Contribution to Employees State Insurance Corporation	4.42	4.41
4) Employers' Contribution to National Pension Scheme	2.54	-
Total	60.77	44.88
2) Defined Benefit Plans		
Change in Present Value of Obligation		
Opening Present Value of Obligation	74.21	61.25
Interest Cost	5.93	4.86
Current Service Cost	17.13	12.33
Benefits Paid	-0.27	-1.13
Actuarial Gain loss on Obligation	6.16	-3.10
Closing Present Value of Obligation	103.16	74.21
Changes in The Fair value of Plan Assets		
Opening Present Value of Assets	53.44	42.03
Expected Return on Plan Assets	5.58	4.30
Actuarial (Gain)/ Loss	-0.75	-0.45
Contributions	12.62	8.69
Benefits Paid	-0.27	-1.13
Closing Fair Value of Plan Assets	70.62	53.44
Balance Sheet Recognition		
Present Value of Obligation as at the end of the year	103.16	74.21
Fair Value of Assets as at the end of the year	70.62	53.44
Unfunded Liability Recognized in Balance Sheet	32.54	20.77
Expenses recognized in Profit and Loss account		
Current Service Cost	17.13	12.33
Interest Cost	5.93	4.86
Expected Return on Plan Assets	-5.58	-4.30
Net Actuarial gain & Loss Recognized	6.90	-2.65
Other Charges	1.22	0.79
Total expenses recognized in the Profit and Loss Account	25.60	11.03
Actual Return on Plan Assets		
Expected Return on Plan Assets	5.58	4.30
Actuarial (Gain)/ Loss on plan Assets	-0.75	-0.45
	4.83	3.85
Movement in Net Liability recognized in balance Sheet		
Opening Net Liability	20.77	19.22
Expenses	24.38	10.24
Contribution	-12.62	-8.69
Closing Net Liability	32.53	20.77
Obligation		
Current	0.65	4.91
Non Current	31.88	15.86
	32.53	20.77

	2015-16	2014-15
Actuarial Assumptions		
Discount Rate (per annum)	8%	8%
Expected Rate of Return on Assets (per annum)	9%	9%
	Indian Assured Life (2006-08)	Indian Assured Life (2006-08)
	Ultimate	Ultimate
Mortality Rate		
Future Salary Increase	8%	8%
Disability	Nil	Nil
Attrition	1%	1%
Retirement	58 yrs	58 yrs

(11) CSR Expenditure

Amount Spent During the Year On:

(₹ in Lacs)

Particulars	In Cash	Yet to be Paid	Total
1) Construction / Acquisition of Any Asset	-	-	-
2) On Purposes other than (1) above	93.09	-	93.09

(12) Related Party Disclosures

Particulars of the Associated Concerns and Key Managerial Personnel

Name of the Related Entities

Cello Writing Instruments & Containers Pvt Ltd.

Nature of Relationship

Above Directors are Interested as Directors, Members, Partners and Proprietors as applicable

Cello Household Appliances Pvt Ltd.

-do-

Cello Pens & Stationary Pvt Ltd.

-do-

Cello Pens Pvt Ltd.

-do-

Cello International Ltd.

-do-

Cello Plastic Product Pvt Ltd.

-do-

Cello Stationary Product Pvt. Ltd.

-do-

Cello Tips & Pens Pvt. Ltd.

-do-

Pentek Pen & Stationary Pvt. Ltd.

-do-

Cello Plast.

-do-

Cello Plastotech.

-do-

Cello Sales & Marketing

-do-

Cello World.

-do-

Cello Home Products.

-do-

Cello Houseware

-do-

Cello Millenium Houseware.

-do-

Cello Industries.

-do-

Cello Oral Hygiene Product.

-do-

Cello Plastic Industrial Works.

