

**Camphor & Allied Products Ltd.**

**44<sup>th</sup> Annual Report  
2015-2016**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS:

Mrs. Chandrika A. Bodani – Chairperson	DIN: 00618298
Mr. Dharmil A. Bodani – Managing Director	DIN: 00618333
Mr. Shyamal A. Bodani – Executive Director	DIN: 00617950
Mr. Devendra S. Raghava – Executive Director- Operations	DIN: 02615737
Mr. Harshvardhan A. Piramal – Non-Executive & Independent Director	DIN: 00044972
Mr. Ranjit A. Puranik – Non-Executive & Independent Director	DIN: 00199353
Mr. Prakash V. Mehta - Non-Executive & Independent Director	DIN: 00001366
Ms. Amruda V. Nair - Non-Executive & Independent Director	DIN: 06716791

### CHIEF FINANCIAL OFFICER:

Mr. Girish Khandelwal

### COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Sweta Pandey (till 12<sup>th</sup> February 2016)  
Ms. Kiranpreet Gill (Appointed w.e.f. 4<sup>th</sup> April, 2016)

### REGISTERED/ CORPORATE OFFICE:

\*133 Jehangir Building, 2<sup>nd</sup> Floor,  
Mahatma Gandhi Road, Mumbai -400 001  
Tel. 91 22 43214000  
Fax: 91 22 43214099  
Website: www.camphor-allied.com  
Email Id: grievance@camphor-allied.com

### CORPORATE IDENTIFICATION NUMBER:

CIN: L17299GJ1972PLC011626

### AUDITORS:

M/s Lodha & Co.  
6, Karim Chambers, 40A Doshi Marg, Mumbai,  
Maharashtra.

