

SAND PLAST (INDIA) LTD.

REGD. OFFICE: NH-8, VILL.GOONTI, TEH : BEHROR ALWAR RAJASTHAN

CIN NO.: L25209RJ1989PLC004772

PHONE NO: 9887298879

EMAIL ID: spilindia@gmail.com

NOTICE FOR CALLING (Adjourned) ANNUAL GENERAL MEETING

Notice is hereby given that (Adjourned) Annual General Meeting of Members of SAND PLAST (INDIA) LTD will be held on MONDAY, 26th MARCH, 2018 AT 11:00 A.M. at the Regd. Office of the Company at NH-8, VILL.GOONTI, TEH : BEHROR ALWAR, RAJASTHAN to transact the following business:-

ORDINARY BUSINESS:

To receive, consider and adopt the audited Balance Sheet as at 31st March 2017, Statement of Profit & Loss Account, for the year ended on that date and the cash flow statement together with Reports of Directors and Auditors thereon.

Dated: 28.02.2018

Place: ALWAR

For Sand Plast (India)

RAJESH GUPTA

(Director)

DIN: 01663485

Director

**By the order of board
For SAND PLAST (INDIA) LTD
CIN: L25209RJ1989PLC004772**

For Sand Plast (India)

RAM SWAROOP GARG

(Director)

DIN: 02316019

Director

SAND PLAST (INDIA) LTD.

REGD.OFFICE: NH-8, VILL:GOONTI, TEH: BEHROR ALWAR RAJASTHAN

CIN NO.: L25209RJ1989PLC004772

PHONE NO: 9887298879

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Notes:


- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him & the proxy need not be a member. Proxies in order to be effective shall duly filled, stamped, executed and lodged with the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting.**
- 2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.**
- 3. Audited Balance Sheet for the year ended on 31st March, 2017 together with reports of Auditors and Directors are enclosed herewith.**
- 4. Members are requested to intimate immediately change in their address at the registered office of the Company.**

**By the order of board
For SAND PLAST (INDIA) LTD
CIN: L25209RJ1989PLC004772**

Dated: 28.02.2018

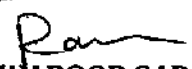
Place: ALWAR

For Sand Plast (India) Limited


RAJESH GUPTA
(Director)
DIN: 01663485

Director

For Sand Plast (India) Limited


RAM SWAROOP GARG
(Director)
DIN: 02316019

Director

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NOTICE FOR CALLING ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of Members of SAND PLAST (INDIA) LTD will be held on SATURDAY, 30th SEPTEMBER, 2017 AT 11:00 A.M. at the Regd. Office of the Company at NH-8, VILL.GOONTI, TEH : BEHROR ALWAR, RAJASTHAN to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2017, Statement of Profit & Loss Account, for the year ended on that date and the cash flow statement together with Reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. PRADUMAN KUMAR JAIN, Director (DIN: 01617313), who retires by rotation and being eligible, offers himself for reappointment
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:


"RESOLVED THAT, pursuant to the provisions of section 139 of the Companies Act, 2013 and rules made there under and pursuant to the recommendation of the Board of directors, M/s D.KHANNA & ASSOCIATES., Chartered Accountants (Firm Registration No. 012917N) who were appointed as Statutory Auditor of the Company in the last AGM held for the Financial year ending on 31st March 2015 until the conclusion of Annual General Meeting of the Company to be held for the financial year ending on 31st March 2020.

RESOLVED FURTHER THAT the Company hereby ratifies the appointment of M/s D.KHANNA & ASSOCIATES., Chartered Accountants (Firm Registration No. 012917N) as the Statutory Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of Annual General Meeting of the Company to be held for the financial year ending on 31st March 2017 on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

4. TO CHANGE THE REGISTERED OFFICE:

To consider & and if thought fit, to pass with or without modification the following resolution as Special Resolution:


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

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RESOLVED THAT pursuant to the provisions of section 12 of the Companies Act, 2013 and any other provisions applicable, if any, the Registered office of the Company be and is hereby shifted from **NH-8, VILL. Goonti, TEH : Behror Alwar Alwar Rajasthan to 101, Prakash Deep Building, Station Road, Jaipur-302 006, Rajasthan** which falls within the State of Rajasthan and under the same jurisdiction of Registrar of Companies (Rajasthan) but outside the local limits of the City of Alwar.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of E-form INC.22 and MGT.14, as Notice of Change in address of registered office with the Registrar of Companies, Jaipur.

Dated: 30.05.2017

Place: ALWAR

For Sand Plast (India) Ltd


RAJESH GUPTA

(Director)

DIN: 01663485

Director

**By the order of board
For SAND PLAST (INDIA) LTD
CIN: L25209RJ1989PLC004772**

For Sand Plast (India) Limited


RAM SWAROOP GARG

(Director)

DIN: 02316019

SAND PLAST (INDIA) LTD.

