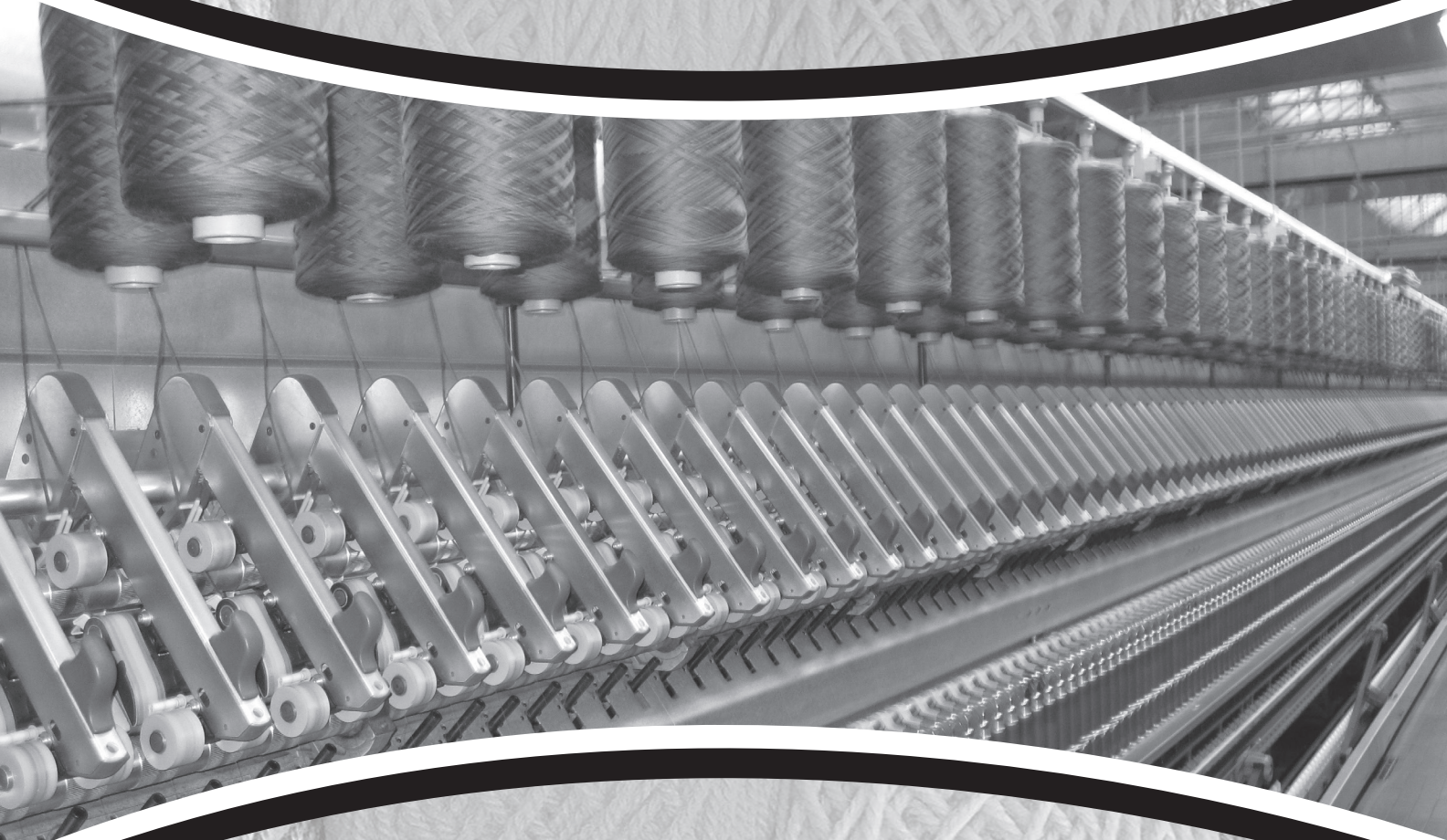


ASAHI INDUSTRIES LIMITED



**23rd Annual Report
2015-16**

ASAHI INDUSTRIES LIMITED

CIN: L17120MH1993PLC073267

ANNUAL REPORT 2015-16

BOARD OF DIRECTORS

Shri Mahavir Dixit	- Managing Director
Shri Ramniwas Bhikhu	- Director
Shri Shivprasad Yadav	- Director
Shri Pushpendra Kumar Pandey	- Director
Mrs. Jyoti Kolhe	- Director

