

BOARD OF DIRECTORS

DIRECTORS

B K Soni – CMD
Vijay Acharya
Srikrishna B.
D. T. Devale - Ex-MPCB
Aruna Soni
Shashank Soni
T Raghavendra Rao

COMPLIANCE OFFICER

Anita Choudhari

AUDITORS

GMJ & Co.
Chartered Accountants
VastuDarshan,
Andheri (East), Mumbai – 400 059.

BANKERS

Catholic Syrian Bank
Kotak Mahindra Bank

REGISTRARS & TRANSFER AGENTS

Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki Vihar Road,
Saki Naka, Andheri (East),
Mumbai – 400 072

REGISTERED OFFICE

205, Centre Point,
Next to Hotel Kohinoor,
Andheri Kurla Road, Andheri (E),
Mumbai–400 059

E-MAIL ADDRESS

info@ecoreco.com
shareholders@ecoreco.com

WEBSITE

www.ecoreco.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 21st Annual General Meeting of Eco Recycling Limited will be held at Eco House, Bhoidapada, Near Range Office, Next to Top Class Enclave, Sativali, Vasai (East), District Thane 401208 on 26th September, 2015 at 11:00 A.M. to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited financial statement of the Company for the financial year ended March 31, 2015, including audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Aruna Soni (DIN: 01502649) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. GMJ & Co., Chartered Accountants bearing Registration No. 1034292W being retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting, on such remuneration as may be fixed by the

Board of Directors in consultation with the Auditors”.

Special Business:

4. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment there of), Mr. Vijay Acharya (DIN:07114916), who was appointed as an Additional Director of the Company by the Board of Directors at its Meeting held on 14th February, 2015, effective from 8th January, 2015, in terms of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

5. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Dattatraya Devale (DIN:07186290), who was appointed as an Additional Director of the Company by the Board of Directors at its Meeting held on 30th May, 2015

effective from 16th May, 2015, in terms of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors
B. K. Soni
Chairman & Managing Director
DIN: 01274250

14th August 2015
Mumbai

Registered Office:
205, Centre Point,
Next to Hotel Kohinoor,
Andheri Kurla Road,
Andheri East,
Mumbai – 400 059
CIN: L74120MH1994PLC079971



NOTES:

1. A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the Meeting and vote thereat instead of himself/herself and such proxy need not be a member of the company. A person appointed as proxy shall act on behalf of such number of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy shall not vote except on a poll. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

The proxy forms should be lodged with the company at the registered office at least 48 hours before the commencement of the meeting.
2. Members /Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

4. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2015 to September 26, 2015 (both days inclusive) for the purpose of Annual General Meeting
7. Members holding shares in physical form and desirous of making/ changing nomination in respect of their shareholding in the Company, may send their request in the prescribed Form 2B to the Registrar & Transfer Agents of the Company.
8. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
9. Members desirous of obtaining any information on the Accounts and Operations of the Company or clarifications on the Annual Report are requested to write at least one week before the meeting so that the same could be compiled in advance.
10. Members are requested to notify changes, if any, in their registered addresses along with the pin code

to the Company's Registrar and Share Transfer Agent.

11. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship and memberships / chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
12. A Statement pursuant to section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
13. Members are requested to bring their copy of Annual Report to the Meeting.
14. All documents referred to in the notice are open for inspection at the registered office of the Company between 10.30 A. M. and 1.00 P.M. on all working days up to the date of the Meeting.
15. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updations of savings bank account to their respective Depository Participants.
16. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share transfer Agents, M/s. Big Share Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar

Road, Saki Naka, Andheri (East),
Mumbai – 400 072 Tel No: +91
22 28470652/53, Fax No.: +91
22 28475207, Email: investor@
bigshareonline.com

17. As per the provisions of the Companies Act, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Transfer Agents of the Company
18. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting;
19. Information under clause 49 of the listing agreement relating to directors retiring by rotation and seeking re-appointment is given at **Annexure 1**;
20. To support the 'Green Initiative', The Members who have not registered their e-mail addresses are requested to register the same with the Company/Depositories;
21. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

22. E- voting :

In compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

Process for E –Voting –

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com;