### BANKERS:

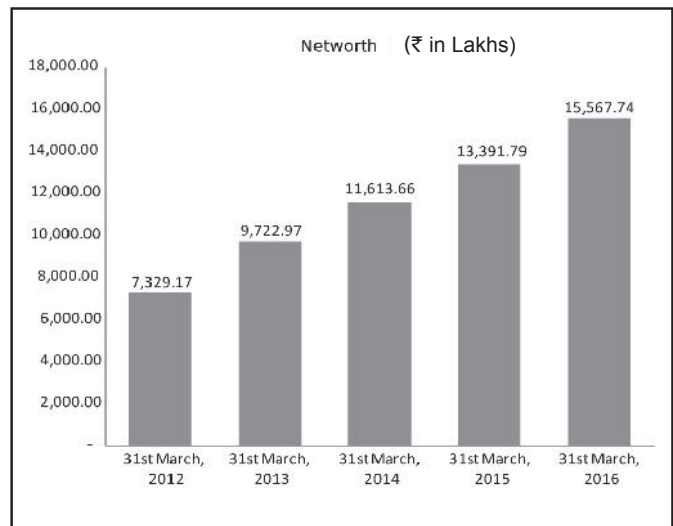
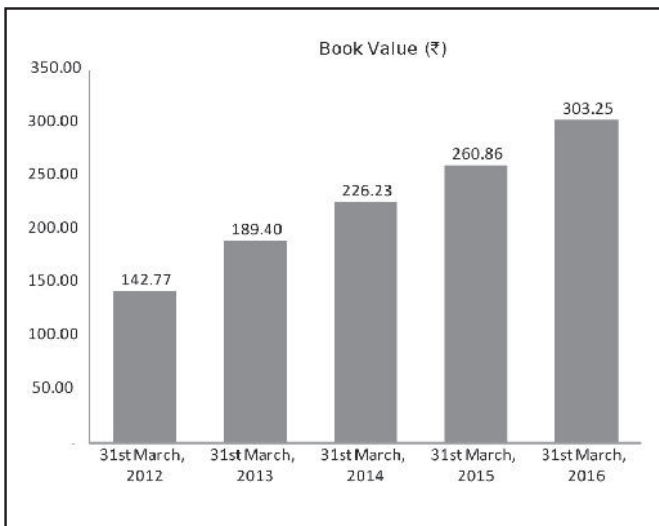
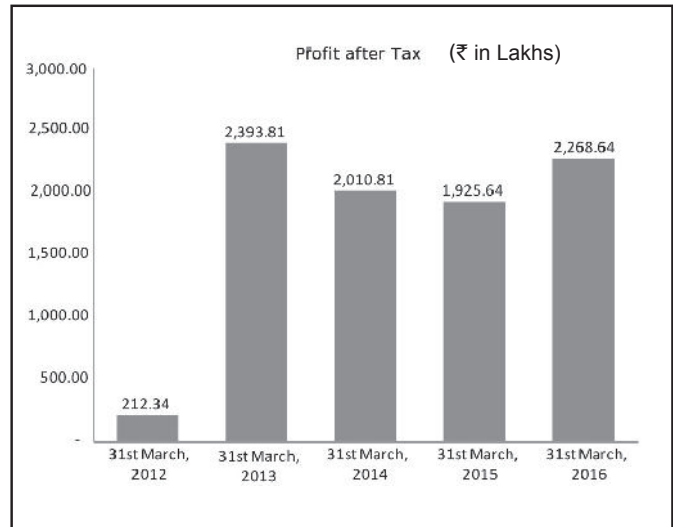
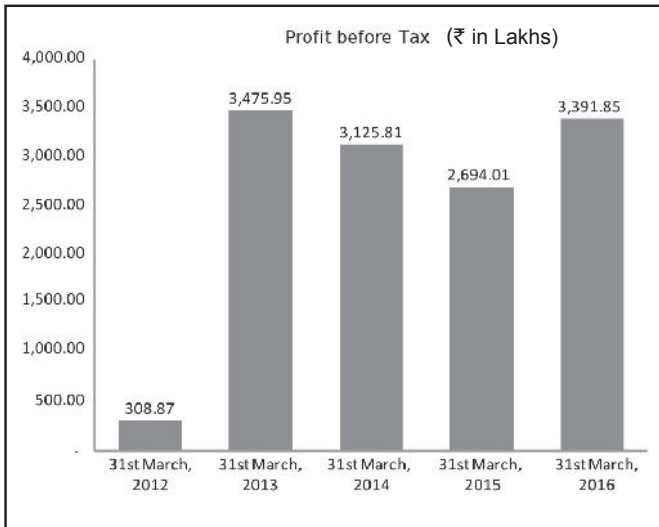
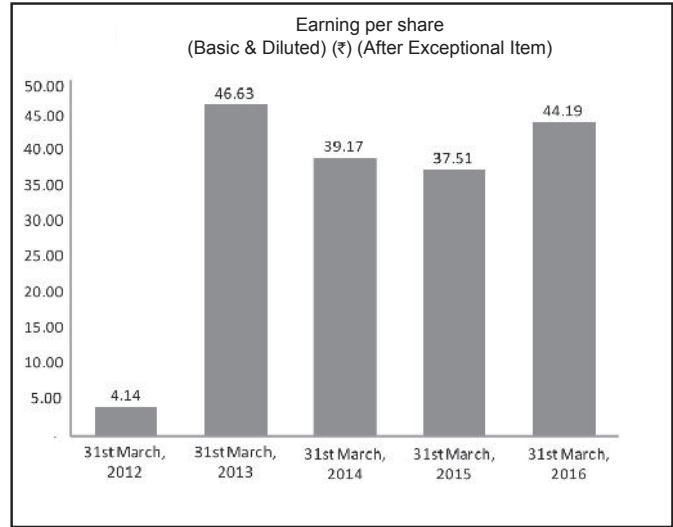
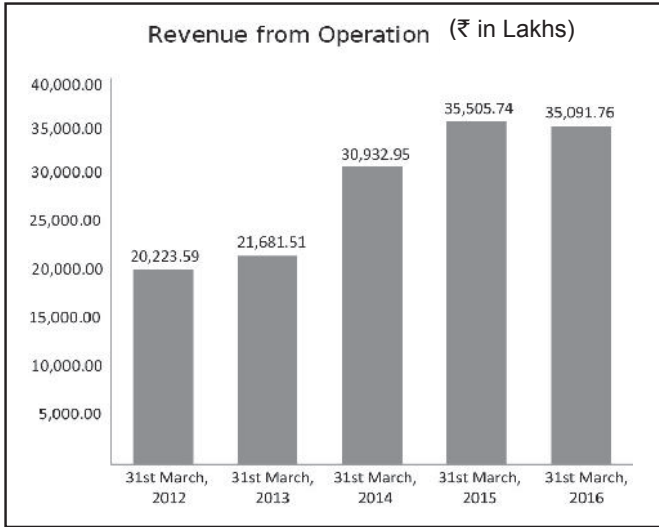
The Hongkong Shanghai Banking Corporation Limited  
(HSBC)  
Standard Chartered Bank  
RBL Bank Ltd.  
Kotak Mahindra Bank  
HDFC Bank Ltd.