CHIEF FINANCIAL OFFICER

Mr. Ravindra Chitle

PRINCIPAL BANKERS

Dena Bank

AUDITORS

M/s. A. F. Khasgiwala & Co.
Chartered Accountants

REGISTERED OFFICE

Ecomax, Musrane, Taluka Wada,
Dist. Thane – 421 312, Maharashtra

CORPORATE OFFICE

Raghuvanshi Mills Compound,
11/12, Senapati Bapat Marg,
Lower Parel (W), Mumbai- 400 013,
Maharashtra

REGISTRAR & SHARE TRANSFER AGENT

Universal Capital Securities Private Limited
21, Shakil Nivas, Opp Satya Sai Baba Temple,
Mahakali Caves Road, Andheri (East)
Mumbai – 400 093
Email: info@unisec.in

PLANT

Valsad, Gujarat
Bhilad

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**23rd Annual General Meeting to be held on Wednesday, 28th September, 2016 at 09:30 a.m.,
at the Registered Office of the Company at Ecomax, Musrane, Taluka Wada, Dist. Thane-421312.**

ASAHI INDUSTRIES LIMITED

NOTICE

Notice is hereby given that 23rd Annual General Meeting of the Members of **ASAHI INDUSTRIES LIMITED** will be held on Wednesday, 28th September, 2016, at the Registered Office of the Company at Ecomax, Musrane, Taluka Wada, Dist. Thane – 421 312, Maharashtra, at 09.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2016 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
2. Ratification of Appointment of Statutory Auditor for the Financial Year 2016-2017 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 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. A. F. Khasgiwala & Co., Chartered Accountants (Membership No. 006491, Firm Registration No. 105114W), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the **Twenty Fourth** Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

3. To appoint Shri Pushpendra Kumar Pandey (DIN:07313333) as a Director 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 Sections 149, 150 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Pushpendra Kumar Pandey (DIN:07313333) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of 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.”

4. To appoint Shri Shiv Prasad Yadav (DIN: 07318279) as a Director 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 Sections 149, 150 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Shiv Prasad Yadav (DIN:07318279), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of 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 appoint Shri Ramniwas Bhikhu (DIN: 07314254) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Ramniwas Bhikhu (DIN:07314254), who was appointed as an Additional Director (designated as an Independent Director) of the Company by the Board of Directors with effect from 14th December, 2015, pursuant to the provisions of Section 161(1) and 149(6) of the Companies Act, 2013 and who holds office up to the date of 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 an Independent Director of the Company to hold office for a term of five consecutive years commencing from 14th December, 2015 to 13th December, 2020.”

6. To appoint Mrs. Jyoti Kolhe (DIN: 07582231) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Jyoti Kolhe (DIN: 07582231), who was appointed as an Additional Director (designated as an Independent Director) of the Company by the Board of Directors with effect from 12th August, 2016, pursuant to the provisions of Section 161(1) and 149(6) of the Companies Act, 2013 and who holds office up to the date of 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 12th August, 2016 to 11th August, 2021.”

7. To appoint Shri Mahavir Dixit (DIN:07314266) as Managing Director 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 Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and 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), approval of the Company be and is hereby accorded to the appointment of Shri Mahavir Dixit (DIN:07314266) as Managing Director of the Company, for a period of 5 (five) years with effect from 14th December, 2015, on the terms and conditions including remuneration in the Statement annexed to the notice convening this Meeting, with liberty to the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including the Nomination and Remuneration Committee) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To approve the remuneration of Shri Pradip Damania, Cost Auditor for the financial year ending March 31, 2017 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder
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. 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.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
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 Company has notified closure of Register of Members and Share Transfer Books from 21st September, 2016 to 28th September, 2016 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Universal Capital Securities Pvt Ltd.

ASAHI INDUSTRIES LIMITED

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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 to the Company / Universal Capital Securities Pvt. Ltd.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
10. 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 Universal Capital Securities Pvt. Ltd., for consolidation into a single folio.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
13. Electronic copy of the Annual Report for 2016 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 hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 23rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. In compliance with the provision of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolution set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passes at the AGM.

These e-voting instructions are being sent to you as your name appears in the Register of Members as on Wednesday 21st September, 2016, being the cut-off date/entitlement date, fixed by the Board of Directors of the Company to identify the Members who are entitled to receive the copies of the Notice of Twenty Third Annual General Meeting together with the Annual Report and to participate through e-voting.