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Notes:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him & the proxy need not be a member. Proxies in order to be effective shall duly filled, stamped, executed and lodged with the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting.**
- 2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.**
- 3. Audited Balance Sheet for the year ended on 31st March, 2017 together with reports of Auditors and Directors are enclosed herewith.**
- 4. Members are requested to intimate immediately change in their address at the registered office of the Company.**
- 5. The Register of the members and share transfer books of the Company will remain closed from 24th September, 2017 to 30th September, 2017 (both days inclusive).**

Dated:30.05.2017

Place: ALWAR

For Sand Plast (India) Limited
Director

RAJESH GUPTA
(Director)
DIN: 01663485

By the order of board
For SAND PLAST (INDIA) LTD
CIN: L25209RJ1989PLC004772

For Sand Plast (India) Limited
Director

RAM SWAROOP GARG
(Director)
DIN: 02316019

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

As per Provision of section 12 of the Companies Act, 2013, shifting of Registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated at NH-8, VILL.GOONTI, TEH : BEHROR ALWAR RAJASTHAN, with a view to improve operational efficiency , the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to 101, Prakash Deep Building, Station Road, Jaipur-302 006, Rajasthan

The Board of Directors recommends the approval of special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution of item No. 1 except in the capacity of Shareholders

Dated:30.05.2017

Place: ALWAR

For Sand Plast (India) Limited


RAJESH GUPTA

(Director)

DIN: 01663485

Director

By the order of board .

For SAND PLAST (INDIA) LTD

CIN: L25209RJ1989PLC004772

For Sand Plast (India) Limited


RAM SWAROOP GARG

(Director)

DIN: 02316019

Director

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DIRECTOR'S REPORT

To
The Members,

Your Directors have pleasure in submitting their Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL RESULTS --

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

Particulars	For the financial year ended 31 st March, 2017 (Rs.)	For the financial year ended 31 st March, 2016 (Rs.)
Revenue from Operation including other income	00	4,25,220
Expenses excluding Depreciation	4,82,863	26,42,015
Depreciation and Amortization	--	--
Profit (Loss) Before Tax	(4,82,863)	(2216795)
Extraordinary Items	00	00
Current Tax	00	00
Deferred Tax Adjustment	00	00
Excess/short provision relating earlier year tax	00	00
Profit (loss) After Tax	(4,82,863)	(2216795)
Net fixed assets	23,79,78,926	23,79,78,926
Share capital	29,50,00,000	25,00,00,000
Reserve & Surplus Profit/(Loss)	(18,68,24,217)	(18,63,41,355)
Total borrowings	8,85,19,120	8,85,19,120
Earnings per share (Rs.)	(0.01636822)	(0.09)

2. OPERATIONS AND STATE OF COMPANY'S AFFAIRS:

For Sand Plast (India) Limited

Director

For Sand Plast (India) Limited

Director

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During the year under review your company did well. Directors expect that the company will achieve new heights in the ensuing year.

3. DIVIDEND:

Boards of Directors are not recommended any dividend for the year under review.

4. CHANGES IN NATURE OF BUSINESS:

There is no change in the nature of business in comparison to immediately preceding year.

5. CHANGES IN SHARE CAPITAL:

The company has increased its paid up capital from Rs. 25,00,00,000 to Rs. 29,50,00,000 by way of preferential allotment of 45,00,000 equity shares of Rs.10/- each on 28.05.2016 VIA Preferential Allotment in pursuance of BIFR Order.

6. TRANSFER TO RESERVES:

The Company proposes to transfer no amount to the general reserve.

7. MEETINGS:

A. Board of Directors:

During the year following Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

S. No.	Date of Meeting	Board strength	No. of directors present
1.	23/05/2016	3	3
2.	28/05/2016	5	5
3.	01/06/2016	4	4
4.	13/08/2016	4	4
5.	10/11/2016	4	4
6.	16/12/2016	4	4
7.	12/02/2017	4	4
8.	10/03/2017	4	4


For Sand Plast (India) Limited For Sand Plast (India) Limited
Director Director

SAND PLAST (INDIA) LTD.

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S. No.	Name of the Director	DIN	No. of board meetings during the year 2016-17			% of Attendance
			Held	Entitled	Attended	
1.	RAJESH GUPTA	01663485	8	8	8	100
2.	RAM SWAROOP GARG	02316019	8	8	8	100
3.	PANKAJ KUMAR	02602270	8	8	--	**Disqualified
4.	UPENDAR KUMAR SHARMA	03571689	8	8	--	**Disqualified
5.	PRADUMAN KUMAR JAIN	01617313	8	6	6	100
6.	ROSHI MEHNAZ	07513986	8	6	6	100
7	UDIT MEHRA	03211538	8	2	2	100

****Note:** Shri. Upendra Kumar Sharma Director of the company has filed its DIR-11 on 30.03.2015 further he even not attended any Board meeting held during the financial year.