### REGISTRAR AND TRANSFER AGENTS:

Sharex Dynamic (India) Private Limited  
Unit No. I, Luthra Industrial Premises,  
Safed Pool, Andheri Kurla Road,  
Andheri (East), Mumbai- 400 072

(\*Note: The Regional Director, Ahmedabad on 27<sup>th</sup> July 2016 has confirmed the alteration of Memorandum relating to change of place of registered office from State of Gujarat to State of Maharashtra vide order no. RD (NWR)/13/(656)/2016/2008. The registered office of the Company will now be situated at 133, Jehangir Building, 2<sup>nd</sup> Floor, Mahatma Gandhi Road, Mumbai-400 001. The Company is in process of intimating the same to Registrar of Companies, Mumbai through filing form INC-22.)

<b>Camphor &amp; Allied Products Limited</b>					
<b>Financial Highlights</b>					
<b>Particulars</b>	<b>31<sup>st</sup> March, 2012</b>	<b>31<sup>st</sup> March, 2013</b>	<b>31<sup>st</sup> March, 2014</b>	<b>31<sup>st</sup> March, 2015</b>	<b>31<sup>st</sup> March, 2016</b>
	₹in Lakhs	₹in Lakhs	₹in Lakhs	₹in Lakhs	₹in Lakhs
<b>Sales (Gross)</b>	<b>20,223.59</b>	<b>21,681.51</b>	<b>30,932.95</b>	<b>35,505.74</b>	<b>35,091.76</b>
Profit before Interest, Depreciation and Tax	828.52	3,917.61	4,844.64	4,633.60	5,280.09
Interest	245.20	127.49	950.37	1,061.72	946.36
Depreciation	274.46	314.16	768.46	877.87	941.88
<b>Profit before Tax</b>	<b>308.87</b>	<b>3,475.95</b>	<b>3,125.81</b>	<b>2,694.01</b>	<b>3,391.85</b>
<b>Profit after Tax</b>	<b>212.34</b>	<b>2,393.81</b>	<b>2,010.81</b>	<b>1,925.64</b>	<b>2,268.64</b>
Dividend (%)	-	-	20	15	15
Payout (%)	-	-	5.11	4.00	3.39
Equity Capital	513.37	513.37	513.37	513.37	513.37
Reserves & Surplus	6,815.80	9,209.61	11,100.29	12,878.42	15,054.37
Networth	7,329.17	9,722.97	11,613.66	13,391.79	15,567.74
Borrowings					
Long Term	6,958.38	5,261.57	3,407.93	1,043.83	-
Short Term - Bank	3,165.43	7,122.40	7,657.06	10,904.77	10,633.14
Short Term - Others	-	450.00	825.00	-	-
Total Borrowings	10,123.81	12,833.97	11,889.99	11,948.60	10,633.14
Gross Block	3,541.70	12,813.47	13,880.49	13,393.43	14,568.35
Less : Depreciation	274.46	314.16	768.46	877.87	941.88
Net Block	3,267.25	12,499.31	13,112.04	12,515.56	13,626.47
Capital Work-in-progress	2,009.11	232.21	1.51	15.74	67.24
Investment	7.67	7.89	-	-	-
Current Assets, Loans and Advances	14,322.04	13,420.60	16,460.25	18,631.52	17,543.23
Less : Current Liabilities	5,251.49	10,052.14	13,160.77	15,343.72	13,909.09
Net Working Capital	9,070.55	3,368.46	3,299.48	3,287.80	3,634.14
Book Value (₹)	142.77	189.40	226.23	260.86	303.25
<b>EPS (Basic &amp; Diluted) (₹) (After Exceptional Item)</b>	<b>4.14</b>	<b>46.63</b>	<b>39.17</b>	<b>37.51</b>	<b>44.19</b>