ECO RECYCLING LIMITED

- ii. Click on “Shareholders” tab;
- iii. Now, select the Electronic Voting Sequence Number “EVSN” along with ECO RECYCLING LIMITED from the drop down menu and click on “SUBMIT”;
- iv. Now Enter your User ID ;
 - a) For CDSL: 16 digits beneficiary ID;
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login;

If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used;



vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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. 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab;
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
- xi. Click on the EVSN on which you choose to vote;
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details;
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote;

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system:

xviii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates;

xix. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com;

- After receiving the login details they have to create a user who would be able to link the account(s) 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;
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote;

- 1) The voting period begins from 9.00 a.m. on Wednesday, 23rd September, 2015 and ends at 5.00 p.m. on Friday 25th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th, September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
- 2) 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.co.in under help section or write an email

to helpdesk.evoting@cdslindia.com.

- 3) M/s. Pramod S. Shah & Associates, Practising Company Secretaries, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company;
- 4) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ecoreco.com and on the website of CDSL within 2 (two) working days

ECO RECYCLING LIMITED

of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

14th August 2015
Mumbai

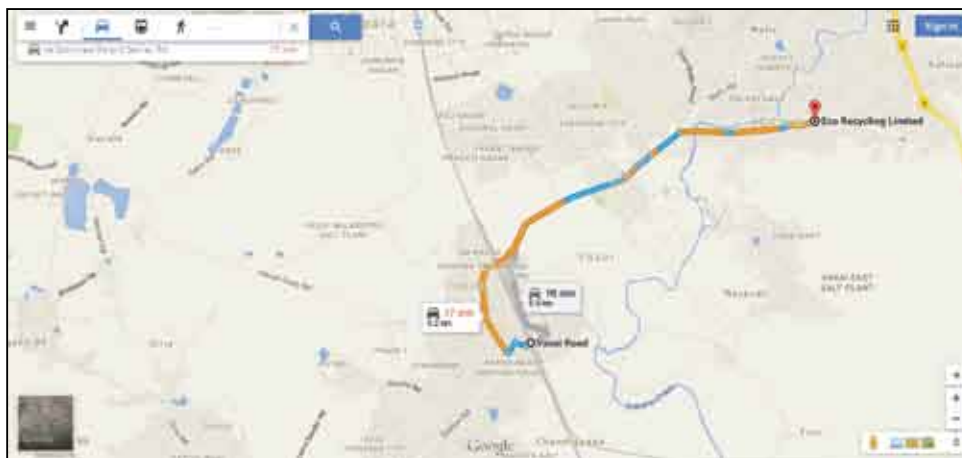
By order of the Board of Directors
B. K. Soni
Chairman & Managing Director
DIN: 01274250

Registered Office:
205, Centre Point,
Next to Hotel Kohinoor,
Andheri Kurla Road,
Andheri East,
Mumbai – 400 059
CIN: L74120MH1994PLC079971

Venue of the AGM Meeting

Landmark: Near Range Office, Sativali Road, Vasai (East), Dist. Thane

ROUTE MAP TO VENUE



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

Item No. 4: The Board of Directors at its meeting held on 14th February, 2015 appointed Mr. Vijay J. Acharya as an Additional Director of the Company to hold office with effect from 8th January, 2015.

Under Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956), Mr. Vijay J. Acharya holds office only up to the date of this Annual General Meeting of the Company.

A notice has been received from a Member proposing Mr. Vijay J. Acharya as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mr. Vijay J. Acharya as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company.

Except Mr. Vijay J. Acharya, being an appointee, none of the other Directors

and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Item No. 5: The Board of Directors at its meeting held on 30th May, 2015 appointed Mr. Dattatraya T. Devale as an Additional Director of the Company to hold office with effect from 16th May, 2015.

Under Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956), Mr. Dattatraya T. Devale holds office only up to the date of this Annual General Meeting of the Company.

A notice has been received from a Member proposing Mr. Dattatraya T. Devale as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mr. Dattatraya T. Devale as a Director of the Company would be of immense benefit to the Company. Accordingly,

the Board of Directors recommends his appointment as a Director of the Company.