**** Beside this,** Shri. Pankaj Kumar, Director of the company has filed its DIR-11 on 30.03.2015 further he even not attended any Board meeting held during the financial year.

B. Members:

S. No.	Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Number of members attended	% of total of members attended
1	Annual General Meeting	30/09/2016	13782	35	0.25

R.
For Sand Plast (India) Limited

Director

Director

SAND PLAST (INDIA) LTD.

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****Note:** Annual General Meeting for the F.Y. 2015-16, which is held at 30.09.2016 has been adjourned due to non adoption of Annual Accounts.

8. DEPOSITS FROM PUBLIC:

During the financial year under review the company has not accepted any deposits from public.

9. INFORMATION PURSUANT TO RULE-5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION) OF MANAGERIAL PERSON, RULE, 2014 OF THE COMPANIES ACT, 2013:

None of the employee is in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 i.e. The company has not employed any employee for any post that has paid remuneration in excess of Rs. 1,02,00,000/- per annum or in excess of Rs. 8,50,000/- per month..

10. AUDITORS:

a. Statutory auditors:

M/s D.KHANNA & ASSOCIATES., Chartered Accountants (Firm Registration No. 012917N), Chartered Accountants are appointed through ratification by the members, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the AGM to be held for financial year ending on 31st March, 2018. In this regard, the Company has received a certificate from the auditors in accordance with the provisions of Section 141 of the Companies Act, 2013.

Independent Auditors' Report:

The Independent auditors' report is self explanatory and since it does not contain any qualifications, reservations or adverse remarks therefore needs no comments.

b. Cost Auditors:


The Central Government has not prescribed maintenance of cost record for the business activity in which the Company is engaged; therefore the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Amendment Rules, 2014 are not applicable to the Company.

c. Secretarial Audit:

The Paid-up Capital of the Company is less than Rupees 50 Crores and turnover is less than Rupees 250 Crores, but as the company is a listed entity therefore provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 in relation to audit of secretarial and related records are applicable to the Company.

11. INTERNAL CONTROL:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial disclosures.


For Sand Plast (India) Limited

Director

For Sand Plast (India) Limited

Director

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12. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There are no material changes after the balance sheet date which may materially affect the financial position of the company or having any material impact on the operations of the Company.

****Note:** BIFR has issued order in favour of company on 12.06.2008 with regards to declare the company as Sick Company

13. CHANGES IN SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company has no subsidiaries and joint ventures during the year and therefore no details are required to be given

14. CONSOLIDATED FINANCIAL STATEMENTS:

The Company has no Subsidiary, Associate or Joint Venture and therefore question of consolidated financial statement do not arise.

15. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

There are no contracts/arrangements/transactions made with related parties at arm's length price during the year.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

No Loans, Guarantees or Investments made by the company in excess of limits prescribed section 186 of the Companies Act, 2013.

17. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The company has appointed PRADUMAN KUMAR JAIN (01617313) and ROSHI MEHNAZ (07513986) as an additional director on 23.05.2016.


****Further, as per the provisions of companies act, 2013 company is required to appoint minimum of one women Director, but during the financial year company has not appointed any women director.**

18. DECLARATION BY INDEPENDENT DIRECTORS:


Pursuant to section 149(4) of the Company Act, 2013, every listed Company required appoint at least one third of its directors as independent directors and the Central Government may prescribe the minimum number of independent directors in case of any class or classes of public companies. Company is public listed company therefore the Company is required to appointment independent director.

****Note:** With regards to provision of Section 149(4) of Companies Act, 2013, company has failed to comply with such provision.

19. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

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The Corporate Governance and Management Discussion & Analysis Report, which forms a part of this Report, are set out separately together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

20. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes-occurred subsequent to the close of financial year of the company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

21. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Board has appointed M/s Mahendra Khandelwal & Company, Company Secretaries in Whole-time Practice, to carry out Secretarial Audit of the Company under the provisions of Section 204 of the Companies Act 2013. The Report of Secretarial Auditor is annexed with this report as Annexure-4. The Report of Secretarial Auditor is annexed with this report as Annexure-III

22. RELATED PARTY TRANSACTIONS

All the related party transactions that were recorded during the financial year were on an arm's length basis and were in the ordinary course of business. There are no material/ significant related party transaction made by the Company which has a potential conflict with the interest of the Company. Board has framed a policy on related party transaction. Further as per Section 188 of the Companies Act 2013, Company does not have any Contract or Arrangement during the financial year. Hence AOC-2 is not attached, as it is not required.

23. HUMAN RESOURCES

Company values its Human Resources the most. To keep their morale high, company extends several welfare benefits to the employees and their families by way of comprehensive medical care, education, housing and social security.


24. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has zero tolerance for sexual harassment at work places and has in place a policy on prevention, prohibition and redressal of sexual harassment at work place in the line of provisions of Sexual Harassment of women at work place (Prevention, prohibition and redressal), Act, 2013 and the rules framed there under. At present company has no women worker in service.

DOCUMENTS PLACED ON THE WEBSITE

The following documents have been placed on the website in compliance with the Act:

- Financial statements of the Company.
- Code of conduct for insider trading and corporate disclosure practices.
- Shareholding patterns.


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited
Director

SAND PLAST (INDIA) LTD.

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- Annual Reports.

25. DIRECTORS

Mr. PRADUMAN KUMAR JAIN, Director of the Company, is retiring by rotation at ensuing Annual General meeting and being eligible, offers himself for reappointment.

APPOINTMENT, REMUNERATION AND EVALUATION OF DIRECTORS

The Board has based on recommendations of the Nomination and Remuneration committee laid down following policies: Appointment and removal of Directors, KMP and Senior Management

- The NRC will have the responsibility and authority to decide the essential and desirable skills/competencies/Experience/criteria of independence required from the individuals for the office of director, KMP and senior management Personnel.
- The experience required from Directors, KMP and Senior Management personnel.
- The NRC will review the criteria for the role and define the role specifications for the appointment.
- The NRC shall review the criteria for the role and define the role specifications for appointment.
- In case of directors and KMP, in addition to above specifications the NRC shall ensure that the candidate possesses the requisite qualifications and attributes as per Applicable laws.

Identifying candidates who are qualified to become Directors, KMP and senior Management personnel

The NRC may assign the responsibility of identifying the candidates for the final interview by the NRC to the following


- To the Managing Director / whole time Director and Chairman of NRC in case of selection of directors and
- To the Managing Director/ whole time Director in case of selection of KMP and Senior Managerial Personnel.
- The NRC shall identify members of the Board who will interview the candidate recommended to the NRC as above.
- Upon selection of the candidate, the NRC shall make a recommendation to the Board for appointment of Director /KMP/Senior Management Personnel.
- The appointment of directors and KMP shall be subject to the compliance of the Act, Clause 49 of listing agreement and Articles of Association.

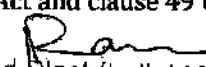
Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field and who can effectively contribute to the Company's business and policy decisions are considered by NRC for appointment, as an independent Directors on the Board. The committee inter alia, considers qualification, positive attributes, area of experience and number of directorship held in other Companies by such person in accordance with the Company's policy for selection of Directors and determining Director' independence. The Board considers the committee's recommendation, and take appropriate decision. Every Independent Director at the first meeting of the Board in which he participates as Director and thereafter at the first meeting Board in every financial year, gives a declaration that he meets the criteria of independence as provided in the law.

Term of appointment

- The term of appointment of Directors shall be governed by provisions of the Act and clause 49 of listing agreement.


For Sand Plast (India) Limited


For Sand Plast (India) Limited

Director

Director

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- The term of KMP (other than the MD) and Senior Management Personnel shall be governed by the prevailing policy of the company.

Removal of Director, KMP and Senior Management Personnel

Removal of Director, KMP and Senior Management personnel may be warranted due to reasons such as disqualification prescribed under applicable laws and /or disciplinary reasons. Remuneration of Director, KMP and Senior Managerial Personnel

- The remuneration payable to managing Director shall be determined by the NRC and recommended to the Board for approval. Such remuneration is further subject to approval of shareholders as per applicable provisions of the Act.
- Remuneration payable to Non-Executive Directors: Only the sitting fee will be paid to Non-Executive Directors which shall be determined by NRC.
- Remuneration to KMP and Senior Managerial personnel: The NRC will approve policy for remuneration payable to KMP and senior Managerial personnel. The NRC will approve remuneration payable to KMP and Senior Managerial Personnel Which will finally be approved by Board.

26. PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

- Board is committed to assessing its own performance as Board is to identify its strength and areas in which it may improve its functioning.
- NRC is responsible for carrying out evaluation of every Director's performance and the NRC will frame criteria for the same.
- The evaluation of Board and Chairman will be reviewed by Independent Directors at their meeting.
- The directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Grievance Committee.
- The Performance of the Board is evaluated by each individual Director as well as collectively by the Board on the Annual Basis towards the end of the Financial Year.
- The Board performance is evaluated on the basis of number of Board and Committee meetings attended by individual director, participation of director in the affairs of the company, duties performed by each director and targets achieved by company during the year.
- Performance of Independent Directors is evaluated based on objectivity and constructiveness while exercising duties, providing independent judgment and risk management etc.

27. DIVERSITY OF BOARD OF DIRECTORS


NRC will ensure the diversity of Board of Directors is in order with the requirement of size of the Company. Further, NRC will ensure scope of work of Directors in the Company and portfolios which are going to be allocated to them shall be based on diverse experience of Directors.