## NOTICE

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting of the Members of Camphor and Allied Products Limited will be held on Friday, 23<sup>rd</sup> September, 2016 at 09:00 A.M at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6<sup>th</sup> Floor, 12 K, Dubhash Marg, Kala Ghoda, Fort, Mumbai- 400001 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 31<sup>st</sup> March, 2016, together with the reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity shares.
3. To appoint a Director in place of Mr. Dharmil A. Bodani (DIN: 00618333) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of 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(1), 142 of the Companies Act, 2013 read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, and in terms of the resolution passed by the members at the Annual General Meeting held on 26<sup>th</sup> September 2014, the appointment of M/s. Lodha & Co., (Firm Registration No. 301051E), Chartered Accountant as the Statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 45<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company, be and is hereby ratified.”

### SPECIAL BUSINESS

5. 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 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹1,30,000/- (Rupees One lakh thirty thousand only) per annum, plus service tax & re-imburement of out of pocket expenses as approved by the Board of Directors based on recommendations of Audit Committee of the Company, to be paid to M/s V. J. Talati & Co. (Firm Registration No. 0213), Cost Accountants, for the conduct of the audit of the cost accounting records of the Company, for the financial year ending 31<sup>st</sup> March, 2017, be and is hereby ratified and confirmed.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in partial modification of the resolution previously passed by the shareholders in their meeting held on 26<sup>th</sup> September 2014 and pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the revised terms of appointment (salary) of Mr. Devendra Singh Raghava (DIN: 02615737), Executive Director-Operations of the Company with effect from 1<sup>st</sup> April 2016 to the extent and in such manner as set out herein below:

Gross salary not exceeding ₹ 5,00,000/- (Rupees Five lakh only) per month with effect from 1<sup>st</sup> April, 2016

**RESOLVED FURTHER THAT** Mr. Devendra Singh Raghava (DIN: 02615737), Executive Director-Operations of the Company be paid remuneration as the Board of Directors based on recommendations of Nomination and Remuneration Committee may from time to time determine, within the limits as stated above.

**RESOLVED FURTHER THAT** all the terms of appointment shall remain the same as are set out in the Agreement dated 12<sup>th</sup> day of August 2013, subject however to the modifications to be made therein as mentioned hereinabove.

**RESOLVED FURTHER THAT** the Board of Directors (including Nomination and Remuneration Committee) of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
“**RESOLVED THAT** in supersession of the resolution passed at the Annual General Meeting of the Company held on 16<sup>th</sup> September 2010 and pursuant to the provisions of Section 180 (1)(c) and other applicable provisions of the

Companies Act, 2013, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, as they may deem fit, any sum or sums of monies which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Share Capital of the Company and its free reserves, that is to say, reserve not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 1500 crore/- (Rupees Fifteen hundred crore only).