-do-

Wimco Pens & Stationery

-do-

Pradeep G. Rathod

Key Managerial Personnel

Pankaj G. Rathod

-do-

Madhusudan Jangid

-do-

Kapil Joshi

-do-

The above related entities being in the same Group are the persons acting in concert as per the SEBI (Substantial Acquisition and Takeover Regulations), 2011 and the amendments thereto the Regulations

(₹ in lacs)

	2015-16	2014-15
Purchase of Goods	27.79	34.6
Purchase of Fixed Assets	-	332.93
Sale of Goods	131.60	70.11
Sale of Fixed Assets	-	-
Reimbursement of expenses (Net)	-100.41	-58.49
Labour Job Charges Paid	51.80	99.41
Outstanding balance included in Trade Payable	474.53	366.33
Outstanding balance included in Trade Receivable	1.29	36.42
Lease Rent paid (Gross)	331.52	316.86
Interest Paid	-	-
Royalty paid (Gross)	403.52	350.56
Rent Received	1.32	1.53
Managerial Remuneration	120.00	120.00
Commission Received	20.95	19.57

(13) Segment Reporting

The Company has only one reportable segment i.e. Plastic Moulded and Extruded Articles.

(14) The Figures of the previous year have been regrouped/recasted, wherever necessary.

As per our Report of even date

For B. P. Shah & Co.

Chartered Accountants (FRN- 109517W)

For and on behalf of the Board of Wim Plast Limited

Ghisulal D. Rathod

Chairman (DIN 00027607)

Pradeep G. Rathod

Managing Director (DIN 00027527)

Bharat P. Shah

Partner (M.No. 33530)

Madhusudan Jangid

Chief Financial Officer

Kapil D. Joshi

Company Secretary

Mumbai - 27th May, 2016

Mumbai - 27th May, 2016

(₹ in Lacs)

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Total Income (Net of duties)	36061.42	36740.64	29671.92	24972.57	20270.04
Profit Before Tax	6501.32	5356.54	4469.68	3857.40	3201.66
Profit After Tax	4514.60	3835.62	3251.47	2825.38	2274.91
Equity Dividend (in %) (*Proposed Dividend)	-	100%	90%	80%	60%
Interim Dividend	120%	-	-	-	-
Dividend Payout	720.20	600.17	540.15	480.13	360.10
Equity Share Capital	600.17	600.17	600.17	600.17	600.17
Reserves & Surplus	20802.78	17155.02	14491.20	11871.67	9608.02
Net Worth	21402.95	17755.19	15091.37	12471.84	10208.19
Gross Fixed Assets	16453.74	15327.76	12699.17	11645.29	9794.60
Net Fixed Assets	8697.30	8607.02	7219.68	7057.80	5793.32
Inventory	6952.28	5151.10	6415.86	3910.51	2999.80
Debtors	4803.34	4060.38	2926.94	2676.82	2087.21
Earning Per Share (in ₹)	75.19	63.91	54.18	47.08	37.90

Particulars	2010-11	2009-10	2008-09	2007-08	2006-07
Total Income (Net of duties)	15947.51	13086.22	9194.26	7248.75	6279.30
Profit Before Tax	2622.91	2253.97	1115.48	425.25	260.16
Profit After Tax	1818.91	1701.37	800.28	305.20	165.85
Equity Dividend (in %)	45%	40%	35%	30%	30%
Dividend Payout	270.08	240.06	210.05	180.05	180.05
Equity Share Capital	600.17	600.17	600.17	600.17	600.17
Reserves & Surplus	7751.63	6241.60	4820.35	4265.83	4164.91
Net Worth	8351.80	6841.77	5420.53	4866.00	4765.08
Gross Fixed Assets	6910.60	6556.27	5893.07	5662.98	5734.90
Net Fixed Assets	3468.21	3404.24	2878.87	2948.55	3067.31
Inventory	2551.86	1992.66	1282.24	1282.15	1428.22
Debtors	1703.83	1226.88	864.19	964.15	863.14
Earning Per Share (in ₹)	30.41	28.35	13.33	5.19	2.76

BALLOT FORM

Wim Plast Limited

CIN - L25209DD1988PLC001544

Registered Office – Survey No. 324 / 4 to 7, of Kachigam, Village Kachigam, Swami Narayan Gurukul Road, Nani Daman – Daman – 396210. Email – wimplast@celloworld.com, Tel – (0260) 2242315, Fax – (0260) 2241922, Web Site – www.cellowimplast.com

ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

- Name(s) & Registered Address :
Of the sole / first named Member
- Name(s) of the Joint-Holder(s) if any :
- i) Registered Folio No. :
ii) DP ID No & Client ID No. :
[Applicable to Members Holding shares in dematerialized Form]
- Number of Shares(s) held :
- I/ We hereby exercise my/our vote (s) in respect of the following resolutions to be approved for the business stated in the Notice of the **28th Annual General Meeting** to be held on **Friday 26th August, 2016** by conveying my/ our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Resolution No	RESOLUTIONS	VOTING	
		For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)		
2	To appoint Director in place of Mr. Ghisulal D. Rathod (DIN 00027607) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)		
3	To appoint Director in place of Miss. Karishma P. Rathod (DIN 06884681) who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)		
4	To Consider and if thought fit, to approve the resolution for appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration. (Ordinary Resolution)		
5	To authorize the Board of Directors to fix the remuneration of the Cost Auditor. (Ordinary Resolution)		
6	To appoint Mr. Sudhakar Mondkar (DIN 07458093) as a Director of the Company. (Ordinary Resolution)		
7	To appoint Mr. Pankaj G. Rathod (DIN 00027572) as a Whole time Director of the Company. (Ordinary Resolution)		
8	To Increase the Authorised Share Capital of the Company. (Ordinary Resolution)		
9	To Alter the Capital Clause of the Articles of Association of the Company. (Ordinary Resolution)		
10	To Alter the Capital Clause of the Memorandum of Association of the Company. (Ordinary Resolution)		
11	To issue Bonus Shares. (Ordinary Resolution)		
12	To adopt new set of Articles of Association of the Company. (Special Resolution)		

Date and Place :-

Signature of the Member or Authorised Representative

Notes : i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

ii) Last date for receipt of Assent/ Dissent Form is: **25th August, 2016 at 5.00 pm**

iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

- Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through E-Voting shall be considered.
- The notice of Annual General Meeting is dispatched/ e-mailed to the members whose names appear on the Register of Members as on **22nd July, 2016** and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on **19th August, 2016**.
- Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

- A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the **Scrutinizer- Mr. Nitin Sfarare, Partner of HS Associates, Company Secretaries, Mumbai**, and send the same at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. **5.00 pm on 25th August, 2016**. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
- This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
- In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
- Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
- A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
- Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
- The Scrutinizer's decision on the validity of the Assent/ Dissent Form will be final and binding.
- Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday, 23rd August, 2016 at 9.00 am** and ends on **Thursday, 25th August, 2016 at 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 **Friday, 19th August, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Click on Shareholders.

- (iii) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 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.

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.

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 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).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVSN – 160709008** on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) 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.
 - 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.
- (xvi) The Registrar and Transfer Agent will dispatch the password along with the Annual Report to the members appearing as on **Friday 22nd July, 2016** and the Shareholders who acquired shares after this date and wants to vote by e-voting are requested to contact to the Company Secretary of the Company for password generation.

ATTENDANCE SLIP

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

WIM PLAST LIMITED

Regd Office: S. No. 324/4 to 7, Village Kachigam, Swaminaryan Gurukul Road, Daman -396210.

Tel No. 26863426/27,4630, **Fax No.** 2686368, **Email-** wimplast@celloworld.com

Website- www.cellowimplast.com, **CIN:** L25209DD1988PLC001544

Registered Folio No./DP ID No. / Client ID No.	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
Number of Shares held:	

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

I hereby record my presence at the 28th Annual General Meeting of the Company to be held on **Friday, 26th August, 2016** at Hotel Royal Garden, Vapi Daman Main Road, At/Po- Dabhel, Daman – 396210 at 11.00 a.m.

Name of the member / proxy

Signature of member / proxy

Note:

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

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

EVSN (Electronic Voting Sequence Number)	*Default PAN
160709008	

*Only Member who have not updated their PAN with Company / Depository Participant shall use default PAN in the Pan field.

Note: Please read the instructions given in the Notice of 28th Annual General Meeting to be held on Friday 26th August, 2016. The Voting period starts from **Tuesday 23rd August, 2016 at 09.00 am** and ends on **Thursday, 25th August, 2016 at 5.00 pm**. The voting module shall be disabled by CDSL for voting thereafter.

Wim Plast Limited

CIN - L25209DD1988PLC001544

Registered Office – Survey No. 324 / 4 to 7 of Kachigam, Village Kachigam, Swami Narayan Gurukul Road, Nani Daman – Daman – 396210.