28. INDEPENDENT DIRECTORS MEETING

During the year, company does not hold and Independent Director meeting, as company does not have sufficient number of Independent Directors to form the quorum, which is non compliance of Companies Act, 2013

29. PREVENTION OF INSIDER TRADING

The Company has adopted a code of conduct for fair disclosure and prevention of insider trading in order to regulate and control trading in securities by Directors and designated employees of the Company. The


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited
Director

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code requires pre-clearance for dealing in the Company shares and prohibits the purchase and sales of Company shares by Directors and designated employees while in possession or unpublished price sensitive information in relation to Company and during the period of closure of trading window.

30. Disclosures

There were no transactions of material nature with its related parties that may have the potential conflict with the interest of the company at large. Transactions with related parties are disclosed in Note No. of the financial statements.

There were no instances of non-compliance nor have any penalties imposed by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital market during the last here financial years.

Managing Director of the company has certified to the Board with regard to the compliance made by them in terms of Clause 49 of the listing agreement and the certificate form part of this report.

31. CORPORATE SOCIAL RESPONSIBILITY:

The Company's net worth is below than Rs. 500 Crores, Turnover is less than Rs. 1000 Crores and Net Profit (Before Tax) is less than Rs. 5 Crores, hence provisions of Section 135 of the Companies Act, 2013 with regard to Corporate Social Responsibility (CSR) are not applicable to the company.

32. EXTRACT OF ANNUAL RETURN:

As provided under Section 92(3) of the Act, the extract of annual return is given in the prescribed Form MGT-9, which forms part of this report.

33. BOARD EVALUATION:

The performance evaluation of the individual Directors including chairman of Board was done in accordance with the provision of the Company Act, 2013.


34. BUSINESS RISK MANAGEMENT:

The Board of Directors of the Company identifies, evaluates the business risks and opportunities. The directors of the Company take pro-active steps to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. Presently no material risk has been identified by the directors except of general business risks, for which the Company is leveraging on their expertise and experience.

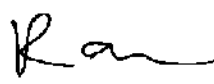
35. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm with respect to Directors' Responsibility Statement that:

- i. In the preparation of the Annual Accounts for the financial year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- ii. 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


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

REGD.OFFICE: NH-8, VILL.GOONTI, TEH : BEHROR ALWAR RAJASTHAN

CIN NO: L25209RJ1989PLC004772

PHONE NO: 9887298879

EMAIL ID: spilindia@gmail.com

affairs of the Company at the end of the financial year and of the Loss of the Company for the period under review;

- iii. The Directors does not taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts on a 'going concern' basis.
- v. Being a non listed Company, provisions related to internal financial controls is not applicable on the Company.
- vi. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- vii. Being a listed company, management does not have complied with all the provisions of LODR SEBO Regulations
- viii. Further, company has failed to comply with all the provisions of companies Act, 2013 i.e. complying of Statutory compliance, filing of Statutory forms etc.

36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

As the Company is not engaged in the manufacturing activities, the information related to conservation of energy and technology absorption as required under Section 134(3) (m) of the Companies Act, 2013 read with rules are not strictly applicable to the Company.

The foreign exchange earnings and outgo are Nil.(Previous year - Nil).

37. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS:


The Order Passed By The BIFR on 12.06.2008 and Copy of The Order Has Been Annexed In The AOC-4 (XBRL) There are no significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.


38. NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL U/S 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance towards any action on the part of any of its official, which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women employee of the Company. The Company's Sexual Harassment Policy provides for protection against sexual harassment of Women at workplace and for Prevention and redressal of such complaints. During the financial year no case of Sexual Harassment were reported.

39. OTHER MATTERS:

There is no information to be given in respect of Independent Directors u/s 149(6), appointment and remuneration of independent directors u/s 178(1) & (3), formal annual evaluation of Board, pursuant to section 134(3)(d),(e),(p) of the Companies Act, 2013 and all other applicable information to be reported in directors report are either nil or not applicable on the Company. Company Is Not Complied with Any Provision Of Lodr Since 2015 There By Company Has Been Suspended For Trading Its Securities For Any Other Matter Beside This Exchange And CDSL/NSDL Had levied The Penalty AND Interest Thereon Which Is Still Pending


For Sand Plast (India) Limited


For Sand Plast (India) Limited

Director

Director

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40. ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, Government Authorities, customers, vendors and members during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

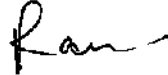
**By the order of board
For SAND PLAST (INDIA) LTD
CIN: L25209RJ1989PLC004772**

Dated: 28.02.2018

Place: ALWAR



**RAJESH GUPTA
(Managing Director)
DIN: 01663485**

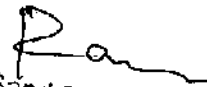


**RAM SWAROOP GARG
(Director)
DIN: 02316019**



For Sand Plast (India) Limited

Director



For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

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ANNEXURE - I Form No.MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

