



ashima
LIMITED



33rd Annual Report
2015-16



ASHIMA LIMITED

33RD ANNUAL REPORT – 2015 – 16

BOARD OF DIRECTORS

Mr. Chintan N. Parikh	-	Chairman & Managing Director
Dr. Bakul H. Dholakia	-	Director
Mr. Bihari B. Shah	-	Director
Mr. Jaykant R. Baxi	-	Director
Mr. Neeraj Golas	-	Nominee Director of ARCIL
Mrs. Koushlya Melwani	-	Director

AUDITORS

Dhirubhai Shah & Doshi
Chartered Accountants
Ahmedabad

COMPANY SECRETARY

Mr. Hiren S. Mahadevia

CHIEF FINANCIAL OFFICER

Mr. Jayesh C. Bhayani

CORPORATE IDENTITY NUMBER (CIN)

L99999GJ1982PLC005253

SHARES LISTED ON STOCK EXCHANGES

BSE Ltd.

National Stock Exchange of India Ltd.

REGISTERED OFFICE & WORKS

Texcellence Complex,
Khokhara – Mehmedabad
Ahmedabad – 380 021

NOTICE

Notice is hereby given that the 33rd ANNUAL GENERAL MEETING of Ashima Limited will be held on Friday, the 12th August, 2016 at 11.00 a.m. at the Registered Office of the Company at Texcellence Complex, Khokhara-Mehmedabad, Ahmedabad –380 021, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Koushlya Melwani, Director (DIN: 01575110), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants (Firm Registration No. 102511W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and authorise the Board to fix their remuneration.

Special Business

4. Approval of Cost Auditors' Remuneration

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(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Ankit Sheth & Co., Cost Accountants, (Firm Registration No. 102785), appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of cost records of the Company pertaining to Company's Product "Textile", be paid remuneration, for the Financial Year ending 31st March, 2017, amounting to Rs.60,000/- (rupees sixty thousand only) plus tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. Approval of Material Related Party Transactions

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

"RESOLVED THAT in terms of provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related parties as set out in the explanatory statement annexed to the notice convening this meeting.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

Date: 14th May, 2016

Place: Ahmedabad

By order of the Board of Directors
For **Ashima Limited**

Regd. Office:

Texcellence Complex,
Khokhara-Mehmedabad,
Ahmedabad – 380 021.

Hiren S. Mahadevia
Company Secretary

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the company. Members holding more than 10% of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report.
2. Corporate Members intending to send their authorized 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 the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
3. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under Item No. 4 and 5 of the accompanying notice are annexed hereto.
4. In respect of resolution at Item No. 2, a statement giving additional information on the Directors seeking re-appointment is annexed herewith as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 12.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting (AGM) of the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 6th August, 2016 to 12th August, 2016 (both days inclusive).
7. Electronic copy of the Annual Report for the year 2015-16 is being sent to all the members whose email IDs are registered with the company/depository participant(s) for communication purpose unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2015-16 is being sent in the permitted mode.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Link Intime India Pvt. Ltd or Secretarial Department of the company immediately. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. Process and manner for voting through Electronic means
 - i. In compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1)&(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
 - ii. The remote e-voting will commence on Tuesday, 9th August, 2016 at 9.00 a.m. and will end on Thursday, 11th August, 2016 at 5.00 p.m. During this period the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, 5th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

- iii. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
- iv. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 5th August, 2016, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- v. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 5th August, 2016, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- vi. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date i.e. 5th August, 2016.
- vii. Mr. Tapan Shah, Practising Company Secretary (Membership No. FCS No.4476, CP No.2839) has been appointed as the Scrutinizer for conducting remote e-voting process in a fair and transparent manner and also voting by Poll Paper at the AGM.
- viii. The procedure and instructions for remote e-voting are as under:-

Remote E-Voting Process – Shareholders holding shares in Demat Form and Physical Form