Tel No. 26863426/27,4630, **Fax No.** 2686368, **Email-** wimplast@celloworld.com

Website- www.cellowimplast.com, **CIN:** L25209DD1988PLC001544

FORM NO MGT - 11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	Folio No. / Client ID:
Registered address:	DP ID:
E-mail Id:	

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

- (1) Name: _____ Address : _____
E-mail Id: _____ or failing him;
- (2) Name: _____ Address : _____
E-mail Id: _____ or failing him;
- (3) Name: _____ Address : _____
E-mail Id: _____ or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the **28th ANNUAL GENERAL MEETING** of the Company at Hotel Royal Garden, Vapi Daman Main Road, At/Po-Dabhel, Daman-396210. **Friday, 26th August, 2016 at 11.00 a.m.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	RESOLUTIONS
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2016 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2	To appoint Director in place of Mr. Ghisulal D. Rathod (DIN 00027607) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)
3	To appoint Director in place of Miss. Karishma P. Rathod (DIN 06884681) who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)
4	To Consider and if thought fit, to approve the resolution for appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration. (Ordinary Resolution)
5	To authorize the Board of Directors to fix the remuneration of the Cost Auditor. (Ordinary Resolution)
6	To appoint Mr. Sudhakar Mondkar (DIN 07458093) as a Director of the Company. (Ordinary Resolution)
7	To appoint Mr. Pankaj G. Rathod (DIN 00027572) as a Whole time Director of the Company. (Ordinary Resolution)
8	To Increase the Authorised Share Capital of the Company. (Ordinary Resolution)
9	To Alter the Capital Clause of the Articles of Association of the Company. (Ordinary Resolution)
10	To Alter the Capital Clause of the Memorandum of Association of the Company. (Ordinary Resolution)
11	To issue Bonus Shares. (Ordinary Resolution)
12	To adopt new set of Articles of Association of the Company. (Special Resolution)

Signed this _____ day of _____ 2016

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.



moulded seating

Changing Your Lifestyle



storage and
organisers

Infiniti  plan your space, your way.



modular furniture
systems

Keep it cool with cello



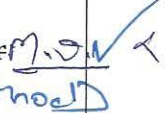

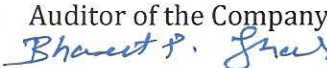
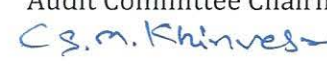

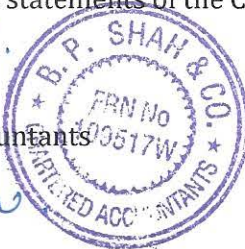

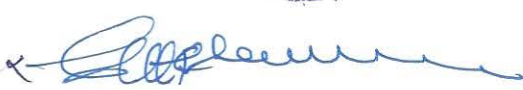
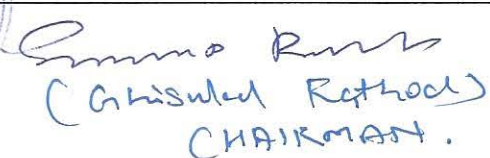
air coolers



Wim Plast Ltd.

H.O. : Cello House, Corporate Avenue, 'B' Wing, 1st Floor, Sonawala Road, Goregaon (E), Mumbai: 400 063
 Tel. : +91-22-2686 3426/27, 2686 4630 | Fax: +91-22-2686 3681 | Email: wimplast@celloworld.com | Website www.cellowimplast.com

FORM A
(For Audit Report with unmodified opinion)
Pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015

1.	Name of the Company	Wim Plast Limited
2.	Annual Financial Statements for the year ended	31 st March 2016
3.	Type of Audit observation	Unmodified
4.	Frequency of Observation	Not Applicable
5.	To be Signed by- <ul style="list-style-type: none"> GEO/Managing Director  (Pradeep C. Rathod) CFO  (Anandharaman Jangid) Auditor of the Company  Bhavesh P. Shah Audit Committee Chairman  C.S.M. Khinveskar 	   <p>Audit Report dated <u>22nd May 2016</u> On the financial statements of the Company For. Chartered Accountants Firm Reg. No. 109517W</p>   <p>(Anandharaman Jangid) CHAIRMAN.</p>