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

1. REGISTRATION AND OTHER DETAILS:

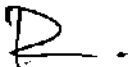
CIN	L25209RJ1989PLC004772
Registration Date	11/01/1989
Name of the Company	SAND PLAST (INDIA) LTD
Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES/INDIAN NON-GOVERNMENT COMPANY
Address of the Registered office and contact detail	NH-8, VILL.GOONTI, TEH : BEHROR ALWAR
Whether listed company	NO
Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

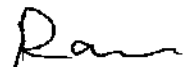
Sr.No.	Name and Description of main products/Services	NIC Code of the Product/ service	% to total turnover of the company
1.	Construction materials and hardware	996126	100%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary	%of shares	Applicab le
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For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

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			/Associate	held	Section
--	--	--	--	--	--

4. 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 on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	--	12868202	12868202	51.47	--	12868202	12868202	43.62	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodfies Corp.	--	--	--	--	--	6300000	6300000	21.36	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)	--								--
B. Public Shareholding									
1. Institution	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	510322	510322	2.04	--	510322	510322	1.73	--
b) Banks / FI	--	9500	9500	0.04	--	9500	9500	0.03	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	25000	25000	0.10	--	25000	25000	0.08	--


For Sand Plast (India) Limited


For Sand Plast (India) Limited

Director

Director

SAND PLAST (INDIA) LTD.


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h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corp.	2089948	2409550	4499498	17.7	2089948	609550	2699498	9.15	--
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1221506	3363808	4585314	18.34	1221506	3363808	4585314	15.54	--
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1191138	651030	1842168	7.37	1191138	651030	1842168	6.24	--
c) Others (specify)	99896	560100	659996	2.64	99896	560100	659996	2.24	--
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	--	--	--	--	--	--	--	--	--
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	--	--	--	--	--	--	--	--


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

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SAND PLAST (INDIA) LTD.

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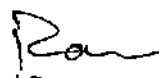
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	--	25000000	25000000	100	--	295000000	295000000	100	--

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encum	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Ashok Bhartia	100	0.40		100	0.0003	--	--
2.	Deepti Prakash	1200	0.48		1200	0.004		
3.	Gyan Prakash	1090	0.44		1090	0.003		
4.	K P Lal	1075	0.43		1075	0.003		
5.	Madhu Lal	4090	0.164		4090	0.013		
6.	Malti Srivastava	17100	0.07		17100	0.057		
7.	O P Srivastava	275	0.001		275	0.0009		


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.


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CIN NO.: L25209RJ1989PEC004772

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8.	Radha Prakash	42410	0.17		42410	0.14		
9.	Raja Durga	90	0.0036		90	0.0003		
10.	Raja Durga Srivastava	430	0.0017		430	0.001		
11.	Rajendra Prakash	2310	0.009		2310	0.007		
12.	Ram S Garg	1,27,89,912	51.160		1,27,89,912	43.35		
13.	Rameshwar Prakash	400	0.0016		400	0.001		
14.	Rani Srivastava	205	0.0008		205	0.0006		
15.	Vandana Prakash	145	0.0005		145	0.0004		
16.	Ved Prakash	7370	0.0295		7370	0.024		
17.	Ratna Commercial Enterprises Private Ltd	--	--		63,00,000	21.36		
	Total	12868202	51.47	--	19168202	64.97	--	--


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

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CIN NO.: L25209RJ1989PLC004772

PHONE NO: 9887298879

EMAIL ID: spilindia@gmail.com

Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	12868202	51.47	12868202	51.47
Ashok Bhartia	100	0.40	100	0.40
Deepti Prakash	1200	0.48	1200	0.48
Gyan Prakash	1090	0.44	1090	0.44
K P Lal	1075	0.43	1075	0.43
Madhu Lal	4090	0.164	4090	0.164
Malti Srivastava	17100	0.07	17100	0.07
O P Srivastava	275	0.001	275	0.001
Radha Prakash	42410	0.17	42410	0.17
Raja Durga	90	0.0036	90	0.0036
Raja Durga Srivastava	430	0.0017	430	0.0017
Rajendra Prakash	2310	0.09	2310	0.09
Ram S Garg	1,27,89,912	51.160	1,27,89,912	51.160
Rameshwar Prakash	400	0.0016	400	0.0016
Rani Srivastava	205	0.0008	205	0.0008
Vandana Prakash	145	0.0005	145	0.0005