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

- (i) The voting period begins on Saturday, 24th September at 9.00 A.M and ends on Tuesday, 27th 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 Wednesday, 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholder
- (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.
- (vi) 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.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.
	<ul style="list-style-type: none"> 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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).

(viii) 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(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 for the relevant Asahi industries Limited 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) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) M/s Priyavrat & Associates, Chartered accountant in whole time practice, has been appointed as Scrutinizer, who is in the opinion of the board of the board can Scrutinize the e-voting process in fair and transparent manner

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Saturday, 24th September at 9.00 A.M and ends on Tuesday, 27th 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 Wednesday, 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 12th August, 2016

Sd/-
Mahavir Dixit
Managing Director
DIN:07314266

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 3, 4, 5 and 6**

The Board of Director of the Company appointed, pursuant to the provisions of section 161(1) of the Companies Act 2013, and article of association of the company Shri Pushpendra Kumar Pandey (DIN: 07313333), Shri Shiv Prasad Yadav (DIN: 07318279), Shri Ramniwas Bhikhu (DIN: 07314254) and Mrs. Jyoti Kolhe (DIN: 07582231) as an Additional Directors and Independent Additional Director of the company with effect from 14th December, 2015, 27th November, 2015 and 14th December, 2015 and 12th August, 2016 respectively.

In term of provisions of Section 161(1) of the Companies act 2013 Shri Pushpendra Kumar Pandey (DIN: 07313333), Shri Shiv Prasad Yadav (DIN:07318279) and Shri Ramniwas Bhikhu (DIN: 07314254) and Mrs. Jyoti Kolhe (DIN: 07582231) would hold office up to the date of the ensuring Annual General Meeting.

Shri Pushpendra Kumar Pandey (DIN:07313333), Shri Shiv Prasad Yadav (DIN:07318279), Shri Ramniwas Bhikhu (DIN: 07314254) and Mrs. Jyoti Kolhe (DIN: 07582231) are not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received Notices in writing from members of the Company along with deposit of requisite amount proposing the candidature of Shri Pushpendra Kumar Pandey (DIN:07313333), Shri Shiv Prasad Yadav (DIN:07318279) Shri Ramniwas Bhikhu (DIN: 07314254) and Mrs. Jyoti Kolhe (DIN:07582231) for office of Director of the Company.

The relatives of Shri Pushpendra Kumar Pandey, Shri Shiv Prasad Yadav, Shri Ramniwas Bhikhu and Mrs. Jyoti Kolhe deemed to be interested in the Resolutions set out respectively at item nos. 3, 4, 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company their relatives are in any way concern or interested financially are otherwise in these Resolutions.

The Board recommends the Ordinary Resolutions set out at item nos. 3, 4, 5 & 6 of the Notice for approval of the shareholders.

ITEM NO. 7

Shri Mahavir Dixit (DIN:07314266) was appointed as a Managing Director w.e.f. 14th December, 2015 by the Board of Directors of the Company in their meeting held on 14th December, 2015, has, Subject to the approval of members, for a period of 5 (five) years, at the remuneration recommended by the Board.

It is proposed to seek the member's approval for the appointment of and remuneration payable to Shri Mahavir Dixit as Managing Director, in terms of the applicable provisions of the Act.

STATEMENT GIVING INFORMATION REQUIRED UNDER PART II, SECTION II TO SCHEDULE V OF THE COMPANIES ACT, 2013 FOR PAYMENT OF REMUNERATION TO SHRI MAHAVIR DIXIT, MANAGING DIRECTOR:**I. General Information:**

- (1) Nature of industry: The Company is engaged in the business of Textile.
- (2) Date or expected date of commencement of commercial production: 02nd August, 1993.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable as the Company is existing Company.
- (4) Financial performance based on given indicators:
Financial performance of the Company is average. The Management of the Company is trying to improve the financial position of the Company.
- (5) Foreign investments or collaborations - Nil.