Step 1	:	Open your web browser during the voting period and log on to the e-voting website: www.evotingindia.com
Step 2	:	Click on “Shareholders” to cast your vote(s).
Step 3	:	Please enter your USER ID – <ul style="list-style-type: none"> • For account holders in CDSL: Your 16 digits beneficiary ID. • For account holders in NSDL: Your 8 characters DP ID and followed by 8 digits Client ID. • Members holding shares in physical form should enter folio number registered with the company.
Step 4	:	Please 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.
Step 5	:	If you are a first time user follow the steps given below:
PAN	:	<ul style="list-style-type: none"> • 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 sequence number which is printed on Attendance Slip, 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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	:	<p>Enter the dividend bank details as recorded in your demat account or the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend in order to login. If DOB or Bank details are not recorded with the depository or company please enter the Member ID / Folio No. in the Dividend bank details field as mentioned in step 3.</p>
Step 6	:	After entering these details appropriately, click on "SUBMIT" tab.
Step 7	:	<p>Members holding shares in physical form will then reach directly to the Company selection screen.</p> <p>Members holding shares in Demat form will reach 'Password Creation' menu wherein, they are required to create their login password in the new password field. Kindly note that this password can be also be 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.</p> <p>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.</p>
Step 8	:	For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
Step 9		Click on the EVSN of the company i.e. 160528002 to vote
Step 10	:	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 and click on SUBMIT.
Step 11	:	Click on the "RESOLUTIONS FILE LINK" if you wish to view the Notice.
Step 12	:	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.
Step 13	:	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
Step 14	:	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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Step 15	:	Note for Non Individual Shareholders and Custodians:- <ul style="list-style-type: none"> Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://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) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same
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- ix) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ashima.in and on the website of CDSL i.e. www.cdslindia.com within three days after the conclusion of 33rd AGM and shall also be communicated to Stock Exchanges where the shares of the Company are listed.
- x) 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.

Contact Details:

Company	:	Ashima Limited Regd. Office: Texcellence Complex, Khokhara-Mehmedabad, Ahmedabad-380 021.
Registrar & Share Transfer Agent	:	Link Intime India Pvt. Ltd. 303, 3 rd Floor, Shoppers Plaza V, Opp. Municipal Market, Off C.G. Road, Ahmedabad 380 009.
E-Voting Agency	:	Central Depository Services (India) Ltd.
E-mail	:	helpdesk.evoting@cdslindia.com
Scrutinizer	:	Mr. Tapan Shah, Practising Company Secretary
Email	:	scrutinizer@tapanshah.in

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****Item no. 4**

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Ankit Sheth & Co., Cost Accountant, to conduct the audit of the cost records of the Company for the Financial Year 2016-17 on a remuneration of Rs.60,000/- and payment of service tax as applicable and re-imbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the said audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor is required to be ratified by members of the Company. Accordingly, the members are requested to pass an Ordinary Resolution as set out at Item no. 4 of the Notice for ratification of the payment of remuneration to the Cost Auditor for the Financial Year 2016-17.

The Board of Directors recommends the Ordinary Resolution set out at above Notice for approval of the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the said Resolution.

Item no. 5

Under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Material related party transactions require shareholders' approval by way of a Resolution. The said Regulation defines the term "material" as follows:

"a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity."

The Company has entered into following material related party transactions with related parties during the year ended 31st March, 2016.

Name of related party: Ashima Dyecot Private Limited

Nature of relationship: Other related party

(Rs. In Lacs)

Nature of Transactions	Transactions during the year ended 31.03.2016
Purchases	251.21
Sales	1523.78
Expenses	2305.88
Income and other receipts	5.81
Outstanding payable (as at the end of the year)	325.43

The aforesaid transactions were in ordinary course of business and on arm's length basis.

Name of related party: Apus Investments Private Limited

Nature of relationship: Other related party

(Rs. In Lacs)

Nature of Transactions	Transactions during the year ended 31.03.2016
Expenses -interest on loan	538.60
Finance -Loans taken during the year	2800.00
Outstanding loans payable (as at the end of the year)	2491.86

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on the said Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out in the above Notice for approval of the Members.

Except Mr. Chintan N. Parikh and his relatives, none of other Directors or key managerial personnel or their relatives are in any way, concerned or interested, financial or otherwise, in the said Resolution.