Except Mr. Dattatraya T. Devale, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

14th August 2015
Mumbai

By order of the Board of Directors
B. K. Soni
Chairman & Managing Director
DIN: 01274250

Registered Office:
205, Centre Point,
Next to Hotel Kohinoor,
Andheri Kurla Road,
Andheri East,
Mumbai – 400 059
CIN: L74120MH1994PLC079971



ANNEXURE 1

INFORMATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT RELATING TO DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

Information regarding Director(s) seeking appointment/re-appointment at the 21st Annual General Meeting (Pursuant to Clause 49 of Listing Agreement and other applicable regulations)

Item No. 2

- 1. Name:** Mrs. Aruna Soni
- 2. DIN:** 01502649
- 3. Age:** 54
- 4. Profession:** Service
- 5. Qualification:** B. A.
- 6. Date of first appointment on the Board:** 28/08/1998
- 7. Expertise in specific functional area:** Admin
- 8. Relationship with other directors:** Spouse of Mr. B. K. Soni and Mother of Mr. Shashank Soni
- 9. Directorships held in other Companies:** 4
- 10. Memberships held in committees of the Board of other Companies:** NA
- 11. The number of Meetings of the Board attended during the year:** 5
- 12. Shares held in the Company as on the date of Notice:** 6,47,456

Item No. 4

- 1. Name:** Mr. Vijay Jagannath Acharya
- 2. DIN:** 07114916
- 3. Age:** 60

- 4. Profession:** Service
- 5. Qualification:** CISI
- 6. Date of first appointment on the Board:** 08/01/2015
- 7. Expertise in specific functional area:** Strategy Planning
- 8. Relationship with other directors:** NA
- 9. Directorships held in other Companies:** 1
- 10. Memberships held in committees of the Board of other Companies:** NA
- 11. The number of Meetings of the Board attended during the year:** NA
- 12. Shares held in the Company as on the date of Notice:** 89,100

Item No. 5

- 1. Name:** Mr. Dattatraya Trimbak Devale
- 2. DIN:** 07186290
- 3. Age:** 58
- 4. Profession:** Legal Practitioner
- 5. Qualification:** LLM
- 6. Date of first appointment on the Board:** 16/05/2015
- 7. Expertise in specific functional area:** Legal
- 8. Relationship with other directors:** NA
- 9. Directorships held in other Companies:** NA
- 10. Memberships held in committees of the Board of other Companies:** NA
- 11. The number of Meetings of the Board attended during the year:** NA
- 12. Shares held in the Company as on the date of Notice:** NIL



ATTENDANCE SLIP
ECO RECYCLING LIMITED

Registered Office: 205, Centre Point, 2nd Floor, J.B. Nagar, Andheri Kurla Road, Andheri East, Mumbai – 400 059.
CIN: L74120MH1994PLC079971

21st Annual General Meeting, Saturday, September 26, 2015

I hereby record my presence at the 21st Annual General Meeting of the Company (including adjournment thereof) at Eco House, Bhoirpada, Near Range Office, Next to Top Class Enclave, Vasai (East), Dist. Thane held on Saturday, September 26, 2015 at 11:00 a.m.

Folio No. _____

DP ID* _____

Client ID* _____

No. of Shares held _____

Full name of the Shareholder/Proxy (in block letters)

Signature

*Applicable for investors holding shares in electronic form.

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand over at the entrance of the hall.

Form No. MGT-11

Proxy form

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

ECO RECYCLING LIMITED

Registered Office: 205, Centre Point, 2nd Floor, J.B. Nagar, Andheri Kurla Road, Andheri East, Mumbai – 400 059.

CIN: L74120MH1994PLC079971

Name of the member (s):

Registered address:

..... E-mail Id:

Folio No/* Client Id: _____ *DP ID: _____

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

1. Name: Address:

E-mail Id:Signature: or failing him

1. Name: Address:

E-mail Id:Signature: or failing him

And whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual general meeting of the company, to be held on Tuesday, September 26, 2015 at 11.00 a.m. at Eco House, Bhoidapada, Near Range Office, Next to Top Class Enclave, Sativali, Vasai (East), District Thane 401208 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider, approve and adopt the Audited financial statement.
2. To appoint a Director in place of Mrs. Aruna Soni (DIN: 01502649) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration.
4. To regularize the appointment of Mr. Vijay Acharya (DIN:07114916), who was appointed as an Additional Director of the Company by the Board of Directors
5. To regularize the appointment of Mr. Dattatraya Trimbak Devale (DIN:07186290), who was appointed as an Additional Director of the Company by the Board of Directors

Signed this..... day of2015



.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

* Applicable for investors holding shares in electronic form. _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.