II. Information about the appointee:

- (1) Background details:
Shri Mahavir Dixit has graduate and having 10 years experience of working in the Textile Industry Specially in Spinning and knitting Sector.
- (2) Past Remuneration: Rs. 2,20,000 Annual
- (3) Recognition or awards: Nil

ASAHI INDUSTRIES LIMITED

(4) Job profile and his suitability: The Managing Director will perform their respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Managing Director

(5) Remuneration proposed: Board particular of the terms of appointment of remuneration payable to Shri Mahavir Dixit is as under:

Particulars	From 14 th December, 2015
Salary	Rs. 30,000/- per month or Rs. 3,60,000/- per annum.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration payable to Shri Mahavir Dixit is fully justifiable and comparable to that prevailing in the industry, keeping in view his job profile.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

III. Other information:

(1) Reasons of loss or inadequate profits: on- account of heavy burden of Finance Cost and Depreciation.

(2) Shri Mahavir Dixit is not disqualified from being appointed as Managing Director in terms of Section 164 of the Companies Act, 2013. Shri Mahavir Dixit does not hold any shares in the Company.

Except Shri Mahavir Dixit, None of the Directors, Promoters, Key Managerial Personnel or relatives thereof, is interested in this Resolution.

ITEM NO. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment of Shri Pradip Damania as a Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 on a remuneration of Rs. 12500/- p.a.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No.8 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 12th August, 2016

Sd/-
Mahavir Dixit
Managing Director
DIN:07314266

DIRECTOR'S REPORT

Dear Members,

The Board of Directors hereby presents the 23rd Annual Report on the business and operations of your Company along with the Audited Statements of Accounts for the Financial Year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

	2015-2016 (Rs. in Lacs)	2014-2015 (Rs. in Lacs)
Revenue from operations	27,861.70	52,887.17
Finance Cost	147.71	109.06
Depreciation and Amortization Expense	1,274.04	1,360.88
Profit / (Loss) before exceptional and extraordinary items and tax	257.19	(134.09)
Provision for Tax		
Current Tax	0.00	0.00
Deferred Tax Assets / (Liabilities)	193.75	153.43
Profit/Loss after Tax	63.45	19.32

Note: Previous year figures have been regrouped/ rearranged wherever necessary.

DIVIDEND

Due to inadequacy of profits during the year under report, your Directors do not recommend dividend on the Equity Shares of the Company.

REVIEW OF PERFORMANCE

During the year, the Turnover of Company has substantially decreased to Rs 27,861.70 Lacs as against Rs. 52,887.17 Lacs in respect of the previous Financial Year ended 31st March, 2015. The Profit after Tax is increased to Rs. 63.45 Lacs in the Financial Year ended 31st March, 2016 as against Rs. 19.32 Lacs in the previous Financial year ended 31st March, 2015 after considering deferred tax of Rs. 193.75 Lacs as against 153.43 Lacs in the previous financial year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Company proposes Shri Ramniwas Bhikhu (DIN: 07314254) and Mrs. Jyoti Kolhe (DIN: 07582231), Additional Independent Directors of the Company, to appoint them for five (5) consecutive years commencing from the 14th December, 2015 to 13th December, 2020 and 12th August, 2016 to 11th August, 2021."

During the year under Report, Shri Narayan Ghumatkar (Managing Director), Shri Jodharam Dhaka (Independent Director), Shri Shivprasad Shrivastav (Independent Director), Shri Manoj Kumar Sharma (Independent Director), Shri Suraj Singh (Director) and Ms. Martina Keny (Director) have resigned on 27th November, 2015, 19th December, 2015, 17th December, 2015, 10th December, 2015, 5th October, 2015 and 5th October, 2015 respectively.

During the year under Report, Shri Mahavir Dixit (DIN: 07314266) has been appointed as an Additional Director w.e.f. 27th November, 2015 and Managing Director w.e.f. 14th December, 2015 and Shri Shivprasad Yadav (DIN: 07318279) and Shri Pushpendra Kumar Pandey (DIN: 07313333) has been Appointed as an Additional Director of the Company w.e.f. 27th November, 2015 and 14th December, 2015.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A".

MEETINGS OF THE BOARD

Seven meetings of the Board of Directors and Four Meeting of audit committee were held during the year. For further details, please refer report on corporate governance section in this Annual Report.

COMMITTEES OF THE BOARD

Currently, the Board has five committees: the audit committee, nomination and remuneration committee, Management and Finance Committee, Sexual Harassment Committee and stakeholder's relationship committee. All committees, except Management and Finance Committee, and Sexual Harassment Committee consist entirely of independent directors.

A detailed note on the Board and its committees is provided under the corporate governance report section in this Annual Report.