Date: 14th May, 2016

Place: Ahmedabad

By order of the Board of Directors
For **Ashima Limited**

Regd. Office:

Texcellence Complex,
Khokhara-Mehmedabad,
Ahmedabad – 380 021.

Hiren S. Mahadevia
Company Secretary

ANNEXURE TO THE NOTICE DATED MAY 14, 2016**Details of Directors seeking Appointment /Reappointment at the 33rd Annual General Meeting**

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mrs. Koushlya V. Melwani
Date of Birth	20 th April, 1961
Date of Appointment on the Board	15 th December, 2014
Qualifications	B. Com., FCMA
Expertise	Project Finance, Company Law & Cost Accounting
Directorship held in Other Companies	<ol style="list-style-type: none"> 1. Melwani Finsoft Pvt. Ltd 2. K V Melwani & Associates (Proprietor) 3. KVM & Co., (Partner)
Chairmanship / Membership of Committees	<ol style="list-style-type: none"> 1. Member- Audit Committee 2. Member-Nomination and Remuneration Committee 3. Member- Stakeholders Relationship Committee 4. Member- Share Transfer Committee
Shareholding of Director	Nil
Relationship between Directors inter-se	Nil

**BOARD'S REPORT**

Your Directors take pleasure in presenting the Thirty Third Annual Report of your Company together with audited statement of accounts for the year ended on 31st March, 2016.

1. FINANCIAL RESULTS

Your Company's performance during the above year is summarized below:

Particulars	(Rupees in Lacs)	
	March 31, 2016	March 31, 2015
Loss before Interest and Depreciation	752.43	677.23
Less : Interest	1219.98	487.69
Loss before Depreciation	1972.41	1164.92
Add : Depreciation and amortization of expenses	383.36	455.40
Loss before tax	2355.77	1620.33
Add : Provision for tax	-	-
Loss after tax	2355.77	1620.33

2. DIVIDEND

Your Directors regret their inability to recommend any dividend on the equity shares in view of the losses suffered by your Company during the year under review and carried forward losses of earlier years. They are also unable to pay any dividend on preference shares.

3. RESERVES

In view of the losses incurred by your Company, no amount has been transferred to general reserve.

4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The operational performance of the company showed major decline, with the loss at PBT stage going up to Rs.1813.33 lacs (arrived at after adjusting reported PBT for non-recurring expenses (net) of Rs.542.44 lacs) compared to loss of Rs.523.60 lacs in year 2014-15 (adjusted for non-recurring expenses (net) of Rs.1096.73 lacs). (Figures for previous year have been adjusted to remove impact of change in depreciation during that year in compliance with provisions of Schedule II of the Companies Act, 2013). Increase in interest cost by Rs.732 lacs is one of the major reasons for change in performance. The company paid interest to the secured creditors as well as on unsecured loans brought in by promoters to part-finance debt settlement under the Scheme of Arrangement as per the Scheme provisions. On the operational front, the performance has suffered both in Denim and Spinfab divisions mainly on account of lower volumes.

Production and sales volumes have declined both in Denim as well as in Spinfab Division with Denim division suffering more on export front primarily due to sluggish European markets and stiff competition following increased capacities on a macro level. The Spinfab division on the other hand also saw lower volumes, but it could penetrate more into domestic brand segment that provides better margins and thereby offsetting the negative impact of lower volumes to some extent.

Both the company's division continue to operate under severe limitations in terms of product offering, credit terms as well as product costing due to ageing machinery and working capital constraints. These factors have a severe adverse impact on the marketability of the products over and above the pricing and margin issues for the company. Competitors have considerable advantage when it comes to meeting the customer requirements in terms of changing fashion trends and product specifications as well as the operational efficiency affecting the product costs.

The reduced raw materials prices, especially on account of global slowdown, have helped the divisions maintain the product margins and have also helped ease the adverse impact of inflationary pressures on the prices of dyes/chemicals and other operational expenses.

The detailed discussion on performance is highlighted in management discussion and analysis attached to this report.