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

REGD. OFFICE: NH-8, VILL. GOONTI, TEH. BEHROR ALWAR RAJASTHAN

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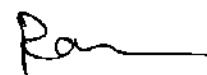
Ved Prakash	7370	0.0295	7370	0.0295
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	THERE IS CHANGES IN THE SHAREHOLDING DUE TO THE PREFERENTIAL ALLOTMENT OF 45,00,000 EQUITY SHARES.			
At the end of the year	12868202	43.62	19168202	64.97
Ashok Bharti	100	0.0003	100	0.0003
Deepti Prakash	1200	0.004	1200	0.004
Gyan Prakash	1090	0.003	1090	0.003
K P Lal	1075	0.003	1075	0.003
Madhu Lal	4090	0.013	4090	0.013
Malti Srivastava	17100	0.057	17100	0.057
O P Srivastava	275	0.0009	275	0.0009
Radha Prakash	42410	0.14	42410	0.14
Raja Durga	90	0.0003	90	0.0003
Raja Durga Srivastava	430	0.001	430	0.001
Rajendra Prakash	2310	0.007	2310	0.007
Ram S Garg	1,27,89,912	43.35	1,27,89,912	43.35
Rameshwar Prakash	400	0.001	400	0.001
Rani Srivastava	205	0.0006	205	0.0006
Vandana Prakash	145	0.0004	145	0.0004
Ved Prakash	7370	0.024	7370	0.024
Ratna Commercial Eneterprises Private Ltd	6300000	21.36	6300000	21.36

(iii) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.


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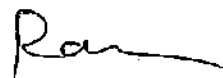
PHONE NO: 9887298879

EMAIL ID: spilindia@gmail.com

For Each of the Top 10 Shareholders		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
S.NO	At the beginning of the year	992625	3.97	992625	3.97
1.	MITA M SHETH	238100	0.95	238100	0.95
2.	SURESH PUKHRAJ JAIN	167405	0.66	167405	0.66
3.	KAMESH KUMAR KHAITAN	113800	0.45	113800	0.45
4.	BHAVANA GOPANI URMIL GOPANI	106050	0.42	106050	0.42
5.	RAJ KUMAR	99100	0.39	99100	0.39
6.	R S GOYAL	83330	0.33	83330	0.33
7.	PARESH MANIAR CHANDRIKA PARESH MANIAR	50000	0.2	50000	0.2
8.	RADHE SHYAM TULSIAN	45700	0.18	45700	0.18
9.	HARSHAD SHANTILAL MEHTA JYOTI HARSHAD MEHTA	44800	0.18	44800	0.18
10.	SUSHMA SINGH	44340	0.17	44340	0.17
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		THERE ARE NO CHANGES IN THE SHAREHOLDING DURING THE YEAR			
S.NO	At the end of the year	992625	3.36	992625	3.36
1.	MITA M SHETH	238100	0.807	238100	0.807
2.	SURESH PUKHRAJ JAIN	167405	0.56	167405	0.56


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

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3.	KAMESH KUMAR KHAITAN	113800	0.38	113800	0.38
4.	BHAVANA GOPANI URMIL GOPANI	106050	0.35	106050	0.35
5.	RAJ KUMAR	99100	0.33	99100	0.33
6.	R S GOYAL	83330	0.28	83330	0.28
7.	PARESH MANIAR CHANDRIKA PARESH MANIAR	50000	0.16	50000	0.16
8.	RADHE SHYAM TULSIAN	45700	0.15	45700	0.15
9.	HARSHAD SHANTILAL MEHTA JYOTI HARSHAD MEHTA	44800	0.15	44800	0.15
10.	SUSHMA SINGH	44340	0.15	44340	0.15

(V) Shareholding of Directors and Key managerial Personnel:

Shareholding of Directors and Key Managerial Personnel	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
At the beginning of the year	1,27,89,912	51.15	1,27,89,912	51.15
PRADUMAN KUMAR JAIN	--	--	--	--
RAJESH GUPTA RAM SWAROOP GARG	1,27,89,912	51.15	1,27,89,912	51.15
PANKAJ KUMAR	--	--	--	--
UPENDAR KUMAR SHARMA	--	--	--	--
ROSHI MEHNAZ	--	--	--	--
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	THERE IS NO CHNAGES IN THE SHAREHOLDING DURING THE FINANCIAL YEAR			
At the end of the year	1,27,89,912	43.35	1,27,89,912	43.35


For Sand Plast (india) Limited

Director


For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

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PRADUMAN KUMAR JAIN	--	--	--	--
RAJESH GUPTA RAM SWAROOP GARG	1,27,89,912	43.35	1,27,89,912	43.35
PANKAJ KUMAR	--	--	--	--
UPENDAR KUMAR SHARMA	--	--	--	--

5. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5,04,00,000	3,81,19,120	-	88519120
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,04,00,000	3,81,19,120	-	88519120
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	5,04,00,000	3,81,19,120	-	88519120
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,04,00,000	3,81,19,120	-	88519120

For Sand Plast (India) Limited

Director

For Sand Plast (India) Limited

Director

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EMAIL ID: spilindia@gmail.com

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.N.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1	Gross salary	--	--	--	--	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--	--	--
2	Stock Option	--	--	--	--	--
3	Sweat Equity	--	--	--	--	--
4	Commission - as % of profit - others, speci	--	--	--	--	--
5	Others, please specify	--	--	--	--	--
	Total (A)	--	--	--	--	--
	Ceiling as per the	--	--	--	--	--

R.
For Sand Plast (India) Limited

Director

Ran
For Sand Plast (India) Limited

Director

SAND PLAST (INDIA) LTD.