**RESOLVED FURTHER THAT** Board of Directors for the purpose of giving effect to the above Resolution be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and expedient in that behalf."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary, the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, provided that the total amount of such investments outstanding at any time shall not exceed ₹200 crore (Rupees Two hundred crore only) notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Companies Act, 2013

**RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

**By Order of the Board  
For Camphor and Allied Products Limited**

**Kiranpreet Gill  
Company Secretary**

**Place: Mumbai,  
Dated: 12<sup>th</sup> August, 2016**

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

This instrument appointing proxy in order to be effective should be lodged at the Registered Office of the Company not less than forty- eight hours before the time of the meeting. A blank proxy form is sent herewith. Pursuant to section 105 of the act a person shall not act as proxy for more than fifty members & holding in aggregate not more than ten percent of the total share capital of the Company. However a single person may act as a proxy for a member holding more than ten percent of the total share capital of the Company provided that such person shall not act as a proxy for any other person. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 15<sup>th</sup> September, 2016 to Friday, 23<sup>rd</sup> September, 2016 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and as per the provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for annual closing and determining the entitlement of the shareholders to the dividend for financial year (FY) 2015-16.

4. The Dividend as recommended by the Board of Directors, if approved, will be paid on or after 28<sup>th</sup> September, 2016 to all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours and to the shareholders (holding shares in physical form) whose name stand on the Register of Members of the Company on 14<sup>th</sup> September, 2016.
5. Members are requested to en-cash their Dividend Warrants immediately on their receipt, as dividends remaining unclaimed for seven years from the date of transfer to the company's Unpaid Dividend Account, will be transferred to the 'Investor Education and Protection Fund' established by the Central Government, as per Section 205C of the Companies Act, 1956 (which are still applicable as the relevant provisions under the Companies Act, 2013 are yet to be notified). Shareholders are also requested to note that no claim shall lie against Company or the said Investor Education Protection Fund after the transfer of unclaimed dividend to the Fund.
6. Under the system of payment of dividend through NECS, the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of warrant in transit or its fraudulent encashment. Shareholders holding shares in physical form and desirous of availing NECS facility are requested to furnish particulars of their bank account (including 9 digit MICR code) to the Company's Registrar & Share Transfer Agent, M/s Sharex Dynamic (India) Private Limited and in respect of shares held in demat (electronic) form such particulars should be furnished to respective Depository Participants.
7. All the documents referred to in this notice are open for inspection of the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m., upto the date of the Annual General Meeting and during the time of the Meeting.
8. The Members holding shares in physical form are requested to notify immediately change in their address, bank account details, NECS mandate if any, to the Company's Registrars and Share Transfer Agents, M/s Sharex Dynamic (India) Private Limited, Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai-400072. Members holding shares in demat account (electronic form) may notify changes to the Depository Participants.
9. The Shares of the Company are under compulsory demat list of Securities and Exchange Board & India (SEBI) and therefore trading in equity shares can be done only in demat form. In case members have not demated their shares, they may do so by opening account with any Depository Participant and completing the dematerialization procedures
10. Non- Resident Indian members are requested to inform Sharex Dynamic (India) Private Ltd, immediately of:
  - i) Change in their residential status on return to India for permanent settlement.
  - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agent M/s Sharex Dynamic India Private Limited.
14. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and Schedule V to the Companies Act, 2013.



15. Electronic copy of the Annual Report for FY 2015-16 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2015-16 is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
16. Members may also note that the Annual Report for FY 2015-16 including Notice of the 44<sup>th</sup> Annual General Meeting will also be available on the Company's website i.e. [www.camphor-allied.com](http://www.camphor-allied.com) for their download.
17. Members are requested to bring their copies of the Annual Report along with Attendance Slip at the time of attending the Annual General Meeting.
18. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) duly attested and authorizing their representative(s) to attend and vote on their behalf at the Meeting.
19. 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. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share Certificates to Sharex Dynamic (India) Private Limited, for consolidation into a single folio.

**20. Voting through electronic means :**

In compliance with provisions of Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") the Company is pleased to provide members facility to exercise their right to vote at the 44<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Securities Depository Limited (CDSL). The instructions for e-voting are as under:

**The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on Tuesday, 20<sup>th</sup> September, 2016 at 9.00 a.m. and ends on Thursday, 22<sup>nd</sup> September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant "**Camphor and Allied Products Limited**" on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**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](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.