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
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B. Remuneration to other directors

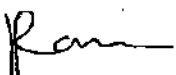
SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors	--	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--	--
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (1)	--	--	--	--	--
2	Other Non-Executive Directors	--	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--	--
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (2)	--	--	--	--	--
	Total (B)=(1+2)	--	--	--	--	--
	Total Managerial Remuneration	--	--	--	--	--
	Overall Ceiling as per the Act	--	--	--	--	--

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	--	--	--	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

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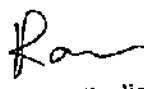
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--
	others, specify...	--	--	--	--
5	Others, please specify	--	--	--	--
	Total	--	--	--	--

7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	No Penalty, Punishment, Compounding offences during the F.Y.				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	No Penalty, Punishment, Compounding offences during the F.Y.				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	No Penalty, Punishment, Compounding offences during the F.Y.				
Punishment					
Compounding					


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CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-2017

The Corporate Governance code is a professional system framed for directing and controlling the Organization. The purpose is to ensure compliance of local statutes and ensure safeguard and value addition in long term to the interest of its members, creditors, customers and employees. The Company has initiated the practice of incorporating the Corporate Governance Report in the Annual Report in compliance with SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standard in business activities while implementing the Corporate Governance Code. The management places on record that the mandatory compliances to constitute various committees as required by SEBI (LODR), Regulations 2015, are in place.

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in SEBI (LODR), Regulations, 2015 as applicable to the Company is set out below:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE


The Company is committed to good corporate governance and has implemented the Corporate

Governance norms as prescribed by SEBI. The Company's philosophy of corporate governance is based on preserving core values and ethical business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability and integrity across the Company.


BOARD OF DIRECTORS

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board which is well blended with a good combination of Executive and Independent Directors. The Board has complete access to any information within the Company & to any employee of the Company.

Pursuant to SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Board meets at least once in every quarter to review quarterly/annual results and other items on the agenda and gap between two board meetings is not more than 120 Days. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in SEBI Listing Obligation and Disclosure Requirements, Regulations 2015.


For Sand Plast (India) Limited

Director


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AUDIT COMMITTEE

The Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 at the Board level of Company acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and oversees the financial reporting process. The Audit committee interacts with the Internal Auditors, Independent Auditors, Secretarial Auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

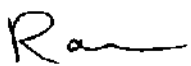
****Further, during the financial year 2016-17, company does not have sufficient number of Independent Directors, thereby**

THE TERMS OF REFERENCES OF THE AUDIT COMMITTEE ARE BROADLY AS UNDER

- 1) Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3) Approval of payment to statutory auditors for any other services rendered by them.
- 4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Changes, in accounting policies, significant adjustment made in the financial statements arising out of audit findings.
 - Disclosure of any related party transactions and qualifications in the draft audit report.
 - Compliance of listing agreement relating to financial statement.
- 5) Reviewing with the management the quarterly financial statements before submission to the board for approval.
- 6) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- 7) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the


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Director


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official heading department, reporting structure coverage and frequency of internal audit.

- 8) Discussion with internal auditors or any significant findings and follow up there on.
- 9) 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.

NOMINATION AND REMUNERATION COMMITTEE


In compliance of Section 178 of Companies Act, 2013 the Board renamed the Remuneration committee as "Nomination and Remuneration Committee. Your Board has re-constituted the Nomination and Remuneration Committee

The terms of reference of the committee inter alia include Succession planning for Board of Directors and Senior Management Employees, identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria's, identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position and review the performance of the Board of Directors and Senior Management personnel including Key managerial personnel based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short and long term objectives of the company.

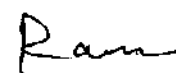
1. STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee performs various functions provided under the Section 178 of the Companies Act, 2013.

The Committee administers transfer and transmission of shares, Issue of duplicate certificates, change of status of members, change of name, transposition, sub-division of share certificates, consolidation of shares, dematerialization/ rematerialization of shares. Committee meets from time to time as per requirements of listing agreement. The committee facilitates prompt and effective redressal of investor complaints.


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited

Director

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- Number of complaints received -Nil
 - Number of complaints not solved to the satisfaction of shareholders -NIL
 - Number of pending share transfers -NIL
 - As at 31st March, 2017 no shares were pending for transfer
- **Note: Trading of Shares in the company has been blocked by the CDSL/NSDI due to suspension of company.**

CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management of the Company. In compliance with SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015, all personnel have affirmed to it.


For Sand Plast (India) Limited

Director


For Sand Plast (India) Limited